

SUPPLEMENT DATED 24 FEBRUARY 2026 TO THE BASE OFFERING MEMORANDUM DATED 12 JANUARY 2026



ADNOC MURBAN RSC LTD

(incorporated under the laws of the Abu Dhabi Global Market)

Global Medium Term Note Programme

This Supplement (the “**Supplement**”) is supplemental to, forms part of and must be read and construed in conjunction with, the Base Offering Memorandum dated 12 January 2026 (the “**Base Offering Memorandum**”), and is prepared by ADNOC Murban RSC LTD (the “**Issuer**” or the “**Company**”) in connection with the global medium term note programme (the “**Programme**”) established by the Issuer. Terms defined in the Base Offering Memorandum have the same meaning when used in this Supplement.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Supplement is to: (a) update certain information under the headings “*Presentation of Financial, Reserves and Certain Other Information*”, “*Risk Factors*”, “*Overview*”, “*Capitalisation*”, “*Selected Financial and Other Information*”, “*Operating and Financial Review*”, “*Description of the Company*”, “*Description of ADNOC*” and “*Overview of the UAE and Abu Dhabi*” in the Base Offering Memorandum; (b) include a new “Significant or Material Change” statement; (c) amend certain definitions in “*Appendix A – Glossary of Defined Terms*” in the Base Offering Memorandum; and (d) update the financial statements included under the heading “*Index to the Financial Statements*” in the Base Offering Memorandum.

UPDATES TO THE BASE OFFERING MEMORANDUM

With effect from the date of this Supplement, the information appearing in the Base Offering Memorandum shall be supplemented and updated by the information set out below.

To the extent that there is any inconsistency between: (a) any statement in this Supplement or any statement incorporated by reference into the Base Offering Memorandum by this Supplement; and (b) any other statement in or incorporated by reference in the Base Offering Memorandum, the statements in (a) above will prevail. For the avoidance of doubt, any text which occurs in multiple places in the Base Offering Memorandum and is replaced in one section below shall be deemed to be replaced in all other sections in which the same text appears.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Offering Memorandum since the publication of the Base Offering Memorandum.

PRESENTATION OF FINANCIAL, RESERVES AND CERTAIN OTHER INFORMATION

- 1. The information under the heading “*Financial Information*” (which appears on page vi of the Base Offering Memorandum) is replaced with the following:**

“This Base Offering Memorandum includes the Company’s Annual Consolidated Financial Statements. The Company’s Annual Consolidated Financial Statements have been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board and in compliance with the applicable provisions of the Company’s Articles of Association and the Companies Regulations 2020 of the Abu Dhabi Global Market (“ADGM”).

The Company’s Annual Consolidated Financial Statements have been audited by EY as stated in their reports included elsewhere in this Base Offering Memorandum. See the Company’s Annual Consolidated Financial Statements (and related notes), appearing elsewhere in this Base Offering Memorandum, as well as the Section entitled “*Operating and Financial Review*”.

RISK FACTORS

- 1. The penultimate paragraph under the risk factor “*Substantial or extended declines in the prices of crude oil may have a material adverse effect on Abu Dhabi and ADNOC*.” (which appears on page 5 of the Base Offering Memorandum) is replaced with the following:**

“Eight OPEC+ countries, being Saudi Arabia, Russia, Iraq, UAE, Kuwait, Kazakhstan, Algeria, and Oman, partially phased out the voluntary cuts through successive increases in production, beginning with an increase in April 2025 of 138,000 barrels per day, followed by increases of 411,000 barrels per day for each of May, June and July, increases of approximately 555,000 barrels per day in August and September, an increase of 136,000 barrels per day for October, and an increase of 137,000 barrels per day for November. On 2 November 2025, the eight OPEC+ countries announced a further production increase of 137,000 barrels per day for December, and that further increases would be paused for the months of January, February and March 2026. On 1 February 2026, the eight OPEC+ countries reaffirmed their decision on 2 November 2025 to pause production increases in March 2026. On 20 February 2026, the OPEC Reference Basket stood at USD 70.11.”.

2. **The first paragraph under the risk factor “*The demand for crude oil may be reduced.*” (which appears on page 6 of the Base Offering Memorandum) is replaced with the following:**

“The demand for crude oil may be reduced for a number of reasons. In the short term, the World Bank forecasts modest global GDP growth of two point six percent (2.6%) in 2026 due to a reduction in trade and domestic activity and the effects of uncertainty in the global policy environment. Furthermore, the current global economic weakness exacerbated by high energy and materials costs, caused in part by the Russia-Ukraine and other conflicts, are slowing down the recovery in global oil demand.”.

OVERVIEW

1. **The last paragraph under the heading “*Overview of the Company*” (which appears on page 22 of the Base Offering Memorandum) is replaced with the following:**

“On 7 January 2025, ADNOC Murban Sukuk Limited (“AMSL”), was incorporated in the ADGM as a private company limited by shares for the purpose of issuance of Shari’a compliant trust certificates (“Sukuk”) under the Company’s newly established international Sukuk programme (the “**International Sukuk Programme**”). The Company consolidates AMSL in its financial statements. On 6 May 2025, the Company through AMSL issued Sukuk with a principal amount of USD one thousand five hundred (USD 1,500) million. The Sukuk was issued in a single tranche, maturing on 6 May 2035, and carrying an annual profit rate of four point seven five percent (4.75%) to be paid semi-annually. The Sukuk is listed on the International Securities Market of the London Stock Exchange.”.

2. **The last paragraph under the heading “*Strong cashflows*” (which appears on page 25 of the Base Offering Memorandum) is replaced with the following:**

“The total value of crude oil delivered under the Volume Availability Commitment was USD 25,996.9 million, USD 29,624.2 million and USD 30,567.5 million for the years ended 31 December 2025, 2024 and 2023, respectively, comprising USD 8,050.6 million invoiced to ADNOC Trading and USD 17,946.4 million invoiced to ADNOC for the year ended 31 December 2025, USD 6,915.1 million invoiced to ADNOC Trading and USD 22,709.1 million invoiced to ADNOC for the year ended 31 December 2024 and USD 20,435.7 million invoiced to ADNOC Trading and USD 10,131.9 million invoiced to ADNOC for the year ended 31 December 2023.”.

3. **The last sentence in the first paragraph under the heading “*Key agreements*” (which appears on page 26 of the Base Offering Memorandum) is replaced with the following:**

“As at 31 December 2025, the fair value of the financial asset at fair value through profit or loss as reflected in the Company’s Annual Consolidated Financial Statements is USD 457,585.1 million.”.

4. **The penultimate paragraph under the heading “*Key agreements*” (which appears on page 27 of the Base Offering Memorandum) is replaced with the following:**

“The average OSP for calendar years 2023, 2024 and 2025 was USD 83.74, USD 80.93 and USD 71.25, respectively. The OSP in January 2026 was USD 65.53.”.

5. **The information under the heading “*Summary Historical Financial and Key Operating Data*” (which appears on page 27 of the Base Offering Memorandum) is replaced with the information in Appendix A to this Supplement.**

CAPITALISATION

1. **The information under the heading “*Capitalisation*” (which appears on page 41 of the Base Offering Memorandum) is replaced with the following:**

“The table below sets forth the Company's cash and cash equivalents, liabilities and capitalisation as at 31 December 2025. Prospective investors should read this table in conjunction with "*Selected Financial and Other Information*", and the Company’s Annual Consolidated Financial Statements.

	As at 31 December 2025
	USD '000
Cash and cash equivalents ⁽¹⁾	2,257,041
Current liabilities ⁽²⁾	70,168
Non-current liability ⁽³⁾	5,431,463
Total equity	456,381,012
Total capitalisation ⁽¹⁾⁽⁴⁾	456,381,012

Notes:

- (1) Since 1 January 2026, the Company at its sole discretion approved and repaid an amount of USD 4,146.9 million as a repayment towards capital contributions made by ADNOC and has received cash in the amount of USD 2,039.5 million which pertains to invoices issued to ADNOC Trading and ADNOC and outstanding for collection as of 31 December 2025.
- (2) This is primarily comprised of: (i) accrued interest in relation to the Company’s bonds under the Programme; and (ii) profit in relation to the Sukuk in issuance by ADNOC Murban Sukuk Limited under the International Sukuk Programme.
- (3) This is comprised of the Company’s non-current liabilities in respect of the Company’s bonds under the Programme and the Sukuk in issuance by ADNOC Murban Sukuk Limited under the International Sukuk Programme.
- (4) Total capitalisation represents total equity only.”.

SELECTED FINANCIAL AND OTHER INFORMATION

1. **The first three paragraphs under the heading “*Selected Financial and Other Information*” (which appears on page 42 of the Base Offering Memorandum) shall be replaced with the following:**

“This Base Offering Memorandum includes the Company’s Annual Consolidated Financial Statements. The Company’s Annual Consolidated Financial Statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board and in compliance with the applicable provisions of the Company’s Articles of Association and the Companies Regulations 2020 of the ADGM.

The Company’s Annual Consolidated Financial Statements have been audited by EY as stated in their reports included elsewhere in this Base Offering Memorandum. See the Company’s Annual Consolidated Financial Statements (and related notes), appearing elsewhere in this Base Offering Memorandum, as well as the Section entitled "*Operating and Financial Review*".”.

2. **The remaining information under the heading “*Selected Financial and Other Information*” (which appears on page 42 of the Base Offering Memorandum) is replaced with the information in Appendix A (excluding the first two paragraphs of Appendix A).**

OPERATING AND FINANCIAL REVIEW

The information under the heading “*Operating and Financial Review*” (which appears on page 49 of the Base Offering Memorandum) is replaced with the information in Appendix B to this Supplement.

DESCRIPTION OF THE COMPANY

1. **The paragraph under the heading “*Business*” (which appears on page 69 of the Base Offering Memorandum) is replaced with the following:**

“The business of the Company has historically been limited, and is expected to remain largely limited, to receiving its assigned interest in crude oil from ADNOC and the sale of such crude oil. See the Section entitled “*Material Agreements*”. In addition, the Company (due to its credit rating) may from time to time enter into arrangements to provide financial guarantees on behalf of ADNOC group companies. The Company does not expect to be required to make any actual cash payments on account of any such guarantee. Please refer to note 14 of the Company’s Annual Consolidated Financial Statements.”.

DESCRIPTION OF ADNOC

1. **The first sentence of the last paragraph under the heading “*Exploration and Production*” (which appears on page 75 of the Base Offering Memorandum) is replaced with the following:**

“ADNOC Drilling Company PJSC (ADNOC Drilling) is a drilling company with one hundred and forty (140) rigs as at 31 December 2025.”.

2. **The last two paragraphs under the heading “*Processing and Refining*” (which appears on page 76 of the Base Offering Memorandum) are each replaced with the following:**

“On 7 January 2026, ADNOC announced the final investment decision for the SARB Deep Gas Development, a strategic project within the Ghasha Concession located offshore of Abu Dhabi. This development is planned to deliver two hundred (200) mmscfd of gas before the end of 2030.

Since 1980, ADNOC has had a fertilisers business. In 2019, ADNOC entered into a strategic partnership with OCI N.V., a global fertilisers and chemicals producer, to establish Fertiglobe, which is a listed company on the ADX. Fertiglobe is the world's largest seaborne exporter of nitrogen fertilisers and MENA's largest producer by production capacity. Its portfolio of products comprises ammonia (which is used both as a building block for other fertiliser products and sold to industrial and agricultural customers), urea for agricultural and industrial customers, and diesel exhaust fluid (DEF) for industrial customers. Additional potential future uses of ammonia are currently emerging as part of the nascent clean hydrogen economy, where blue/green ammonia could serve as an efficient energy carrier or as a clean fuel. Fertiglobe operates a diverse regional footprint of four world-class production facilities in three (3) countries, comprised of Egyptian Fertilizers Company and Egyptian Basic Industries Corporation in Egypt, Sorfert in Algeria, and FERTIL in the UAE.

ADNOC completed the acquisition of OCI N.V.’s entire fifty percent (50%) plus one share stake in Fertiglobe on 15 October 2024, taking its stake from thirty-six point two percent (36.2%) to eighty-six point two percent (86.2%), with the remaining thirteen point eight percent (13.8%) of Fertiglobe trading on the ADX.”.

3. **The third paragraph under the heading “*Marketing and Distribution*” (which appears on page 76 of the Base Offering Memorandum) is replaced with the following:**

“Abu Dhabi National Oil Company for Distribution PJSC (ADNOC Distribution) is the UAE's leading operator of retail fuel service stations and the sole retail fuel operator in Abu Dhabi and Sharjah. As of 31 December 2025, ADNOC Distribution has a network of one thousand and ten (1,010) stations across the UAE, the Kingdom of Saudi Arabia and Egypt, with 384 ADNOC Oasis convenience stores in the UAE and has 402 EV charging points installed under the E2GO brand in the UAE. In addition, ADNOC Distribution is the leading marketer and distributor of fuels to commercial, government and military customers throughout the UAE, with a particularly dominant market position in Abu Dhabi. The company also provides refuelling and related services at seven international airports in the UAE. ADNOC Distribution is a listed company on the ADX with approximately twenty-three percent (23%) of the company owned by retail and institutional investors and the balance held by XRG.”.

4. **The first seven paragraphs under the heading “*Low Carbon Solutions and International Growth*” (which appears on page 80 of the Base Offering Memorandum) are each replaced with the following:**

“On 27 November 2024, ADNOC announced the launch of XRG PJSC ("**XRG**") as its wholly-owned, independently operated, international company with three investment platforms covering: international gas, global chemicals and low-carbon energies, now operating as ADNOC's energy solutions vertical following board announcements in June 2025.

In December 2024, XRG announced financial close and formation of a new joint venture and international natural gas platform with BP named Arcius Energy ("**Arcius**"). Initially announced in February 2024, Arcius is 51% owned by BP and 49% by XRG. The initial focus of the joint venture is on two development concessions in Egypt and leverages the technical capabilities and development track records of both joint venture partners to grow a highly competitive gas portfolio.

XRG expanded its global gas portfolio through several acquisitions in 2025. In March 2025, XRG completed the acquisition of Galp's ten percent (10%) interest in the Area 4 concession of the Rovuma basin in Mozambique, an acquisition initially announced by ADNOC in May 2024 prior to its launch of XRG and its contribution of its rights to the interest to be acquired to XRG. The acquisition entitles XRG to a share of the LNG production from the concession, which has a combined production capacity exceeding 25 mtpa. In May 2025, XRG entered a new production sharing contract to hold a thirty-eight percent (38%) participating interest in the offshore Block 1 gas and condensate fields in the Caspian Sea in Turkmenistan. As of May 2025, Block 1 produced approximately 400 million scf of natural gas daily, with 7 trillion scf of natural gas resources and future opportunities for production capacity expansion. As part of the transaction, XRG and Petronas, which holds the majority participating interest and is the operator of Block 1, entered a long-term gas sales agreement with State Concern Turkmenogas. These acquisitions are XRG's first in each region and contribute to XRG's target to build a top five integrated global gas and LNG business with 20-25 mtpa in gas production capacity by 2035.

On 4 March 2025, ADNOC announced the signing of a framework agreement that contemplates the strategic combination of Borouge and Borealis under a newly created entity, Borouge Group International, and the acquisition by Borouge Group International of Nova Chemicals Corporation to create the world's fourth largest polyolefins company. Borouge Group International will be jointly controlled as an equal partnership between ADNOC and OMV (each with a 46.94% ownership share), with OMV injecting EUR 1.6 billion cash into the consolidated entity to equalise the shareholdings. Upon completion, currently anticipated to be in 2026, ADNOC's stake in Borouge Group International will be transferred to XRG. On 16 July 2025, ADNOC and XRG announced ADNOC's intention to transfer to XRG its entire twenty-four point nine percent (24.9%) shareholding interest in OMV, and confirmed the continued progress towards the formation of Borouge Group International, subject to customary regulatory approvals. These strategic transactions support XRG's board-endorsed target to establish XRG as one of the top three global chemicals platforms.

On 11 September 2025, ADNOC announced an internal administrative transfer of its equity stakes in its listed companies to XRG, being: ADNOC Distribution, ADNOC Drilling, ADNOC Gas, and ADNOC L&S plc. The transfers were effected on the same day through an off-market transfer on the ADX, other than in respect of ADNOC Drilling for which the transfer is subject to regulatory approvals. The announcement highlighted that the internal transfers are expected to further strengthen XRG's size and financial position, and drive its long-term development, through access to stable and attractive dividend streams, supported by the listed companies' existing disciplined growth and capital return agendas. ADNOC also confirmed that its entire stake in Fertigllobe is held through XRG.

On 22 September 2025, XRG completed the acquisition of an eleven point seven percent (11.7%) stake in Phase 1 of NextDecade Corporation's Rio Grande LNG, a leading liquefied natural gas export project located in Texas, United States. The acquisition was previously announced by ADNOC in May 2024, and ADNOC also entered into a 20-year LNG offtake agreement for 1.9 mtpa from Rio Grande LNG Train 4. Rio Grande LNG is the first US liquefied natural gas project offering expected emissions reduction of more than ninety percent (90%) through its innovative proposed carbon capture and storage (CCS) project, which is expected to capture and permanently store more than 5 million metric tonnes per annum of carbon dioxide.

On 10 December 2025, XRG announced the completion of its voluntary public takeover offer of Covestro, one of the world's leading manufacturers of high-quality polymer materials and their components.

On 26 January 2026, XRG announced that it intends to increase its overall participation in NextDecade Corporation's Rio Grande LNG by acquiring a seven point six percent (7.6%) equity interest in Trains 4 and 5 of the Rio Grande LNG project from an acquisition vehicle of Global Infrastructure Partners. This acquisition is subject to customary closing conditions, including regulatory approvals, and there can be no assurance that this transaction will be completed successfully.

On 2 February 2026, XRG announced the entry into a sales and purchase agreement with the Ministry of Economy of the Republic of Azerbaijan, to acquire an equity stake in Southern Gas Corridor CJSC, subject to regulatory approvals.

On 12 February 2026, XRG announced the entry into a binding joint development agreement with Argentina's state-owned YPF and Italy's ENI to join the twelve (12) mtpa phase of the Argentina LNG project.”.

5. The second paragraph under the heading “*Culture of Communication*” (which appears on page 89 of the Base Offering Memorandum) is replaced with the following:

“Concerns can be raised through multiple channels: with line managers; senior management; or the ethics and compliance representative. Concerns can also be reported anonymously using the Takallam platform. Takallam, which translates to "Speak Up", is confidential and is independently managed by a third party. It is accessible inside or outside the ADNOC Group by phone or online in multiple languages. In 2025, ADNOC Onshore recorded one hundred thirty-six (136) concerns reported through Takallam. In comparison, ninety (90) cases were recorded in 2024. The increase in the number of cases recorded followed internal awareness-raising campaigns.”.

6. The third paragraph under the heading “*Corporate Social Responsibility*” (which appears on page 92 of the Base Offering Memorandum) is replaced with the following:

“In 2025, ADNOC ran CSR activities that demonstrated a commitment and focus to growth and learning, sports, health and wellbeing, culture and community, and natural heritage and environment. This included a target of having 80,000 students engaged in ADNOC STEM education activities by the end of 2025 through the running of an AI Schools challenge, energy for life competitions, and the ADNOC unified robotic challenge for POD Kumon program and Yas in Schools Program and the Abu Dhabi International Petroleum Exhibition and Conference. ADNOC also targeted the delivery of one environmental CSR project in 2025 with the goal of promoting greater environmental responsibility and active volunteer participation to contribute 50,000 volunteering hours to the community. Additional CSR programs that encourage community cohesion and interaction are also intended to be undertaken by ADNOC like participating in nationwide festivals and supporting the Open Master Games Abu Dhabi 2026.”.

OVERVIEW OF THE UAE AND ABU DHABI

1. The sixth bullet point in the third paragraph under the heading “*Government of Abu Dhabi*” (which appears on page 116 of the Base Offering Memorandum) is replaced with the following:

“XRG, a wholly owned international investments arm of ADNOC launched in November 2024 with three investment platforms for international gas, global chemicals and low-carbon energies;”.

GENERAL INFORMATION

1. The paragraph under the heading “*Significant or Material Change*” (which appears on page 191 of the Base Offering Memorandum) is replaced with the following:

“Other than the repayment of USD 4,146.9 million as a repayment of capital contribution to ADNOC and the receipt of cash amounting to USD 2,039.5 million in respect of invoices issued to ADNOC Trading and ADNOC, there has been no significant change in the financial or trading position of the Company since 31 December 2025, and no material adverse change in the prospects of the Company since 31 December 2025.”.

APPENDIX A – GLOSSARY OF DEFINED TERMS

The definitions of “Company Financial Statements” and “Company’s Annual Consolidated Financial Statements” (which appear on page 193 of the Base Offering Memorandum) and shall each be replaced as follows:

“**Company Financial Statements** Means the Company’s Annual Consolidated Financial Statements.”.

“**Company’s Annual Consolidated Financial Statements** Means the annual audited and consolidated financial statements of the Company as at, and for the years ended, 31 December 2025, 31 December 2024 and 31 December 2023.”.

INDEX TO THE FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS’ REPORTS

The index appearing on page F-1 of the Base Offering Memorandum shall be replaced as follows:

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The financial statements set out in Appendix C shall be inserted after page F-1 of the Base Offering Memorandum.

APPENDIX A

This Base Offering Memorandum includes the Company's annual audited and consolidated financial statements as at, and for the years ended, 31 December 2025, 31 December 2024 and 31 December 2023 (the "**Company's Annual Consolidated Financial Statements**"). The Company's Annual Consolidated Financial Statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board and in compliance with the applicable provisions of the Company's Articles of Association and the Companies Regulations 2020 of the ADGM.

The Company's Annual Consolidated Financial Statements have been audited by EY as stated in their reports included elsewhere in this Base Offering Memorandum. See the Company's Annual Consolidated Financial Statements (and related notes), appearing elsewhere in this Base Offering Memorandum, as well as the Section entitled "*Operating and Financial Review*".

The financial information included in the tables below has been derived from the Company's Annual Consolidated Financial Statements.

Consolidated Statement of Financial Position Data

	31 December 2025	31 December 2024	31 December 2023
	<u>USD'000</u>	<u>USD'000</u>	<u>USD'000</u>
ASSETS			
Non-current asset			
Financial asset at fair value through profit or loss ("FVTPL")	437,284,320	446,675,213	513,148,927
Current assets			
Financial asset at FVTPL	20,300,792	25,974,499	27,087,166
Due from related parties ⁽¹⁾	2,040,490	2,321,970	2,885,556
Cash and cash equivalents ⁽³⁾	2,257,041	2,320,323	2,939,070
	<u>24,598,323</u>	<u>30,616,792</u>	<u>32,911,792</u>
Total assets	<u>461,882,643</u>	<u>477,292,005</u>	<u>546,060,719</u>
EQUITY			
Share capital	1,000	1,000	1,000
Capital contributions ⁽²⁾	514,899,565	542,503,182	577,190,241
Accumulated losses ⁽⁴⁾	(58,519,553)	(69,216,775)	(31,200,403)
Total equity	<u>456,381,012</u>	<u>473,287,407</u>	<u>545,990,838</u>
Non-current liabilities			
Interest-bearing bonds and sukuk ⁽⁵⁾	5,431,463	3,946,370	–
Current liabilities			
Due to a related party ⁽⁶⁾	1,515	1,340	69,785
Accrued interest and other accruals	68,653	56,888	96
	<u>70,168</u>	<u>58,228</u>	<u>69,881</u>
Total liabilities	<u>5,501,631</u>	<u>4,004,598</u>	<u>69,881</u>

Total equity and liabilities	461,882,643	477,292,005	546,060,719
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- (1) The amounts due from ADNOC Trading and ADNOC pertain to the value of crude oil delivered pursuant to the Offtake Agreement. The amount due from ADNOC also includes a USD 1 million receivable in respect of initial share capital contributed.
- (2) The Company at its sole discretion approved and repaid an amount of USD 27,603.6 million during the year ended 31 December 2025, USD 34,687.1 million during the year ended 31 December 2024 and USD 29,715.0 million during the year ended 31 December 2023, in each case as repayments towards capital contributions made by ADNOC. Since 1 January 2026, the Company at its sole discretion approved and repaid an amount of USD 4,146.9 million as a repayment towards capital contributions made by ADNOC.
- (3) During the year ended 31 December 2025, the Company generated cash flows of USD 26,282.2 million from its operating and investing activities and paid an amount of USD 27,603.6 million as a repayment of capital contribution to ADNOC. During the year ended 31 December 2024, the Company generated cash flows of USD 30,121.9 million from its operating and investing activities and paid an amount of USD 34,687.1 million as a repayment of capital contribution to ADNOC. During the year ended 31 December 2023, the Company generated cash flows of USD 30,658.9 million from its operating and investing activities and paid an amount of USD 29,715.0 million as a repayment of capital contribution to ADNOC. See the Section entitled "*Operating and Financial Review — Principal factors influencing the Company's operating results*". Since 1 January 2026, the Company at its sole discretion approved and repaid an amount of USD 4,146.9 million as a repayment towards capital contributions made by ADNOC and has received cash in the amount of USD 2,039.5 million which pertains to invoices issued to ADNOC Trading and ADNOC and outstanding for collection as of 31 December 2025.
- (4) The Company's accumulated losses as at 31 December 2025, 31 December 2024 and 31 December 2023 are as a result of the non-cash change in fair value of financial asset at FVTPL.
- (5) On 11 September 2024, the Company issued USD 4 billion bonds in three tranches under the Programme. On 6 May 2025, the Company through ADNOC Murban Sukuk Limited, issued Sukuk under its newly established International Sukuk Programme with a principal amount of USD 1,500 million.
- (6) Amount due to ADNOC includes corporate services fees amounting to USD 200,000 for each of the years ended 31 December 2025, 31 December 2024 and 31 December 2023, as per the Corporate Services Agreement between ADNOC and the Company. The amounts due to related parties at 31 December 2023 also included excess cash of USD 68.7 million received from ADNOC Trading.

