

Date: 4 March 2024

التاريخ: 4 مارس 2024

**Disclosures and Compliance Section**  
**Market Operations Surveillance Department**  
**Abu Dhabi Securities Exchange**  
**Abu Dhabi, UAE**

قسم الإفصاح والامتثال  
 إدارة العمليات والرقابة  
 سوق أبوظبي للأوراق المالية  
 أبوظبي، الإمارات العربية المتحدة

تحية طيبة وبعد،

Greetings,

**Subject: Notification of the date and agenda to the meeting of the Annual General Assembly of Abu Dhabi National Oil Company for Distribution PJSC (ADNOC Distribution or the Company)**

الموضوع: إخطار بتاريخ وجدول أعمال الجمعية العمومية السنوية لشركة بترول أبوظبي الوطنية للتوزيع ش.م.ع. (أدنوك للتوزيع أو الشركة)

Notice is hereby given that the Securities and Commodities Authority (SCA) has approved the request to open the nomination process for the membership of the Board of Directors of ADNOC Distribution, as well as the Company's General Assembly meeting date and agenda.

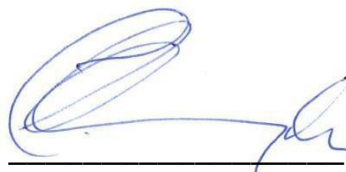
نحيط عنايتكم علماً بموافقة السادة/ هيئة الأوراق المالية والسلع على طلب فتح باب الترشيح لعضوية مجلس إدارة شركة أدنوك للتوزيع، وعلى موعد وجدول أعمال اجتماع الجمعية العمومية السنوي للشركة.

Please find attached the approved announcement of opening the nomination for the membership of the Company's Board of Directors, and the invitation and agenda of the General Assembly meeting. The announcements will be published in Alittihad newspaper and The National newspaper, on Tuesday, 5<sup>th</sup> March 2023.

مرفق لكم طيه إعلان فتح باب الترشيح لعضوية مجلس إدارة الشركة ودعوة وجدول أعمال اجتماع الجمعية العمومية السنوي المعتمدين، علماً بأنه سيتم نشر الإعلانين في كل من صحيفة الاتحاد وذا ناشونال يوم الثلاثاء الموافق 5 مارس 2024.

Yours faithfully,

وتفضلوا بقبول فائق الاحترام والتقدير،،



معن العايدي  
 أمين سر مجلس الإدارة  
**Mann El Aydi**  
**Board Secretary**

Copy to: Securities and Commodities Authority

نسخة: هيئة الأوراق المالية والسلع

# INVITATION TO ATTEND THE ANNUAL GENERAL ASSEMBLY MEETING OF ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC

The Board of Directors of Abu Dhabi National Oil Company for Distribution PJSC (the Company) invites the shareholders to attend the annual general assembly meeting in person at Abu Dhabi Energy Center, Zayed the First Street, Abu Dhabi or by attending virtually through an electronic link for the meeting which will be sent to the shareholders via SMS or email (as available) following registration of their attendance, to enable the shareholders to attend the meeting virtually and discuss the agenda and vote on the proposed resolutions in real time, on Wednesday 27 March 2024 at 3:00pm to consider the following agenda:

