

**SUPPLEMENT DATED 24 MAY 2021 TO THE BASE PROSPECTUS DATED 3 MARCH 2021**

**MDGH - GMTN B.V.**

*(incorporated with limited liability in the Netherlands, having its corporate seat in Amsterdam)*

and

**MDGH GMTN (RSC) LTD**

*(incorporated with limited liability in the Abu Dhabi Global Market as a restricted scope company)*

**Global Medium Term Note Programme**

**unconditionally and irrevocably guaranteed by**

**Mamoura Diversified Global Holding PJSC**

*(incorporated with limited liability in the Emirate of Abu Dhabi, United Arab Emirates)*

This Supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 3 March 2021 which comprises a base prospectus for the purposes of the UK Prospectus Regulation constitutes a supplement to the prospectus for the purposes of Article 23 of the UK Prospectus Regulation and is prepared in connection with the Global Medium Term Note Programme (the **Programme**) established by each of MDGH - GMTN B.V. (the **Dutch Issuer**) and MDGH GMTN (RSC) Ltd (the **ADGM Issuer** and, together with the Dutch Issuer, the **Issuers** and each an **Issuer**) unconditionally and irrevocably guaranteed by Mamoura Diversified Global Holding PJSC (the **Guarantor**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement. When used in this Supplement, **UK Prospectus Regulation** means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

Each Issuer and the Guarantor accept responsibility for the information contained in this Supplement. To the best of the knowledge of each Issuer and the Guarantor the information contained in this Supplement is in accordance with the facts and that this Supplement makes no omission likely to affect the import of such information.

**Purpose of the Supplement**

The purpose of this Supplement is to (a) incorporate by reference the independent auditor's report and the audited consolidated financial statements of the Guarantor for the year ended 31 December 2020, and (b) include a new "Significant or Material Change" statement.

**Audited consolidated financial statements of the Guarantor for the year ended 31 December 2020**

On 7 May 2021 the Guarantor published its audited consolidated financial statements for the year ended 31 December 2020 (the **2020 Financial Statements**). By virtue of this Supplement, the 2020 Financial Statements are incorporated in, and form part of, the Base Prospectus.

A copy of the 2020 Financial Statements can be viewed on the website of the Guarantor at:

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the UK Prospectus Regulation except where such information or other documents are specifically incorporated by reference in this Supplement.

## **General Information**

The paragraphs entitled “*Significant or material change*” on page 187 of the Base Prospectus shall be deemed deleted and replaced with the following paragraphs:

### **“SIGNIFICANT OR MATERIAL CHANGE**

Save as disclosed under “*Risk factors—Factors that may affect the Guarantor’s ability to fulfil its obligations under the Guarantee—Risks relating to the Group and its strategy—The Group is exposed to material and currently not fully quantifiable disruptions arising from the Coronavirus disease 2019 (Covid 19)*” and “*Risk factors—Factors that may affect the Guarantor’s ability to fulfil its obligations under the Guarantee—Risks relating to the Group’s energy and chemicals businesses—Revenue derived from the Group’s upstream assets may fluctuate with changes in oil and gas prices, which tend to be volatile*”, there has been no significant change in the financial performance or financial position of any of the ADGM Issuer, the Guarantor or the Group since 31 December 2020 nor has there been any significant change in the financial performance or financial position of the Dutch Issuer since 31 December 2019.

Save as disclosed under “*Risk factors—Factors that may affect the Guarantor’s ability to fulfil its obligations under the Guarantee—Risks relating to the Group and its strategy—The Group is exposed to material and currently not fully quantifiable disruptions arising from the Coronavirus disease 2019 (Covid 19)*” and “*Risk factors—Factors that may affect the Guarantor’s ability to fulfil its obligations under the Guarantee—Risks relating to the Group’s energy and chemicals businesses—Revenue derived from the Group’s upstream assets may fluctuate with changes in oil and gas prices, which tend to be volatile*”, there has been no material adverse change in the prospects of any of the ADGM Issuer, the Guarantor or the Group since 31 December 2020 nor has there been any material adverse change in the prospects of the Dutch Issuer since 31 December 2019.”

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

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 Prospectus since the publication of the Base Prospectus.