Consolidated Statement of Profit or Loss and Other Comprehensive Income Data

	For the year ended 31 December 2025	For the year ended 31 December 2024	For the year ended 31 December 2023
	USD'000	USD'000	USD'000
Revenue	8,050,569	6,915,117	20,435,685
Cost of goods sold	(8,050,569)	(6,915,117)	(20,435,685)
Gross margin	—	—	—
Change in fair value of financial asset at FVTPL	10,932,320	(37,962,212)	18,694,132
Administrative expenses	(2,237)	(4,843)	(1,034)
Finance cost	(238,576)	(56,806)	-
Finance income	5,715	7,489	8,886

Profit / (loss) for the year	10,697,222	(38,016,372)	18,701,984
Other comprehensive income	-	-	-
Total comprehensive income / (loss) for the year	10,697,222	(38,016,372)	18,701,984

Consolidated Statement of Cash Flows Data

	For the year ended 31 December 2025	For the year ended 31 December 2024	For the year ended 31 December 2023
	USD'000	USD'000	USD'000
Cash flows from operating activities			
Cash receipts from ADNOC Trading on account of crude oil sales	7,566,976	8,073,780	20,750,023
Cash receipts from ADNOC on account of partial settlement of financial asset at FVTPL	18,711,424	22,113,975	9,901,061
Cash settlement towards ADNOC Trading on account of excess cash received	-	(68,670)	-
Payment to suppliers	(1,952)	(4,632)	(1,078)
Net cash from operating activities	26,276,448	30,114,453	30,650,006
Cash flows from investing activity			
Finance income received	5,715	7,489	8,886
Net cash from investing activity	5,715	7,489	8,886
Cash flows used in financing activities			
Proceeds from issue of interest-bearing bonds and sukuk	1,480,672	3,946,370	-
Repayment of capital contribution to ADNOC	(27,603,617)	(34,687,059)	(29,715,004)
Finance cost paid	(222,500)	-	-
Net cash used in financing activities	(26,345,445)	(30,740,689)	(29,715,004)

Net (decrease)/increase in cash and cash equivalents	(63,282)	(618,747)	943,888
Cash and cash equivalents at the beginning of the year	2,320,323	2,939,070	1,995,182
Cash and cash equivalents at the end of the year	<u>2,257,041</u>	<u>2,320,323</u>	<u>2,939,070</u>

Other Financial Data

The following tables set forth certain financial measures used by the Company as key indicators of the Company's operating performance for the years listed below:

As at and for the year ended 31 December 2025:

	1 January 2025 Receivable (USD'000)	Invoiced during the year (USD'000)	Receipts during the year (USD'000)	31 December 2025 Receivable (USD'000)
ADNOC Trading	561,028	8,050,569	(7,566,976)	1,044,621
ADNOC ⁽¹⁾	<u>1,759,942*</u>	<u>17,946,351</u>	<u>(18,711,424)</u>	<u>994,869*</u>
Total	2,320,970	25,996,920	(26,278,400)	2,039,490

As at and for the year ended 31 December 2024:

	1 January 2024 Receivable (USD'000)	Invoiced during the year (USD'000)	Receipts during the year (USD'000)	31 December 2024 Receivable (USD'000)
ADNOC Trading	1,719,691	6,915,117	(8,073,780)	561,028
ADNOC ⁽¹⁾	<u>1,164,865*</u>	<u>22,709,052</u>	<u>(22,113,975)</u>	<u>1,759,942*</u>
Total	2,884,556	29,624,169	(30,187,755)	2,320,970

As at and for the year ended 31 December 2023:

	1 January 2023 Receivable (USD'000)	Invoiced during the year (USD'000)	Receipts during the year (USD'000)	31 December 2023 Receivable (USD'000)
ADNOC Trading	1,965,359	20,435,685	(20,681,353)**	1,719,691
ADNOC ⁽¹⁾	<u>934,071*</u>	<u>10,131,855</u>	<u>(9,901,061)</u>	<u>1,164,865*</u>
Total	2,899,430	30,567,540	(30,582,414)	2,884,556

* This receivable represents the value of crude oil invoiced by the Company to ADNOC pursuant to the Offtake Agreement (excluding a USD 1 million receivable in respect of initial share capital).

** This excludes excess cash of USD 68.7 million received from ADNOC Trading, which is classified as due to related parties as of 31 December 2023.

	As of and for the year ended 31 December 2025	As of and for the year ended 31 December 2024	As of and for the year ended 31 December 2023
	USD'000	USD'000	USD'000
Total crude oil value lifted			
ADNOC Trading	8,050,569	6,915,117	20,435,685
ADNOC ⁽¹⁾	17,946,351	22,709,052	10,131,855
	25,996,920	29,624,169	30,567,540
Cash received from ADNOC Trading	7,566,976 ⁽²⁾	8,073,780 ⁽³⁾	20,750,023 ⁽⁴⁾
Cash received from ADNOC	18,711,424 ⁽²⁾	22,113,975 ⁽³⁾	9,901,061 ⁽⁴⁾
	26,278,400	30,187,755	30,651,084
Receivables			
ADNOC Trading on account of crude oil delivered	1,044,621	561,028	1,719,691
ADNOC on account of partial settlement of financial asset at FVTPL	994,869	1,759,942	1,164,865
	2,039,490	2,320,970	2,884,556
Repayment of capital contribution to ADNOC	(27,603,617) ⁽⁵⁾	(34,687,059) ⁽⁶⁾	(29,715,004) ⁽⁷⁾
Cash and cash equivalents	2,257,041	2,320,323	2,939,070

- (1) Barrels amounting to USD 17,946.4 million were invoiced by the Company to ADNOC during the year ended 31 December 2025, for which no revenue was recognised. Barrels amounting to USD 22,709.1 million were invoiced by the Company to ADNOC during the year ended 31 December 2024, for which no revenue was recognised. Barrels amounting to USD 10,131.9 million were invoiced by the Company to ADNOC during the year ended 31 December 2023, for which no revenue was recognised. Please refer to notes 4 and 5 of the Company's Annual Consolidated Financial Statements.
- (2) Cash received during the year ended 31 December 2025 from ADNOC Trading and ADNOC includes an amount of USD 561.0 million and USD 1,759.9 million, respectively, collected on account of receivables as of 31 December 2024.
- (3) Cash received during the year ended 31 December 2024 from ADNOC Trading and ADNOC includes an amount of USD 1,719.7 million and USD 1,164.9 million, respectively, collected on account of receivables as of 31 December 2023.
- (4) Cash received during the year ended 31 December 2023 from ADNOC Trading and ADNOC includes an amount of USD 1,965.4 million and USD 934.1 million, respectively, collected on account of receivables as of 31 December 2022.
- (5) During the year ended 31 December 2025, repayments amounting to USD 27,603.6 million of capital contribution were made based on collections in the year ended 31 December 2025, amounting to USD 26,278.4 million, collection of finance income amounting to USD 5.7 million, net proceeds from issue of Sukuk amounting to USD 1,480.7 million, opening cash balance of USD 2,320.3 million which after the payment of finance cost on interest bearing bonds of USD 222.5 million and payment of

USD 2.0 million to suppliers resulted in closing cash balance of USD 2,257.0 million. See the Section entitled "*Consolidated Statement of Cashflows*".

- (6) During the year ended 31 December 2024, repayments amounting to USD 34,687.1 million of capital contribution were made based on collections in that year amounting to USD 30,187.8 million, collection of finance income amounting to USD 7.5 million, net proceeds from issue of interest-bearing bonds amounting to USD 3,946.4 million, and opening cash balance of USD 2,939.1 million, leaving a closing cash balance of USD 2,320.3 million after payment of USD 68.7 million on account of extra cash that was received from ADNOC Trading during the year ended 31 December 2023 and USD 4.6 million to suppliers for their services. See the Section entitled "*Consolidated Statement of Cashflows*".
- (7) During the year ended 31 December 2023, repayments amounting to USD 29,715.0 million of capital contribution were made based on collections in that year amounting to USD 30,582.4 million (excluding excess cash collected from ADNOC Trading as referenced below), collection of finance income amounting to USD 8.9 million, opening cash balance of USD 1,995.2 million and extra cash received from ADNOC Trading amounting to USD 68.7 million, leaving a closing cash balance of USD 2,939.1 million after payment of USD 1.0 million to suppliers for their services. See the Section entitled "*Consolidated Statement of Cashflows*".

APPENDIX B

Prospective investors should read the below information in conjunction with the information presented in the Sections entitled "Risk Factors" and "Selected Financial and Other Information" and the Company's Annual Consolidated Financial Statements and other financial data included elsewhere in this Base Offering Memorandum.

Overview

The Company was established on 19 August 2021 and is a wholly owned subsidiary of ADNOC, the state-owned oil company of the Emirate of Abu Dhabi in the UAE and one of the largest oil producers in the world. In connection with the Company's establishment, the Company entered into: (i) the Assignment Agreement with ADNOC; and (ii) the Offtake Agreement with ADNOC Trading and ADNOC. Pursuant to the Assignment Agreement, ADNOC assigned to the Company for thirty (30) years one (1) million barrels per day of crude oil (Murban) (Volume Availability Commitment) from ADNOC's rights to receive such crude oil produced by the Onshore Operating Companies from the Onshore Concessions located in Abu Dhabi. In addition, ADNOC may in the future (at ADNOC's absolute discretion) assign additional volumes of such crude oil to the Company. Pursuant to the Offtake Agreement with the Company, each of ADNOC and ADNOC Trading has committed for thirty (30) years to purchase all of the volumes of crude oil delivered to the Company pursuant to the Assignment Agreement at the applicable published OSP.

Principal factors influencing the Company's operating results

This Base Offering Memorandum includes the Company's Annual Consolidated Financial Statements. The Company's Annual Consolidated Financial Statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board and in compliance with the applicable provisions of the Company's Articles of Association and the Companies Regulations 2020 of the ADGM.

The Company's Annual Consolidated Financial Statements have been audited by EY as stated in their reports included elsewhere in this Base Offering Memorandum. See the Company's Annual Consolidated Financial Statements (and related notes), appearing elsewhere in this Base Offering Memorandum, as well as the Section entitled "*Operating and Financial Review*".

The government of Abu Dhabi has issued a fiscal letter to the Company, effective from 1 January 2024, which imposes the taxes of the Emirate of Abu Dhabi on the Company. The Company has considered the tax impact under the fiscal letter for the period and concluded that tax impact under the fiscal letter is not material, as the Company has minimal taxable income. Accordingly, no current or deferred tax is recognised by the Company in the Company's Annual Consolidated Financial Statements.

The financial information included in the tables below has been derived from the Company's Annual Consolidated Financial Statements.

Relationship with ADNOC

The Company is wholly owned by ADNOC. ADNOC's offtake of crude oil under the Offtake Agreement does not meet the requirements under IFRS 15 *Revenue from Contracts with Customers*. As the Assignment Agreement and the Offtake Agreement were entered into at or near the same time between ADNOC and the Company, the economic substance of ADNOC's offtake of crude oil under the Offtake Agreement is considered ADNOC's settlement of its obligation under the Assignment Agreement in cash rather than by delivery of crude oil. Consequently, such volumes of crude oil are not included in the calculations of revenue or cost of goods sold in the Company's consolidated statement of profit or loss and other comprehensive income. Such volumes generate cash from operating activities (upon receipt of payment) and are reflected in the statement of financial position as part of the settlement of the financial asset at FVTPL. The Company's board of directors concluded that it acts as a principal in its sale of crude oil to ADNOC Trading under the Offtake Agreement. Volumes of crude oil that are sold to ADNOC Trading are therefore recognised as revenue and cost of goods sold in the Company's consolidated statement of profit or loss and other comprehensive income.

Accounting principles for the Assignment Agreement

The assignment of title to certain quantities of Murban crude oil under the Assignment Agreement by ADNOC to the Company is a freestanding financial instrument. It is classified as a financial asset at fair value through profit or loss ("FVTPL") under IFRS 9 (Financial Instruments). The financial asset at FVTPL is measured initially and subsequently at fair value with gains or losses to be recognised in profit or loss under IFRS 9.

The fair value of the financial asset at FVTPL is calculated based on the minimum quantities established in the Assignment Agreement and the current forward price of Murban crude oil for the identified delivery dates discounted at an appropriate discount rate. Changes in forward prices of Murban crude oil upwards and downwards have an impact on the financial asset at FVTPL. In addition, changes in the discount rate upwards or downwards have an impact on the financial asset at FVTPL. Changes in fair value are recognised in the Company's income statement. Further, the financial asset at FVTPL is adjusted for settlement of the Volume Availability Commitment over time as per the Assignment Agreement.

Accounting principles for the Offtake Agreement

Under the Offtake Agreement, the Company acts as a principal with ADNOC Trading. As the Company is the principal in the sale of crude oil to ADNOC Trading, the Company recognises revenue in the gross amount of consideration being the actual quantity of crude oil delivered to ADNOC Trading multiplied by the applicable OSP. These deliveries are recognised in the income statement as sales and cost of goods sold, the balance sheet as receivables and the cash flow statement once received.

As the Assignment Agreement and Offtake Agreement were entered into at or near the same time, the delivery of crude oil to ADNOC (to the extent of the Volume Availability Commitment) under the Offtake Agreement does not constitute a separate sale transaction. As the Assignment Agreement and the Offtake Agreement were entered into at or near the same time between ADNOC and the Company, the economic substance of ADNOC's offtake of crude oil under the Offtake Agreement is considered ADNOC's settlement of its obligation under the Assignment Agreement in cash rather than by delivery of crude oil. As crude oil is delivered by the Company to ADNOC, the Company recognises it as a receivable with the amount equal to the fair value of crude oil delivered to ADNOC with a decrease in inventories in the same amount. Deliveries of crude oil are recognised through the balance sheet as receivables and the cash flow statement once received.

OSP

The main driver of revenue and changes in fair value of financial asset carried at FVTPL for the Company is the OSP in any given period. This is because the Company invoices crude oil at the applicable OSP pursuant to the Offtake Agreement and also receives any cash settlement under the Assignment Agreement based on the applicable OSP. With the launch of IFAD, the OSP has become linked to the forward price for Murban crude oil under the ICE Murban Futures, thereby providing additional visibility on pricing to Murban crude oil buyers globally.

Financial Asset at FVTPL

The right provided to the Company for assigned Murban crude oil as per the Assignment Agreement meets the definition of a financial asset at fair value through profit or loss ("FVTPL") as it entitles the Company to take delivery of crude oil, which may be paid for in any manner and at any point in time, at the Company's discretion, and it does not contain cash flows that are solely the payment of principal and interest. The fair value of the financial asset at FVTPL recognised as at 31 December 2025, 31 December 2024 and 31 December 2023 amounted to USD 457.6 billion, USD 472.6 billion and USD 540.2 billion, respectively. The Assignment Agreement is accounted for at FVTPL and valued based on the Volume Availability Commitment agreed to be delivered over the life of the Assignment Agreement. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The fair value of the financial asset at FVTPL recognised as at 31 December 2023 amounted to USD 540.2 billion, with USD 18.7 billion in fair value gain recognised in profit or loss and USD 30.6 billion of settlement of financial asset resulting from the delivery of crude oil to the Company for the year ended 31 December 2023. The fair value of the financial asset at FVTPL recognised as at 31 December 2024 amounted to USD 472.6 billion, with a loss of USD 38.0 billion in fair value and USD 29.6 billion of settlement of financial asset resulting from the delivery of crude oil to the Company for the year ended 31 December 2024. The fair value of the financial asset at FVTPL recognised as at 31 December 2025 amounted to USD 457.6 billion, with USD 10.9 billion recognised in fair value gain and USD 26.0 billion

of settlement of financial asset resulting from the delivery of crude oil to the Company for the year ended 31 December 2025.

Explanation of Key Statement of Consolidated Profit or Loss and Other Comprehensive Income Items

Revenue

Revenue is derived from the sale of crude oil to ADNOC Trading and is determined by sales volumes of crude oil delivered to ADNOC Trading and the applicable OSP during the year. Transfer of crude oil quantities to ADNOC are not recognised as revenue in the consolidated statement of profit or loss and other comprehensive income. See "*Principal factors influencing the Company's operating results-Relationship with ADNOC.*"

Cost of goods sold

Cost of goods sold consists of the cost of crude oil received from ADNOC and sold to ADNOC Trading, which is determined by sales volumes of crude oil delivered to ADNOC Trading and the applicable OSP during the year. The cost of crude oil quantities transferred to ADNOC is not recognised as cost of goods sold in the consolidated statement of profit or loss and other comprehensive income. See "*Principal factors influencing the Company's operating results-Relationship with ADNOC.*"

Changes in fair value of financial asset carried at FVTPL

Changes in fair value of financial asset carried at FVTPL are due to the change in fair value measurement of the financial asset. This is a non-cash item. See "*Principal factors influencing the Company's operating results- Financial Asset at FVTPL.*"

Finance income

Finance income consists of interest income generated on the cash balance in the Company's bank account from time to time.

Other financial data

The following tables set forth certain financial measures used by the Company as key indicators of the Company's operating performance for the years listed below:

As at and for the year ended 31 December 2025:

	1 January 2025 Receivable (USD'000)	Invoiced during the year (USD'000)	Receipts during the year (USD'000)	31 December 2025 Receivable (USD'000)
ADNOC Trading	561,028	8,050,569	(7,566,976)	1,044,621
ADNOC⁽¹⁾	1,759,942*	17,946,351	(18,711,424)	994,869*
Total	2,320,970	25,996,920	(26,278,400)	2,039,490

As at and for the year ended 31 December 2024:

	1 January 2024 Receivable (USD'000)	Invoiced during the year (USD'000)	Receipts during the year (USD'000)	31 December 2024 Receivable (USD'000)
ADNOC Trading	1,719,691	6,915,117	(8,073,780)	561,028
ADNOC⁽¹⁾	1,164,865*	22,709,052	(22,113,975)	1,759,942*
Total	2,884,556	29,624,169	(30,187,755)	2,320,970

As at and for the year ended 31 December 2023:

	1 January 2023 Receivable (USD'000)	Invoiced during the year (USD'000)	Receipts during the year (USD'000)	31 December 2023 Receivable (USD'000)
ADNOC Trading	1,965,359	20,435,685	(20,681,353)**	1,719,691
ADNOC⁽¹⁾	934,071*	10,131,855	(9,901,061)	1,164,865*
Total	2,899,430	30,567,540	(30,582,414)	2,884,556

* This receivable represents the value of crude oil invoiced by the Company to ADNOC pursuant to the Offtake Agreement (excluding a USD 1 million receivable in respect of initial share capital).

** This excludes excess cash of USD 68.7 million received from ADNOC Trading, which is classified as due to related parties as of 31 December 2023.

	As of and for the year ended 31 December 2025 USD'000	As of and for the year ended 31 December 2024 USD'000	As of and for the year ended 31 December 2023 USD'000
Total crude oil value lifted			
ADNOC Trading	8,050,569	6,915,117	20,435,685
ADNOC ⁽¹⁾	17,946,351	22,709,052	10,131,855
	25,996,920	29,624,169	30,567,540
Cash received from ADNOC Trading	7,566,976 ⁽²⁾	8,073,780 ⁽³⁾	20,750,023 ⁽⁴⁾
Cash received from ADNOC	18,711,424 ⁽²⁾	22,113,975 ⁽³⁾	9,901,061 ⁽⁴⁾
	26,278,400	30,187,755	30,651,084
Receivables			
ADNOC Trading on account of crude oil delivered	1,044,621	561,028	1,719,691
ADNOC on account of partial settlement of financial asset at FVTPL	994,869	1,759,942	1,164,865
	2,039,490	2,320,970	2,884,556
Repayment of capital contribution to ADNOC	(27,603,617) ⁽⁵⁾	(34,687,059) ⁽⁶⁾	(29,715,004) ⁽⁷⁾
Cash and cash equivalents	2,257,041	2,320,323	2,939,070

(1) Barrels amounting to USD 17,946.4 million were invoiced by the Company to ADNOC during the year ended 31 December 2025, for which no revenue was recognised. Barrels amounting to USD 22,709.1 million were invoiced by the Company to ADNOC during the year ended 31 December 2024, for which no revenue was recognised. Barrels amounting to USD 10,131.9 million were

invoiced by the Company to ADNOC during the year ended 31 December 2023, for which no revenue was recognised. Please refer to notes 4 and 5 of the Company's Annual Consolidated Financial Statements.

- (2) Cash received during the year ended 31 December 2025 from ADNOC Trading and ADNOC includes an amount of USD 561.0 million and USD 1,759.9 million, respectively, collected on account of receivables as of 31 December 2024.
- (3) Cash received during the year ended 31 December 2024 from ADNOC Trading and ADNOC includes an amount of USD 1,719.7 million and USD 1,164.9 million, respectively, collected on account of receivables as of 31 December 2023.
- (4) Cash received during the year ended 31 December 2023 from ADNOC Trading and ADNOC includes an amount of USD 1,965.4 million and USD 934.1 million, respectively, collected on account of receivables as of 31 December 2022.
- (5) During the year ended 31 December 2025, repayments amounting to USD 27,603.6 million of capital contribution were made based on collections in the year ended 31 December 2025, amounting to USD 26,278.4 million, collection of finance income amounting to USD 5.7 million, net proceeds from issue of Sukuk amounting to USD 1,480.7 million, opening cash balance of USD 2,320.3 million which after the payment of finance cost on interest bearing bonds of USD 222.5 million and payment of USD 2.0 million to suppliers resulted in closing cash balance of USD 2,257.0 million. See the Section entitled "*Consolidated Statement of Cashflows*".
- (6) During the year ended 31 December 2024, repayments amounting to USD 34,687.1 million of capital contribution were made based on collections in that year amounting to USD 30,187.8 million, collection of finance income amounting to USD 7.5 million, net proceeds from issue of interest-bearing bonds amounting to USD 3,946.4 million, and opening cash balance of USD 2,939.1 million, leaving a closing cash balance of USD 2,320.3 million after payment of USD 68.7 million on account of extra cash that was received from ADNOC Trading during the year ended 31 December 2023 and USD 4.6 million to suppliers for their services. See the Section entitled "*Consolidated Statement of Cashflows*".
- (7) During the year ended 31 December 2023, repayments amounting to USD 29,715.0 million of capital contribution were made based on collections in that year amounting to USD 30,582.4 million (excluding excess cash collected from ADNOC Trading as referenced below), collection of finance income amounting to USD 8.9 million, opening cash balance of USD 1,995.2 million and extra cash received from ADNOC Trading amounting to USD 68.7 million, leaving a closing cash balance of USD 2,939.1 million after payment of USD 1.0 million to suppliers for their services. See the Section entitled "*Consolidated Statement of Cashflows*".

Consolidated Statement of Profit or Loss and Other Comprehensive Income for the years ended 31 December 2025 and 31 December 2024

	For the year ended 31 December 2025 USD'000	For the year ended 31 December 2024 USD'000
Revenue	8,050,569	6,915,117
Cost of goods sold	(8,050,569)	(6,915,117)
	<hr/>	<hr/>
Gross margin	–	–
	<hr/>	<hr/>
Change in fair value of financial asset at FVTPL	10,932,320	(37,962,212)
Administrative expenses	(2,237)	(4,843)
Finance cost	(238,576)	(56,806)
Finance income	5,715	7,489
	<hr/>	<hr/>
Profit / (loss) for the year	10,697,222	(38,016,372)
	<hr/>	<hr/>
Other comprehensive income	–	–
	<hr/>	<hr/>
Total comprehensive income / (loss) for the year	10,697,222	(38,016,372)
	<hr/>	<hr/>

Comparison of the years ended 31 December 2025 and 31 December 2024

Revenue

Revenue for the year ended 31 December 2025 was USD 8,050.6 million, an increase of USD 1,135.5 million, or 16.4%, compared to USD 6,915.1 million for the year ended 31 December 2024. The increase in revenue was primarily attributable to a higher volume of crude oil sold to ADNOC Trading, partially offset by a lower average OSP. The Company invoiced ADNOC USD 17,946.4 million for the year ended 31 December 2025, compared to USD 22,709.1 million for the year ended 31 December 2024, but did not recognise any revenue from this transfer.

Cost of goods sold

Cost of goods sold for the year ended 31 December 2025 was USD 8,050.6 million, an increase of USD 1,135.5 million, or 16.4%, compared to USD 6,915.1 million for the year ended 31 December 2024. The increase in cost of goods sold was primarily attributable to a higher volume of crude oil sold to ADNOC Trading, partially offset by a lower average OSP.

Gross margin

As a result of the foregoing, no gross profit arose for the years ended 31 December 2025 and 2024.

Changes in fair value of financial asset at FVTPL

Due primarily to the change in the discount rate used in the underlying valuation of the financial asset, the Company recorded favourable non-cash fair value changes to the financial asset carried at FVTPL of USD 10,932.3 million for the year ended 31 December 2025, compared to unfavourable non-cash fair value changes to the financial asset carried at FVTPL of USD 37,962.2 million for the year ended 31 December 2024.

Administrative expenses

Administrative expenses for the year ended 31 December 2025 were USD 2.2 million, a decrease of USD 2.6 million, or 54.2%, compared to USD 4.8 million for the year ended 31 December 2024. The decrease in administrative expenses was primarily attributable to there being no expenses for consultancy fees related to the issuance of bonds during the year ended 31 December 2025.

Finance cost and finance income

On 6 May 2025, the Company, through ADNOC Murban Sukuk Limited, issued Sukuk under its newly established International Sukuk Programme with a principal amount of USD 1,500 million. The Company accrued finance costs of USD 238.6 million in respect of the interest-bearing bonds under the Programme and the Sukuk for the year ended 31 December 2025, compared to USD 56.8 million for the year ended 31 December 2024.

The Company recorded finance income of USD 5.7 million for the year ended 31 December 2025 compared to finance income of USD 7.5 million for the year ended 31 December 2024. The USD 1.8 million, or 24.0%, decrease principally reflected a decline in interest rates.

Profit for the year

The Company recorded a profit for the year ended 31 December 2025 of USD 10,697.2 million, compared to a loss of USD 38,016.4 million for the year ended 31 December 2024. The profit recorded was primarily due to favourable non-cash fair value changes to the financial asset carried at fair value through profit or loss for the year ended 31 December 2025.

Consolidated Statement of Profit or Loss and Other Comprehensive Income for the years ended 31 December 2024 and 31 December 2023

For the year ended 31 December 2024 USD'000	For the year ended 31 December 2023 USD'000
--	--

Revenue	6,915,117	20,435,685
Cost of goods sold	(6,915,117)	(20,435,685)
	<hr/>	<hr/>
Gross margin	–	–
	<hr/>	<hr/>
Change in fair value of financial asset at FVTPL	(37,962,212)	18,694,132
Administrative expenses	(4,843)	(1,034)
Finance cost	(56,806)	
Finance income	7,489	8,886
	<hr/>	<hr/>
(Loss) / profit for the year⁽¹⁾	(38,016,372)	18,701,984
	<hr/>	<hr/>
Other comprehensive income	–	–
	<hr/>	<hr/>
Total comprehensive (loss) / income for the year	(38,016,372)	18,701,984
	<hr/>	<hr/>

(1) The Company's loss for the year ended 31 December 2024 and profit for the year ended 31 December 2023 is as a result of the non-cash change in fair value of financial asset at FVTPL. See the Section entitled "*Operating and Financial Review — Principal factors influencing the Company's operating results*".

Comparison of the years ended 31 December 2024 and 31 December 2023

Revenue

Revenue for the year ended 31 December 2024 was USD 6,915.1 million, a decrease of USD 13,520.6 million, or 66.2%, compared to USD 20,435.7 million for the year ended 31 December 2023. The decrease in revenue was primarily attributable to a decrease in the volume of crude oil sold to ADNOC Trading and a higher volume of crude oil invoiced to ADNOC. The Company invoiced ADNOC USD 22,709.1 million for the transfer of barrels of crude oil to ADNOC during the year ended 31 December 2024 compared to USD 10,131.9 million for the transfer of barrels of crude oil to ADNOC during the year ended 31 December 2023, but did not recognise any revenue from this transfer.

