



SPECIAL REPORT



***Building a Global
Chemicals Powerhouse***

PARTNERSHIP OVERVIEW



ADNOC and OMV are reshaping the global chemicals landscape through a strategic partnership that bridges Abu Dhabi's resource strength with Europe's advanced materials expertise. The alliance reflects a shared ambition to move beyond traditional energy models and build a globally integrated, future-facing chemicals platform.

ADNOC, wholly owned by the Emirate of Abu Dhabi, has evolved into a diversified energy and petrochemicals leader, accelerating its downstream and chemicals expansion to capture greater value from its hydrocarbon base. Central to this

strategy is XRG, ADNOC's investment platform driving its global chemicals and industrial growth. OMV, headquartered in Austria, is transitioning into an integrated sustainable energy, fuels and chemicals company, with Borealis at the core of its chemicals strategy.

At the center of this partnership is the creation of Borouge Group International AG, a new global polyolefins company formed through the combination of Borouge and Borealis and the acquisition of NOVA Chemicals.

Owned equally by ADNOC, through XRG, and OMV, the platform brings together production assets across three continents and a global customer base, positioning both companies to capture long-term demand growth in polymers, advanced materials and circular solutions.

This partnership marks a decisive step in redefining how national oil companies and European energy majors compete in the next phase of industrial growth.

Borouge International has recently received A (Negative) / Baa1 (Stable) / A- (Stable) ratings from S&P,

Moody's and Fitch, respectively, confirming its robust financial position and capital structure and ability to access a range of long-term financing options. XRG and OMV are committed to maintaining investment grade credit ratings for Borouge International.

Borouge International will benefit from a superior resilient margin profile and well over USD 500 million in identified EBITDA run-rate synergies per annum, with 75% expected to be realized within the first three years. The company's global reach, combined with long-term shareholders and a robust capital structure, will deliver resilience throughout the business cycle and an enhanced ability to drive consistent performance and sustainable value for shareholders.

Key Facts / Data Snapshot



STRATEGY & VISION

The ADNOC-OMV partnership is built around a clear objective: to create a globally competitive polyolefins and chemicals powerhouse with the scale, technology and geographic reach to outperform across cycles.

For ADNOC, this is a continuation of its strategy to expand downstream and capture higher-margin opportunities closer to end markets. For OMV, it accelerates its transition toward sustainable chemicals and circular materials.

The formation of Borouge Group International reflects a shared strategic logic:

- Scale matters in chemicals, and global integration is essential
- Feedstock advantage must be combined with technology and market access
- Future growth will come from specialty and circular polymers, not commodities alone

The result is a platform designed for resilience, capable of delivering consistent performance while positioning both companies at the center of long-term industrial demand.

CORE OPERATIONS

A Fully Integrated Global Chemicals Platform

At the heart of the ADNOC-OMV partnership is a vertically integrated chemicals system spanning three continents:

- Middle East (Borouge): Large-scale production hub in Ruwais, leveraging ADNOC's advantaged feedstock
- Europe (Borealis): Technology, innovation and circular materials leadership
- North America (NOVA Chemicals): Polyethylene production and market reach

Together, these assets create a globally diversified production base with integrated marketing and distribution, enabling ADNOC and OMV to serve demand centers across Asia, Europe and the Americas.

Technology + Feedstock Advantage

The partnership combines:

- ADNOC's low-cost feedstock and scale
- Borealis' proprietary technologies and innovation capabilities
- NOVA Chemicals' operational footprint in North America

This integration underpins competitive cost positioning while enabling the development of differentiated, high-value products.

Global Market Access

A well-established international marketing and logistics network ensures proximity to key growth markets, particularly in Asia and emerging economies where demand for polyolefins continues to expand.

Borouge Group International AG's Supervisory Board



H.E. Dr. Sultan Ahmed Al Jaber
Chairman, ADNOC

Dr. Sultan Al Jaber is Managing Director and Group CEO of ADNOC and UAE Minister of Industry and Advanced Technology. He has led ADNOC's transformation into a globally integrated energy and chemicals company, including the creation of XRG, its international investment platform. He plays a central role in ADNOC's strategic partnership with OMV and serves as Chairman of the Supervisory Board of Borouge Group International. He holds a PhD in Economics and degrees in chemical engineering and business administration.



Musabbeh Al Kaabi
CEO, Upstream

Musabbeh Al Kaabi is the CEO of Upstream at ADNOC, leading exploration, development, and production activities to enhance the value of ADNOC's oil and gas resources. Previously, he was Executive Director of ADNOC's Low-Carbon Solutions & International Growth Directorate, focusing on investments in new energies, low-carbon technologies, and global growth. He serves as Chairman of Mubadala Energy and Yahsat and is a board member of Masdar, Tabreed, and Emirates Global Aluminium. Mr. Al Kaabi holds a BSc in Geophysical Engineering from the Colorado School of Mines and an MSc in Geoscience from Imperial College London.



Fatema Mohamed Al Nuaimi
Chief Executive Officer

Fatema Mohamed Al Nuaimi is Chief Executive Officer of ADNOC Gas, an ADX-listed integrated gas company and a subsidiary of ADNOC, one of the world's largest energy companies. She has more than 25 years of experience in the gas industry and has held several leadership roles across the ADNOC Group. Al Nuaimi holds a degree in Chemical Engineering from the United Arab Emirates University and an MBA from the American University in Dubai.



Dr. Rainer Seele
President, Chemicals Platform, XRG

Dr. Rainer Seele is President of XRG's Chemicals Platform, overseeing the company's global chemical investments and growth strategy. He brings over 30 years of international leadership across energy, petrochemicals, and industrial transformation. He previously served as CEO of OMV, where he led major portfolio restructuring and spearheaded the acquisition of Borealis. Prior to that, he served as CEO of Wintershall and held senior leadership roles at BASF, with a focus on gas infrastructure, trading, and upstream growth. Dr. Seele holds a PhD in Chemistry and currently serves on several boards including Fertigllobe and Bapco Upstream.



Klaus Froehlich
Chief Investment Officer, ADNOC

Klaus Froehlich is Chief Investment Officer at ADNOC, where he leads strategic investments, M&A and capital markets activity supporting the company's global growth ambitions. He plays a key role in advancing ADNOC's partnership with OMV and the development of Borouge Group International. With over two decades of experience, he has held senior roles at Morgan Stanley and served as CFO of Saudi Binladin Group. He holds a BSc in Accounting and Finance from the London School of Economics.



