

**To the Holders of all outstanding
US\$700,800,000 3.625% Senior Secured Bonds due 2049
(ISINs: Regulation S: XS2382853641 and Rule 144A: US870674AA66)
(the Debt Securities)**

Issued by Sweihan PV Power Company P.J.S.C (the Issuer)

Notice of Change of Ownership at the Local Shareholder level

We refer to: (i) the indenture (the **Indenture**) dated 21 January 2022 made between the Issuer, the security agents named therein, HSBC Corporate Trustee Company (UK) Limited as Bond Trustee, HSBC Bank plc as UK Paying Agent, Transfer Agent and UK Registrar and HSBC Bank USA, National Association as US Registrar and US Paying Agent; (ii) the collateral and intercreditor agreement (the **Collateral and Intercreditor Agreement**) dated 21 January 2022 made between, among others, the Issuer, HSBC Bank plc as Intercreditor Agent and the financial institutions defined therein as Working Capital Banks; and (iii) the shareholders' direct agreement (the **Shareholders' Direct Agreement**) dated 21 January 2022 made between, among others, the Issuer, HSBC Bank Plc as Intercreditor Agent, the Sponsors and the Shareholders. Except as otherwise defined in this notice, terms defined in the Indenture have the same meaning when used in this notice.

NOTICE IS HEREBY GIVEN THAT:

1. As part of a group reorganisation exercise in order to simplify the corporate structure of the TAQA group entities, the ownership of the shares in Sweihan Energy Holding Company P.J.S.C. (the **Local Shareholder**) that are directly owned by Al Maqam Energy Holding LLC (the **Transferor**) are being transferred to a newly established holding company, TAQA UAE Generation Holding Company – L.L.C (**TAQA UAE Generation**). TAQA UAE Generation is a wholly-owned indirect subsidiary of Abu Dhabi National Energy Company PJSC (**TAQA**).
2. In order to effect the transfer, a deed of accession has been agreed between the Issuer, the Intercreditor Agent and TAQA for TAQA UAE Generation to accede to the Shareholders' Direct Agreement as a Sponsor in place of the Transferor. Pursuant to Clause 17.5 (*TAQA Transfer*) of the Shareholders' Direct Agreement, the Finance Parties' consent is not required for the Transferor to transfer its rights and obligations under the Shareholders' Direct Agreement to an entity 100% owned by TAQA, which is the case of the transferee TAQA UAE Generation.

This notice has been prepared in accordance with Clause 10.3(a) of the Collateral and Intercreditor Agreement pursuant to which the Intercreditor Agent is required to inform the Holders (as a Finance Party) of the contents of any material document received by it in its capacity as Intercreditor Agent from the Issuer (as Obligor), which is the case of the deed of accession to the Shareholders' Direct Agreement effecting the change of ownership at the Local Shareholder level.

Yours faithfully,



Abdulla AlKayoumi
Chief Executive Officer



نور أبوظبي
NOOR ABU DHABI
Sweihan PV Power Company PJSC.
شركة سويحان للطاقة الكهروضوئية ش.م.خ

FOR FURTHER INFORMATION, PLEASE CONTACT:

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