Cost of goods sold

Cost of goods sold for the year ended 31 December 2024 was USD 6,915.1 million, a decrease of USD 13,520.6 million, or 66.2%, compared to USD 20,435.7 million for the year ended 31 December 2023. The decrease in cost of goods sold was primarily attributable to a decrease in the volume of crude oil sold to ADNOC Trading.

Gross margin

As a result of the foregoing, no gross profit arose for the years ended 31 December 2024 and 2023.

Changes in fair value of financial asset at FVTPL

Due to the decrease in the average price of crude oil and the change in the discount rate as between 31 December 2023 and 31 December 2024 which is used to estimated future cash flow, the Company recorded unfavourable non-cash changes in fair value of financial asset carried at FVTPL of USD 37,962.2 million for the year ended 31 December 2024.

Administrative expenses

Administrative expenses for the year ended 31 December 2024 were USD 4.8 million, an increase of USD 3.8 million, or 380%, compared to USD 1.0 million for the year ended 31 December 2023. The increase in administrative expenses was primarily attributable to an increase in expenses related to consultancy fees.

Finance cost and finance income

On 11 September 2024, the Company issued USD 4 billion bonds in three tranches under the Programme and accrued USD 56.8 million finance cost in respect of those bonds for the period from their date of issue to 31 December 2024, compared to no finance cost for the year ended 31 December 2023.

The Company recorded finance income of USD 7.5 million for the year ended 31 December 2024, compared to finance income of USD 8.9 million for the year ended 31 December 2023. The USD 1.4 million, or 15.7%, decrease principally reflected lower average interest rates in the year ended 31 December 2024.

(Loss) / profit for the year

The Company recorded a loss for the year ended 31 December 2024 of USD 38,016.4 million, a decrease of USD 56,718.4 million, or 303.3%, compared to a profit of USD 18,702.0 million for the year ended 31 December 2023. The loss recorded for the year ended 31 December 2024 was primarily due to unfavourable non-cash fair value changes to the financial asset carried at fair value through profit or loss in 2024.

Cash Flow Information for the years ended 31 December 2025 and 31 December 2024

	For the year ended 31 December 2025	For the year ended 31 December 2024
	USD'000	USD'000
Cash flows from operating activities		
Cash receipts from ADNOC Trading on account of crude oil sales	7,566,976	8,073,780
Cash receipts from ADNOC on account of partial settlement of financial asset at FVTPL	18,711,424	22,113,975
Cash settlement towards ADNOC Trading on account of excess cash received	-	(68,670)
Payment to suppliers	(1,952)	(4,632)
	<hr/>	<hr/>
Net cash from operating activities	26,276,448	30,114,453
	<hr/> <hr/>	<hr/> <hr/>
Cash flows from investing activity		
Finance income received	5,715	7,489
	<hr/>	<hr/>
Net cash from investing activity	5,715	7,489
	<hr/> <hr/>	<hr/> <hr/>
Cash flows used in financing activities		
Proceeds from issue of interest-bearing bonds and sukuk	1,480,672	3,946,370
Repayment of capital contribution to ADNOC	(27,603,617)	(34,687,059)
Finance cost paid	(222,500)	-
	<hr/>	<hr/>
Net cash used in financing activities	(26,345,445)	(30,740,689)
	<hr/> <hr/>	<hr/> <hr/>
Net decrease in cash and cash equivalents	(63,282)	(618,747)
	<hr/>	<hr/>
Cash and cash equivalents at the beginning of the year	2,320,323	2,939,070
	<hr/>	<hr/>
Cash and cash equivalents at the end of the year	2,257,041	2,320,323
	<hr/> <hr/>	<hr/> <hr/>

Net cash from operating activities

Net cash from operating activities for the year ended 31 December 2025 was USD 26,276.4 million, a decrease of USD 3,838.1 million, or 12.7%, compared to USD 30,114.5 million for the year ended 31 December 2024. The decrease in net cash from operating activities was primarily due to a decrease in receipts on account of crude oil sales which in turn was primarily attributable to a decrease in the OSP of crude oil in the year ended 31 December 2025 compared to the year ended 31 December 2024.

Cash and cash equivalents at the end of the year

The Company's cash and cash equivalents for the year ended 31 December 2025 were USD 2,257.0 million. Repayments amounting to USD 27,603.6 million of capital contribution were made based on collections in the year ended 31 December 2025, amounting to USD 26,278.4 million, collection of finance income amounting to USD 5.7 million, net proceeds from issue of Sukuk amounting to USD 1,480.7 million, opening cash balance of USD 2,320.3 million which after the payment of finance cost on interest bearing bonds of USD 222.5 million and payment of USD 2.0 million to suppliers resulted in closing cash balance of USD 2,257.0 million. Since 1 January 2026, the Company at its sole discretion approved and repaid an amount of USD 4,146.9 million as a repayment towards capital contributions made by ADNOC and has received cash in the amount of USD 2,039.5 million which pertains to invoices issued to ADNOC Trading and ADNOC and outstanding for collection as of 31 December 2025.

Cash Flow Information for the years ended 31 December 2024 and 31 December 2023

	For the year ended 31 December 2024	For the year ended 31 December 2023
	USD'000	USD'000
Cash flows from operating activities		
Cash receipts from ADNOC Trading on account of crude oil sales	8,073,780	20,750,023
Cash receipts from ADNOC on account of partial settlement of financial asset at FVTPL	22,113,975	9,901,061
Cash settlement towards ADNOC Trading on account of excess cash received	(68,670)	-
Payment to suppliers	(4,632)	(1,078)
Net cash from operating activities	30,114,453	30,650,006
Cash flows from investing activity		
Finance income received	7,489	8,886
Net cash from investing activity	7,489	8,886
Cash flows used in financing activities		
Proceeds from issue of interest-bearing bonds	3,946,370	-
Repayment of capital contribution to ADNOC	(34,687,059)	(29,715,004)
Net cash used in financing activities	(30,740,689)	(29,715,004)
Net (decrease)/increase in cash and cash equivalents	(618,747)	943,888
Cash and cash equivalents at the beginning of the year	2,939,070	1,995,182
Cash and cash equivalents at the end of the year	2,320,323	2,939,070

Net cash from operating activities

Net cash from operating activities for the year ended 31 December 2024 was USD 30,114.5 million, a decrease of USD 535.5 million, or 1.7%, compared to USD 30,650.0 million for the year ended 31 December 2023. The decrease in net cash from operating activities was primarily due to a decrease in cash receipts of USD 463.3 million on account of crude oil sales and on account of partial settlement of financial asset at FVTPL which in turn was primarily attributable to a decrease in the OSP of crude oil sold to ADNOC Trading and ADNOC and a payment of USD 68.7 million on account of extra cash that was received from ADNOC Trading during the year ended 31 December 2023 and paid during the year ended 31 December 2024.

Contractual obligations and commercial commitments

There are no material contracts that are entered into outside of the ordinary course of the Company's business which could result in any member of the ADNOC Group being under an obligation or entitlement that is material to the Company's ability to meet its obligations to Noteholders. Please refer to note 14 of the Company's Annual Consolidated Financial Statements.

Critical accounting judgments and key sources of estimation uncertainty

The preparation of the financial statements in compliance with IFRS requires the directors of the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the financial statements as they become reasonably determinable.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The critical judgements and estimates used in the preparation of these financial statements are consistent with those used in the preparation of the Company's first set of financial statements and are as follows:

Shareholder right to terminate the Assignment Agreement

ADNOC can terminate the Assignment Agreement without any termination payment being made to the Company in case of breach of the Assignment Agreement by the Company or if the Company becomes insolvent.

The Company deems these rights given to ADNOC to terminate the Assignment Agreement to be non-substantive. In reaching such conclusion the Company considered the likelihood of breaching the Assignment Agreement or becoming insolvent and concluded that both events are very unlikely to occur. The Company has also taken into account the fact that voluntary liquidation or dissolution of the Company is defined as a shareholder reserved matter in the Company's articles of association, which also include a declaration of solvency as further explained in note 9 of the Company's Annual Consolidated Financial Statements. Accordingly, the Company believes it is appropriate to record the capital contributions in equity and a separate financial asset at FVTPL.

Assessment on the Company's sale of Crude Oil to ADNOC Trading under the Offtake Agreement

The Company concluded that it acts as a principal for the sale of crude oil to ADNOC Trading under the Offtake Agreement. In reaching such conclusion, the Company considered the following judgments:

- ADNOC Trading is a separate legal entity and is not party to the Assignment Agreement with ADNOC.
- The Offtake Agreement is entered between the Company as seller and ADNOC Trading and ADNOC as buyers.
- The contractual terms of the Offtake Agreement give the right to ADNOC Trading and ADNOC not to take delivery of crude oil which then exposes the Company to the risks and rewards associated with the crude oil volumes to then sell to third party customers.
- The Offtake Agreement also provides the Company with the right to terminate the Offtake Agreement for convenience and to sell the crude oil to third party customers. Though the likelihood of this happening is remote, the Company considered the contractual term that provides the Company with the ability to cancel the Offtake Agreement unilaterally.

- The Company assessed that it obtains control of crude oil before it is delivered to ADNOC Trading since it has primary responsibility for fulfilling the promise to provide the goods.

Determination that the transfer of crude oil to ADNOC under the Offtake Agreement does not meet the criteria to be recognised as revenue

As the Assignment Agreement and the Offtake Agreement were entered into at or near the same time between ADNOC and the Company for the same commodity, both agreements are considered in combination, and hence, the economic substance of ADNOC's offtake of crude oil under the Offtake Agreement is considered ADNOC's settlement of its obligation under the Assignment Agreement in cash rather than by delivery of crude oil, and accordingly, IFRS 15 for revenue recognition is not applicable. Crude oil barrels amounting to a value of USD 17,946.4 million were transferred and invoiced by the Company to ADNOC during the year ended 31 December 2025 and crude oil barrels amounting to a value of USD 22,709.1 million were transferred and invoiced by the Company to ADNOC during the year ended 31 December 2024, and accordingly, were not recognised as revenue. For further information on the recognition of revenue see note 4 of the Company's Annual Consolidated Financial Statements.

Fair value of financial assets

The determination of fair value for the financial asset at FVTPL is a critical source of estimation uncertainty because there is no observable market price for such contract or other similar contracts.

The valuation methodology used to determine the fair value of the financial asset at FVTPL is discounted cash flow ("DCF") model. The DCF model estimates the value of the financial asset based on its expected future cash flows. The fair value of the financial asset at FVTPL relies on an estimate of the future prices of Crude Oil beyond the standard contract term for Crude Oil futures. In addition, the valuation includes an estimate of when the Volume Availability Commitment will be delivered and the credit risk of the parties to the Assignment Agreement which also impact the fair value of the Assignment Agreement.

The Company determined these inputs as follows:

- A Crude Oil pricing curve has been derived from a build-up approach of underlying benchmark pricing plus a historical differential.
 - A range of pricing curve was determined by applying the following methodology:
 - An underlying benchmark was selected based on data observability and historical price correlation to Crude Oil.
 - A range of forecasts for the underlying benchmark, Brent, was developed by using various data sources over the short, medium, and long-term horizons.
 - A range of applicable differentials between Crude Oil and Brent was estimated based on historical price observed.
 - The range of differentials was applied to the Brent forecasts for the purpose of constructing the Crude Oil real price curves.
 - The resulting Crude Oil curves were tested by comparing the forecast prices in the short end to the Crude Oil futures, as well as performing a lookback analysis by reviewing historical pricing during periods of similar market conditions as of the effective date of the Assignment Agreement.
 - A range of nominal Crude Oil prices was derived from the real price forecasts by an appropriate escalation factor.
 - As at 31 December 2025, the valuation which is within the range as determined in the methodology above, was calculated using a curve which was constructed using futures in the short term and a single analyst forecast in the medium to long term.

- Subsequent cash flows are determined from the forecasted Crude Oil price based on the Volume Availability Commitment of one million (1,000,000) barrels of Crude Oil per day; and
- A term structure credit adjusted curve has been considered for discounting purposes. The curve used was the USD Abu Dhabi sovereign curve on the assumption that ADNOC credit risk is similar to that of the Abu Dhabi sovereign. The effective discount rate over the tenor of the instrument was 4.95% (31 December 2024: 5.52%).

As at 31 December 2025, the financial asset at FVTPL was valued at USD 457,585.1 million and at 31 December 2024 was valued at USD 472,649.7 million and is categorised under Level 3 in the fair value hierarchy. Refer to note 6 of the Company's Annual Consolidated Financial Statements for quantitative sensitivity analysis on significant unobservable inputs.

APPENDIX C

ADNOC Murban RSC LTD

CONSOLIDATED FINANCIAL STATEMENTS

31 DECEMBER 2025

OPERATING AND FINANCIAL SUMMARY
For the year ended 31 December 2025

	Opening Receivable (USD'000)	Invoiced (USD'000)	Receipts (USD'000)	Closing Receivable (USD'000)
<i>31 December 2025</i>				
ADNOC Trading	561,028	8,050,569	(7,566,976)	1,044,621
ADNOC*	1,759,942	17,946,351	(18,711,424)	994,869
Total	2,320,970	25,996,920	(26,278,400)	2,039,490
<i>31 December 2024</i>				
ADNOC Trading	1,719,691	6,915,117	(8,073,780)	561,028
ADNOC*	1,164,865	22,709,052	(22,113,975)	1,759,942
Total	2,884,556	29,624,169	(30,187,755)	2,320,970
		For the year ended 31 December 2025 USD'000	For the year ended 31 December 2024 USD'000	
Total crude oil value lifted				
ADNOC Trading (refer to note 4 & 5)		8,050,569	6,915,117	
ADNOC (refer to note 4 & 5)		17,946,351	22,709,052	
		25,996,920	29,624,169	

*During year ended 31 December 2025, ADNOC lifted crude oil amounting to USD 17,946 million (2024: USD 22,709 million), for which no revenue was recognised (refer to note 4 & 5).

Receivable from ADNOC excludes USD 1.0 million receivable in respect of share capital.

OPERATING AND FINANCIAL SUMMARY (continued)
For the year ended 31 December 2025

	As at and for the year ended 31 December 2025 USD'000	As at and for the year ended 31 December 2024 USD'000
Cash received from ADNOC Trading	7,566,976	8,073,780
Cash received from ADNOC	18,711,424	22,113,975
	<hr/>	<hr/>
	26,278,400	30,187,755
	<hr/> <hr/>	<hr/> <hr/>
Receivables		
ADNOC Trading on account of crude oil delivered (refer to note 7)	1,044,621	561,028
ADNOC on account of partial settlement of financial asset at FVTPL (refer to note 7)	994,869	1,759,942
	<hr/>	<hr/>
	2,039,490	2,320,970
	<hr/> <hr/>	<hr/> <hr/>
Repayment of capital contribution to ADNOC (refer to note 9)***	(27,603,617)	(34,687,059)
	<hr/> <hr/>	<hr/> <hr/>
Cash and cash equivalents	2,257,041	2,320,323
	<hr/> <hr/>	<hr/> <hr/>

*** During the year ended 31 December 2025, repayments amounting to USD 27,604 million of capital contribution were made based on collections in the current year amounting to USD 26,278 million, collection of finance income amounting to USD 5.7 million, net proceeds from issue of interest-bearing sukuks amounting to USD 1,481 million, opening cash balance of USD 2,320 million leaving a closing cash balance of USD 2,257 million after the payment of finance cost on interest bearing bonds and sukuks amounting to USD 222 million and payment of USD 2 million to suppliers for their services.

*** During the year ended 31 December 2024, repayments amounting to USD 34,687 million of capital contribution were made based on collections in the current year amounting to USD 30,188 million, collection of finance income amounting to USD 7.5 million, net proceeds from issue of interest-bearing bonds amounting to USD 3,946 million, opening cash balance of USD 2,939 million leaving a closing cash balance of USD 2,320 million after payment of USD 69.0 million on account of extra cash that was received from ADNOC Trading during the year ended 31 December 2023 and USD 4.6 million to suppliers for their services.

ADNOC MURBAN RSC LTD

**Audit report and consolidated financial statements
for the year ended 31 December 2025**

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Consolidated statement of financial position	7
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ADNOC MURBAN RSC LTD

Directors' report for the year ended 31 December 2025

The Directors have pleasure in submitting their report, together with the consolidated financial statements of ADNOC Murban RSC LTD and its subsidiary, ADNOC Murban Sukuk Limited (together, the "Group") for the year ended 31 December 2025.

Principal activities

The principal activities of the Company are limited to receiving its assigned interest in Crude Oil from ADNOC and the sale of such Crude Oil under the relevant material contracts (see note 2 of the consolidated financial statements). In connection with the Company's establishment, the Company entered into (i) the Assignment Agreement with ADNOC and (ii) the Offtake Agreement with ADNOC Trading and ADNOC (see note 2 of the consolidated financial statements).

Results for the year

The Group generated cash flows of USD 26,282 million from its operating and investing activities (2024: USD 30,122 million) and used it for repayment of capital contribution amounting to USD 27,604 million (2024: USD 34,687 million). Furthermore, during the year the Group generated net proceeds of USD 1,481 million from issue of interest-bearing sukuk (2024: net proceeds generated from interest bearing bonds amounting to USD 3,946 million). In addition, during the year ended 31 December 2025 the Group made a net profit of USD 10,697 million (2024: a loss of USD 38,016 million) mainly due to non-cash fair value changes to the financial asset carried at fair value through profit or loss.

Directors

The Directors of the Company during the year and as of 31 December 2025 are as follows:

- Mr. Ahmed Khalfan Salem Muftah Almansoori;
- Mr. Khalfan Rashed Khalfan Rashed Aldahmani;
- Mr. Ahmed Hamad Al Shamsi
- Ms. Huda Abdulla Al Hanaee

There have been no changes in the Directors of the Company subsequent to the year ended 31 December 2025.

Directors' statement to the disclosure to auditors

In so far as the Directors are aware, there is no relevant information of which the Company's auditors are unaware.

The Company's auditors have been provided with access to all information of which we are aware that is relevant to the preparation of consolidated financial statements.

Auditors

EY have expressed their willingness to be re-appointed as auditor for the year ending 31 December 2026.

Signed on behalf of the Board of Directors



Mr. Ahmed Khalfan Salem Muftah Almansoori
Chairperson

Abu Dhabi

INDEPENDENT AUDITOR’S REPORT TO THE SHAREHOLDER OF ADNOC MURBAN RSC LTD

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of ADNOC Murban RSC (the “Company”) and its subsidiary (together referred to as the “Group”), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (“ISAs”). Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA code), as applicable to audits of financial statements of public interest entities, together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming auditor’s opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor’s responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Financial asset at Fair Value Through Profit or Loss (“FVTPL”) - measurement

On 1 January 2022, the Company entered into an assignment agreement with ADNOC. The assignment agreement was recorded as a financial asset at FVTPL. As of 31 December 2025, the Company’s financial asset at FVTPL amounted to USD 457,585 million (note 6) representing 99% of the Group’s total assets as of that date. The measurement (at fair value) of the financial asset at FVTPL is considered as a key audit matter given the magnitude of the financial asset and the estimates involved in determining the fair value.

The valuation was undertaken by management and an external valuer (the “Valuers”). The valuation methodology used to determine the fair value of the financial asset at FVTPL is discounted cash flow (“DCF”) model.



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**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF
ADNOC MURBAN RSC LTD** continued

Report on the Audit of the Consolidated Financial Statements continued

Key audit matters continued

Financial asset at Fair Value Through Profit or Loss ("FVTPL") - measurement continued

The audit procedures performed to address this key audit matter include the following:

- 1 We involved our internal valuation specialists in reviewing the valuation of the financial asset at FVTPL including the appropriateness of the valuation methodology as well as the reasonableness of the key assumptions and inputs used in the valuation including the pricing curve and discount rate;
- 2 We assessed the external valuer independence, qualification and expertise and read the terms of their engagement to determine whether there were any matters that might have affected their objectivity or may have imposed scope limitations upon their work; and
- 3 We assessed the adequacy of disclosures made in the consolidated financial statements in line with the requirements of IFRS Accounting Standards.

Revenue recognition

On 1 January 2022, the Company entered into an offtake agreement with ADNOC Trading and ADNOC. The Company concluded that it acts as a principal for the sale of Crude Oil to ADNOC Trading and recognized revenue of USD 8,051 million (note 5) during the year ended 31 December 2025. Crude Oil quantities lifted by ADNOC amounting to USD 17,946 million (note 5) for the year ended 31 December 2025 were recorded as settlement of financial asset at FVTPL.

Revenue recognition is considered a key audit matter given the magnitude of the amount and the significant judgments applied (note 4).

The audit procedures performed to address this key audit matter include the following:

- 1 We reviewed the revenue recognition policy applied by the Company to assess its compliance with IFRS Accounting Standards' requirements;
- 2 We reviewed the underlying contractual terms of the offtake agreement on which management's key judgments are made;
- 3 We have performed substantive audit procedures which involved testing of transactions during the year; and
- 4 We assessed the adequacy of disclosures made in the consolidated financial statements in line with requirements of IFRS Accounting Standards.

Other information

Other information consists of the information included in the Operating and financial summary and Directors' report other than the consolidated financial statements and our auditor's report thereon. Management is responsible for the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF

ADNOC MURBAN RSC LTD continued

Report on the Audit of the Consolidated Financial Statements continued

Responsibilities of management and the Board of Directors (the "Directors") for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards and in compliance with the applicable provisions of the Company's Articles of Association and the Companies Regulations 2020 of Abu Dhabi Global Market ("ADGM"), and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Directors are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF

ADNOC MURBAN RSC LTD continued

Report on the Audit of the Consolidated Financial Statements continued

Auditor's responsibilities for the audit of the consolidated financial statements continued

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with Board of Directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Further, as required by the Companies Regulations 2020 of ADGM, we report that, in our opinion:

- The consolidated financial statements include, in all material respects, the applicable requirements of the Companies Regulations 2020 of ADGM; and
- The financial information included in the report of the Board of Directors is consistent with the books of account and records of the Company.

Further, as required by the Resolution of the Chairman of the Abu Dhabi Accountability Authority No. (88) of 2021 regarding financial statements Audit Standards for the Subject Entities, we report that, in connection with our audit of the consolidated financial statements for the year ended 31 December 2025, nothing has come to our attention that causes us to believe that the Company has not complied, in all material respects, with any of the provisions of the following laws, regulations and circulars as applicable, which would materially affect its activities or the consolidated financial statements as at 31 December 2025:

- Its Article of Association or Law of Establishment; and
- Relevant provisions of the applicable laws, resolutions and circulars organising the Company's operations.

For and on behalf of Ernst & Young – Middle East (ADGM Branch)

Raed Ahmad

20 February 2026
Abu Dhabi, United Arab Emirates

**Consolidated statement of profit or loss and other comprehensive income
for the year ended 31 December 2025**

	Notes	2025 USD'000	2024 USD'000
Revenue	5	8,050,569	6,915,117
Cost of goods sold		(8,050,569)	(6,915,117)
		<hr/>	<hr/>
Gross margin		-	-
		<hr/>	<hr/>
Change in fair value of financial asset at FVTPL	6	10,932,320	(37,962,212)
Administrative expenses		(2,237)	(4,843)
Finance cost	10	(238,576)	(56,806)
Finance income		5,715	7,489
		<hr/>	<hr/>
Profit / (loss) for the year		10,697,222	(38,016,372)
		<hr/> <hr/>	<hr/> <hr/>
Other comprehensive income		-	-
		<hr/>	<hr/>
Total comprehensive income / (loss) for the year		10,697,222	(38,016,372)
		<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of financial position
as at 31 December 2025**

	Notes	31 December 2025 USD'000	31 December 2024 USD'000
ASSETS			
Non-current asset			
Financial asset at FVTPL	6	437,284,320	446,675,213
Current assets			
Financial asset at FVTPL	6	20,300,792	25,974,499
Due from related parties	7	2,040,490	2,321,970
Cash and cash equivalents	8	2,257,041	2,320,323
		24,598,323	30,616,792
Total assets		461,882,643	477,292,005
EQUITY			
Share capital	9	1,000	1,000
Capital contributions	9	514,899,565	542,503,182
Accumulated losses		(58,519,553)	(69,216,775)
Total equity		456,381,012	473,287,407
Non-current liability			
Interest-bearing bonds and sukuk	10	5,431,463	3,946,370
Current liabilities			
Due to a related party	7	1,515	1,340
Accrued interest and other accruals		68,653	56,888
		70,168	58,228
Total liabilities		5,501,631	4,004,598
Total equity and liabilities		461,882,643	477,292,005



Mr. Ahmed Khalfan Salem Muftah Almansoori
Director



Mr. Khalfan Rashed Khalfan Rashed Aldahmani
Director

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of changes in equity
for the year ended 31 December 2025**

	Share capital USD'000	Capital contributions USD'000	Accumulated losses USD'000	Total equity USD'000
Balance as at 1 January 2024	1,000	577,190,241	(31,200,403)	545,990,838
Repayment of capital contribution (note 9)	-	(34,687,059)	-	(34,687,059)
Total comprehensive loss for the year	-	-	(38,016,372)	(38,016,372)
	<hr/>	<hr/>	<hr/>	<hr/>
Balance as at 31 December 2024	1,000	542,503,182	(69,216,775)	473,287,407
	<hr/>	<hr/>	<hr/>	<hr/>
Balance as at 1 January 2025	1,000	542,503,182	(69,216,775)	473,287,407
Repayment of capital contribution (note 9)	-	(27,603,617)	-	(27,603,617)
Total comprehensive income for the year	-	-	10,697,222	10,697,222
	<hr/>	<hr/>	<hr/>	<hr/>
Balance as at 31 December 2025	1,000	514,899,565	(58,519,553)	456,381,012
	<hr/>	<hr/>	<hr/>	<hr/>

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of cash flows
for the year ended 31 December 2025**

	Notes	2025 USD'000	2024 USD'000
Cash flows from operating activities			
Cash receipts from ADNOC Trading on account of crude oil sales		7,566,976	8,073,780
Cash receipts from ADNOC on account of partial settlement of financial asset at FVTPL		18,711,424	22,113,975
Cash settlement towards ADNOC Trading on account of excess cash received		-	(68,670)
Payment to suppliers		(1,952)	(4,632)
		<hr/>	<hr/>
Net cash from operating activities		26,276,448	30,114,453
		<hr/> <hr/>	<hr/> <hr/>
Cash flows from investing activity			
Finance income received		5,715	7,489
		<hr/>	<hr/>
Net cash from investing activity		5,715	7,489
		<hr/> <hr/>	<hr/> <hr/>
Cash flows used in financing activities			
Proceeds from issue of interest-bearing bonds and sukuk	10	1,480,672	3,946,370
Repayment of capital contribution to ADNOC	9	(27,603,617)	(34,687,059)
Finance costs paid		(222,500)	-
		<hr/>	<hr/>
Net cash used in financing activities		(26,345,445)	(30,740,689)
		<hr/> <hr/>	<hr/> <hr/>
Net decrease in cash and cash equivalents		(63,282)	(618,747)
Cash and cash equivalents at the beginning of the year		2,320,323	2,939,070
		<hr/>	<hr/>
Cash and cash equivalents at the end of the year	8	2,257,041	2,320,323
		<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these consolidated financial statements.