Dr. Alfred Stern
CEO, OMV

Dr. Alfred Stern has served as Chairman of the Executive Board and CEO of OMV since September 2021, leading the company's transition toward an integrated sustainable energy, fuels and chemicals business with a focus on circular economy solutions. He plays a central role in OMV's strategic partnership with ADNOC, including the formation of Borouge Group International. Previously CEO of Borealis, he brings deep expertise in polyolefins, innovation and global chemicals markets. He holds a PhD in Materials Science from Montanuniversität Leoben.

Borouge Group International AG's Supervisory Board



Reinhard Florey
Chief Financial Officer, OMV

Reinhard Florey is Chief Financial Officer of OMV and a member of its Executive Board, overseeing the company's financial strategy, capital allocation and performance. He plays a key role in supporting OMV's strategic partnership with ADNOC, including the development of Borouge Group International. He brings extensive international experience across industry and finance, including senior roles at ThyssenKrupp Steel and as CFO and Deputy CEO of Outokumpu. He holds degrees in engineering and economics from Graz University of Technology.



Martijn van Koten
Member of the Executive Board, OMV

Martijn van Koten is a Member of the Executive Board of OMV, responsible for Fuels & Feedstock and currently overseeing the Chemicals division on an interim basis. He plays an important role in OMV's chemicals strategy and its partnership with ADNOC, including the development of Borouge Group International. With over 30 years of experience, he has held senior leadership roles at Shell and Borealis. He holds a degree in Chemical Engineering from Delft University of Technology.



Dr. Edith Hlawati
Member, Supervisory Board

Dr. Edith Hlawati is CEO of Österreichische Beteiligungs AG and serves as a member of the Supervisory Board of Borouge Group International, representing OMV. A senior legal and finance professional, she brings decades of experience in corporate governance, banking and restructuring, including as Senior Partner at CHSH. She plays a key role in oversight of the ADNOC-OMV partnership. She holds a Doctor of Law degree from the University of Vienna.



Georg Knill
Member, Supervisory Board

Georg Knill is President of the Federation of Austrian Industries (IV) and serves on the Supervisory Board of Borouge Group International as an OMV nominee. An industrialist and Managing Partner of the family-owned Knill Group, he brings extensive experience in manufacturing, international business and industry representation. He contributes to strategic oversight of the ADNOC-OMV partnership. He has led the Federation of Austrian Industries since 2020.

Executive Leadership Borouge Group International AG



Roger Kearns
CEO, Borouge Group International

Roger Kearns will serve as Chief Executive Officer of Borouge Group International and is currently President and CEO of NOVA Chemicals. He brings over 40 years of global leadership experience across commodity and specialty chemicals, including senior roles at Westlake and a 32-year career at Solvay. He plays a central role in the ADNOC-OMV partnership, leading the integration and growth of the new platform. He holds a Chemical Engineering degree from Georgia Tech and an MBA from Stanford.



Dr. Hasan Karam
Chief Operating Officer, Borouge

Dr. Hasan Karam is Chief Operating Officer of Borouge Group International and currently COO of Borouge. With nearly 30 years of experience in refining and petrochemicals, he has driven operational excellence, record production levels and digital transformation across Borouge's assets. He plays a key role in the ADNOC-OMV partnership, leading operational integration of the combined platform. Previously, he held senior roles at ADNOC Refining. He holds a PhD in Project Management from SKEMA Business School, France.



Daniel Turnheim
Interim CFO, Borealis

Daniel Turnheim is Interim Chief Financial Officer of Borouge Group International and CFO of Borealis. He brings over two decades of financial leadership experience within the OMV Group, having held senior roles across finance, controlling and corporate strategy, including CFO of OMV Petrom. He plays a key role in the ADNOC-OMV partnership, ensuring financial continuity during the integration phase. He holds a Master's degree from the Vienna University of Economics and Business.



Dr. Stefan Doboczky
Chief Commercial Officer, Borealis

Dr. Stefan Doboczky is Chief Commercial Officer of Borouge Group International and CEO of Borealis. He brings over 30 years of international experience across the chemicals sector, including senior leadership roles at Royal DSM and as CEO of Lenzing AG. He plays a key role in the ADNOC-OMV partnership, leading the commercial strategy of the combined platform. He holds a PhD in Chemistry from Vienna University of Technology and an MBA from IMD Lausanne.

GROWTH PROJECTS & INVESTMENTS

Creation of a Global Polyolefins Leader

- Combination of Borouge and Borealis
- Acquisition of NOVA Chemicals
- Integration into Borouge Group International AG

Platform Scale & Expansion

- Production footprint across Middle East, Europe and North America
- Access to global demand centers and diversified revenue streams

Downstream & Chemicals Growth

- Expansion of polyolefins and specialty materials capacity
- Strengthening of ADNOC's downstream portfolio
- Acceleration of OMV's chemicals strategy

Sustainability & Energy Transition

The ADNOC-OMV partnership is closely aligned with the broader shift toward sustainable materials and circular economies.

OMV is targeting net zero by 2050, with a strong focus on circular chemicals and low-carbon solutions.

ADNOC is advancing efficiency, lower-carbon operations and digitalisation while positioning chemicals as a key long-term growth pillar.

Together, the partnership enables:

- Development of recyclable and circular polymer solutions
- Reduced emissions through operational efficiency and technology
- Alignment with global demand for sustainable materials

GI NOC SERIES

LATEST ENGAGEMENTS



XRG and OMV Complete Transactions to Create Borouge International, Boosting Global Chemicals Leadership

March 31, 2026

Borouge International as a top-tier global leader in polyolefins combines geographic diversification, premium products, feedstock advantage and leading technology

Superior, resilient margin profile and well over USD 500 million per year in identified EBITDA synergies, 75% of which are expected to be generated within the first three years

Robust capital structure backed by strong credit ratings to deliver resilience throughout the business cycle and long-term shareholder returns

Seasoned leadership team combining deep industry expertise with a proven track record of strategic execution

Transactions completion marks a key milestone for XRG and OMV in their long-standing partnership as equal shareholders of the new company

Company to operate under the brand name Borouge International, with "Essential materials, advancing the world" as its brand proposition, underscoring its ambition to accelerate innovative solutions in end markets from energy, mobility and AI infrastructure to sustainable packaging and healthcare

XRG, ADNOC's international investment arm, and OMV Aktiengesellschaft ("OMV") today announced the successful formation of Borouge Group International AG, to operate under the brand name "Borouge International". It is the world's leading pure-play polyolefins company and fourth-largest polyolefins producer with premium products, pioneering technology and a global footprint.

Borouge International has been formed by the combination of Borouge Plc and Borealis, with the new entity acquiring NOVA Chemicals. Backed by long-term shareholders XRG and OMV, Borouge International combines the highly complementary strengths of three polyolefins leaders and will benefit from one of the most geographically diversified and innovative platforms in the sector.

Dr. Sultan Al Jaber, Executive Chairman of XRG, said: "This milestone marks the successful establishment of Borouge International and accelerates XRG's ambition to build a globally leading chemicals platform. By combining Borouge and Borealis and acquiring NOVA Chemicals, we are creating a world-scale polyolefins leader with differentiated technology, a resilient business model and access to high-growth markets. Borouge International is exceptionally positioned to meet growing global demand for advanced materials, while supporting industrial development, driving economic diversification, and reinforcing the UAE's role as a trusted leader in the global energy and chemicals landscape."

Dr. Alfred Stern, Chairman of the Executive Board and CEO of OMV, said: "Together with our long-time partner ADNOC, we are turning our vision of creating a new global polyolefins leader into reality. The new polyolefins champion Borouge International will establish itself globally with innovative products, an advantaged feedstock position, proximity to customers and a robust capital structure. The completion of the transaction is momentous for the entire industry, as well as for OMV, solidifying its market position as an integrated energy, fuels and chemicals company. Borouge International accelerates our growth strategy in Chemicals with its unique ability to realize synergies and build on the leading market positions of its respective businesses. This transaction delivers on our purpose of re-inventing everyday essentials and our mission to drive long-term, sustainable value creation for OMV's shareholders. The formation of Borouge International creates a new, world-class company headquartered in the heart of Europe, with production across three continents. It will be at the forefront of delivering renewable and circular economy solutions."

The new industry champion is headquartered and tax domiciled in Austria, with regional headquarters in the UAE. Borouge International will operate corporate hubs across North America, Europe and Asia, with innovation centers in the UAE, Austria, Canada, Finland, and Sweden driving innovation in core demand markets and ensuring close collaboration with customers. Borouge International will leverage its integrated global manufacturing sites and advantaged feedstock access to deliver worldwide supply chain resilience.

Borouge International will benefit from a superior resilient margin profile and well over USD 500 million in identified EBITDA run-rate synergies per annum, with 75% expected to be realized within the first three years. The company's global reach, combined with long-term shareholders and a robust capital structure, will deliver resilience throughout the business cycle and an enhanced ability to drive consistent performance and sustainable value for shareholders.

Borouge International's scale, proprietary technology, and operational strength position the company to deliver materials and technologies powering the transformation of the global economy. Its ambitious growth strategy will allow monetization of its strong innovation capability, based on proprietary technologies in key client markets, from energy, mobility, and AI infrastructure to sustainable packaging and healthcare solutions. With near-term growth projects like the 1.4 million tonnes Borouge 4 site (currently owned 70% by ADNOC and 30% by OMV) Borouge International has access to a leading global production capacity of 13.6 million tonnes per annum. Through this transaction, the shareholders have created a truly global polyolefins champion.

Borouge International's recently appointed executive team combines decades of senior leadership experience across international chemicals, commodities and refining sectors. The leadership comprises Roger Kearns (Chief Executive Officer), Dr. Stefan Doboczky (Chief Commercial Officer) and Dr. Hasan Karam (Chief Operating Officer). Daniel Turnheim, currently CFO of Borealis, will serve as interim CFO of Borouge International.

As announced in March 2025, ADNOC's stake in Borouge International has now been transferred to XRG, a wholly-owned subsidiary of ADNOC, complementing XRG's Global Chemicals Platform and fully supporting its ambition to become a top three global chemicals investor. Borouge International will be jointly controlled as an equal partnership between XRG and OMV, each holding a 50% stake. As long-term shareholders focused on value creation, both companies are committed to unlocking the full potential of Borouge International, including the realization of identified and future synergies.

XRG and OMV reaffirm the importance of the previously announced planned tender offer to create a simplified structure that will enable value creation from the new global growth platform. The timing of the proposed tender offer, which will convert Borouge Plc shares to Borouge Group International AG shares, will align with the new company's future equity raise, to maximize value for all shareholders. The tender offer is expected to take place in 2027, subject to market conditions and approval by the UAE Capital Market Authority. Until then, Borouge Group International AG will be privately held, and Borouge Plc shares will remain listed on the Abu Dhabi Securities Exchange (ADX).

Borouge International has recently received A (Negative) / Baa1 (Stable) / A- (Stable) ratings from S&P, Moody's and Fitch, respectively, confirming its robust financial position and capital structure and ability to access a range of long-term financing options. XRG and OMV are committed to maintaining investment grade credit ratings for Borouge International.

The completion of the transactions has also seen the global launch of a new brand identity for Borouge International. It highlights the contribution of Borouge International's constituent businesses and their transformation into a strong combined company, united by a "one company, one culture" mindset and driven by a shared ambition of global industry leadership.

Borouge International's new brand proposition – "Essential materials, advancing the world" – reflects the company's strategic positioning as a leading global player with the scale and feedstock position, innovation capabilities and geographic customer reach to meet accelerating demand for advanced materials, driving progress and living standards worldwide and the transformation of the global economy.