Notes to the consolidated financial statements at 31 December 2025

1 Introduction

ADNOC Murban RSC LTD (the “**Company**”) was incorporated on 19 August 2021 as a restricted scope company, with registration number 000006216, pursuant to the Abu Dhabi Global Market Companies Regulations 2020. The Company is a wholly owned subsidiary of Abu Dhabi National Oil Company (ADNOC) P.J.S.C. (“**ADNOC**” or the “**Parent Company**”) which is wholly owned by the Emirate of Abu Dhabi. The registered office of the Company is on 28th Floor, Al Sarab Tower, ADGM Square, Al Maryah Island, Abu Dhabi, United Arab Emirates.

On 7 January 2025, ADNOC Murban Sukuk Limited (the “**Subsidiary**”), was incorporated in the ADGM as a private company limited by shares. The Subsidiary was created for the purpose of issuance of Shari’a compliant trust certificates (“**Sukuk**”) under its newly established International Sukuk Program (the “**Program**”). The Company does not have any direct holding in ADNOC Murban Sukuk Limited, and it is considered to be a subsidiary by virtue of control.

For the purpose of these consolidated financial statements, the Company and the Subsidiary are collectively referred to as (the “**Group**”).

The principal activities of the Company are limited to receiving its assigned interest in Murban Crude Oil from ADNOC (“**Assigned Crude Oil**” or “**Crude Oil**”) and the sale of such Crude Oil under the relevant material contracts (see note 2). In connection with the Company's establishment, the Group entered into (i) the Assignment Agreement with ADNOC and (ii) the Offtake Agreement with ADNOC Trading and ADNOC (see note 2).

In September 2024, the Company issued medium and long-term debt securities and in May 2025, the Company through the Subsidiary issued Sukuk, and used the proceeds from each issuance for (1) a partial repayment of the capital contribution made to the Company for the assignment by ADNOC of the rights under the Assignment Agreement; and (2) for payment of all costs and expenses relating to such offering of medium and long-term debt securities and Sukuk. (note 10).

These consolidated financial statements were approved by the Board of Directors and authorised for issue on 20 February 2026.

2 Material contracts

Assignment Agreement

On 1 January 2022, the Company entered into a 30-year assignment agreement (the “**Assignment Agreement**”) with ADNOC. Pursuant to the Assignment Agreement, ADNOC assigned to the Company for thirty (30) years one million barrels per day (“**Volume Availability Commitment**”) of Murban Crude Oil (“**Assigned Crude Oil**”) from ADNOC’s rights to receive Crude Oil from the onshore concessions located in Abu Dhabi. In addition, ADNOC may in the future (at ADNOC’s absolute discretion) assign additional volumes of Crude Oil to the Company. ADNOC’s concessions are granted by the Supreme Council for Financial and Economic Affairs (formerly the Supreme Petroleum Council) on behalf of the Government of Abu Dhabi to ADNOC and certain international companies, granting ADNOC and certain international companies the exclusive right to explore, develop and produce hydrocarbon resources over certain onshore fields through individual operating companies.

Notes to the consolidated financial statements at 31 December 2025

2 Material contracts (continued)

Assignment Agreement (continued)

Under the terms of the Assignment Agreement, ADNOC has committed to deliver to the Company an aggregate quantity not less than one (1) million barrels per day of the Assigned Crude Oil for the term of the Assignment Agreement for a total consideration of USD 637,650 million which shall be paid in any manner and at any point in time, at the Company's discretion. In the event of ADNOC's failure to deliver the Volume Availability Commitment, ADNOC shall make payments for shortfall quantities of Crude Oil multiplied by the simple average official selling price ("OSP") applicable during the reconciliation period (being a period of six months in each contract year or as otherwise agreed in writing by the Company and ADNOC).

OSP for Crude Oil is defined in the Assignment Agreement as the official selling price as announced by the Government of Abu Dhabi from time to time or if, for any period of time, no official selling price has been announced by the Government of Abu Dhabi, such other price as the Company and ADNOC may agree in writing. In the event that the Assignment Agreement is terminated by the Company due to material breach, or insolvency of ADNOC, payment default by ADNOC or termination of the concessions prior to expiry of the term of the Assignment Agreement, the Company shall be entitled to termination payment from ADNOC equal to the fair value of Assigned Crude Oil (minus all quantities delivered or otherwise paid for by ADNOC) as of the date of termination of the Assignment Agreement. ADNOC can terminate the Assignment Agreement without any termination payment in case of breach by the Company or if the Company becomes insolvent.

Offtake Agreement

On 1 January 2022, the Company also entered into 30-year offtake agreement (the "Offtake Agreement") with ADNOC Trading Ltd ("ADNOC Trading") and ADNOC (collectively referred as the "Buyers") pursuant to which the Company will make available to the Buyers at the designated delivery points quantities of Crude Oil for a price equivalent to the OSP. ADNOC will also act as the alternative buyer of such Crude Oil if ADNOC Trading does not intend, or is not able, to take delivery of any quantity of Crude Oil made available for delivery by the Company under the Offtake Agreement. If ADNOC Trading and ADNOC does not take delivery of such Crude Oil, the Company shall be entitled to sell such Crude Oil to any person through ADNOC Trading on back-to-back terms, and therefore, there is no firm commitment from ADNOC Trading or ADNOC to take delivery of the Crude Oil and either ADNOC or ADNOC Trading can choose not to take delivery of Crude Oil.

The Company can terminate the Offtake Agreement if there is material breach, payment default or insolvency of ADNOC or ADNOC Trading (buyers). The buyers can also terminate the Offtake Agreement if there is material breach by the Company. Further, the Company has the option to terminate the Offtake Agreement for convenience.

The effective date of the above agreements is 1 January 2022.

3 Basis of preparation and material accounting policy information

3.1 Basis of preparation and statement of compliance

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and the Companies Regulations 2020 of Abu Dhabi Global Market (ADGM). These consolidated financial statements have been prepared on the historical cost basis except for the financial asset at FVTPL which was initially recognised and subsequently remeasured at fair value at each reporting date and crude oil inventories which are stated at fair value less costs to sell as explained in the accounting policies. Historical cost is generally based on the fair value of the consideration given in exchange for goods or services.

**Notes to the consolidated financial statements
at 31 December 2025****3 Basis of preparation and material accounting policy information (continued)****3.2 Basis of Consolidation**

These consolidated financial statements comprise the financial statements of the Company and its subsidiary. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has all of the following:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns

When the Group has less than a majority of the voting, or similar, rights of an investee, it considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights

The relevant activities are those which significantly affect the subsidiary's returns. The ability to approve the operating and capital budget of a subsidiary and the ability to appoint key management personnel are examples of decisions that demonstrate that the Group has existing rights to direct the relevant activities of a subsidiary.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

The financial statements of subsidiary are prepared for the same reporting year as the parent company, using consistent accounting policies. Adjustments if any required to align these interim condensed consolidated financial statements with the group accounting policies are made as and when required. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

**Notes to the consolidated financial statements
at 31 December 2025****3 Basis of preparation and other material accounting policy information (continued)****3.3 Functional and presentation currency**

These consolidated financial statements are presented in United States Dollars (“**Dollar**” or “**USD**”), which is the Group’s functional and presentation currency. The functional currency is the currency of the primary economic environment in which the entity operates. The Directors of the Group believe that USD most faithfully represents the economic effects of underlying transactions, events and conditions as the share capital issued by the Group, the material contracts (see note 2) and the Crude oil trading are denominated or executed in USD. All values are rounded to the nearest thousand except when otherwise indicated.

3.4 Material accounting policy information

The material accounting policies adopted are set out below.

Revenue recognition

For contracts determined to be within the scope of revenue recognition, the Group is required to apply a five-step model to determine when to recognise revenue, and at what amount. Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

The Group recognises revenue from contracts with customers based on the five-step model set out in IFRS 15:

Step 1: Identify the contract(s) with a customer

A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify the performance obligations in the contract

A performance obligation is a unit of account and a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price

The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract

For a contract that has more than one performance obligation, the Group will allocate the transaction price to each performance obligation in an amount that depicts the consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

**Notes to the consolidated financial statements
at 31 December 2025**

3 Basis of preparation and other material accounting policy information (continued)

3.4 Material accounting policy information (continued)

Revenue recognition (continued)

The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Group's performance as and when the Group performs; or
- The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

For performance obligations where none of the above conditions are met, revenue is recognised at the point in time at which the performance obligation is satisfied.

As the Offtake Agreement does not require the Company to deliver minimum quantities to ADNOC Trading, and requires the payment of OSP as of the relevant dates, the Offtake Agreement is an executory contract accounted for under IFRS 15 *Revenue from Contracts with Customers* and as a result, revenue will be recognised when ADNOC Trading takes delivery of Crude Oil.

The Group's revenues are derived primarily from the sale of Crude Oil under the Offtake Agreement with ADNOC Trading. Revenue is recognised when control of the Crude Oil has passed, being when the Crude Oil is delivered to ADNOC Trading, the Buyer has full discretion over the Crude Oil delivery and there is no unfulfilled obligation that could affect the ADNOC Trading's acceptance of the Crude Oil. The Crude Oil is sold to ADNOC Trading at the OSP which is the transaction price agreed under the Offtake Agreement. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. The Group does not adjust the transaction price for significant financing as payment is due typically within a short period of time.

The Group obtains legal title of the Crude Oil only momentarily before legal title is transferred to ADNOC Trading. The Group has determined that it is acting as the principal in the transaction with ADNOC Trading as the nature of the Group's promise is an obligation to deliver the Crude Oil itself under the Offtake Agreement. See note 4 for factors the Group considered in making that determination.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of an instrument. Financial assets are any assets that are (a) cash; (b) an equity instrument of another entity; (c) a contractual right to receive cash or another financial asset from another entity; or to exchange financial assets or financial liabilities with another entity under conditions that are potentially favourable to the entity; or (d) a contract that will or may be settled in the entity's own equity instruments and is a non-derivative for which the entity is or may be obliged to receive a variable number of the entity's own equity instruments; or a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments.

**Notes to the consolidated financial statements
at 31 December 2025****3 Basis of preparation and other material accounting policy information (continued)****3.4 Material accounting policy information (continued)****Financial instruments**

For this purpose the entity's own equity instruments do not include: instruments that are themselves contracts for the future receipt or delivery of the entity's own equity instruments; puttable instruments classified as equity or certain liabilities arising on liquidation classified by IAS 32 as equity instruments. Financial liabilities are any liabilities that are (a) a contractual obligation to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity; or (b) a contract that will or may be settled in the entity's own equity instruments and is a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments or a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets***Initial recognition***

Financial assets at initial recognition are classified as at amortised cost, at fair value through other comprehensive income (FVTOCI) or at FVTPL. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as FVTOCI on initial recognition;
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called 'accounting mismatch') that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship.

**Notes to the consolidated financial statements
at 31 December 2025**

3 Basis of preparation and other material accounting policy information (continued)

3.4 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Financial assets at FVTPL (continued)

The Group entered into the Assignment Agreement as explained in note 2, which gives the Group the right to receive the Volume Availability Commitment per day of Crude Oil for 30 years. The Assignment Agreement falls under the scope of IFRS 9 due to following:

- The agreement represents a contract to buy a non-financial item that can be settled net in cash, as if the contract was a financial instrument; and
- The settlement net in cash is demonstrated by the fact that the Crude Oil is a commodity which is readily convertible to cash given the fact that there is an active market for Crude Oil, and its price is publicly available.

The assignment agreement is to be measured at fair value through profit or loss, as it would not meet the SPPI test under IFRS 9. The fair value of the financial asset at FVTPL is determined in the manner described in note 6.

Since the payment of consideration relating to the assignment agreement shall be made in any manner and at any point of time at the Group's discretion, the Group classified the consideration under the Assignment Agreement as a capital contribution in kind from ADNOC.

The Group's other financial assets include due from a related party which are subsequently recognised at amortised cost using the effective interest method and are subject to impairment.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (ECL) associated with its due from a related party. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument and depends on whether there has been a significant increase in credit risk.

The due from related party are considered to have low credit risk, and the loss allowance is therefore limited to 12 months' expected losses. The Group has not recognised any loss allowance as there is a no risk of default on the due from related party considering the fact that the amount is due from ADNOC and ADNOC Trading (a wholly owned subsidiary of ADNOC) which has a strong capacity to meet its contractual cash flow obligations in the near term and the fact that it is a wholly-owned subsidiary of the Government of Abu Dhabi.

**Notes to the consolidated financial statements
at 31 December 2025**

3 Basis of preparation and other material accounting policy information (continued)

3.4 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised (i.e., removed from the Group's statement of financial position) when:

- The contractual rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities measured subsequently at amortised cost

The Group's financial liabilities are measured subsequently at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest revenue or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or liability, or (where appropriate) a shorter period, to the amortised cost of a financial asset or liability.

**Notes to the consolidated financial statements
at 31 December 2025****3 Basis of preparation and other material accounting policy information (continued)****3.4 Material accounting policy information (continued)****Fair value measurement**

Fair value is the price that would be received on sale of an asset or paid on transfer of a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of a financial asset or liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis.

For financial reporting purposes, fair value measurements are categorised into level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which is described as follows:

- **Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- **Level 2** inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- **Level 3** inputs are unobservable inputs for the asset or liability that are derived from valuation techniques.

Cash and cash equivalents

Cash and cash equivalents comprise cash at banks.

Inventories

Crude oil inventories are stated at fair value less costs to sell, with changes in fair value less costs to sell recognised in profit or loss in the period of the change.

Accruals

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

Taxation*Current income tax*

The Group is subject to taxation effective from 1 January 2024 as per fiscal letter issued by Supreme Council for Financial and Economic Affairs (SCFEA).

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the SCFEA. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Notes to the consolidated financial statements
at 31 December 2025**

3 Basis of preparation and other material accounting policy information (continued)

3.4 Material accounting policy information (continued)

Taxation (continued)

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the statement of profit or loss and other comprehensive income.

Deferred tax assets and liabilities are offset for financial reporting purposes when they relate to income taxes levied by the Supreme Council for Financial and Economic Affairs (“SCEFA”).

3.5 New and revised IFRSs applied with no material effect on these consolidated financial statements

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following new standards, interpretations and amendments effective as of 1 January 2025. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

- Lack of exchangeability – Amendments to IAS 21

These amendments had no significant impact on the consolidated financial statements of the Group.

3.6 New and revised IFRSs that are issued, but not yet effective and not early adopted

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group’s consolidated financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

- Amendments to the Classification and Measurement of Financial Instruments—Amendments to IFRS 9 and IFRS 7
- Annual Improvements to IFRS Accounting Standards - Volume 11
- Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7
- IFRS 18 Presentation and Disclosure in Financial Statements
- IFRS 19 Subsidiaries without Public Accountability: Disclosures

Other than IFRS 18, the Group does not anticipate that the amendments will have a material effect on the Group’s consolidated financial statements. The Group is currently assessing the potential impacts of IFRS 18 on its consolidated financial statements in the future.

**Notes to the consolidated financial statements
at 31 December 2025****4 Critical judgments and key sources of estimation uncertainty**

The preparation of the consolidated financial statements in compliance with IFRS requires the Group to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the consolidated financial statements as they become reasonably determinable.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The critical judgements and estimates used in the preparation of these consolidated financial statements are as follows:

Critical judgements**Shareholder right to terminate the Assignment Agreement**

ADNOC can terminate the Assignment Agreement without any termination payment being made to the Company in case of breach of the Assignment Agreement by the Company or if the Company becomes insolvent.

The Company deems these rights given to ADNOC to terminate the Assignment Agreement to be non-substantive. In reaching such conclusion the Company considered the likelihood of breaching the Assignment Agreement or becoming insolvent and concluded that both events are very unlikely to occur. The Company has also taken into account the fact that voluntary liquidation or dissolution of the Company is defined as a shareholder reserved matter in the Company's articles of association, which also include a declaration of solvency as further explained in note 9. Accordingly, the Company believes it is appropriate to record the capital contributions in equity and a separate financial asset at FVTPL.

Assessment on the Company's sale of Crude Oil to ADNOC Trading under the Offtake Agreement

The Company concluded that it acts as a principal for the sale of Crude Oil to ADNOC Trading under the Offtake Agreement. In reaching such conclusion, the Company considered the following judgments:

- ADNOC Trading is a separate legal entity and is not party to the Assignment Agreement with ADNOC,
- The Offtake Agreement is entered between the Company as seller and ADNOC Trading and ADNOC as buyers.
- The contractual terms of the Offtake Agreement give the right to ADNOC Trading and ADNOC not to take delivery of Crude Oil which then exposes the Company to the risks and rewards associated with the Crude Oil volumes to then sell to third party customers.
- The Offtake Agreement also provides the Company with the right to terminate the Offtake Agreement for convenience and to sell the Crude Oil to third party customers. Though the likelihood of this happening is remote, the Company considered the contractual term that provides ADNOC Murban the ability to cancel the Offtake Agreement unilaterally.
- The Company assessed that it obtains control of Crude Oil before it is delivered to ADNOC Trading since it has primary responsibility for fulfilling the promise to provide the goods.

**Notes to the consolidated financial statements
at 31 December 2025**

4 Critical judgments and key sources of estimation uncertainty (continued)

Critical judgements (continued)

Determination that sales to ADNOC under the Offtake Agreement does not meet the criteria to be recognised as revenue

As the Assignment Agreement and the Offtake Agreement were entered into at or near the same time between ADNOC and the Company for the same commodity, both agreements are considered in combination, and hence, the economic substance of ADNOC's offtake of Crude Oil under the Offtake Agreement is considered ADNOC's settlement of its obligation under the Assignment Agreement in cash rather than by delivery of Crude Oil, and accordingly, IFRS 15 for revenue recognition is not applicable. During year ended 31 December 2025, ADNOC lifted crude oil amounting to USD 17,946 million (2024: USD 22,709 million), for which no revenue was recognised.

Determination of control over subsidiary

The Group assessed control over the Subsidiary, in which it is not an equity holder, by evaluating its power to direct the Subsidiary's relevant activities and influence its variable returns. This assessment included all relevant facts, circumstances, and relationships with the investee's equity holders. Ultimately, the Group has concluded that it controls the Subsidiary given that the only relevant activity of the Subsidiary is to issue sukuk for which the Company is contractually obliged to repay to the sukuk-holders.

Key sources of estimation uncertainty

Fair valuation of the financial asset at FVTPL

The determination of fair value for the financial asset at FVTPL is a critical source of estimation uncertainty because there is no observable market price for such contract or other similar contracts.

The valuation methodology used to determine the fair value of the financial asset at FVTPL is discounted cash flow ("DCF") model. The DCF model estimates the value of the financial asset based on its expected future cash flows. The fair value of the financial asset at FVTPL relies on an estimate of the future prices of Crude Oil beyond the standard contract term for Crude Oil futures. In addition, the valuation includes an estimate of when the Volume Availability Commitment will be delivered and the credit risk of the parties to the Assignment Agreement which also impact the fair value of the Assignment Agreement.

The Group determined these inputs as follows:

- A Crude Oil pricing curve has been derived from a build-up approach of underlying benchmark pricing plus a historical differential.
 - A range of pricing curve was determined by applying the following methodology:
 - An underlying benchmark was selected based on data observability and historical price correlation to Crude Oil.
 - A range of forecasts for the underlying benchmark, Brent, was developed by using various data sources over the short, medium, and long-term horizons.
 - A range of applicable differentials between Crude Oil and Brent was estimated based on historical price observed.

**Notes to the consolidated financial statements
at 31 December 2025****4 Critical judgments and key sources of estimation uncertainty (continued)****Key sources of estimation uncertainty (continued)***Fair valuation of the financial asset at FVTPL* (continued)

- The range of differentials was applied to the Brent forecasts for the purpose of constructing the Crude Oil real price curves.
 - The resulting Crude Oil curves were tested by comparing the forecast prices in the short end to the Crude Oil futures, as well as performing a lookback analysis by reviewing historical pricing during periods of similar market conditions as of the effective date of the Assignment Agreement.
 - A range of nominal Crude Oil prices was derived from the real price forecasts by an appropriate escalation factor.
- As at 31 December 2025, the valuation which is within the range as determined in the methodology above, was calculated using a curve which was constructed using futures in the short term and a single analyst forecast in the medium to long term.
- Subsequent cash flows are determined from the forecasted Crude Oil price based on the Volume Availability Commitment of one million (1,000,000) barrels of Crude Oil per day; and
 - A term structure credit adjusted curve has been considered for discounting purposes. The curve used was the USD Abu Dhabi Sovereign curve on the assumption that ADNOC credit risk is similar to that of the Abu Dhabi Sovereign. The effective discount rate over the tenor of the instrument was 4.95% (2024: 5.52%).

As at 31 December 2025, the financial asset at FVTPL was valued at USD 457,585 million (2024: USD 472,650 million) and is categorised under Level 3 in the fair value hierarchy. Refer to note 6 for quantitative sensitivity analysis on significant unobservable inputs.

5 Revenue

During the year ended 31 December 2025, the Group has recognised revenue of USD 8,051 million (2024: USD 6,915 million), on account of Crude oil lifted by ADNOC Trading under the Offtake Agreement. However, for the Crude oil lifted by ADNOC under the Offtake Agreement amounting to USD 17,946 million (2024: USD 22,709 million) for the year ended 31 December 2025, no revenue has been recognised as explained in the critical judgements (note 4).

Revenue is recognised at a point in time upon lifting of Crude oil by ADNOC Trading.

Geographical markets

All revenue is generated in United Arab Emirates.

**Notes to the consolidated financial statements
at 31 December 2025**

6 Financial asset at FVTPL

	31 December 2025 USD'000	31 December 2024 USD'000
At the beginning of the year	472,649,712	540,236,093
Change in fair value	10,932,320	(37,962,212)
Settlement of financial asset	(25,996,920)	(29,624,169)
	<hr/>	<hr/>
At year end	457,585,112	472,649,712
	<hr/> <hr/>	<hr/> <hr/>
Current	20,300,792	25,974,499
Non-current	437,284,320	446,675,213
	<hr/>	<hr/>
	457,585,112	472,649,712
	<hr/> <hr/>	<hr/> <hr/>

Financial asset at FVTPL represents the Assignment Agreement, which gives the Group the right to receive the Volume Availability Commitment per day of Crude Oil for 30 years (see notes 2 and 4).

Financial asset at FVTPL is recognised initially at fair value and is subsequently remeasured to fair value at each reporting date, with any fair value gains or losses recognised in profit or loss. Fair value of the financial asset at FVTPL is determined in the manner described in note 4. In addition, the financial asset is adjusted during the year for settlement of the Volume Availability Commitment as per the Assignment Agreement.

Significant unobservable inputs to valuation:

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy, together with a quantitative sensitivity analysis as at 31 December 2025 and as at 31 December 2024 are shown below:

	<i>Increase/decrease in basis points / %</i>	<i>Effect on Profit (loss) USD'million</i>
Discount rate:		
31 December 2025: 4.95%	+100	(47,406)
	-100	55,863
31 December 2024: 5.52%	+100	(47,544)
	-100	56,073

**Notes to the consolidated financial statements
at 31 December 2025**

6 Financial asset at FVTPL (continued)

Significant unobservable inputs to valuation: (continued)

	<i>Increase/decrease in basis points / %</i>	<i>Effect on Profit (loss) USD'million</i>
Pricing Curve:		
31 December 2025:	+5%	22,879
Range: USD 59.6 – 79.4 / barrel (real price)	-5%	(22,879)
31 December 2024:	+5%	23,632
Range: USD 67.1 – 79.6 / barrel (real price)	-5%	(23,632)

There were no transfers into or out of Level 3 fair value measurement during the year ended 31 December 2025 and 2024.

7 Related parties

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions. Related parties represent ADNOC and its affiliates, the Government of Abu Dhabi and related departments and institutions, associated companies, joint ventures, shareholders, directors, and key management personnel of the Group and those entities in which they have the ability to control and exercise significant influence in financial and operating decisions. The terms of related party transactions are approved by the Group's Board of Directors. As at 31 December 2025 and 31 December 2024, the Group is a party to certain contracts with ADNOC Group such as the Assignment Agreement and Offtake Agreement as discussed further in note 2.

Balances with related parties mainly comprise:

	31 December 2025 USD'000	31 December 2024 USD'000
Related party balances:		
Financial asset at FVTPL (note 6)	457,585,112	472,649,712
Amounts due from related parties		
ADNOC*	995,869	1,760,942
ADNOC Trading**	1,044,621	561,028
	2,040,490	2,321,970

**Notes to the consolidated financial statements
at 31 December 2025**

7 Related parties (continued)

	31 December 2025 USD'000	31 December 2024 USD'000
*Amounts due from ADNOC pertains to the following:		
Crude oil lifted by ADNOC**	994,869	1,759,942
Initial share capital	1,000	1,000
	<hr/> 995,869 <hr/>	<hr/> 1,760,942 <hr/>
Amounts due to a related party ADNOC***	1,515	1,340
	<hr/> 1,515 <hr/>	<hr/> 1,340 <hr/>

**Receivables from ADNOC Trading and ADNOC pertain to quantities of Crude Oil lifted under the Offtake Agreement and on account of partial settlement of financial asset at FVTPL, respectively. The receivables from ADNOC and ADNOC Trading on account of Crude Oil lifted, are non-interest bearing and are recoverable within 30 days from the invoice date.

***The Group does not have any employees, and it receives corporate services from ADNOC. Amount due to ADNOC includes corporate services fee amounting to USD 200 thousand for the year ended 31 December 2025 (2024: USD 200 thousand) as per the Corporate Services Agreement between ADNOC and the Group. The balance is interest free, unsecured and is expected to be settled in cash within one year.

Transactions with related parties included in the consolidated statement of profit or loss and other comprehensive income are as follows:

	2025 USD'000	2024 USD'000
Revenue (note 5)	8,050,569	6,915,117
Cost of goods sold	(8,050,569)	(6,915,117)
Corporate services (included in administrative expenses)	(200)	(200)

**Notes to the consolidated financial statements
at 31 December 2025**

8 Cash and cash equivalents

	31 December 2025 USD'000	31 December 2024 USD'000
Cash at banks	2,257,041	2,320,323

Bank balance is denominated in US Dollar and earned interest at a range of 3.8% - 4.05% per annum for the year ended 31 December 2025 (31 December 2024: 3.8% - 4.05% per annum).

9 Share capital and capital contributions

The Company is a wholly owned subsidiary of ADNOC. The authorised and issued share capital of the Company is comprised of 1,000,000 shares of USD 1 per share (2024: 1,000,000 shares of USD 1 per share). All shares have been fully subscribed by ADNOC.