ADNOC and OMV Announce Executive Leadership for Borouge Group International AG

March 26, 2026

Executive leadership team comprises Roger Kearns as Chief Executive Officer, Dr. Stefan Doboczky as Chief Commercial Officer, and Dr. Hasan Karam as Chief Operating Officer

New external Chief Financial Officer to be appointed by May 2026, with Daniel Turnheim to serve as interim CFO

Appointments build on established leadership teams at Borouge Plc, Borealis and NOVA Chemicals, and draw on wide expertise across the international chemicals, commodities and refining sectors

Announcement confirms strong progress towards establishment of global polyolefins powerhouse to be formed through a strategic combination of Borouge Plc and Borealis, and the acquisition of NOVA Chemicals

ADNOC and OMV today announced the executive leadership team and Supervisory Board of Borouge Group International AG, a global polyolefins champion to be formed through the combination of their shareholdings in Borouge Plc and Borealis, followed by the acquisition of NOVA Chemicals.

The new executive team combines decades of senior leadership experience across the international chemicals, commodities and refining sectors with deep commercial and operational experience of Borouge Group International AG's constituent businesses. The executive team will assume their roles upon the completion of the Borouge Group International AG transactions, which are on track to close before the end of March 2026. Dr. Sultan Ahmed Al Jaber, Managing Director and Group CEO of ADNOC and Executive Chairman of XRG, has been appointed Chairman of the Supervisory Board of Borouge Group International AG.

Commenting on the appointments, Dr. Sultan Ahmed Al Jaber, said: "Borouge Group International is set to become a leading global industry powerhouse that will drive the next wave of industrial growth and deliver long-term returns for our shareholders, aligned with the long-term strategic vision of ADNOC and OMV. This world-class leadership team underscores our ambition, bringing strong expertise in advanced technologies and global market development, to deliver the essential materials the world needs. I look forward to working closely with them."

Roger Kearns will become Borouge Group International AG's Chief Executive Officer (CEO). Currently President and CEO of NOVA Chemicals, Roger brings over 40 years of global experience in the chemicals sector including establishing joint ventures, turning around and scaling companies and successfully closing complex deals across key markets including in Asia and the Middle East. At NOVA Chemicals, he led the construction and start-up of major growth projects and expanded the company's position in recycled polyethylene. Previously he was Chief Operating Officer at Westlake. Roger also held operational and investment roles at Solvay in the United States, Europe and Asia. He holds a Bachelor of Chemical Engineering from Georgia Tech and an MBA from Stanford.

Roger Kearns, Chief Executive Officer of Borouge Group International AG, said: "Borouge Group International is designed for resilience — combining scale, innovation, operational strength and global reach to deliver consistent performance across cycles and sustainable value over the long term. From day one, our priority will be continuity for customers, confidence for shareholders and disciplined execution as we build a leading global polyolefins champion. I look forward to working closely with the new leadership team and with employees across the organizations to build momentum from the outset."

Dr. Stefan Doboczky will become Borouge Group International AG's Chief Commercial Officer (CCO). In his current role as CEO of Borealis, he has successfully led the company through a period of significant market and energy price challenges. Focusing on competitiveness and advancing key innovation platforms, the company is now well positioned for the future. Prior to joining Borealis, his 30-year international career included more than a decade as CEO and Executive Board member of listed chemicals companies and private equity firms. He holds a Ph.D. in Chemistry from the Technical University Vienna and an MBA from IMD Lausanne.

Dr. Hasan Karam will become Chief Operating Officer (COO) of Borouge Group International AG and has served as Chief Operating Officer of Borouge Plc since May 2023. He has three decades of experience in refinery and petrochemical operations including senior roles at ADNOC Refining. In his role at Borouge Plc, Dr. Karam has led the transformation of and driven operational excellence at the world's largest integrated single-site polyolefin complex, delivering record production levels and utilization rates above nameplate capacity, while advancing efficiency across the company's assets through artificial intelligence and digitalization. As a graduate of Chemical Engineering, Dr. Karam also holds a PhD in Strategic Project Management from SKEMA Business School (France), an Executive MBA from Zayed University and a Master's degree in Organization Development and Leadership from Abu Dhabi School of Management.

In addition, Daniel Turnheim, currently Chief Financial Officer (CFO) of Borealis, will become interim CFO at Borouge Group International AG until the appointment of a new permanent CFO for the business, which is expected to take place by May 2026.

ADNOC and OMV also today announced the shareholder-nominated members of Borouge Group International AG's Supervisory Board. Board members nominated by ADNOC are: His Excellency, Dr. Sultan Ahmed Al Jaber (Chairman), Mussabeh Al Kaabi, Fatema Al Nuaimi, Dr. Rainer Seele and Klaus Froehlich. Board members nominated by OMV are: Dr. Alfred Stern, Reinhard Florey, Martijn van Koten, Dr. Edith Hlawati and Georg Knill.

As Borouge Plc will retain its listing on the Abu Dhabi Securities Exchange (ADX) until the proposed tender offer to convert Borouge Plc shares to Borouge Group International AG shares, Hazeem Sultan Al Suwaidi will remain as CEO of Borouge Plc. Jan-Martin Nufer will continue in his role as CFO of Borouge Plc during the transition period and Roland Jannsen remaining as Chief Marketing Officer. Dr. Hasan Karam will also continue in his role as Chief Operating Officer of Borouge plc.

Today's announcement is a key step in building a global polyolefins powerhouse, marking strong progress towards completing the formation of Borouge Group International AG.

The new company will benefit from one of the most geographically diversified platforms in the polyolefins sector, integrating production across three continents and serving customers internationally. This truly global reach, combined with long-term shareholders and a robust capital structure, will deliver resilience throughout the business cycle and an unmatched ability to drive sustainable shareholder returns.