The Company recorded capital contributions of USD 637,650 million as of 1 January 2022 for the consideration recognised by the Company in relation to the Assignment Agreement of the Crude Oil (see note 2). Under the Assignment Agreement, the payment of consideration shall be made in any manner and at any point in time, at the Company's discretion and accordingly this is classified as equity within these consolidated financial statements. The commitments made by ADNOC in the Assignment Agreement are legally enforceable by the Company and are to be funded over 30 years by ADNOC through the daily deliveries of the Volume Availability Commitment or cash settlement of equivalent market value. The Company's Articles of Association has a declaration of solvency which states that prior to any resolution of the Shareholder to dissolve or merge the Company, the Board of Directors shall make a declaration of solvency certifying that the Company is able to pay its debts in full, together with all interest due on its debts (at the contractual rate applicable to such interest and based on any forward-looking assumptions as the Board reasonably determines) for a period of not less than twelve (12) months from the commencement of such Shareholder resolution. The Shareholder has confirmed that such article will not be amended or deleted so long as the Assignment Agreement remains effective.

During the year ended 31 December 2025, the Company at its sole discretion approved and repaid an amount of USD 27,604 million (2024: USD 34,687 million) as a repayment towards capital contributions made by ADNOC.

10 Interest-bearing bonds

On 11 September 2024, the Company issued USD 4 billion bonds under the newly established Global Medium Term Note Program (the "Program"). These bonds are admitted to trading and listed at the International Securities Market of the London Stock Exchange plc (the "London Stock Exchange") (the "ISM"). The bonds under the Program were issued through three tranches.

On 6 May 2025, the Group through its subsidiary ADNOC Murban Sukuk Limited (the "Issuer"), issued Shari'a compliant trust certificates ("Sukuk") under its newly established International Sukuk Program (the "Program") with a principal amount of USD 1,500 million. The Sukuk was issued in a single tranche, maturing on 6 May 2035, and carrying an annual profit rate of 4.75% to be paid semi-annually. The Sukuk is listed on the London Stock Exchange.

**Notes to the consolidated financial statements
at 31 December 2025**

10 Interest-bearing bonds (continued)

Sukuk's terms of the arrangement

The terms of the arrangement include transfer of the ownership of certain assets (the "Wakala Assets"), from identified shares in certain ADNOC subsidiary companies to the Issuer. The assets are owned by the Sukuk holders, however the assets are controlled by ADNOC and shall continue to be serviced by the Service agent. The Issuer will pay the semi-annual profit distribution amount from proceeds generated and received from the Wakala Assets. Such proceeds are expected to be sufficient to cover the quarterly distribution amount payable to the sukuk holders on the semi-annual distribution dates.

Interest-bearing bonds and sukuk	Coupon rate / profit rate	Effective interest rate	Maturity	Principal amount USD'000	31 December 2025 USD'000	31 December 2024 USD'000
a five-year bond	4.250%	4.33%	September 2029	1,000,000	996,171	995,135
a ten-year bond	4.500%	4.64%	September 2034	1,500,000	1,481,679	1,479,750
a thirty-year bond	5.125%	5.22%	September 2054	1,500,000	1,471,765	1,471,485
a ten-year sukuk	4.750%	4.88%	May 2035	1,500,000	1,481,848	-
				5,500,000	5,431,463	3,946,370

The interest-bearing bonds and sukuk are recorded at amortised cost using the effective interest rates. Interest / profit of each tranche of bond and sukuk is payable semi-annually at coupon rate. The principal amount is repayable in one bullet payment at respective maturity of each tranche interest bearing bonds and sukuk.

The liability of interest-bearing bonds and sukuk is stated net of discount and transaction costs incurred in connection with the bond and sukuk arrangements amounting to USD 54.3 million and USD 18.7 million, respectively, which is amortized over the respective tenures of the bond tranches and sukuk.

The Group has categorised the Interest-bearing bonds and Sukuk into the Level 1 hierarchy for the purpose of disclosing its fair value. As of 31 December 2025, the fair value of five-year interest-bearing bond amounted to USD 1,007 million (31 December 2024: USD 968 million), ten-year interest-bearing bond amounted to USD 1,481 million (31 December 2024: USD 1,412 million), thirty-year interest-bearing bond amounted to USD 1,416 million (31 December 2024: USD 1,356) and ten-year sukuk amounted to USD 1,505 million (31 December 2024: nil), (Note 15).

Finance cost amounting to USD 239 million has been recorded in respect of interest-bearing bonds and sukuk for the year ended 31 December 2025 (31 December 2024: USD 56.8 million).

**Notes to the consolidated financial statements
at 31 December 2025****11 Financial risk management objectives and policies**

The main risks arising from the Group's financial instruments are market risk, credit risk and liquidity risk. These risks are monitored by the Directors on a continued basis.

Market risk

The Group is exposed to the risk of fluctuations in prevailing market commodity prices on Crude Oil. If there is a sustained drop in Crude Oil Price, the amounts payable to the Group under the Offtake Agreement will be reduced and consequently the cashflow of the Group may be significantly impacted, thereby having a material adverse effect on the Group's business, results of operations and financial condition.

The sensitivity analyses for financial asset at FVTPL is presented in note 6. The sensitivity analyses are intended to illustrate the sensitivity to changes in market variables on the Group's financial instruments and show the impact on profit or loss and shareholders' equity, where applicable.

As a general policy, the Group aims to sell the products at prevailing market prices. In addition, the Group's risk management strategy is to protect the Group against adverse fluctuations in oil prices by reducing its exposure to variability in cash flows to the extent that it is practicable and cost effective to do so.

Interest rate risk

The interest rates for the first, second and third tranches of the interest-bearing bonds and sukuk issued are fixed at 4.250%, 4.500%, 5.125% and 4.75% respectively (refer note 10). Therefore, the Group is not subject to significant interest rate risk.

Credit risk

The Group's credit risk primarily relates to concentration of credit attributable to the balance from related parties. The Directors estimate that the credit and concentration risk is not significant as the exposure is with a related party. The Directors have determined that the expected credit loss on receivable from related parties is insignificant considering that these relate to ADNOC which is a wholly-owned subsidiary of the Government of Abu Dhabi.

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Directors, which have built an appropriate liquidity risk management framework for the Group's short, medium and long-term funding and liquidity management requirements.

The Group's cash flows may still be significantly impacted if there is a sustained drop in Crude Oil price as the amounts payable to the Group under the Offtake Agreement will be reduced.

**Notes to the consolidated financial statements
at 31 December 2025**

11 Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The Group limits its liquidity risk by ensuring adequate cash is being generated from revenue generated from delivery of Crude Oil, maintaining adequate reserves, issuance of long term notes, continuously monitoring forecast and actual cash flows, and matching the maturity profiles of financial assets and liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows:

	Within 1 year USD'000	Between 1 to 5 years USD'000	More than 5 years USD'000	Total
31 December 2025				
Interest-bearing bonds and sukuks	258,125	2,205,625	6,720,000	9,183,750
31 December 2024				
Interest-bearing bonds and sukuks	186,875	1,891,875	5,115,000	7,193,750

The Group has policies in place to ensure that it has sufficient cash on demand to meet expected operational expenses and payment of its financial obligations. Cash surplus are monitored and managed by the Group through distributions to shareholder or deposits in banks or with the shareholder.

Capital management

For the purpose of the Group's capital management, capital includes issued share capital, capital contributions and accumulated losses measured at USD 456,381 million as of 31 December 2025 (2024: USD 473,287 million). The primary objective of the Group's capital management is to maximise the shareholder's value. The Group does not have a formalised optimal target capital structure or target ratios in connection with its capital risk management objectives. The Group manages its capital structure and makes adjustments to it in light of changes in business conditions.

No changes were made in the objectives, policies or processes during the year ended 31 December 2025 and 2024.

12 Segment information

The business activities of the Group are performed on an integrated basis. As discussed in note 2, the principal activities of the Group are limited to receiving its assigned interest in Crude Oil from ADNOC and the sale of such Crude Oil under the relevant material contracts. Accordingly, the Group has determined that the Group has one operating segment, and therefore, one reportable segment.

All of the Group's operations are in the United Arab Emirates.

**Notes to the consolidated financial statements
at 31 December 2025**

13 Corporate Taxes

On 9 December 2022, the UAE Ministry of Finance published Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (UAE CT Law) to introduce the Federal Corporate Tax (UAE CT) regime in the UAE. The UAE CT Law applies to Tax Periods commencing on or after 1 June 2023.

Tax periods under the UAE CT Law, mirror each Group's financial year end and since the Group's Tax Period commenced from 1 January 2024 (the Company's new financial year commenced after 1 June 2023), the related current taxes shall be accounted for in the consolidated financial statements for the period beginning 1 January 2024.

There is an exemption from UAE CT for income derived by businesses engaged in Extractive Business or Non-Extractive Natural Resource Business (as defined in the UAE CT Law). This exemption applies to income earned from such businesses to the extent they are effectively subject to tax at an Emirate level. The Abu Dhabi Government issued a Fiscal Letter to the Company, which imposes Abu Dhabi Emirate tax on the Company with effect from 1 January 2024 in the form of an annual levy amounting to USD 25,000 as well as a 9% tax levied on income, subject to certain exclusions noted within the Fiscal Letter. Accordingly, the Company considers itself as exempt from UAE CT from this date.

The Group has considered tax impact under the Fiscal Letter for the year (2024 : nil) and concluded that tax impact under the Fiscal Letter is not material, as the Group has taxable loss. Accordingly, no current or deferred tax is recognised by the Group in these consolidated financial statements.

The levy of USD 25,000 for the current year has been recorded as part of administrative expenses.

Tax reconciliation:

	2025	2024
	USD'000	USD'000
Accounting profit / (loss) before tax	10,697,222	(38,016,372)
At income tax rate of 9% as per fiscal letter	962,750	(3,421,473)
Tax impact on (exempt income) / non-deductible expenses	(983,909)	3,416,599
Non-recognition of deferred tax asset on losses	21,159	4,874
Income tax expense reported in the consolidated statement of profit or loss and other comprehensive income	-	-
Effective tax rate	0%	0%

**Notes to the consolidated financial statements
at 31 December 2025****14 Contingencies and commitments****Contingent liabilities**

As at the end of the reporting period, the Group has the following contingent liabilities.

Guarantees provided by the Company on behalf of ADNOC Group in respect of Rio Grande liquefaction project in South Texas

During 2024, ADNOC signed a share purchase agreement to acquire a 11.7% stake in Phase 1 of NextDecade Corporation's, a leading liquefied natural gas (LNG) export project located in Texas, United States, which also includes an offtake agreement. The acquisition closed on 25 September 2025.

Under this transaction, the Company has agreed to provide a guarantee to the sellers with respect to ADNOC Group's obligation to pay the equity contribution. The total expected exposure on this guarantee is approximately USD 497 million and is payable to Rio Grande LNG LLC and will expire once the equity is paid by the ADNOC Group. The fair value of this guarantee is expected to be immaterial on initial recognition and since the likelihood of default by the ADNOC Group is remote there are no future credit losses recognized.

The Company has signed a guarantee on behalf of the ADNOC Group for its purchase of output in terms of the above project. The guarantee applies to ADNOC Group's obligation to make payments for output taken when due to the producer over the period of the offtake agreement, which will commence once the acquisition is completed. The total offtake agreement value is USD 4,841 million over twenty years and is the maximum guarantee exposure under the arrangement. The guaranteed amount at any point in time is limited to the amount owed in a particular month and does not extend beyond the period when the invoice is due. The fair value of this guarantee is immaterial on initial recognition and no future credit losses are recognized since the likelihood of default by the ADNOC Group is remote.

Commitments

As at the end of the reporting period, there were no commitments to be disclosed in the consolidated financial statements (31 December 2024: none).

15 Fair values of financial instruments

Financial instruments comprise financial assets and financial liabilities.

Financial assets consist of financial asset at FVTPL, amounts due from related parties and cash and cash equivalents. Financial liability consists of amount due to related parties and interest-bearing bonds and sukuk that are measured at amortised cost.

Except for interest-bearing bonds and sukuk, the fair values of the Group's financial instruments are not materially different from their carrying amounts at the reporting date.

**Notes to the consolidated financial statements
at 31 December 2025****16 Disclosure of auditors' fee**

In line with the requirements of Abu Dhabi Accountability Authority (ADAA) Chairman Resolution # 27 of 2023 relating to the Code of Ethics for financial statements preparers and auditors of Subject Entities, the statutory auditor fee for the Group is disclosed as follows:

	2025 USD'000	2024 USD'000
Fees for audit	47	45
Other assurance services	125	107
	<hr/> 172 <hr/>	<hr/> 152 <hr/>

ADNOC Murban RSC LTD

FINANCIAL STATEMENTS

31 DECEMBER 2024

OPERATING AND FINANCIAL SUMMARY
For the year ended 31 December 2024

	Opening Receivable (USD'000)	Invoiced (USD'000)	Receipts (USD'000)	Closing Receivable (USD'000)
<i>31 December 2024</i>				
ADNOC Trading	1,719,691	6,915,117	(8,073,780)	561,028
ADNOC*	1,164,865	22,709,052	(22,113,975)	1,759,942
Total	2,884,556	29,624,169	(30,187,755)	2,320,970
<i>31 December 2023</i>				
ADNOC Trading	1,965,359	20,435,685	(20,681,353)	1,719,691
ADNOC*	934,071	10,131,855	(9,901,061)	1,164,865
Total	2,899,430	30,567,540	(30,582,414)	2,884,556
		For the year ended 31 December 2024 USD'000	For the year ended 31 December 2023 USD'000	
Total crude oil value lifted				
ADNOC Trading (refer to note 4 & 5)		6,915,117	20,435,685	
ADNOC (refer to note 4 & 5)		22,709,052	10,131,855	
		29,624,169	30,567,540	

*During year ended 31 December 2024, ADNOC lifted crude oil amounting to USD 22,709 million (2023: USD 10,132 million), for which no revenue was recognised (refer to note 4 & 5).

Receivable from ADNOC excludes USD 1.0 million receivable in respect of share capital.

**This is excluding excess cash of USD 68,670 thousand received from ADNOC Trading, which was classified as due to related party as of 31 December 2023.

OPERATING AND FINANCIAL SUMMARY (continued)
For the year ended 31 December 2024

	As at and for the year ended 31 December 2024 USD'000	As at and for the year ended 31 December 2023 USD'000
Cash received from ADNOC Trading	8,073,780	20,750,023
Cash received from ADNOC	22,113,975	9,901,061
	<hr/>	<hr/>
	30,187,755	30,651,084
	<hr/> <hr/>	<hr/> <hr/>
Receivables		
ADNOC Trading on account of crude oil delivered (refer to note 7)	561,028	1,719,691
ADNOC on account of partial settlement of financial asset at FVTPL (refer to note 7)	1,759,942	1,164,865
	<hr/>	<hr/>
	2,320,970	2,884,556
	<hr/> <hr/>	<hr/> <hr/>
Repayment of capital contribution to ADNOC (refer to note 9)***	(34,687,059)	(29,715,004)
	<hr/> <hr/>	<hr/> <hr/>
Cash and cash equivalents	2,320,323	2,939,070
	<hr/> <hr/>	<hr/> <hr/>

*** During the year ended 31 December 2024, repayments amounting to USD 34,687 million of capital contribution were made based on collections in the current year amounting to USD 30,188 million, collection of finance income amounting to USD 7.5 million, net proceeds from issue of interest-bearing bonds amounting to USD 3,946 million, opening cash balance of USD 2,939 million leaving a closing cash balance of USD 2,320 million after payment of USD 69.0 million on account of extra cash that was received from ADNOC Trading during the year ended 31 December 2023 and USD 4.6 million to suppliers for their services.

*** During the year ended 31 December 2023, repayments amounting to USD 29,715 million of capital contribution were made based on collections in the current year amounting to USD 30,582 million, collection of finance income amounting to USD 8.9 million, opening cash balance of USD 1,995 million and extra cash received from ADNOC Trading amounting to USD 69.0 million leaving a closing cash balance of USD 2,939 million after payment of USD 1 million to suppliers for their services.

ADNOC MURBAN RSC LTD

**Audit report and financial statements
for the year ended 31 December 2024**

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ADNOC MURBAN RSC LTD

Directors' report for the year ended 31 December 2024

The Directors have pleasure in submitting their report, together with the audited financial statements of ADNOC Murban RSC LTD (“the Company”) for the year ended 31 December 2024.

Principal activities

The principal activities of the Company are limited to receiving its assigned interest in Crude Oil from ADNOC and the sale of such Crude Oil under the relevant material contracts (see note 2 of the financial statements). In connection with the Company's establishment, the Company entered into (i) the Assignment Agreement with ADNOC and (ii) the Offtake Agreement with ADNOC Trading and ADNOC (see note 2 of the financial statements).

Results for the year

The Company generated cash flows of USD 30,122 million from its operating and investing activities (2023: USD 30,659 million) and used it for repayment of capital contribution amounting to USD 34,687 million (2023: USD 29,715 million). Furthermore, during the year the Company generated net proceeds of USD 3,946 million from issue of interest-bearing bonds (2023: USD Nil). In addition, during the year ended 31 December 2024 the Company made a net loss of USD 38,016 million (2023: a profit of USD 18,702 million) mainly due to non-cash fair value changes to the financial asset carried at fair value through profit or loss.

Directors

The Directors of the Company during the year and as of 31 December 2024 are as follows:

- Mr. Ahmed Khalfan Salem Muftah Almansoori;
- Mr. Khalfan Rashed Khalfan Rashed Aldahmani;
- Mr. Ahmed Hamad Al Shamsi
- Ms. Huda Abdulla Al Hanaee

There have been no changes in the Directors of the Company subsequent to the year ended 31 December 2024.

Directors' statement to the disclosure to auditors

In so far as the Directors are aware, there is no relevant information of which the Company's auditors are unaware.

The Company's auditors have been provided with access to all information of which we are aware that is relevant to the preparation of financial statements.

Auditors

EY have expressed their willingness to be re-appointed as auditor for the year ending 31 December 2025.

Signed on behalf of the Board of Directors



Mr. Ahmed Khalfan Salem Muftah Almansoori
Chairperson

Abu Dhabi

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF

ADNOC MURBAN RSC LTD

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of ADNOC Murban RSC (the "Company"), which comprise the statement of financial position as at 31 December 2024, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Company in accordance with the *International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards)* (the "IESBA Code") together with the ethical requirements that are relevant to our audit of the financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming auditor's opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Financial asset at Fair Value Through Profit or Loss ("FVTPL") - measurement

On 1 January 2022, the Company entered into an assignment agreement with ADNOC. The assignment agreement was recorded as a financial asset at FVTPL. As of 31 December 2024, the Company's financial asset at FVTPL amounted to USD 472.6 billion (note 6) representing 99% of the Company's total assets as of that date. The measurement (at fair value) of the financial asset at FVTPL is considered as a key audit matter given the magnitude of the financial asset and the estimates involved in determining the fair value.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF

ADNOC MURBAN RSC LTD continued

Report on the Audit of the Financial Statements continued

Key audit matters continued

Financial asset at Fair Value Through Profit or Loss ("FVTPL") - measurement continued

The valuation was undertaken by management and an external valuer (the "Valuers"). The valuation methodology used to determine the fair value of the financial asset at FVTPL is discounted cash flow ("DCF") model.

The audit procedures performed to address this key audit matter include the following:

- 1 We involved our internal valuation specialists in reviewing the valuation of the financial asset at FVTPL including the appropriateness of the valuation methodology as well as the reasonableness of the key assumptions and inputs used in the valuation including the pricing curve and discount rate;
- 2 We assessed the external valuer independence, qualification and expertise and read the terms of their engagement to determine whether there were any matters that might have affected their objectivity or may have imposed scope limitations upon their work; and
- 3 We assessed the adequacy of disclosures made in the financial statements in line with the requirements of IFRS Accounting Standards.

Revenue recognition

On 1 January 2022, the Company entered into an offtake agreement with ADNOC Trading and ADNOC. The Company concluded that it acts as a principal for the sale of Crude Oil to ADNOC Trading and recognized revenue of USD 6,915 million (note 5) during the year ended 31 December 2024. Crude Oil quantities lifted by ADNOC amounting to USD 22,709 million (note 5) for the year ended 31 December 2024 were recorded as settlement of financial asset at FVTPL.

Revenue recognition is considered a key audit matter given the magnitude of the amount and the significant judgments applied (note 4).

The audit procedures performed to address this key audit matter include the following:

- 1 We reviewed the revenue recognition policy applied by the Company to assess its compliance with IFRS Accounting Standards' requirements;
- 2 We reviewed the underlying contractual terms of the offtake agreement on which management's key judgments are made;
- 3 We have performed substantive audit procedures which involved testing of transactions during the year; and
- 4 We assessed the adequacy of disclosures made in the financial statements in line with requirements of IFRS Accounting Standards.

Other information

Other information consists of the information included in the Operating and financial summary and Directors' report other than the financial statements and our auditor's report thereon. Management is responsible for the other information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF

ADNOC MURBAN RSC LTD continued

Report on the Audit of the Financial Statements continued

Other information continued

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and the Board of Directors (the “Directors”) for the financial statements
Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards and in compliance with the applicable provisions of the Company’s Articles of Association and the Companies Regulations 2020 of Abu Dhabi Global Market (“ADGM”), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Directors are responsible for overseeing the Company’s financial reporting process.

Auditor’s responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors’ use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF

ADNOC MURBAN RSC LTD continued

Report on the Audit of the Financial Statements continued

Auditor's responsibilities for the audit of the financial statements continued

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with Board of Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Further, as required by the Companies Regulations 2020 of ADGM, we report that, in our opinion:

- The financial statements include, in all material respects, the applicable requirements of the Companies Regulations 2020 of ADGM; and
- The financial information included in the report of the Board of Directors is consistent with the books of account and records of the Company.

Further, as required by the Resolution of the Chairman of the Abu Dhabi Accountability Authority No. (88) of 2021 regarding financial statements Audit Standards for the Subject Entities, we report that, in connection with our audit of the financial statements for the year ended 31 December 2024, nothing has come to our attention that causes us to believe that the Company has not complied, in all material respects, with any of the provisions of the following laws, regulations and circulars as applicable, which would materially affect its activities or the financial statements as at 31 December 2024:

- Its Article of Association or Law of Establishment; and
- Relevant provisions of the applicable laws, resolutions and circulars organising the Company's operations.

For Ernst & Young



Raed Ahmad

13 March 2025
Abu Dhabi, United Arab Emirates

**Statement of profit or loss and other comprehensive income
for the year ended 31 December 2024**

	Notes	2024 USD'000	2023 USD'000
Revenue	5	6,915,117	20,435,685
Cost of goods sold		(6,915,117)	(20,435,685)
		<hr/>	<hr/>
Gross margin		-	-
		<hr/>	<hr/>
Change in fair value of financial asset at FVTPL	6	(37,962,212)	18,694,132
Administrative expenses		(4,843)	(1,034)
Finance cost	10	(56,806)	-
Finance income		7,489	8,886
		<hr/>	<hr/>
(Loss) / profit for the year		(38,016,372)	18,701,984
		<hr/> <hr/>	<hr/> <hr/>
Other comprehensive income		-	-
		<hr/>	<hr/>
Total comprehensive (loss) / income for the year		(38,016,372)	18,701,984
		<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these financial statements.

**Statement of financial position
as at 31 December 2024**

	Notes	31 December 2024 USD'000	31 December 2023 USD'000
ASSETS			
Non-current asset			
Financial asset at FVTPL	6	446,675,213	513,148,927
Current assets			
Financial asset at FVTPL	6	25,974,499	27,087,166
Due from related parties	7	2,321,970	2,885,556
Cash and cash equivalents	8	2,320,323	2,939,070
		<u>30,616,792</u>	<u>32,911,792</u>
Total assets		<u>477,292,005</u>	<u>546,060,719</u>
EQUITY			
Share capital	9	1,000	1,000
Capital contributions	9	542,503,182	577,190,241
Accumulated losses		(69,216,775)	(31,200,403)
Total equity		<u>473,287,407</u>	<u>545,990,838</u>
Non-current liability			
Interest-bearing bonds	10	3,946,370	-
Current liabilities			
Due to related parties	7	1,340	69,785
Accrued interest and other accruals		56,888	96
		<u>58,228</u>	<u>69,881</u>
Total liabilities		<u>4,004,598</u>	<u>69,881</u>
Total equity and liabilities		<u>477,292,005</u>	<u>546,060,719</u>



Mr. Ahmed Khalfan Salem Muftah Almansoori
Director



Mr. Khalfan Rashed Khalfan Rashed Aldahmani
Director

The accompanying notes form an integral part of these financial statements.

**Statement of changes in equity
for the year ended 31 December 2024**

	Share capital USD'000	Capital contributions USD'000	Accumulated losses USD'000	Total equity USD'000
Balance as at 1 January 2023	1,000	606,905,245	(49,902,387)	557,003,858
Repayment of capital contribution (note 9)	-	(29,715,004)	-	(29,715,004)
Total comprehensive income for the year	-	-	18,701,984	18,701,984
	<hr/>	<hr/>	<hr/>	<hr/>
Balance as at 31 December 2023	1,000	577,190,241	(31,200,403)	545,990,838
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
Balance as at 1 January 2024	1,000	577,190,241	(31,200,403)	545,990,838
Repayment of capital contribution (note 9)	-	(34,687,059)	-	(34,687,059)
Total comprehensive loss for the year	-	-	(38,016,372)	(38,016,372)
	<hr/>	<hr/>	<hr/>	<hr/>
Balance as at 31 December 2024	1,000	542,503,182	(69,216,775)	473,287,407
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these financial statements.

**Statement of cash flows
for the year ended 31 December 2024**

	Notes	2024 USD'000	2023 USD'000
Cash flows from operating activities			
Cash receipts from ADNOC Trading on account of crude oil sales		8,073,780	20,750,023
Cash receipts from ADNOC on account of partial settlement of financial asset at FVTPL		22,113,975	9,901,061
Cash settlement towards ADNOC Trading on account of excess cash received		(68,670)	-
Payment to suppliers		(4,632)	(1,078)
		<hr/>	<hr/>
Net cash from operating activities		30,114,453	30,650,006
		<hr/> <hr/>	<hr/> <hr/>
Cash flows from investing activity			
Finance income received		7,489	8,886
		<hr/>	<hr/>
Net cash from investing activity		7,489	8,886
		<hr/> <hr/>	<hr/> <hr/>
Cash flows used in financing activities			
Proceeds from issue of interest-bearing bonds	10	3,946,370	-
Repayment of capital contribution to ADNOC	9	(34,687,059)	(29,715,004)
		<hr/>	<hr/>
Net cash used in financing activities		(30,740,689)	(29,715,004)
		<hr/> <hr/>	<hr/> <hr/>
Net (decrease) / increase in cash and cash equivalents		(618,747)	943,888
Cash and cash equivalents at the beginning of the year		2,939,070	1,995,182
		<hr/>	<hr/>
Cash and cash equivalents at the end of the year	8	2,320,323	2,939,070
		<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these financial statements.

**Notes to the financial statements
for the year ended 31 December 2024**

1 Corporate information

ADNOC Murban RSC LTD (the “**Company**”) was incorporated on 19 August 2021 as a restricted scope company, with registration number 000006216, pursuant to the Abu Dhabi Global Market Companies Regulations 2020. The Company is a wholly owned subsidiary of Abu Dhabi National Oil Company (ADNOC) P.J.S.C. (“**ADNOC**” or the “**Parent Company**”) which is wholly owned by the Emirate of Abu Dhabi. The registered office of the Company is on 28th Floor, Al Sarab Tower, ADGM Square, Al Maryah Island, Abu Dhabi, United Arab Emirates.