Source: <https://app.box.com/s/h11jvgv7dtjvxp8jz0u09cgisyxnbw9y>

ADNOC and OMV to Create \$60+ Billion Global Polyolefins Champion

March 4, 2026

Combination of Borouge and Borealis to create Borouge Group International, with new entity to acquire Nova Chemicals for \$13.4 billion, establishing the world's fourth-largest polyolefins player

Leveraging its premium product portfolio and global sales and production footprint, Borouge Group International will be headquartered in Vienna with regional headquarters in Abu Dhabi and listed on the ADX

Borouge Group International will be jointly controlled as an equal partnership between ADNOC (46.94%) and OMV (46.94%), with OMV injecting €1.6 billion cash into the consolidated entity to equalize shareholding

New industry powerhouse will have best-in-class margin profile with around \$500 million in expected synergies per year, and deliver immediate dividend accretion as compared to existing Borouge dividend for shareholders

Upon completion, ADNOC's stake in Borouge Group International will be transferred to and held by XRG, with XRG committed to realizing the full value potential of the new polyolefins powerhouse

Highlights of the Transactions:

- Borouge plc and Borealis AG to combine into Borouge Group International, which will acquire Nova Chemicals Corporation
- Following the recontribution of Borouge-4, Borouge Group International will be the fourth-largest polyolefin producer (as measured by nameplate capacity) with 13.6 mtpa of capacity across Europe, the Middle East and North America
- Recontribution of Borouge-4 expected by end of 2026 at cost of approximately \$7.5 billion and will be a key growth driver for Borouge Group International
- Proposed transactions expected to be completed in Q1 2026, subject to regulatory approvals and other customary conditions
- Attractive dividend policy with minimum payout of 16.2 fils per share, representing a minimum uplift of 2% vs. Borouge's targeted full year 2024 DPS

Abu Dhabi National Oil Company (ADNOC) P.J.S.C. (ADNOC) and OMV Aktiengesellschaft (OMV) have agreed terms of a binding Framework Agreement (the Agreement) regarding the proposed combination of shareholdings in Borouge plc (Borouge) and Borealis AG (Borealis) (the Combination).

ADNOC has also entered into a share purchase agreement (SPA) with Nova Chemicals Holdings GmbH, an indirectly wholly owned company of Mubadala Investment Company P.J.S.C. (Mubadala) for 100% of Nova Chemicals Corporation (Nova), a leading North American polyethylene producer with 2.6 million metric tons (mt) of polyethylene capacity and 4.2 million mt of ethylene capacity. ADNOC and OMV have also agreed that upon completion of the Combination, Borouge Group International will acquire Nova for \$13.4 billion including debt, further expanding its footprint in North America. The acquisition, together with the recontribution of Borouge-4, would create a new \$60+ billion global polyolefins champion, set to be the world's fourth largest by nameplate production capacity. The acquisition implies a multiple of c. 7.5x forward through-the-cycle Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) and is expected to be debt financed through the capital markets.

Borouge Group International is intended to be headquartered and domiciled in Austria, with regional headquarters in the UAE. In addition, Borouge Group International will retain key corporate hubs in Calgary, Pittsburgh and Singapore. Borouge Group International will be listed on the Abu Dhabi Securities Exchange (ADX), subject to approval by the UAE Securities and Commodities Authority (SCA) and ADX. Under the terms of the Agreement, ADNOC and OMV will hold equal stakes of 46.94% in Borouge Group International, with joint control and equal partnership, with the remaining 6.12% in free float, subject to SCA approval and assuming all existing Borouge free float shareholders accept to exchange their existing shares in Borouge into shares in Borouge Group International.

Borouge Group International will combine the highly complementary strengths of three polyolefin leaders, including competitive feedstock, differentiated and premium quality product offering, direct access to growth markets, world-class technologies, and leading circularity credentials. With an extensive production footprint, innovation centers and global sales network, Borouge Group International is expected to have a combined polyolefins nameplate production capacity of approximately 13.6 million tons per annum (mtpa), including current organic polyolefin growth projects.

It is envisaged that Borouge Group International will raise up to \$4 billion of primary capital in 2026, to achieve relevant MSCI index inclusion and augment an investment grade credit rating, with a target through-the-cycle net leverage of up to 2.5x EBITDA.

His Excellency Dr. Sultan Ahmed Al Jaber, ADNOC Managing Director and Group CEO, said: "These transformative transactions mark a pivotal milestone in ADNOC's global chemicals strategy as we deliver on our international growth mandate. Building on our 25-year strategic partnership with OMV, we will create a new industry powerhouse, with a portfolio of premium products, cutting-edge technologies and worldwide market access. The visionary combination of Borouge and Borealis and acquisition of Nova Chemicals, further future-proofs ADNOC and solidifies Abu Dhabi's status as a leader in the chemicals sector, as we seek to meet the growing global demand for chemicals and associated products, while driving value creation and growth opportunities for our shareholders."

The Agreement strengthens the close collaboration and strategic partnership between ADNOC and OMV.

Alfred Stern, Chairman of the Executive Board and Chief Executive Officer of OMV, said: "These landmark transactions represent a momentous step for OMV. They will accelerate our growth strategy in Chemicals and support OMV's transformation into an integrated sustainable chemicals, fuels, and energy company. Together with ADNOC, our strategic partner of 25 years, we are creating a global polyolefins leader, exceptionally positioned for value creation by accessing the largest and most cost advantaged markets. We aim to significantly increase the sales volumes of innovative polyolefin premium products and be at the forefront of renewable and circular economy solutions. Together, OMV and ADNOC will build on a versatile and future-proof product portfolio and pursue

significant organic growth opportunities. Most importantly, today's agreement secures material synergies and long-term sustainable value creation for OMV's shareholders. ADNOC and OMV have already proven that we are stronger together. We are convinced that we will unlock superior shareholder value on our joint path forward."

The proposed Agreement assumes a primary cash injection of €1.6 billion by OMV into Borouge Group International. The cash injection will be reduced accordingly upon closing due to adjustment of the equity value of Borouge and Borealis after expected dividend payments up to Completion. Borouge-4 is expected to be among the key growth drivers, with expected recontribution by end of 2026. Recontribution of Borouge-4, when fully operational, is expected to be at cost of approximately \$7.5 billion including debt and accretive to operating cash flows and dividends per share (DPS), with an estimated through-the-cycle EBITDA of approximately \$900 million.

Strong Synergies and Attractive Dividend Policy

The proposed transactions are expected to unlock significant value for shareholders through the realization of operational and commercial synergies, improved global market access, accelerated rollout of new innovations, and sharing and scaling of advanced technologies. The majority shareholders estimate synergy potential of around \$500 million additional run-rate EBITDA, with 75% expected to be realized within three years after Completion.

Borouge Group International is expected to generate a through-the-cycle EBITDA of more than \$7 billion per annum. Supported by this stronger cash flow generation, the Company's dividend policy will be based on a 90% payout ratio with potential upside for distribution based on free cash flow generation, with the objective of maintaining a minimum annual payout of 16.2 fils per share, representing a minimum 2% accretion vs. Borouge's targeted full year 2024 DPS.