The principal activities of the Company are limited to receiving its assigned interest in Murban Crude Oil from ADNOC (“Assigned Crude Oil” or “Crude Oil”) and the sale of such Crude Oil under the relevant material contracts (see note 2). In connection with the Company's establishment, the Company entered into (i) the Assignment Agreement with ADNOC and (ii) the Offtake Agreement with ADNOC Trading and ADNOC (see note 2).

In September 2024, the Company issued medium and long-term debt securities and used the proceeds from each issuance for (1) a partial repayment of the capital contribution made to the Company for the assignment by ADNOC of the rights under the Assignment Agreement; and (2) for payment of all costs and expenses relating to such offering of medium and long-term debt securities.

These financial statements were approved by the Board of Directors and authorised for issue on 7 March 2025.

2 Material contracts

Assignment Agreement

On 1 January 2022, the Company entered into a 30-year assignment agreement (the “**Assignment Agreement**”) with ADNOC. Pursuant to the Assignment Agreement, ADNOC assigned to the Company for thirty (30) years one million barrels per day (“**Volume Availability Commitment**”) of Murban Crude Oil (“**Assigned Crude Oil**”) from ADNOC's rights to receive Crude Oil from the onshore concessions located in Abu Dhabi. In addition, ADNOC may in the future (at ADNOC's absolute discretion) assign additional volumes of Crude Oil to the Company. ADNOC's concessions are granted by the Supreme Council for Financial and Economic Affairs (formerly the Supreme Petroleum Council) on behalf of the Government of Abu Dhabi to ADNOC and certain international companies, granting ADNOC and certain international companies the exclusive right to explore, develop and produce hydrocarbon resources over certain onshore fields through individual operating companies.

Under the terms of the Assignment Agreement, ADNOC has committed to deliver to the Company an aggregate quantity not less than one (1) million barrels per day of the Assigned Crude Oil for the term of the Assignment Agreement for a total consideration of USD 637,650 million which shall be paid in any manner and at any point in time, at the Company's discretion. In the event of ADNOC's failure to deliver the Volume Availability Commitment, ADNOC shall make payments for shortfall quantities of Crude Oil multiplied by the simple average official selling price (“**OSP**”) applicable during the reconciliation period (being a period of six months in each contract year or as otherwise agreed in writing by the Company and ADNOC).

**Notes to the financial statements
for the year ended 31 December 2024**

2 Material contracts (continued)

Assignment Agreement (continued)

OSP for Crude Oil is defined in the Assignment Agreement as the official selling price as announced by the Government of Abu Dhabi from time to time or if, for any period of time, no official selling price has been announced by the Government of Abu Dhabi, such other price as the Company and ADNOC may agree in writing. In the event that the Assignment Agreement is terminated by the Company due to material breach, or insolvency of ADNOC, payment default by ADNOC or termination of the concessions prior to expiry of the term of the Assignment Agreement, the Company shall be entitled to termination payment from ADNOC equal to the fair value of Assigned Crude Oil (minus all quantities delivered or otherwise paid for by ADNOC) as of the date of termination of the Assignment Agreement. ADNOC can terminate the Assignment Agreement without any termination payment in case of breach by the Company or if the Company becomes insolvent.

Offtake Agreement

On 1 January 2022, the Company also entered into 30-year offtake agreement (the “**Offtake Agreement**”) with ADNOC Trading Ltd (“**ADNOC Trading**”) and ADNOC (collectively referred as the “**Buyers**”) pursuant to which the Company will make available to the Buyers at the designated delivery points quantities of Crude Oil for a price equivalent to the OSP. ADNOC will also act as the alternative buyer of such Crude Oil if ADNOC Trading does not intend, or is not able, to take delivery of any quantity of Crude Oil made available for delivery by the Company under the Offtake Agreement. If ADNOC Trading and ADNOC does not take delivery of such Crude Oil, the Company shall be entitled to sell such Crude Oil to any person through ADNOC Trading on back-to-back terms, and therefore, there is no firm commitment from ADNOC Trading or ADNOC to take delivery of the Crude Oil and either ADNOC or ADNOC Trading can choose not to take delivery of Crude Oil.

The Company can terminate the Offtake Agreement if there is material breach, payment default or insolvency of ADNOC or ADNOC Trading (buyers). The buyers can also terminate the Offtake Agreement if there is material breach by the Company. Further, the Company has the option to terminate the Offtake Agreement for convenience.

The effective date of the above agreements is 1 January 2022.

3 Basis of preparation and material accounting policy information

3.1 Basis of preparation and statement of compliance

These financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and the Companies Regulations 2020 of Abu Dhabi Global Market (ADGM). These financial statements have been prepared on the historical cost basis except for the financial asset at FVTPL which was initially recognised and subsequently remeasured at fair value at each reporting date and crude oil inventories which are stated at fair value less costs to sell as explained in the accounting policies. Historical cost is generally based on the fair value of the consideration given in exchange for goods or services.

**Notes to the financial statements
for the year ended 31 December 2024**

3 Basis of preparation and material accounting policy information (continued)

3.2 Functional and presentation currency

These financial statements are presented in United States Dollars (“**Dollar**” or “**USD**”), which is the Company’s functional and presentation currency. The functional currency is the currency of the primary economic environment in which the entity operates. The Directors of the Company believe that USD most faithfully represents the economic effects of underlying transactions, events and conditions as the share capital issued by the Company, the material contracts (see note 2) and the Crude oil trading are denominated or executed in USD. All values are rounded to the nearest thousand except when otherwise indicated.

3.3 Material accounting policy information

The material accounting policies adopted are set out below.

Revenue recognition

For contracts determined to be within the scope of revenue recognition, the Company is required to apply a five-step model to determine when to recognise revenue, and at what amount. Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers control of a product or service to a customer.

The Company recognises revenue from contracts with customers based on the five-step model set out in IFRS 15:

Step 1: Identify the contract(s) with a customer

A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify the performance obligations in the contract

A performance obligation is a unit of account and a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price

The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract

For a contract that has more than one performance obligation, the Company will allocate the transaction price to each performance obligation in an amount that depicts the consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

**Notes to the financial statements
for the year ended 31 December 2024**

3 Basis of preparation and other material accounting policy information (continued)

3.3 Material accounting policy information (continued)

Revenue recognition (continued)

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Company's performance as and when the Company performs; or
- The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

For performance obligations where none of the above conditions are met, revenue is recognised at the point in time at which the performance obligation is satisfied.

As the Offtake Agreement does not require the Company to deliver minimum quantities to ADNOC Trading, and requires the payment of OSP as of the relevant dates, the Offtake Agreement is an executory contract accounted for under IFRS 15 *Revenue from Contracts with Customers* and as a result, revenue will be recognised when ADNOC Trading takes delivery of Crude Oil.

The Company's revenues are derived primarily from the sale of Crude Oil under the Offtake Agreement with ADNOC Trading. Revenue is recognised when control of the Crude Oil has passed, being when the Crude Oil is delivered to ADNOC Trading, the Buyer has full discretion over the Crude Oil delivery and there is no unfulfilled obligation that could affect the ADNOC Trading's acceptance of the Crude Oil. The Crude Oil is sold to ADNOC Trading at the OSP which is the transaction price agreed under the Offtake Agreement. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. The Company does not adjust the transaction price for significant financing as payment is due typically within a short period of time.

The Company obtains legal title of the Crude Oil only momentarily before legal title is transferred to ADNOC Trading. The Company has determined that it is acting as the principal in the transaction with ADNOC Trading as the nature of the Company's promise is an obligation to deliver the Crude Oil itself under the Offtake Agreement. See note 4 for factors the Company considered in making that determination.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of an instrument. Financial assets are any assets that are (a) cash; (b) an equity instrument of another entity; (c) a contractual right to receive cash or another financial asset from another entity; or to exchange financial assets or financial liabilities with another entity under conditions that are potentially favourable to the entity; or (d) a contract that will or may be settled in the entity's own equity instruments and is a non-derivative for which the entity is or may be obliged to receive a variable number of the entity's own equity instruments; or a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments.

**Notes to the financial statements
for the year ended 31 December 2024**

3 Basis of preparation and other material accounting policy information (continued)

3.3 Material accounting policy information (continued)

Financial instruments

For this purpose the entity's own equity instruments do not include: instruments that are themselves contracts for the future receipt or delivery of the entity's own equity instruments; puttable instruments classified as equity or certain liabilities arising on liquidation classified by IAS 32 as equity instruments. Financial liabilities are any liabilities that are (a) a contractual obligation to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity; or (b) a contract that will or may be settled in the entity's own equity instruments and is a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments or a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

Initial recognition

Financial assets at initial recognition are classified as at amortised cost, at fair value through other comprehensive income (FVTOCI) or at FVTPL. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as FVTPL, unless the Company designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as FVTOCI on initial recognition;
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called 'accounting mismatch') that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship.

**Notes to the financial statements
for the year ended 31 December 2024**

3 Basis of preparation and other material accounting policy information (continued)

3.3 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Financial assets at FVTPL (continued)

The Company entered into the Assignment Agreement as explained in note 2, which gives the Company the right to receive the Volume Availability Commitment per day of Crude Oil for 30 years. The Assignment Agreement falls under the scope of IFRS 9 due to following:

- The agreement represents a contract to buy a non-financial item that can be settled net in cash, as if the contract was a financial instrument; and
- The settlement net in cash is demonstrated by the fact that the Crude Oil is a commodity which is readily convertible to cash given the fact that there is an active market for Crude Oil, and its price is publicly available.

The assignment agreement is to be measured at fair value through profit or loss, as it would not meet the SPPI test under IFRS 9. The fair value of the financial asset at FVTPL is determined in the manner described in note 6.

Since the payment of consideration relating to the assignment agreement shall be made in any manner and at any point of time at the Company's discretion, the Company classified the consideration under the Assignment Agreement as a capital contribution in kind from ADNOC.

The Company's other financial assets include due from a related party which are subsequently recognised at amortised cost using the effective interest method and are subject to impairment.

Impairment of financial assets

The Company recognises a loss allowance for expected credit losses (ECL) associated with its due from a related party. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument and depends on whether there has been a significant increase in credit risk.

The due from related party are considered to have low credit risk, and the loss allowance is therefore limited to 12 months' expected losses. The Company has not recognised any loss allowance as there is a no risk of default on the due from related party considering the fact that the amount is due from ADNOC and ADNOC Trading (a wholly owned subsidiary of ADNOC) which has a strong capacity to meet its contractual cash flow obligations in the near term and the fact that it is a wholly-owned subsidiary of the Government of Abu Dhabi.

**Notes to the financial statements
for the year ended 31 December 2024**

3 Basis of preparation and other material accounting policy information (continued)

3.3 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised (i.e., removed from the Company's statement of financial position) when:

- The contractual rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities measured subsequently at amortised cost

The Company's financial liabilities are measured subsequently at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest revenue or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or liability, or (where appropriate) a shorter period, to the amortised cost of a financial asset or liability.

**Notes to the financial statements
for the year ended 31 December 2024****3 Basis of preparation and other material accounting policy information (continued)****3.3 Material accounting policy information (continued)****Fair value measurement**

Fair value is the price that would be received on sale of an asset or paid on transfer of a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of a financial asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis.

For financial reporting purposes, fair value measurements are categorised into level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which is described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 inputs are unobservable inputs for the asset or liability that are derived from valuation techniques.

Cash and cash equivalents

Cash and cash equivalents comprise cash at banks.

Inventories

Crude oil inventories are stated at fair value less costs to sell, with changes in fair value less costs to sell recognised in profit or loss in the period of the change.

Accruals

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

Taxation*Current income tax*

The Company is subject to taxation effective from 1 January 2024 as per fiscal letter issued by Supreme Council for Financial and Economic Affairs (SCFEA). Tax rate applicable to the Company is 9%.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the SCFEA. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Notes to the financial statements
for the year ended 31 December 2024**

3 Basis of preparation and other material accounting policy information (continued)

3.3 Material accounting policy information (continued)

Taxation (continued)

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the statement of profit or loss and other comprehensive income.

Deferred tax assets and liabilities are offset for financial reporting purposes when they relate to income taxes levied by the Supreme Council for Financial and Economic Affairs (“SCEFA”).

3.4 New and revised IFRSs applied with no material effect on these financial statements

In the current year, the Company has applied a number of amendments to IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to IAS 1
- Lease Liability in a Sale and Leaseback – Amendments to IFRS 16
- Disclosures: Supplier Finance Arrangements -Amendments to IAS 7 and IFRS 7

3.5 New and revised IFRSs that are issued, but not yet effective and not early adopted

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company’s financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

- Amendments to IAS 21: Lack of exchangeability;
- Issuance of IFRS 18 (replacing IAS 1): Presentation and Disclosure in Financial Statements; and
- Issuance of IFRS 19: Subsidiaries without Public Accountability: Disclosures

The Company does not expect that the adoption of these new and amended standards and interpretations will have a material impact on its financial statements.

**Notes to the financial statements
for the year ended 31 December 2024**

4 Critical judgments and key sources of estimation uncertainty

The preparation of the financial statements in compliance with IFRS requires the Company to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the financial statements as they become reasonably determinable.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The critical judgements and estimates used in the preparation of these financial statements are as follows:

Critical judgements

Shareholder right to terminate the Assignment Agreement

ADNOC can terminate the Assignment Agreement without any termination payment being made to the Company in case of breach of the Assignment Agreement by the Company or if the Company becomes insolvent.

The Company deems these rights given to ADNOC to terminate the Assignment Agreement to be non-substantive. In reaching such conclusion the Company considered the likelihood of breaching the Assignment Agreement or becoming insolvent and concluded that both events are very unlikely to occur. The Company has also taken into account the fact that voluntary liquidation or dissolution of the Company is defined as a shareholder reserved matter in the Company's articles of association, which also include a declaration of solvency as further explained in note 9. Accordingly, the Company believes it is appropriate to record the capital contributions in equity and a separate financial asset at FVTPL.

Assessment on the Company's sale of Crude Oil to ADNOC Trading under the Offtake Agreement

The Company concluded that it acts as a principal for the sale of Crude Oil to ADNOC Trading under the Offtake Agreement. In reaching such conclusion, the Company considered the following judgments:

- ADNOC Trading is a separate legal entity and is not party to the Assignment Agreement with ADNOC,
- The Offtake Agreement is entered between the Company as seller and ADNOC Trading and ADNOC as buyers.
- The contractual terms of the Offtake Agreement give the right to ADNOC Trading and ADNOC not to take delivery of Crude Oil which then exposes the Company to the risks and rewards associated with the Crude Oil volumes to then sell to third party customers.
- The Offtake Agreement also provides the Company with the right to terminate the Offtake Agreement for convenience and to sell the Crude Oil to third party customers. Though the likelihood of this happening is remote, the Company considered the contractual term that provides ADNOC Murban the ability to cancel the Offtake Agreement unilaterally.
- The Company assessed that it obtains control of Crude Oil before it is delivered to ADNOC Trading since it has primary responsibility for fulfilling the promise to provide the goods.

**Notes to the financial statements
for the year ended 31 December 2024****4 Critical judgments and key sources of estimation uncertainty (continued)****Critical judgements (continued)****Determination that sales to ADNOC under the Offtake Agreement does not meet the criteria to be recognised as revenue**

As the Assignment Agreement and the Offtake Agreement were entered into at or near the same time between ADNOC and the Company for the same commodity, both agreements are considered in combination, and hence, the economic substance of ADNOC's offtake of Crude Oil under the Offtake Agreement is considered ADNOC's settlement of its obligation under the Assignment Agreement in cash rather than by delivery of Crude Oil, and accordingly, IFRS 15 for revenue recognition is not applicable. During year ended 31 December 2024, ADNOC lifted crude oil amounting to USD 22,709 million (2023: USD 10,132 million), for which no revenue was recognised.

Key sources of estimation uncertainty**Fair valuation of the financial asset at FVTPL**

The determination of fair value for the financial asset at FVTPL is a critical source of estimation uncertainty because there is no observable market price for such contract or other similar contracts.

The valuation methodology used to determine the fair value of the financial asset at FVTPL is discounted cash flow ("DCF") model. The DCF model estimates the value of the financial asset based on its expected future cash flows. The fair value of the financial asset at FVTPL relies on an estimate of the future prices of Crude Oil beyond the standard contract term for Crude Oil futures. In addition, the valuation includes an estimate of when the Volume Availability Commitment will be delivered and the credit risk of the parties to the Assignment Agreement which also impact the fair value of the Assignment Agreement.

The Company determined these inputs as follows:

- A Crude Oil pricing curve has been derived from a build-up approach of underlying benchmark pricing plus a historical differential.
 - A range of pricing curve was determined by applying the following methodology:
 - An underlying benchmark was selected based on data observability and historical price correlation to Crude Oil.
 - A range of forecasts for the underlying benchmark, Brent, was developed by using various data sources over the short, medium, and long-term horizons.
 - A range of applicable differentials between Crude Oil and Brent was estimated based on historical price observed.
 - The range of differentials was applied to the Brent forecasts for the purpose of constructing the Crude Oil real price curves.
 - The resulting Crude Oil curves were tested by comparing the forecast prices in the short end to the Crude Oil futures, as well as performing a lookback analysis by reviewing historical pricing during periods of similar market conditions as of the effective date of the Assignment Agreement.
 - A range of nominal Crude Oil prices was derived from the real price forecasts by an appropriate escalation factor.

**Notes to the financial statements
for the year ended 31 December 2024****4 Critical judgments and key sources of estimation uncertainty (continued)****Key sources of estimation uncertainty (continued)***Fair valuation of the financial asset at FVTPL (continued)*

- As at 31 December 2024, the valuation which is within the range as determined in the methodology above, was calculated using a curve which was constructed using futures in the short term and a single analyst forecast in the medium to long term.
- Subsequent cash flows are determined from the forecasted Crude Oil price based on the Volume Availability Commitment of one million (1,000,000) barrels of Crude Oil per day; and
- A term structure credit adjusted curve has been considered for discounting purposes. The curve used was the USD Abu Dhabi Sovereign curve on the assumption that ADNOC credit risk is similar to that of the Abu Dhabi Sovereign. The effective discount rate over the tenor of the instrument was 5.52% (2023: 4.82%)

As at 31 December 2024, the financial asset at FVTPL was valued at USD 472,650 million (2023: USD 540,236 million) and is categorised under Level 3 in the fair value hierarchy. Refer to note 6 for quantitative sensitivity analysis on significant unobservable inputs.

5 Revenue

During the year ended 31 December 2024, the Company has recognised revenue of USD 6,915 million (2023: USD 20,436 million), on account of Crude oil lifted by ADNOC Trading under the Offtake Agreement. However, for the Crude oil lifted by ADNOC under the Offtake Agreement amounting to USD 22,709 million (2023: USD 10,132 million) for the year ended 31 December 2024, no revenue has been recognised as explained in the critical judgements (note 4).

Revenue is recognised at a point in time upon lifting of Crude oil by ADNOC Trading.

Geographical markets

All revenue is generated in United Arab Emirates.

**Notes to the financial statements
for the year ended 31 December 2024**

6 Financial asset at FVTPL

	31 December 2024 USD'000	31 December 2023 USD'000
At the beginning of the year	540,236,093	552,109,501
Change in fair value	(37,962,212)	18,694,132
Settlement of financial asset	(29,624,169)	(30,567,540)
	<hr/>	<hr/>
At year end	472,649,712	540,236,093
	<hr/> <hr/>	<hr/> <hr/>
Current	25,974,499	27,087,166
Non-current	446,675,213	513,148,927
	<hr/>	<hr/>
	472,649,712	540,236,093
	<hr/> <hr/>	<hr/> <hr/>

Financial asset at FVTPL represents the Assignment Agreement, which gives the Company the right to receive the Volume Availability Commitment per day of Crude Oil for 30 years (see notes 2 and 4).

Financial asset at FVTPL is recognised initially at fair value and is subsequently remeasured to fair value at each reporting date, with any fair value gains or losses recognised in profit or loss. Fair value of the financial asset at FVTPL is determined in the manner described in note 4. In addition, the financial asset is adjusted during the year for settlement of the Volume Availability Commitment as per the Assignment Agreement.

Significant unobservable inputs to valuation:

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy, together with a quantitative sensitivity analysis as at 31 December 2024 and as at 31 December 2023 are shown below:

	<i>Increase/decrease in basis points / %</i>	<i>Effect on Profit (loss) USD'million</i>
Discount rate:		
31 December 2024: 5.52%	+100	(47,544)
	-100	56,073
31 December 2023: 4.82%	+100	(57,756)
	-100	68,784

**Notes to the financial statements
for the year ended 31 December 2024**

6 Financial asset at FVTPL (continued)

Significant unobservable inputs to valuation: (continued)

Pricing Curve:

31 December 2024:	+5%	23,632
Range: USD 67.1 – 79.6 / barrel (real price)	-5%	(23,632)
31 December 2023:	+5%	27,012
Range: USD 72.99 – 93.59 / barrel (real price)	-5%	(27,012)

There were no transfers into or out of Level 3 fair value measurement during the year ended 31 December 2024 and 2023.

7 Related parties

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions. Related parties represent ADNOC and its affiliates, the Government of Abu Dhabi and related departments and institutions, associated companies, joint ventures, shareholders, directors, and key management personnel of the Company and those entities in which they have the ability to control and exercise significant influence in financial and operating decisions. The terms of related party transactions are approved by the Company's Board of Directors. As at 31 December 2024 and 31 December 2023, the Company is a party to certain contracts with ADNOC Group such as the Assignment Agreement and Offtake Agreement as discussed further in note 2.

Balances with related parties mainly comprise:

	31 December 2024 USD'000	31 December 2023 USD'000
Related party balances:		
Financial asset at FVTPL (note 6)	472,649,712	540,236,093
Amounts due from related parties		
ADNOC*	1,760,942	1,165,865
ADNOC Trading**	561,028	1,719,691
	2,321,970	2,885,556

**Notes to the financial statements
for the year ended 31 December 2024**

7 Related parties (continued)

	31 December 2024 USD'000	31 December 2023 USD'000
*Amounts due from ADNOC pertains to the following:		
Crude oil lifted by ADNOC**	1,759,942	1,164,865
Initial share capital	1,000	1,000
	<hr/> 1,760,942 <hr/>	<hr/> 1,165,865 <hr/>
Amounts due to related parties		
ADNOC***	1,340	1,115
ADNOC Trading****	-	68,670
	<hr/> 1,340 <hr/>	<hr/> 69,785 <hr/>

**Receivables from ADNOC Trading and ADNOC pertain to quantities of Crude Oil lifted under the Offtake Agreement and on account of partial settlement of financial asset at FVTPL, respectively. The receivables from ADNOC and ADNOC Trading on account of Crude Oil lifted, are non-interest bearing and are recoverable within 30 days from the invoice date.

***The Company does not have any employee, and it receives corporate services from ADNOC. Amount due to ADNOC includes corporate services fee amounting to USD 200 thousand for the year ended 31 December 2024 (2023: USD 200 thousand) as per the Corporate Services Agreement between ADNOC and the Company. The balance is interest free, unsecured and is expected to be settled in cash within one year.

**** Amount due to ADNOC Trading represents excess cash received which is subsequently paid back to ADNOC Trading in January 2024.

Transactions with related parties included in the statement of profit or loss and other comprehensive income are as follows:

	2024 USD'000	2023 USD'000
Revenue (note 5)	<u>6,915,117</u>	<u>20,435,685</u>
Cost of goods sold	<u>(6,915,117)</u>	<u>(20,435,685)</u>
Corporate services (included in admin expenses)	<u>(200)</u>	<u>(200)</u>

**Notes to the financial statements
for the year ended 31 December 2024**

8 Cash and cash equivalents

	31 December 2024 USD'000	31 December 2023 USD'000
Cash at banks	2,320,323	2,939,070

Bank balance is denominated in US Dollar and earned interest at a range of 3.8% - 4.05% per annum for the year ended 31 December 2024 (31 December 2023: 4.05% - 4.85% per annum).

9 Share capital and capital contributions

The Company is a wholly owned subsidiary of ADNOC. The authorised and issued share capital of the Company is comprised of 1,000,000 shares of USD 1 per share (2023: 1,000,000 shares of USD 1 per share). All shares have been fully subscribed by ADNOC.

The Company recorded capital contributions of USD 637,650 million as of 1 January 2022 for the consideration recognised by the Company in relation to the Assignment Agreement of the Crude Oil (see note 2). Under the Assignment Agreement, the payment of consideration shall be made in any manner and at any point in time, at the Company's discretion and accordingly this is classified as equity within these financial statements. The commitments made by ADNOC in the Assignment Agreement are legally enforceable by the Company and are to be funded over 30 years by ADNOC through the daily deliveries of the Volume Availability Commitment or cash settlement of equivalent market value. The Company's Articles of Association has a declaration of solvency which states that prior to any resolution of the Shareholder to dissolve or merge the Company, the Board of Directors shall make a declaration of solvency certifying that the Company is able to pay its debts in full, together with all interest due on its debts (at the contractual rate applicable to such interest and based on any forward-looking assumptions as the Board reasonably determines) for a period of not less than twelve (12) months from the commencement of such Shareholder resolution. The Shareholder has confirmed that such article will not be amended or deleted so long as the Assignment Agreement remains effective.

During the year ended 31 December 2024, the Company at its sole discretion approved and repaid an amount of USD 34,687 million (2023: USD 29,715 million) as a repayment towards capital contributions made by ADNOC.

**Notes to the financial statements
for the year ended 31 December 2024**

10 Interest-bearing bonds

On 11 September 2024, the Company issued USD 4 billion bonds under the newly established Global Medium Term Note Program (the "Program"). These bonds are admitted to trading and listed at the International Securities Market of the London Stock Exchange plc (the "London Stock Exchange") (the "ISM"). The bonds under the Program were issued through three tranches as follows:

Interest-bearing bonds tranche	Coupon rate	Effective interest rate	Maturity	Principal amount USD'000	Non-Current USD'000
a five-year	4.250%	4.33%	September 2029	1,000,000	995,135
a ten-year	4.500%	4.64%	September 2034	1,500,000	1,479,750
a thirty-year	5.125%	5.22%	September 2054	1,500,000	1,471,485
				4,000,000	3,946,370

The interest-bearing bonds are recorded at amortised cost using the effective interest rates. Interest of each tranche is payable semi-annually at coupon rate. The principal amount is repayable in one bullet payment at respective maturity of each tranche.

The liability of interest-bearing bonds is stated net of discount and transaction costs incurred in connection with the bond arrangement amounting to USD 39.5 million and USD 14.2 million, respectively.

The Company has categorised the Interest-bearing bonds into the Level 1 hierarchy for the purpose of disclosing its fair value. As of 31 December 2024, the fair value of five-year interest-bearing bond amounted to USD 968 million (31 December 2023: USD Nil), ten-year interest-bearing bond amounted to USD 1,412 million (31 December 2023: USD Nil) and thirty-year interest-bearing bond amounted to 1,356 million (31 December 2023: USD Nil) (Note 15).