Committed to Circularity and Sustainability

Borouge Group International will target a leadership position in circular solutions, building on the existing initiatives of Borealis, Borouge and Nova to further develop its sustainable polyolefin solutions. Borealis and Borouge have both committed to reaching Scope 1 and 2 net zero emissions targets before 2050 with Borouge Group International's sustainability strategy and targets to be rolled out post Completion.

Indicative Timetable

The combination of Borouge and Borealis and acquisition of Nova are currently expected to complete in first quarter of 2026, subject to regulatory approvals and other customary conditions.

XRG's Global Chemicals Strategy

Upon completion, ADNOC's stake in Borouge Group International will be transferred to XRG, complementing XRG's Global Chemicals Platform, and fully supporting its global chemicals strategy and value creation agenda. As a strategic and value-add investor, XRG is committed to unlocking the full value potential of Borouge Group International through these transformative transactions, including the realization of synergies.

Source: https://adnoc.ae/en/news-and-media/press-releases/2025/adnoc-and-omv-to-create-60-billion-global-polyolefins-champion?utm_source=chatgpt.com

OMV and ADNOC to create USD 60+ bn global polyolefins champion

March 3, 2026

- Accelerates implementation of OMV's Strategy 2030, generating significant value for OMV and its shareholders
- Signed agreement foresees strategic combination of Borealis and Borouge under the newly created company Borouge Group International, set to become world's fourth largest polyolefins company
- OMV and ADNOC with equal shareholdings of 46.94% each and equal partnership in Borouge Group International following cash injection of EUR 1.6 bn (reduced by dividends paid out until closing) by OMV into the new company
- New company to be headquartered and domiciled in Vienna, Austria, with regional headquarters in Abu Dhabi
- Borouge Group International to be listed on ADX with an intended dual listing on ATX thereafter
- New company to acquire Nova Chemicals for an enterprise value of USD 13.4 bn
- Creates major organic growth platform with strong pipeline and access to the largest, most attractive markets
- Supports OMV's attractive shareholder distributions and reinforces its strong dividends within the oil, gas and chemicals sectors
- Creates significant value, free cash flow and clean CCS EPS accretive for OMV
- Unlocks substantial run-rate EBITDA synergy potential of approximately USD 500 million p.a., realizing 75% during the first three years after closing
- Once fully operational, Borouge 4 is envisaged to be recontributed by the end of 2026 to Borouge Group International from OMV and ADNOC at cost, estimated at USD 7.5 billion
- Borouge Group International's minimum total annual floor dividend of USD 2.2 bn, incl. annual floor dividend of around USD 1 billion to OMV
- Borouge/Borealis combination and acquisition of Nova Chemicals to close simultaneously, with expected completion in Q1 2026 subject to regulatory approvals and other customary conditions

OMV and ADNOC today announced the signing of a binding agreement for the combination of their shareholdings in Borealis and Borouge into Borouge Group International. ADNOC has also entered in a share purchase agreement with Nova Chemicals Holdings GmbH, an indirectly wholly owned company of Mubadala Investment Company P.J.S.C. for 100 percent of Nova Chemicals for an enterprise value of USD 13.4 billion. ADNOC and OMV have also agreed that upon completion of the combination, Borouge Group International will acquire Nova Chemicals further expanding its footprint in North America.

Once fully operational, Borouge 4 is envisaged to be retransferred to Borouge Group International at the end of 2026 at cost, estimated to be approximately USD 7.5 billion. When combined, the three highly complementary world-class businesses will create the fourth-largest global polyolefin group with equal shareholdings by OMV and ADNOC.

The acquisition of Nova Chemicals, a North American-based polyolefin producer and a leader in advanced packaging solutions and proprietary technologies, will further strengthen Borouge Group International's presence across the Americas and increase its exposure to advantaged feedstock. Borouge Group International will be uniquely positioned to create value and generate superior through-cycle shareholder returns, supported by synergies and a strong pipeline of organic growth projects.

Alfred Stern, Chairman of the Executive Board and Chief Executive Officer of OMV, said:

"These landmark transactions represent a momentous step for OMV. They will accelerate our growth strategy in Chemicals and support OMV's transformation into an integrated sustainable chemicals, fuels, and energy company. Together with ADNOC, our strategic partner of 25 years, we are creating a global polyolefins leader, exceptionally positioned for value creation by accessing the largest and most cost advantaged markets. We aim to significantly increase the sales volumes of innovative polyolefin premium products and be at the forefront of renewable and circular economy solutions. Together, OMV and ADNOC will build on a versatile and future-proof product portfolio and pursue significant organic growth opportunities. Most importantly, today's agreement secures material synergies and long-term sustainable value creation for OMV's shareholders. ADNOC and OMV have already proven that we are stronger together. We are convinced that we will unlock superior shareholder value on our joint path forward."

His Excellency Dr. Sultan Ahmed Al Jaber, ADNOC Managing Director and Group CEO, said: "These transformative transactions mark a pivotal milestone in ADNOC's global chemicals strategy as we deliver on our international growth mandate. Building on our 25-year strategic partnership with OMV, we will create a new industry powerhouse, with a portfolio of premium products, cutting-edge technologies and worldwide market access. The visionary combination of Borouge and Borealis and acquisition of Nova Chemicals, further future-proofs ADNOC and solidifies Abu Dhabi's status as a leader in the chemicals sector, as we seek to meet the growing global demand for chemicals and associated products, while driving value creation and growth opportunities for our shareholders."

Landmark transactions to deliver growth and value creation

Under the terms of the transactions, Borealis and Borouge will be combined, with OMV injecting EUR 1.6 billion in cash - to be reduced by dividends paid out until completion - into Borouge Group International to equalize shareholdings.

The NOVA Chemicals transaction will be funded through acquisition debt, which is expected to be refinanced in the capital markets. The valuation implies an Enterprise Value to EBITDA multiple of around 7.5 on the basis of an expected through-the-cycle EBITDA of USD 1.8 billion.

It is envisaged that Borouge Group International will raise up to USD 4 billion on the equity capital markets to achieve relevant MSCI index inclusion and augment an investment grade credit rating with a through-the-cycle net leverage target of up to 2.5 times EBITDA.