Finance cost amounting to USD 56.8 million has been recorded in respect of interest-bearing bonds for the year ended 31 December 2024 (31 December 2023: USD Nil).

11 Financial risk management objectives and policies

The main risks arising from the Company's financial instruments are market risk, credit risk and liquidity risk. These risks are monitored by the Directors on a continued basis.

Market risk

The Company is exposed to the risk of fluctuations in prevailing market commodity prices on Crude Oil. If there is a sustained drop in Crude Oil Price, the amounts payable to the Company under the Offtake Agreement will be reduced and consequently the cashflow of the Company may be significantly impacted, thereby having a material adverse effect on the Company's business, results of operations and financial condition.

The sensitivity analyses for financial asset at FVTPL is presented in note 6. The sensitivity analyses are intended to illustrate the sensitivity to changes in market variables on the Company's financial instruments and show the impact on profit or loss and shareholders' equity, where applicable.

**Notes to the financial statements
for the year ended 31 December 2024**

11 Financial risk management objectives and policies (continued)

Market risk (continued)

As a general policy, the Company aims to sell the products at prevailing market prices. In addition, the Company's risk management strategy is to protect the Company against adverse fluctuations in oil prices by reducing its exposure to variability in cash flows to the extent that it is practicable and cost effective to do so.

Interest rate risk

The interest rates for the first, second and third tranches of the interest-bearing bonds issued are fixed at 4.250%, 4.500% and 5.125%, respectively (refer note 10). Therefore, the Company is not subject to significant interest rate risk.

Credit risk

The Company's credit risk primarily relates to concentration of credit attributable to the balance from related parties. The Directors estimate that the credit and concentration risk is not significant as the exposure is with a related party. The Directors have determined that the expected credit loss on receivable from related parties is insignificant considering that these relate to ADNOC which is a wholly-owned subsidiary of the Government of Abu Dhabi.

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Directors, which have built an appropriate liquidity risk management framework for the Company's short, medium and long-term funding and liquidity management requirements.

The Company's cash flows may still be significantly impacted if there is a sustained drop in Crude Oil price as the amounts payable to the Company under the Offtake Agreement will be reduced.

The Company limits its liquidity risk by ensuring adequate cash is being generated from revenue generated from delivery of Crude Oil, maintaining adequate reserves, issuance of long term notes, continuously monitoring forecast and actual cash flows, and matching the maturity profiles of financial assets and liabilities. As a result, the liquidity risk for the Company is assessed to be low. All financial liabilities of the Company as of 31 December 2024 and 2023 will mature in less than one year.

The Company has policies in place to ensure that it has sufficient cash on demand to meet expected operational expenses and payment of its financial obligations. Cash surplus are monitored and managed by the Company through distributions to shareholder or deposits in banks or with the shareholder.

Capital management

For the purpose of the Company's capital management, capital includes issued share capital, capital contributions and accumulated losses measured at USD 473,287 million as of 31 December 2024 (2023: USD 545,991 million). The primary objective of the Company's capital management is to maximise the shareholder's value. The Company does not have a formalised optimal target capital structure or target ratios in connection with its capital risk management objectives. The Company manages its capital structure and makes adjustments to it in light of changes in business conditions.

No changes were made in the objectives, policies or processes during the year ended 31 December 2024 and 2023.

**Notes to the financial statements
for the year ended 31 December 2024**

12 Segment information

The business activities of the Company are performed on an integrated basis. As discussed in note 2, the principal activities of the Company are limited to receiving its assigned interest in Crude Oil from ADNOC and the sale of such Crude Oil under the relevant material contracts. Accordingly, the Company has determined that the Company has one operating segment, and therefore, one reportable segment.

All of the Company's operations are in the United Arab Emirates.

13 Corporate Taxes

On 9 December 2022, the UAE Ministry of Finance published Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (UAE CT Law) to introduce the Federal Corporate Tax (UAE CT) regime in the UAE. The UAE CT Law applies to Tax Periods commencing on or after 1 June 2023.

Tax periods under the UAE CT Law, mirror each company's financial year end and since the Company's Tax Period commenced from 1 January 2024 (the Company's new financial year commenced after 1 June 2023), the related current taxes shall be accounted for in the financial statements for the period beginning 1 January 2024.

There is an exemption from UAE CT for income derived by businesses engaged in Extractive Business or Non-Extractive Natural Resource Business (as defined in the UAE CT Law). This exemption applies to income earned from such businesses to the extent they are effectively subject to tax at an Emirate level. The Abu Dhabi Government issued a Fiscal Letter to the Company, which imposes Abu Dhabi Emirate tax on the Company with effect from 1 January 2024 in the form of an annual levy amounting to USD 25,000 as well as a 9% tax levied on income, subject to certain exclusions noted within the Fiscal Letter.

The Company has considered tax impact under the Fiscal Letter for the period beginning 1 January 2024 and concluded that tax impact under the Fiscal Letter is not material, as the Company has taxable loss. Accordingly, no current or deferred tax is recognised by the Company in these financial statements.

The levy of USD 25,000 for the current year has been recorded as part of administrative expenses.

Tax reconciliation:

	2024
	USD'000
Accounting loss before tax	(38,016,372)
At income tax rate of 9% as per fiscal letter	(3,421,473)
Tax impact on non-deductible expenses	3,416,599
Non-recognition of deferred tax asset on losses	4,874
Income tax expense reported in the statement of profit or loss	-
Effective tax rate	0%

**Notes to the financial statements
for the year ended 31 December 2024**

14 Contingencies and commitments

Contingent liabilities

As at the end of the reporting period, the Company has the following contingent liabilities.

Guarantees provided by the Company on behalf of ADNOC Group in respect of Rio Grande liquefaction project in South Texas

During 2024, ADNOC signed a share purchase agreement to acquire a 11.7% stake in Phase 1 of NextDecade Corporation's, a leading liquefied natural gas (LNG) export project located in Texas, United States, which also includes an offtake agreement. The acquisition is expected to be completed in first half of 2025.

Under this transaction, the Company has agreed to provide a guarantee to the sellers with respect to ADNOC Group's obligation to pay the equity contribution. The total expected exposure on this guarantee is approximately USD 689 million and is payable to Rio Grande LNG LLC and will expire once the equity is paid by the ADNOC Group. The fair value of this guarantee is expected to be immaterial on initial recognition and since the likelihood of default by the ADNOC Group is remote there are no future credit losses recognized.

The Company has signed a guarantee on behalf of the ADNOC Group for its purchase of output in terms of the above project. The guarantee applies to ADNOC Group's obligation to make payments for output taken when due to the producer over the period of the offtake agreement, which will commence once the acquisition is completed. The total offtake agreement value is USD 4,841 million over twenty years and is the maximum guarantee exposure under the arrangement. The guaranteed amount at any point in time is limited to the amount owed in a particular month and does not extend beyond the period when the invoice is due. The fair value of this guarantee is immaterial on initial recognition and no future credit losses are recognized since the likelihood of default by the ADNOC Group is remote.

Commitments

As at the end of the reporting period, there were no commitments to be disclosed in the financial statements (31 December 2023: none).

15 Fair values of financial instruments

Financial instruments comprise financial assets and financial liabilities.

Financial assets consist of financial asset at FVTPL, amounts due from related parties and cash and cash equivalents. Financial liability consists of amount due to related parties and interest-bearing bonds that are measured at amortised cost.

Except for interest-bearing bonds, the fair values of the Company's financial instruments are not materially different from their carrying amounts at the reporting date.

**Notes to the financial statements
for the year ended 31 December 2024**

16 Disclosure of auditors' fee

In line with the requirements of Abu Dhabi Accountability Authority (ADAA) Chairman Resolution # 27 of 2023 relating to the Code of Ethics for financial statements preparers and auditors of Subject Entities, the statutory auditor fee for the Company is disclosed as follows:

	2024 USD'000	2023 USD'000
Fees for audit	45	42
Other assurance services	107	177
	<hr/> 152 <hr/>	<hr/> 219 <hr/>

ADNOC Murban RSC LTD

FINANCIAL STATEMENTS

31 DECEMBER 2023

OPERATING AND FINANCIAL SUMMARY
For the year ended 31 December 2023

	Volumes lifted (Million bbls.)	Opening Receivable (USD'000)	Invoiced (USD'000)	Receipts (USD'000)	Closing Receivable (USD'000)
<i>31 December 2023</i>					
ADNOC Trading	244.49	1,965,359	20,435,685	20,681,353*	1,719,691
ADNOC**	120.51	934,071	10,131,855	9,901,061	1,164,865
Total	365.00	2,899,430	30,567,540	30,582,414	2,884,556
<i>31 December 2022</i>					
ADNOC Trading	237.65	-	23,133,798	21,168,439	1,965,359
ADNOC**	127.35	-	12,505,702	11,571,631	934,071
Total	365.00	-	35,639,500	32,740,070	2,899,430

*This is excluding excess cash of USD 68,670 thousand received from ADNOC Trading, which is classified as due to related party as of 31 December 2023.

	For the year ended 31 December 2023 USD'000	For the year ended 31 December 2022 USD'000
Total Murban value lifted		
ADNOC Trading (refer to note 4 & 5)	20,435,685	23,133,798
ADNOC (refer to note 4 & 5)	10,131,855	12,505,702
	30,567,540	35,639,500

**A total of 120.51 million barrels amounting to USD 10,132 million were lifted by ADNOC during the year ended 31 December 2023 (2022: AED 127.35 million barrels amounting to USD 12,506 million), for which no revenue was recognised (refer to note 4 & 5).

OPERATING AND FINANCIAL SUMMARY (continued)
For the year ended 31 December 2023

	As at and for the year ended 31 December 2023 USD'000	As at and for the year ended 31 December 2022 USD'000
Cash received from ADNOC Trading	20,750,023	21,168,439
Cash received from ADNOC	9,901,061	11,571,631
	<hr/>	<hr/>
	30,651,084	32,740,070
	<hr/> <hr/>	<hr/> <hr/>
Receivables		
ADNOC Trading on account of Murban delivered (refer to note 7)	1,719,691	1,965,359
ADNOC on account of partial settlement of financial asset at FVTPL (refer to note 7)	1,164,865	934,071
	<hr/>	<hr/>
	2,884,556	2,899,430
	<hr/> <hr/>	<hr/> <hr/>
Repayment of capital contribution to ADNOC (refer to note 9)***	(29,715,004)	(30,744,888)
	<hr/> <hr/>	<hr/> <hr/>
Cash and cash equivalents	2,939,070	1,995,182
	<hr/> <hr/>	<hr/> <hr/>

*** During the year, repayments amounting to USD 29,715 million of capital contribution were made based on collections in the current year amounting to USD 30,582 million, collection of finance income amounting to USD 8.9 million, opening cash balance of USD 1,995 million and extra cash received from ADNOC Trading amounting to USD 69 million leaving a closing cash balance of USD 2,939 million after payment of USD 1 million to suppliers for their services.

ADNOC MURBAN RSC LTD

**Audit report and financial statements
for the year ended 31 December 2023**

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Directors' report	1
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Statement of financial position	7
Statement of changes in equity	8
Statement of cash flows	9
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ADNOC MURBAN RSC LTD

Directors' report for the year ended 31 December 2023

The Directors have pleasure in submitting their report, together with the audited financial statements of ADNOC Murban RSC LTD ("the Company") for the year ended 31 December 2023.

Principal activities

The principal activities of the Company are limited to receiving its assigned interest in Murban Crude Oil from ADNOC and the sale of such Murban Crude Oil under the relevant material contracts (see note 2 of the financial statements). In connection with the Company's establishment, the Company entered into (i) the Assignment Agreement with ADNOC and (ii) the Offtake Agreement with ADNOC Trading and ADNOC (see note 2 of the financial statements).

Results for the year

The Company generated cash flows of USD 30,659 million from its operating and investing activities (2022: USD 32,740 million) and used it for repayment of capital contribution amounting to USD 29,715 million (2022: USD 30,745 million). In addition, the Company made a net profit of USD 18,702 million during the year ended 31 December 2023 (during the year ended 31 December 2022: a loss of USD 49,902 million) mainly due to non-cash fair value changes to the financial asset carried at fair value through profit or loss.

Directors

The Directors of the Company as of 31 December 2023 are as follows:

- Mr. Ahmed Khalfan Salem Muftah Almansoori;
- Mr. Khalfan Rashed Khalfan Rashed Aldahmani;
- Mr. Mohamed Saif Ali Abed Alaryani (resigned)
- Mr. Omar Abdulla Salem Obaid Al Farsi (resigned)
- Mr. Ahmed Hamad Al Shamsi
- Ms. Huda Abdulla Al Hanaee

During the year ended 31 December 2023, Mr. Mohamed Saif Ali Abed Alaryani and Mr. Omar Abdulla Salem Obaid Al Farsi resigned from their position as directors of the Company and were replaced by Mr. Ahmed Hamad Al Shamsi and Ms. Huda Abdulla Al Hanaee as directors of the Company.

Directors' statement to the disclosure to auditors

In so far as the Directors are aware, there is no relevant information of which the Company's auditors are unaware.

The Company's auditors have been provided with access to all information of which we are aware that is relevant to the preparation of financial statements.

Auditors

EY have expressed their willingness to be re-appointed as auditor for the year ending 31 December 2024.

Signed on behalf of the Board of Directors



Mr. Ahmed Khalfan Salem Muftah Almansoori
Chairperson

Abu Dhabi



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(ADGM Branch)**
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ADGM Registered No. 000001136

INDEPENDENT AUDITOR’S REPORT

TO THE SHAREHOLDER OF ADNOC MURBAN RSC LTD

Report on the audit of the financial statements

Opinion

We have audited the financial statements of ADNOC Murban RSC (the “Company”), which comprise the statement of financial position as at 31 December 2023, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (“ISAs”). Our responsibilities under those standards are further described in the *Auditor’s responsibilities for the audit of the financial statements* section of our report. We are independent of the Company in accordance with the *International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards)* (the “IESBA Code”) together with the ethical requirements that are relevant to our audit of the financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming auditor’s opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor’s responsibilities for the audit of the financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Financial asset at Fair Value Through Profit or Loss (“FVTPL”) - measurement

On 1 January 2022, the Company entered into an assignment agreement with ADNOC. The assignment agreement was recorded as a financial asset at FVTPL. As of 31 December 2023, the Company’s financial asset at FVTPL amounted to USD 540.2 billion (note 6) representing 99% of the Company’s total assets as of that date. The measurement (at fair value) of the financial asset at FVTPL is considered as a key audit matter given the magnitude of the financial asset and the estimates involved in determining the fair value.

The valuation was undertaken by management and an external valuer (the “Valuers”). The valuation methodology used to determine the fair value of the financial asset at FVTPL is discounted cash flow (“DCF”) model.

The audit procedures performed to address this key audit matter include the following:

- 1 We involved our internal valuation specialists in reviewing the valuation of the financial asset at FVTPL including the appropriateness of the valuation methodology as well as the reasonableness of the key assumptions and inputs used in the valuation including the pricing curve and discount rate;

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDER OF ADNOC MURBAN RSC LTD continued

Report on the audit of the financial statements (continued)

Key audit matters continued

Financial asset at Fair Value Through Profit or Loss ("FVTPL") - measurement continued

- 2 We assessed the external valuer independence, qualification and expertise and read the terms of their engagement to determine whether there were any matters that might have affected their objectivity or may have imposed scope limitations upon their work; and
- 3 We assessed the adequacy of disclosures made in the financial statements in line with the requirements of IFRSs.

Revenue recognition

On 1 January 2022, the Company entered into an offtake agreement with ADNOC Trading and ADNOC. The Company concluded that it acts as a principal for the sale of Murban Crude Oil to ADNOC Trading and recognized revenue of USD 20,436 million (note 5) during the year ended 31 December 2023. Murban Crude Oil quantities lifted by ADNOC amounting to USD 10,132 million (note 5) for the year ended 31 December 2023 were recorded as settlement of financial asset at FVTPL.

Revenue recognition is considered a key audit matter given the magnitude of the amount and the significant judgments applied (note 4).

The audit procedures performed to address this key audit matter include the following:

- 1 We reviewed the revenue recognition policy applied by the Company to assess its compliance with IFRS requirements;
- 2 We reviewed the underlying contractual terms of the offtake agreement on which management's key judgments are made;
- 3 We have performed substantive audit procedures which involved testing of transactions during the year; and
- 4 We assessed the adequacy of disclosures made in the financial statements in line with requirements of IFRSs.

Other information

Other information consists of the information included in the Operating and financial summary and Directors' report other than the financial statements and our auditor's report thereon. Management is responsible for the other information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDER OF ADNOC MURBAN RSC LTD continued

Report on the audit of the financial statements (continued)

Responsibilities of management and the Board of Directors (the "Directors") for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs and in compliance with the applicable provisions of the Company's Articles of Association and the Companies Regulations 2020 of Abu Dhabi Global Market ("ADGM"), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Directors are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDER OF ADNOC MURBAN RSC LTD continued

Report on the audit of the financial statements (continued)

Auditor's responsibilities for the audit of the financial statements continued

We communicate with Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

From the matters communicated with Board of Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

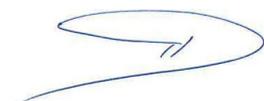
Report on Other Legal and Regulatory Requirements

Further, as required by the Companies Regulations 2020 of ADGM, we report that, in our opinion:

- i) The financial statements include, in all material respects, the applicable requirements of the Companies Regulations 2020 of ADGM; and
- ii) The financial information included in the report of the Board of Directors is consistent with the books of account and records of the Company.

Further, as required by the Resolution of the Chairman of the Abu Dhabi Accountability Authority No. (88) of 2021 regarding financial statements Audit Standards for the Subject Entities, we report that, in connection with our audit of the financial statements for the year ended 31 December 2023, nothing has come to our attention that causes us to believe that the Company has not complied, in all material respects, with any of the provisions of the following laws, regulations and circulars as applicable, which would materially affect its activities or the financial statements as at 31 December 2023:

- i) Its Article of Association or Law of Establishment; and
- ii) Relevant provisions of the applicable laws, resolutions and circulars organising the Company's operations.



Signed by:
Raed Ahmad
Partner
Ernst & Young
Registration No 811

5 April 2024
Abu Dhabi

**Statement of profit or loss and other comprehensive income
for the year ended 31 December 2023**

	Notes	2023 USD'000	2022 USD'000
Revenue	5	20,435,685	23,133,798
Cost of goods sold		(20,435,685)	(23,133,798)
Gross margin		-	-
Change in fair value of financial asset at FVTPL	6	18,694,132	(49,901,132)
Administrative expenses		(1,034)	(1,255)
Finance income		8,886	-
Profit / (loss) for the year		18,701,984	(49,902,387)
Other comprehensive income		-	-
Total comprehensive income / (loss) for the year		18,701,984	(49,902,387)

The accompanying notes form an integral part of these financial statements.

**Statement of financial position
as at 31 December 2023**

	Notes	31 December 2023 USD'000	31 December 2022 USD'000
ASSETS			
Non-current asset			
Financial asset at FVTPL	6	513,148,927	522,515,461
Current assets			
Financial asset at FVTPL	6	27,087,166	29,594,040
Due from related parties	7	2,885,556	2,900,430
Cash and cash equivalents	8	2,939,070	1,995,182
		32,911,792	34,489,652
Total assets		546,060,719	557,005,113
EQUITY			
Share capital	9	1,000	1,000
Capital contributions	9	577,190,241	606,905,245
Accumulated losses		(31,200,403)	(49,902,387)
Total equity		545,990,838	557,003,858
Current liabilities			
Due to related parties	7	69,785	1,255
Accruals		96	-
Total liability		69,881	1,255
Total equity and liability		546,060,719	557,005,113



Mr. Ahmed Khalfan Salem Muftah Almansoori
Director



Mr. Khalfan Rashed Khalfan Rashed Aldahmani
Director

The accompanying notes form an integral part of these financial statements.

**Statement of changes in equity
for the year ended 31 December 2023**

	Share capital USD'000	Capital contributions USD'000	Accumulated losses USD'000	Total equity USD'000
Balance as at 1 January 2022	1,000	637,650,133	-	637,651,133
Repayment of capital contribution (note 9)	-	(30,744,888)	-	(30,744,888)
Total comprehensive loss for the year	-	-	(49,902,387)	(49,902,387)
	<hr/>	<hr/>	<hr/>	<hr/>
Balance as at 31 December 2022	1,000	606,905,245	(49,902,387)	557,003,858
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
Balance as at 1 January 2023	1,000	606,905,245	(49,902,387)	557,003,858
Repayment of capital contribution (note 9)	-	(29,715,004)	-	(29,715,004)
Total comprehensive income for the year	-	-	18,701,984	18,701,984
	<hr/>	<hr/>	<hr/>	<hr/>
Balance as at 31 December 2023	1,000	577,190,241	(31,200,403)	545,990,838
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these financial statements.

**Statement of cash flows
for the year ended 31 December 2023**

	2023	2022
	USD'000	USD'000
Cash flows from operating activities		
Cash receipts from ADNOC Trading on account of crude oil sales	20,750,023	21,168,439
Cash receipts from ADNOC on account of partial settlement of financial asset at FVTPL	9,901,061	11,571,631
Payment to suppliers	(1,078)	-
	<hr/>	<hr/>
Net cash from operating activities	30,650,006	32,740,070
	<hr/> <hr/>	<hr/> <hr/>
Cash flows from investing activity		
Finance income received	8,886	-
	<hr/>	<hr/>
Net cash from investing activity	8,886	-
	<hr/> <hr/>	<hr/> <hr/>
Cash flows used in financing activity		
Repayment of capital contribution to ADNOC (note 9)	(29,715,004)	(30,744,888)
	<hr/>	<hr/>
Net cash used in financing activity	(29,715,004)	(30,744,888)
	<hr/> <hr/>	<hr/> <hr/>
Net increase in cash and cash equivalents	943,888	1,995,182
Cash and cash equivalents at the beginning of the year	1,995,182	-
	<hr/>	<hr/>
Cash and cash equivalents at the end of the year (note 8)	2,939,070	1,995,182
	<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these financial statements.

**Notes to the financial statements
for the year ended 31 December 2023**

1 Corporate information

ADNOC Murban RSC LTD (the “**Company**”) was incorporated on 19 August 2021 as a restricted scope company, with registration number 000006216, pursuant to the Abu Dhabi Global Market Companies Regulations 2020. The Company is a wholly owned subsidiary of Abu Dhabi National Oil Company (ADNOC) P.J.S.C. (“**ADNOC**” or the “**Parent Company**”) which is wholly owned by the Emirate of Abu Dhabi. The registered office of the Company is on 28th Floor, Al Sarab Tower, ADGM Square, Al Maryah Island, Abu Dhabi, United Arab Emirates.

The principal activities of the Company are limited to receiving its assigned interest in Murban Crude Oil from ADNOC and the sale of such Murban Crude Oil under the relevant material contracts (see note 2). In connection with the Company's establishment, the Company entered into (i) the Assignment Agreement with ADNOC and (ii) the Offtake Agreement with ADNOC Trading and ADNOC (see note 2).

The Company intends to issue medium - or long-term debt securities and to use the proceeds from each issuance for (1) a partial repayment of the capital contribution made to the Company for the assignment by ADNOC of the rights under the Assignment Agreement; and (2) for payment of all costs and expenses relating to such offering of medium- or long-term debt securities.

These financial statements were approved by the Board of Directors and authorised for issue on 5 April 2024.

2 Material contracts

Assignment Agreement

On 1 January 2022, the Company entered into a 30-year assignment agreement (the “**Assignment Agreement**”) with ADNOC. Pursuant to the Assignment Agreement, ADNOC assigned to the Company for thirty (30) years one million barrels per day (“**Volume Availability Commitment**”) of Murban Crude Oil (“**Assigned Murban Crude Oil**”) from ADNOC's rights to receive Murban Crude Oil from the onshore concessions located in Abu Dhabi. In addition, ADNOC may in the future (at ADNOC's absolute discretion) assign additional volumes of Murban Crude Oil to the Company. ADNOC's concessions are granted by the Supreme Council for Financial and Economic Affairs (formerly the Supreme Petroleum Council) on behalf of the Government of Abu Dhabi to ADNOC and certain international companies, granting ADNOC and certain international companies the exclusive right to explore, develop and produce hydrocarbon resources over certain onshore fields through individual operating companies.

Under the terms of the Assignment Agreement, ADNOC has committed to deliver to the Company an aggregate quantity not less than one (1) million barrels per day of the Assigned Murban Crude Oil for the term of the Assignment Agreement for a total consideration of USD 637,650 million which shall be paid in any manner and at any point in time, at the Company's discretion. In the event of ADNOC's failure to deliver the Volume Availability Commitment, ADNOC shall make payments for shortfall quantities of Murban Crude Oil multiplied by the simple average official selling price (“**OSP**”) applicable during the reconciliation period (being a period of six months in each contract year or as otherwise agreed in writing by the Company and ADNOC).

**Notes to the financial statements
for the year ended 31 December 2023**

2 Material contracts (continued)

Assignment Agreement (continued)

OSP for Murban Crude Oil is defined in the Assignment Agreement as the official selling price as announced by the Government of Abu Dhabi from time to time or if, for any period of time, no official selling price has been announced by the Government of Abu Dhabi, such other price as the Company and ADNOC may agree in writing. In the event that the Assignment Agreement is terminated by the Company due to material breach, or insolvency of ADNOC, payment default by ADNOC or termination of the concessions prior to expiry of the term of the Assignment Agreement, the Company shall be entitled to termination payment from ADNOC equal to the fair value of Assigned Murban Crude Oil (minus all quantities delivered or otherwise paid for by ADNOC) as of the date of termination of the Assignment Agreement. ADNOC can terminate the Assignment Agreement without any termination payment in case of breach by the Company or if the Company becomes insolvent.

Offtake Agreement

On 1 January 2022, the Company also entered into 30-year offtake agreement (the “**Offtake Agreement**”) with ADNOC Trading Ltd (“**ADNOC Trading**”) and ADNOC (collectively referred as the “**Buyers**”) pursuant to which the Company will make available to the Buyers at the designated delivery points quantities of Murban Crude Oil for a price equivalent to the OSP. ADNOC will also act as the alternative buyer of such Murban Crude Oil if ADNOC Trading does not intend, or is not able, to take delivery of any quantity of Murban Crude Oil made available for delivery by the Company under the Offtake Agreement. If ADNOC Trading and ADNOC does not take delivery of such Murban Crude Oil, the Company shall be entitled to sell such Murban Crude Oil to any person through ADNOC Trading on back-to-back terms, and therefore, there is no firm commitment from ADNOC Trading or ADNOC to take delivery of the Murban Crude Oil and either ADNOC or ADNOC Trading can choose not to take delivery of Murban Crude Oil.

The Company can terminate the Offtake Agreement if there is material breach, payment default or insolvency of ADNOC or ADNOC Trading (buyers). The buyers can also terminate the Offtake Agreement if there is material breach by the Company. Further, the Company has the option to terminate the Offtake Agreement for convenience.

The effective date of the above agreements is 1 January 2022.