Borouge 4, the ethylene and polyethylene expansion project to Borouge's production facilities in the UAE, will be developed outside of Borouge Group International. It is envisaged to be recontributed to Borouge Group International at the end of 2026 once fully operational, for an estimated USD 7.5 billion from OMV (30 per cent share) and ADNOC (70 per cent share). The project is expected to provide a through-the-cycle EBITDA contribution of around USD 900 million per year.

Well positioned to benefit from global demand growth

The new company will benefit from significant global scale, access to low-cost feedstock, a high share of innovative and differentiated products, best-in class technical and innovation capabilities, and a unique portfolio in sustainable and recycling solutions.

On a proforma basis between 2020 and 2024, Borouge Group International would have had on average EBITDA of USD 4.5 billion and an EBITDA Margin of 26 per cent. The through-the-cycle EBITDA of the Borouge Group International is expected to grow to more than USD 7 billion per annum with significant contributions from existing growth projects and the extraction of synergies. It brings together three highly complementary regional leaders with more than 11,000 employees, a proforma polyolefins capacity of 12.2 million tonnes p.a. and olefin capacity of 11.4 million tonnes p.a.. Borouge Group International will be geographically well balanced, with established leadership positions in key markets and access to attractive and high growth regions, including the Americas, Europe, Asia, and the Middle East.

Borouge Group International will benefit from a strong pipeline of near-term organic growth projects. It will also be able to leverage Borealis' and Nova Chemicals' expertise to increase its share of premium grade products in growing industries. In addition, it will leverage Borealis' unique technology portfolio, to meet the growing market demand in key sectors. This includes Borstar®, a unique process and catalyst technology enabling molecular design, Borlink™, which helps linking grids and energy sources regionally and globally, Borceed™, a technology needed for closing the gap between classic thermoplastic products and rubbers, as well as Borcycle™, a recycling technology closing the loop on plastic waste. Nova Chemicals' technologies include the Advanced SCLAIRTECH™ process, combining innovations in reactors and catalysts to produce premium polyethylene resin, and SYNDIGOT™, a mechanically recycled food-contact resin for the food packaging market.

With more than 16,500 granted patents, Borouge Group International will have a competitive advantage through its leading technological expertise, innovation and R&D capabilities. Its cost advantaged feedstock position will account for approximately 70 per cent of its production capacity.

Demand in polyolefins is expected to grow globally at a CAGR of 3.7 per cent between 2024-20351. This is being driven by higher demand growth regions and megatrends including population growth, healthcare and hygiene demand, materials needed for the energy transition, food waste and scarcity, as well as water access and sanitation.

Equal governance rights between OMV and ADNOC

The new entity will be headquartered and domiciled in Vienna, Austria, with regional headquarters in Abu Dhabi, and listed on the Abu Dhabi Securities Exchange (ADX). It is intended that Borouge Group International will have a dual listing on the Vienna Stock Exchange (ATX) in the future. The equal shareholding structure enables joint control between OMV and ADNOC, allowing both parties to have equal decision-making rights in all strategic matters.

Borouge Group International will have a two-tier board structure with equal governance and voting rights between OMV and ADNOC. The Supervisory Board will have five representatives from OMV, five representatives from ADNOC and potentially five employee representatives according to Austrian corporate governance.

Strong synergies and attractive dividend policy

Borouge Group International is expected to realize substantial annual synergies of around USD 500 million run-rate EBITDA per annum, driven by improved procurement, cross-selling opportunities, optimization and efficiencies. About 75 per cent of the synergy potential will be realized within three years after closing.

The transaction simplifies OMV's chemicals holdings by creating a single, direct shareholding in Borouge Group International. The new company will target an investment grade credit rating profile and have a competitive dividend policy, with a minimum total floor dividend of USD 2.2 billion, based on the expected share structure at closing.

The existing dividend policy of OMV is expected to remain unchanged for 2025 and is envisaged to be reviewed for potential adjustments thereafter. The net floor dividend to OMV from Borouge Group International is expected to be around EUR 1 bn and it is the guiding principle that OMV's shareholders continue to benefit from the competitive returns.

Advancing OMV's Strategy 2030

The establishment of Borouge Group International accelerates the implementation of OMV's Strategy 2030 and its growth in Chemicals, including achieving key priorities of growing in attractive markets, with a particular focus on North America and Asia; establishing a leading position in renewable and circular economy solutions and diversifying its portfolio.

In addition to delivering immediate scale in major polyolefins markets, these transactions provide exposure to high-end markets and provides a growth platform benefiting from global demand trends and developing own organic growth projects.

OMV remains committed to combined innovation capabilities through its R&D expertise and the highly skilled workforce. The current innovation centers in Europe, incl. Austria, as well as the UAE will continue to be key R&D hubs. With OMV's simplified Chemicals holdings, it will preserve the industrial integration through continuing to operate its refinery integrated naphtha-based crackers in Schwechat, Austria, and Burghausen, Germany, and develop its sustainable base chemicals offering. The industrial integration and majority of the operational synergies at OMV sites in Austria and Germany will be preserved to maintain the Group's competitive advantage.

Indicative transaction timetable

The completion of the all-share combination of Borealis and Borouge and acquisition of Nova Chemicals is estimated in Q1 2026, subject to regulatory approvals and customary closing conditions.

1 Chemical Market Analytics, December 2024

Source: https://www.omv.com/en/media/press-releases/2025/250303-omv-and-adnoc-to-create-usd-60-plus-bn-global-polyolefins-champion?utm_source=chatgpt.com

Covestro and XRG commence strategic partnership: Transaction successfully closed

December 10, 2025

- **EUR 1.17 billion capital increase has been executed**
- **Closing marks official start of partnership**

Covestro AG today announced the successful closing of its strategic partnership with XRG P.J.S.C. (formerly ADNOC International Limited, together with its subsidiaries in the following "XRG"). The agreed capital increase of EUR 1.17 billion was carried out as planned, providing Covestro with additional resources to support the implementation of its "Sustainable Future" strategy.

Dr. Markus Steilemann, CEO of Covestro, said: "With today's closing of the transaction, we can now begin our joint journey with XRG. Together with XRG as a strong and long-term partner, we are well positioned to drive Covestro's transformation and create long-term value for our customers, employees, and stakeholders worldwide."