3 Basis of preparation and material accounting policy information

3.1 Basis of preparation and statement of compliance

These financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (IASB) and the Companies Regulations 2020 of Abu Dhabi Global Market (ADGM). These financial statements have been prepared on the historical cost basis except for the financial asset at FVTPL which was initially recognised and subsequently remeasured at fair value at each reporting date and crude oil inventories which are stated at fair value less costs to sell as explained in the accounting policies. Historical cost is generally based on the fair value of the consideration given in exchange for goods or services.

**Notes to the financial statements
for the year ended 31 December 2023**

3 Basis of preparation and material accounting policy information (continued)

3.2 Functional and presentation currency

These financial statements are presented in United States Dollars (“**Dollar**” or “**USD**”), which is the Company’s functional and presentation currency. The functional currency is the currency of the primary economic environment in which the entity operates. The Directors of the Company believe that USD most faithfully represents the economic effects of underlying transactions, events and conditions as the share capital issued by the Company, the material contracts (see note 2) and the murban crude oil trading are denominated or executed in USD. All values are rounded to the nearest thousand except when otherwise indicated.

3.3 Material accounting policy information

The material accounting policies adopted are set out below.

Revenue recognition

For contracts determined to be within the scope of revenue recognition, the Company is required to apply a five-step model to determine when to recognise revenue, and at what amount. Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers control of a product or service to a customer.

The Company recognises revenue from contracts with customers based on the five-step model set out in IFRS 15:

Step 1: Identify the contract(s) with a customer

A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify the performance obligations in the contract

A performance obligation is a unit of account and a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price

The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract

For a contract that has more than one performance obligation, the Company will allocate the transaction price to each performance obligation in an amount that depicts the consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

**Notes to the financial statements
for the year ended 31 December 2023**

3 Basis of preparation and other material accounting policy information (continued)

3.3 Material accounting policy information (continued)

Revenue recognition (continued)

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Company's performance as and when the Company performs; or
- The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

For performance obligations where none of the above conditions are met, revenue is recognised at the point in time at which the performance obligation is satisfied.

As the Offtake Agreement does not require the Company to deliver minimum quantities to ADNOC Trading, and requires the payment of OSP as of the relevant dates, the Offtake Agreement is an executory contract accounted for under IFRS 15 *Revenue from Contracts with Customers* and as a result, revenue will be recognised when ADNOC Trading takes delivery of Murban Crude Oil.

The Company's revenues are derived primarily from the sale of Murban Crude Oil under the Offtake Agreement with ADNOC Trading. Revenue is recognised when control of the Murban Crude Oil has passed, being when the Murban Crude Oil is delivered to ADNOC Trading, the Buyer has full discretion over the Murban Crude Oil delivery and there is no unfulfilled obligation that could affect the ADNOC Trading's acceptance of the Murban Crude Oil. The Murban Crude Oil is sold to ADNOC Trading at the OSP which is the transaction price agreed under the Offtake Agreement. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. The Company does not adjust the transaction price for significant financing as payment is due typically within a short period of time.

The Company obtains legal title of the Murban Crude Oil only momentarily before legal title is transferred to ADNOC Trading. The Company has determined that it is acting as the principal in the transaction with ADNOC Trading as the nature of the Company's promise is an obligation to deliver the Murban Crude Oil itself under the Offtake Agreement. See note 4 for factors the Company considered in making that determination.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of an instrument. Financial assets are any assets that are (a) cash; (b) an equity instrument of another entity; (c) a contractual right to receive cash or another financial asset from another entity; or to exchange financial assets or financial liabilities with another entity under conditions that are potentially favourable to the entity; or (d) a contract that will or may be settled in the entity's own equity instruments and is a non-derivative for which the entity is or may be obliged to receive a variable number of the entity's own equity instruments; or a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments.

**Notes to the financial statements
for the year ended 31 December 2023**

3 Basis of preparation and other material accounting policy information (continued)

3.3 Material accounting policy information (continued)

Financial instruments

For this purpose the entity's own equity instruments do not include: instruments that are themselves contracts for the future receipt or delivery of the entity's own equity instruments; puttable instruments classified as equity or certain liabilities arising on liquidation classified by IAS 32 as equity instruments. Financial liabilities are any liabilities that are (a) a contractual obligation to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity; or (b) a contract that will or may be settled in the entity's own equity instruments and is a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments or a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

Initial recognition

Financial assets at initial recognition are classified as at amortised cost, at fair value through other comprehensive income (FVTOCI) or at FVTPL. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as FVTPL, unless the Company designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as FVTOCI on initial recognition;
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called 'accounting mismatch') that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship.

**Notes to the financial statements
for the year ended 31 December 2023**

3 Basis of preparation and other material accounting policy information (continued)

3.3 Material accounting policy information (continued)

Financial instruments (continued)

Financial instruments (continued)

Financial assets (continued)

Financial assets at FVTPL (continued)

The Company entered into the Assignment Agreement as explained in note 2, which gives the Company the right to receive the Volume Availability Commitment per day of Murban Crude Oil for 30 years. The Assignment Agreement falls under the scope of IFRS 9 due to following:

- The agreement represents a contract to buy a non-financial item that can be settled net in cash, as if the contract was a financial instrument; and
- The settlement net in cash is demonstrated by the fact that the Murban Crude Oil is a commodity which is readily convertible to cash given the fact that there is an active market for Murban Crude Oil, and its price is publicly available.

The assignment agreement is to be measured at fair value through profit or loss, as it would not meet the SPPI test under IFRS 9. The fair value of the financial asset at FVTPL is determined in the manner described in note 6.

Since the payment of consideration relating to the assignment agreement shall be made in any manner and at any point of time at the Company's discretion, the Company classified the consideration under the Assignment Agreement as a capital contribution in kind from ADNOC.

The Company's other financial assets include due from a related party which are subsequently recognised at amortised cost using the effective interest method and are subject to impairment.

Impairment of financial assets

The Company recognises a loss allowance for expected credit losses (ECL) associated with its due from a related party. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument and depends on whether there has been a significant increase in credit risk.

The due from related party are considered to have low credit risk, and the loss allowance is therefore limited to 12 months' expected losses. The Company has not recognised any loss allowance as there is a no risk of default on the due from related party considering the fact that the amount is due from ADNOC and ADNOC Trading (a wholly owned subsidiary of ADNOC) which has a strong capacity to meet its contractual cash flow obligations in the near term and the fact that it is a wholly-owned subsidiary of the Government of Abu Dhabi.

**Notes to the financial statements
for the year ended 31 December 2023**

3 Basis of preparation and other material accounting policy information (continued)

3.3 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised (i.e., removed from the Company's statement of financial position) when:

- The contractual rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities measured subsequently at amortised cost

The Company's financial liabilities are measured subsequently at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest revenue or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or liability, or (where appropriate) a shorter period, to the amortised cost of a financial asset or liability.

**Notes to the financial statements
for the year ended 31 December 2023**

3 Basis of preparation and other material accounting policy information (continued)

3.3 Material accounting policy information (continued)

Fair value measurement

Fair value is the price that would be received on sale of an asset or paid on transfer of a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of a financial asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis.

For financial reporting purposes, fair value measurements are categorised into level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which is described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 inputs are unobservable inputs for the asset or liability that are derived from valuation techniques.

Cash and cash equivalents

Cash and cash equivalents comprise cash at banks.

Inventories

Crude oil inventories are stated at fair value less costs to sell, with changes in fair value less costs to sell recognised in profit or loss in the period of the change.

Accruals

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

**Notes to the financial statements
for the year ended 31 December 2023**

3 Basis of preparation and other material accounting policy information (continued)

3.4 New and revised IFRSs applied with no material effect on these financial statements

In the current year, the Company has applied a number of amendments to IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an account period that begins on or after 1 January 2023. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- IFRS 17 Insurance Contracts
- Amendments to IAS 8 – Definition of Accounting Estimates
- Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies
- Amendments to IAS 12 – Deferred Tax related to Assets and Liabilities arising from a Single Transaction
- Amendments to IAS 12 – International Tax Reform – Pillar Two Model Rules

Making Materiality Judgements - Disclosure of Accounting Policies

The Company has adopted the amendments to IAS 1 for the first time in the current year. The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term ‘significant accounting policies’ with ‘material accounting policy information’. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements.

The supporting paragraphs in IAS 1 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

3.5 New and revised IFRSs that are issued, but not yet effective and not early adopted

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company’s financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

- Amendments to IFRS 16: Lease Liability in a Sale and Leaseback
- Amendments to IAS 1: Classification of Liabilities as Current or Non-current
- Amendments to IAS 1: Non-current Liabilities with Covenants
- Amendments to IAS 7 and IFRS 7: Supplier Finance Arrangements
- Amendments to IAS 21: Lack of Exchangeability
- Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The Company does not expect that the adoption of these new and amended standards will have a material impact on its financial statements.

**Notes to the financial statements
for the year ended 31 December 2023**

4 Critical judgments and key sources of estimation uncertainty

The preparation of the financial statements in compliance with IFRS requires the Company to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the financial statements as they become reasonably determinable.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The critical judgements and estimates used in the preparation of these financial statements are as follows:

Critical judgements

Shareholder right to terminate the Assignment Agreement

ADNOC can terminate the Assignment Agreement without any termination payment being made to the Company in case of breach of the Assignment Agreement by the Company or if the Company becomes insolvent.

The Company deems these rights given to ADNOC to terminate the Assignment Agreement to be non-substantive. In reaching such conclusion the Company considered the likelihood of breaching the Assignment Agreement or becoming insolvent and concluded that both events are very unlikely to occur. The Company has also taken into account the fact that voluntary liquidation or dissolution of the Company is defined as a shareholder reserved matter in the Company's articles of association, which also include a declaration of solvency as further explained in note 9. Accordingly, the Company believes it is appropriate to record the capital contributions in equity and a separate financial asset at FVTPL.

Assessment on the Company's sale of Murban Crude Oil to ADNOC Trading under the Offtake Agreement

The Company concluded that it acts as a principal for the sale of Murban Crude Oil to ADNOC Trading under the Offtake Agreement. In reaching such conclusion, the Company considered the following judgments:

- ADNOC Trading is a separate legal entity and is not party to the Assignment Agreement with ADNOC,
- The Offtake Agreement is entered between the Company as seller and ADNOC Trading and ADNOC as buyers.
- The contractual terms of the Offtake Agreement give the right to ADNOC Trading and ADNOC not to take delivery of Murban Crude Oil which then exposes the Company to the risks and rewards associated with the Murban Crude Oil volumes to then sell to third party customers.
- The Offtake Agreement also provides the Company with the right to terminate the Offtake Agreement for convenience and to sell the Murban Crude Oil to third party customers. Though the likelihood of this happening is remote, the Company considered the contractual term that provides ADNOC Murban the ability to cancel the Offtake Agreement unilaterally.
- The Company assessed that it obtains control of Murban Crude Oil before it is delivered to ADNOC Trading since it has primary responsibility for fulfilling the promise to provide the goods.

**Notes to the financial statements
for the year ended 31 December 2023**

4 Critical judgments and key sources of estimation uncertainty (continued)

Critical judgements (continued)

Determination that sales to ADNOC under the Offtake Agreement does not meet the criteria to be recognised as revenue

As the Assignment Agreement and the Offtake Agreement were entered into at or near the same time between ADNOC and the Company for the same commodity, both agreements are considered in combination, and hence, the economic substance of ADNOC's offtake of Murban Crude Oil under the Offtake Agreement is considered ADNOC's settlement of its obligation under the Assignment Agreement in cash rather than by delivery of Murban Crude Oil, and accordingly, IFRS 15 for revenue recognition is not applicable. A total of 120.51 million (2022: 127.35 million) barrels amounting to USD 10,132 million (2022: USD 12,506 million) were lifted by ADNOC, and accordingly, were not recognised as revenue for the year ended 31 December 2023.

Key sources of estimation uncertainty

Fair valuation of the financial asset at FVTPL

The determination of fair value for the financial asset at FVTPL is a critical source of estimation uncertainty because there is no observable market price for such contract or other similar contracts.

The valuation methodology used to determine the fair value of the financial asset at FVTPL is discounted cash flow ("DCF") model. The DCF model estimates the value of the financial asset based on its expected future cash flows. The fair value of the financial asset at FVTPL relies on an estimate of the future prices of Murban Crude Oil beyond the standard contract term for Murban Crude Oil futures. In addition, the valuation includes an estimate of when the Volume Availability Commitment will be delivered and the credit risk of the parties to the Assignment Agreement which also impact the fair value of the Assignment Agreement.

The Company determined these inputs as follows:

- A Murban Crude Oil pricing curve has been derived from a build-up approach of underlying benchmark pricing plus a historical differential.
 - A range of pricing curve was determined by applying the following methodology:
 - An underlying benchmark was selected based on data observability and historical price correlation to Murban Crude Oil.
 - A range of forecasts for the underlying benchmark, Brent, was developed by using various data sources over the short, medium, and long-term horizons.
 - A range of applicable differentials between Murban Crude Oil and Brent was estimated based on historical price observed.
 - The range of differentials was applied to the Brent forecasts for the purpose of constructing the Murban Crude Oil real price curves.
 - The resulting Murban Crude Oil curves were tested by comparing the forecast prices in the short end to the Murban Crude Oil futures, as well as performing a lookback analysis by reviewing historical pricing during periods of similar market conditions as of the effective date of the Assignment Agreement.
 - A range of nominal Murban Crude Oil prices was derived from the real price forecasts by an appropriate escalation factor.

**Notes to the financial statements
for the year ended 31 December 2023**

4 Critical judgments and key sources of estimation uncertainty (continued)

Key sources of estimation uncertainty (continued)

Fair valuation of the financial asset at FVTPL (continued)

- As at 31 December 2023, the valuation which is within the range as determined in the methodology above, was calculated using a curve which was constructed using futures in the short term and a single analyst forecast in the medium to long term.
- Subsequent cash flows are determined from the forecasted Murban Crude Oil price based on the Volume Availability Commitment of one million (1,000,000) barrels of Murban Crude Oil per day; and
- A term structure credit adjusted curve has been considered for discounting purposes. The curve used was the USD Abu Dhabi Sovereign curve on the assumption that ADNOC credit risk is similar to that of the Abu Dhabi Sovereign. The effective discount rate over the tenor of the instrument was 4.82% (2022: 4.77%)

As at 31 December 2023, the financial asset at FVTPL was valued at USD 540,236 million (2022: USD 552,110 million) and is categorised under Level 3 in the fair value hierarchy. Refer to note 6 for quantitative sensitivity analysis on significant unobservable inputs.

5 Revenue

During the year ended 31 December 2023, the Company has recognised revenue of USD 20,436 million (2022: USD 23,134 million), on account of Murban crude oil lifted by ADNOC Trading under the Offtake Agreement. However, for the Murban crude oil quantities lifted by ADNOC under the Offtake Agreement amounting to USD 10,132 million (2022: USD 12,506 million) for the year ended 31 December 2023, no revenue has been recognised as explained in the critical judgements (note 4).

Revenue is recognised at a point in time upon lifting of Murban crude oil by ADNOC Trading.

Geographical markets

All revenue is generated in United Arab Emirates.

**Notes to the financial statements
for the year ended 31 December 2023**

6 Financial asset at FVTPL

	31 December 2023 USD'000	31 December 2022 USD'000
At the beginning of the year	552,109,501	637,650,133
Change in fair value	18,694,132	(49,901,132)
Settlement of financial asset	(30,567,540)	(35,639,500)
	<hr/>	<hr/>
At year end	540,236,093	552,109,501
	<hr/> <hr/>	<hr/> <hr/>
Current	27,087,166	29,594,040
Non-current	513,148,927	522,515,461
	<hr/>	<hr/>
	540,236,093	552,109,501
	<hr/> <hr/>	<hr/> <hr/>

Financial asset at FVTPL represents the Assignment Agreement, which gives the Company the right to receive the Volume Availability Commitment per day of Murban Crude Oil for 30 years (see notes 2 and 4).

Financial asset at FVTPL is recognised initially at fair value and is subsequently remeasured to fair value at each reporting date, with any fair value gains or losses recognised in profit or loss. Fair value of the financial asset at FVTPL is determined in the manner described in note 4. In addition, the financial asset is adjusted during the year for settlement of the Volume Availability Commitment as per the Assignment Agreement.

**Notes to the financial statements
for the year ended 31 December 2023**

6 Financial asset at FVTPL (continued)

Significant unobservable inputs to valuation:

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy, together with a quantitative sensitivity analysis as at 31 December 2023 and as 31 December 2022 are shown below:

	<i>Increase/decrease in basis points / %</i>	<i>Effect on Profit (loss) USD'000</i>
Discount rate:		
31 December 2023: 4.82%	+100	(57,756)
	-100	68,784
31 December 2022: 4.77%	+100	(60,082)
	-100	71,939
Pricing Curve:		
31 December 2023:	+5%	27,012
Range: USD 72.99 – 93.59 / barrel (real price)	-5%	(27,012)
31 December 2022	+5%	27,605
Range: USD 70.96 – 83.16 / barrel (real price)	-5%	(27,605)

There were no transfers into or out of Level 3 fair value measurement during the year ended 31 December 2023 and 2022.

7 Related parties

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions. Related parties represent ADNOC and its affiliates, the Government of Abu Dhabi and related departments and institutions, associated companies, joint ventures, shareholders, directors, and key management personnel of the Company and those entities in which they have the ability to control and exercise significant influence in financial and operating decisions. The terms of related party transactions are approved by the Company's Board of Directors. As at 31 December 2023 and 31 December 2022, the Company is a party to certain contracts with ADNOC Group such as the Assignment Agreement and Offtake Agreement as discussed further in note 2.

**Notes to the financial statements
for the year ended 31 December 2023**

7 Related parties (continued)

Balances with related parties mainly comprise:

	31 December 2023 USD'000	31 December 2022 USD'000
<i>Related party balances:</i>		
Financial asset at FVTPL (note 6)	540,236,093	552,109,501
	<hr/>	<hr/>
Amounts due from related parties		
ADNOC*	1,165,865	935,071
ADNOC Trading**	1,719,691	1,965,359
	<hr/>	<hr/>
	2,885,556	2,900,430
	<hr/>	<hr/>
*Amounts due from ADNOC pertains to the following:		
Crude oil lifted by ADNOC**	1,164,865	934,071
Initial share capital	1,000	1,000
	<hr/>	<hr/>
	1,165,865	935,071
	<hr/>	<hr/>
Amounts due to related parties		
ADNOC***	1,115	1,255
ADNOC Trading****	68,670	-
	<hr/>	<hr/>
	69,785	1,255
	<hr/>	<hr/>

**Receivables from ADNOC Trading and ADNOC pertain to quantities of Murban Crude Oil lifted under the Offtake Agreement and on account of partial settlement of financial asset at FVTPL, respectively. The receivables from ADNOC and ADNOC Trading on account of Murban Crude Oil lifted, are non-interest bearing and are recoverable within 30 days from the invoice date.

***Amount due to ADNOC includes corporate services fee amounting to USD 200 thousand for the year ended 31 December 2023 (2022: USD 200 thousand) as per the Corporate Services Agreement between ADNOC and the Company. The balance is interest free, unsecured and is expected to be settled in cash within one year.

**** Amount due to ADNOC Trading represents excess cash received which is subsequently paid back to ADNOC Trading in January 2024.

**Notes to the financial statements
for the year ended 31 December 2023**

7 Related parties (continued)

Transactions with related parties included in the statement of profit or loss and other comprehensive income are as follows:

	2023 USD'000	2022 USD'000
Revenue (note 5)	<u>20,435,685</u>	<u>23,133,798</u>
Cost of goods sold	<u>(20,435,685)</u>	<u>(23,133,798)</u>
Corporate services (included in admin expenses)	<u>(200)</u>	<u>(200)</u>

8 Cash and cash equivalents

	31 December 2023 USD'000	31 December 2022 USD'000
Cash at banks	<u>2,939,070</u>	<u>1,995,182</u>

Bank balance is denominated in US Dollar and earned interest at a range of 4.05%- 4.85% per annum for the year ended 31 December 2023 (31 December 2022: nil).

9 Share capital and capital contributions

The Company is a wholly owned subsidiary of ADNOC. The authorised and issued share capital of the Company is comprised of 1,000,000 shares of USD 1 per share (2022: 1,000,000 shares of USD 1 per share). All shares have been fully subscribed by ADNOC.

The Company recorded capital contributions of USD 637,650 million as of 1 January 2022 for the consideration recognised by the Company in relation to the Assignment Agreement of the Murban Crude Oil (see note 2). Under the Assignment Agreement, the payment of consideration shall be made in any manner and at any point in time, at the Company's discretion and accordingly this is classified as equity within these financial statements. The commitments made by ADNOC in the Assignment Agreement are legally enforceable by the Company and are to be funded over 30 years by ADNOC through the daily deliveries of the Volume Availability Commitment or cash settlement of equivalent market value. The Company's Articles of Association has a declaration of solvency which states that prior to any resolution of the Shareholder to dissolve or merge the Company, the Board of Directors shall make a declaration of solvency certifying that the Company is able to pay its debts in full, together with all interest due on its debts (at the contractual rate applicable to such interest and based on any forward-looking assumptions as the Board reasonably determines) for a period of not less than twelve (12) months from the commencement of such Shareholder resolution. The Shareholder has confirmed that such article will not be amended or deleted so long as the Assignment Agreement remains effective.

During the year ended 31 December 2023, the Company at its sole discretion approved and repaid an amount of USD 29,715 million (2022: USD 30,745 million) as a repayment towards capital contributions made by ADNOC.

**Notes to the financial statements
for the year ended 31 December 2023****10 Financial risk management objectives and policies**

The main risks arising from the Company's financial instruments are market risk, credit risk and liquidity risk. These risks are monitored by the Directors on a continued basis.

Market risk

The Company is exposed to the risk of fluctuations in prevailing market commodity prices on Murban Crude Oil. If there is a sustained drop in Murban Crude Oil Price, the amounts payable to the Company under the Offtake Agreement will be reduced and consequently the cashflow of the Company may be significantly impacted, thereby having a material adverse effect on the Company's business, results of operations and financial condition.

The sensitivity analyses for financial asset at FVTPL is presented in note 6. The sensitivity analyses are intended to illustrate the sensitivity to changes in market variables on the Company's financial instruments and show the impact on profit or loss and shareholders' equity, where applicable.

As a general policy, the Company aims to sell the products at prevailing market prices. In addition, the Company's risk management strategy is to protect the Company against adverse fluctuations in oil prices by reducing its exposure to variability in cash flows to the extent that it is practicable and cost effective to do so.

Credit risk

The Company's credit risk primarily relates to concentration of credit attributable to the balance from related parties. The Directors estimate that the credit and concentration risk is not significant as the exposure is with a related party. The Directors have determined that the expected credit loss on receivable from related parties is insignificant considering that these relate to ADNOC which is a wholly-owned subsidiary of the Government of Abu Dhabi.

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Directors, which have built an appropriate liquidity risk management framework for the Company's short, medium and long-term funding and liquidity management requirements.

The Company's cash flows may still be significantly impacted if there is a sustained drop in Murban Crude Oil price as the amounts payable to the Company under the Offtake Agreement will be reduced.

The Company limits its liquidity risk by ensuring adequate cash is being generated from revenue generated from delivery of Murban Crude Oil, maintaining adequate reserves, issuance of long term notes, continuously monitoring forecast and actual cash flows, and matching the maturity profiles of financial assets and liabilities. As a result, the liquidity risk for the Company is assessed to be low. All financial liabilities of the Company as of 31 December 2023 and 2022 will mature in less than one year.

The Company has policies in place to ensure that it has sufficient cash on demand to meet expected operational expenses and payment of its financial obligations. Cash surplus are monitored and managed by the Company through distributions to shareholder or deposits in banks or with the shareholder.

**Notes to the financial statements
for the year ended 31 December 2023****10 Financial risk management objectives and policies (continued)****Capital management**

For the purpose of the Company's capital management, capital includes issued share capital, capital contributions and accumulated losses measured at USD 545,991 million as of 31 December 2023 (2022: USD 557,004 million). The primary objective of the Company's capital management is to maximise the shareholder's value. The Company does not have a formalised optimal target capital structure or target ratios in connection with its capital risk management objectives. The Company manages its capital structure and makes adjustments to it in light of changes in business conditions.

No changes were made in the objectives, policies or processes during the year ended 31 December 2023 and 2022.

11 Segment information

The business activities of the Company are performed on an integrated basis. As discussed in note 2, the principal activities of the Company are limited to receiving its assigned interest in Murban Crude Oil from ADNOC and the sale of such Murban Crude Oil under the relevant material contracts. Accordingly, the Company has determined that the Company has one operating segment, and therefore, one reportable segment.

All of the Company's operations are in the United Arab Emirates.

12 Corporate Taxes

On 9 December 2022, the UAE Ministry of Finance published Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (UAE CT Law) to introduce the Federal Corporate Tax (UAE CT) regime in the UAE. The UAE CT Law applies to Tax Periods commencing on or after 1 June 2023.

Decision No. 116 of 2022 (published in December 2022 and considered to be effective from 16 January 2023) specified that taxable income not exceeding AED 375,000 would be subject to the 0% UAE CT rate, and taxable income exceeding AED 375,000 would be subject to the 9% UAE CT rate. With the publication of this Decision, the UAE CT Law is considered to be substantively enacted from 16 January 2023 for the purposes of accounting for Income Taxes.

Since the Company's Tax Period commenced from 1 January 2024 (the Company's new financial year commenced after 1 June 2023), the related current taxes shall be accounted for in the financial statements for the period beginning 1 January 2024.

There is an exemption from UAE CT for income derived by businesses engaged in Extractive Business or Non-Extractive Natural Resource Business (as defined in the UAE CT Law). One of the main requirements for the exemption is that the respective income is effectively subject to tax at an Emirate level. The Abu Dhabi Government issued a Fiscal Letter to the Company, which imposes Abu Dhabi Emirate tax on the Company and accordingly, the Company considers itself as exempt from UAE CT. Fiscal letter is effective from 1 January 2024. The Company has considered deferred tax impact and concluded that no deferred tax provision is required for the year ended 31 December 2023.

**Notes to the financial statements
for the year ended 31 December 2023**

13 Contingencies and commitments

As at the end of the reporting period, there were no contingencies and commitments to be disclosed in the financial statements.

14 Fair values of financial instruments

Financial instruments comprise financial assets and financial liabilities.

Financial assets consist of financial asset at FVTPL, amounts due from related parties and cash and cash equivalents. Financial liability consists of amount due to related parties.

The fair values of the Company's financial instruments are not materially different from their carrying amounts at the reporting date.

15 Disclosure of auditors' fee

In line with the requirements of Abu Dhabi Accountability Authority (ADAA) Chairman Resolution # 27 of 2023 relating to the Code of Ethics for financial statements preparers and auditors of Subject Entities, the statutory auditor fee for the Company is disclosed as follows:

	2023	2022
	USD'000	USD'000
Fees for audit	42	52
Other assurance services	177	230
	<hr/>	<hr/>
	219	282
	<hr/> <hr/>	<hr/> <hr/>