The closing of the transaction marks the official start of the partnership, building on all underlying agreements and prior regulatory clearances.

Further information on the transaction can be found on the deal website at: www.covestro-offer.com

About XRG:

XRG is an international investment company with an enterprise value of \$150 billion, investing across natural gas, chemicals and scalable energy solutions that power AI and industry globally. Headquartered in Abu Dhabi and wholly owned by ADNOC, XRG's portfolio includes operating and non-operating interests in assets and companies that are meeting the rapidly increasing global demand for energy and the chemicals that are essential for sustainable economic growth.

About Covestro:

Covestro is one of the world's leading manufacturers of high-quality polymer materials and their components. With its innovative products, processes and methods, the company helps enhance sustainability and the quality of life in many areas. Covestro supplies customers around the world in key industries such as mobility, building and living, as well as the electrical and electronics sector. In addition, polymers from Covestro are also used in sectors such as sports and leisure, telecommunications and health, as well as in the chemical industry itself.

The company is geared completely to the circular economy. In addition, Covestro aims to achieve climate neutrality for its Scope 1 and Scope 2 emissions by 2035, and the Group's Scope 3 emissions are also set to be climate neutral by 2050. Covestro generated sales of EUR 14.2 billion in fiscal year 2024. At the end of 2024, the company had 46 production sites worldwide and employed approximately 17,500 people (calculated as full-time equivalents).

Source: <https://www.covestro.com/press/covestro-and-xrg-commence-strategic-partnership-transaction-successfully-closed/>

ADNOC Announces Internal Transfers of Shareholdings in its Listed Companies to XRG

September 11, 2025

Abu Dhabi, UAE – September 11, 2025: Abu Dhabi National Oil Company (ADNOC) P.J.S.C announced today that it will transfer its equity stakes in its listed companies to XRG P.J.S.C. (XRG), ADNOC's wholly-owned international energy investment company. ADNOC will continue to retain control and ultimate ownership of the listed companies through its 100% shareholding of XRG and reaffirms its commitment to long-term value creation and capital discipline.

The internal administrative share transfers will have no impact on the day-to-day operations, leadership teams, or strategic direction of the respective listed companies. The dividend policies of the listed companies remain unchanged, consistent with ADNOC's track record of delivering predictable and sustainable returns.

These internal transfers will 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.

The companies included in the transfer are:

- Abu Dhabi National Oil Company for Distribution P.J.S.C. (ADNOC Distribution)
- ADNOC Drilling Company P.J.S.C. (ADNOC Drilling)
- ADNOC Gas plc (ADNOC Gas)
- ADNOC Logistics and Services plc (ADNOC Logistics & Services)

As previously announced, upon receipt of regulatory approvals and the successful completion of the proposed transactions that involve the planned combination of Borouge plc and Borealis AG (Borealis) into a new entity to be named Borouge Group International (BGI), with BGI to acquire NOVA Chemicals Inc. (Nova), ADNOC's entire stake in BGI will be transferred to and held by XRG. ADNOC also confirms that its entire stake in Fertigllobe plc (Fertigllobe) is held through XRG.

The transfer of ADNOC's majority shareholdings in ADNOC Distribution, ADNOC Gas and ADNOC Logistics & Services were effected earlier today, through an off-market transfer on the ADX, with the share transfer of ADNOC Drilling to occur following regulatory approvals.

Source: <https://www.adnoc.ae/en/news-and-media/press-releases/2025/adnoc-announces-internal-transfers-of-shareholdings-in-its-listed-companies-to-xrg>

ADNOC Closes Acquisition of 24.9% Stake in OMV

February 29, 2024



Successful completion accelerates delivery of ADNOC's global chemicals expansion strategy; reinforces focus on partnerships, value creation and growth

Transaction sees ADNOC increase its shareholdings in Borealis and Borouge

Investment strengthens long-standing partnership between ADNOC and OMV and unlocks additional value creation for Borouge

ADNOC and OMV continue to be engaged in open-ended negotiations about a potential merger of Borouge and Borealis

ADNOC announced today that it has formally closed the acquisition of a 24.9% shareholding in OMV AG (OMV), a global energy and chemicals group, headquartered and listed in Vienna, Austria, from Mubadala Investment Company (Mubadala). The transaction accelerates delivery of ADNOC's global chemicals growth strategy, and reinforces its status as a responsible, long-term partner and growth-oriented investor. Financial details were not disclosed.

Following the successful completion of the transaction, ADNOC owns 24.9% of OMV, while Österreichische Beteiligungs AG (ÖBAG), an Austrian independent holding company, holds 31.5%, with the remaining share capital in free float. Through this strategic investment in OMV, ADNOC has increased its shareholdings in both Borealis AG (Borealis) and Borouge plc (Borouge), further bolstering its footprint in the chemicals sector, enabling synergies and unlocking significant growth opportunities across its broader chemicals portfolio, in particular at Borouge.

ADNOC intends to nominate two representatives to the OMV Supervisory Board in due course, in line with OMV's governance processes.

Commenting on the successful closing, Khaled Salmeen, Executive Director, Downstream Industry, Marketing & Trading at ADNOC said: "ADNOC is proud to become a shareholder in OMV, a leading international energy and chemicals company, with whom we share a long-standing strategic partnership. Together, we have created significant value through our joint venture Borouge, and today's investment will unlock further value and future growth opportunities for both companies. Building on our 25% shareholding in Borealis, this transaction marks the next transformative step as we accelerate our ambitious chemicals growth strategy, unlocking significant growth and value creation opportunities for ADNOC, OMV and their respective shareholders."

This transaction represents the latest milestone in ADNOC's ongoing value creation and international growth journey. Further cementing the strong ties between the United Arab Emirates (UAE) and Austria, the transaction reinforces ADNOC's role as a primary catalyst for responsible, sustainable investment and value creation for Abu Dhabi, the UAE and its shareholders and partners.

ADNOC and OMV also continue to be engaged in open-ended negotiations about the potential creation of a new combined petrochemicals holding entity, through the proposed merger of their respective existing shareholdings in Borouge and Borealis.

Source: <https://www.adnoc.ae/en/news-and-media/press-releases/2023/adnoc-closes-acquisition-of-249-stake-in-omv>



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