**Firstly:** Authorise the chairman of the general assembly to appoint a secretary to the meeting and a vote collector.

## **Secondly: Ordinary resolutions agenda items:**

1. Consider and approve the Board of Directors' report on the Company's activity and its financial position for the financial year ended 31 December 2023.
  2. Consider and approve the external auditor's report for the financial year ended 31 December 2023.
  3. Consider and approve the Company's balance sheet and profit and loss account for the financial year ended 31 December 2023.
  4. Approve the interim cash dividend of AED 1.285 billion (10.285 fils per share) for the first half of 2023 which was distributed to shareholders by virtue of a resolution of the Board of Directors adopted on 25 September 2023.
  5. Consider and approve the Board of Directors' recommendation regarding the distribution of a cash dividend amounting to AED 1.285 billion (10.285 fils per share) for the second half of 2023, to bring the total cash dividend for the year ended 31 December 2023 to AED 2.57 Billion (20.57 fils per share, 257.1% of the Company's share capital).
  6. Release the members of the Board of Directors of liability for the financial year ended 31 December 2023 or dismiss them and file claim against them.
  7. Release the external auditors of liability for the financial year ended 31 December 2023 or dismiss them and file claim against them.
  8. Approve the Board of Directors remuneration for the financial year ended 31 December 2023.
  9. Appoint the auditors for the financial year 2024 and determine their fees.
  10. Consider and approve the Board of Directors' recommendation to amend the dividend policy of the Company for the years from and including 2024 through 2028, to set an annual dividend per financial year of AED 2.57 billion (20.57 fils per share), or minimum 75% of net profit, whichever is higher (compared to minimum 75% of distributable profits as per current policy). All other sections of the dividend policy remain the same and the above changes shall be subject to them.
  11. Elect the Board of Directors for three years.
- Notes:**
1. At the direction of the Securities and Commodities Authority, the Company's shareholders who will attend the general assembly virtually should register their attendance electronically to be able to vote on the items of the general assembly. Registration is open from 3:00pm on Tuesday, 26 March 2024 and closes at 3:00pm on Wednesday, 27 March 2024. For electronic registration, please visit the following website: [www.smartagm.ae](http://www.smartagm.ae). Holders of proxies must send a copy of their proxies to the email address [is@bankfab.com](mailto:is@bankfab.com) with their names and mobile numbers to receive text messages for registration.
  2. Any registered shareholder entitled to attend the general assembly meeting may delegate any person other than a member of the Board of Directors, employees of the Company, a broker or employees of such broker under a special written proxy. In such capacity, no proxy may represent a number of shareholders who hold more than 5% of the shares in the capital of the Company.
- Persons of incomplete capacity or incapable shall be represented by their legal representatives (provided that the requirements set forth in items 1 and 2 of Article (40) of Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning the Approval of Joint Stock Companies Governance Guide are taken into account). Shareholders may review the disclosure posted on the Company's page at ADX in respect of the requirements to be adopted to approve a proxy.
3. Passing of a special resolution requires the consent of shareholders representing no less than three quarters of the shares represented at the meeting.
  4. A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the general assembly of the Company. The delegated person shall have the powers as determined in the delegating resolution.
  5. Shareholders registered in the shareholders register on Tuesday, 26 March 2024 shall be entitled to vote in the general assembly meeting.
  6. The meeting of the general assembly shall not be valid unless attended by Shareholders who hold or represent by proxy at least (50%) of the Company's share capital. In case quorum is not reached in the first meeting, the second meeting shall be convened on Wednesday 3 April 2024 at the same time and place. All duly completed proxy forms shall continue to be valid and in full force for any adjourned meeting unless revoked by the relevant shareholder by written notice to the email address [is@bankfab.com](mailto:is@bankfab.com) two days prior to the meeting.
  7. Shareholders registered in the shareholders register on Monday 8 April 2024 shall be entitled to receive the dividends if the quorum is achieved on 27 March 2024, and shareholders registered in the shareholders register on Monday 15 April 2024 shall be entitled to receive the dividends if the general assembly is held on 3 April 2024. Please note that the Record Date is subject to change due to the Eid/Market holiday, whenever decided.
  8. Shareholders are required to update their contact details at the Abu Dhabi Securities Exchange to ensure that dividends are delivered properly. Dividends will be distributed through the Abu Dhabi Securities Exchange.
  9. The meeting will be recorded. Shareholders are entitled to discuss the items listed in the agenda and ask questions to the Company.
  10. The Company's consolidated financial statements for the year ended 31 December 2023, the annual report, the Company's corporate governance report and the proposed dividends policy are available via the Company's page on the Abu Dhabi Securities Exchange and the Company's website: <https://www.adnocdistribution.ae/investor-relations/downloads>.
  11. The Shareholders can view and download the Investors Rights Guidelines on the Securities and Commodities Authority's website through the following link: <https://www.sca.gov.ae/en/regulations/minority-investor-protection.aspx>

# ANNOUNCEMENT OF THE OPENING OF NOMINATIONS FOR MEMBERSHIP OF THE BOARD OF DIRECTORS OF ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC

The Board of Directors of Abu Dhabi National Oil Company for Distribution PJSC (the Company) is pleased to announce the opening of nominations to the membership of the Company's Board of Directors during the period from Tuesday 5 March 2024 until 3:00pm on Thursday 14 March 2024. Each person fulfilling the requirements of nomination to the Board of Directors may send an application (which is available on the Company's website [www.adnocdistribution.ae](http://www.adnocdistribution.ae)) to the management of the Company by email at [ir@adnocdistribution.ae](mailto:ir@adnocdistribution.ae).

The application must be accompanied by a brief biography about the applicant and the membership capacity for which he/she wishes to nominate himself/herself (being an executive member, non-executive member or independent member).

## General conditions:

1. The number of Board members required to be elected is seven members.
2. The nomination period for Board membership shall remain open for at least 10 days from the date of this announcement pursuant to the requirements of Article (9) of the Corporate Governance Guide issued by Resolution of the Chairman of the SCA No. (3/R.M) of 2020, as amended.
3. Nominees for the Board of Directors shall meet the requirements of the Federal Law by Decree No. (32) of 2021 concerning Commercial Companies, the Corporate Governance Guide issued by Resolution of the Chairman of the SCA No. (3/R.M) of 2020, as amended and the Company's Articles of Association.
4. The documents referred to in Article 20 of the Company's Articles of Association and those set out in paragraph 7 of Article (10) of the Corporate Governance Guide issued by Resolution of the Chairman of the SCA No. (3/R.M) of 2020, as amended, should be attached to the nomination application. **Noting that the nomination application will be deemed cancelled in the case of failure to submit all the required documents during the opening period for Board membership nominations.**
5. The nominee may not, after closing the nomination, assign his/her nomination in favor of another person.
6. The Company will publish the names of the nominees and their nomination information on the announcement board at the Company's headquarters, on the Company's website ([www.adnocdistribution.ae](http://www.adnocdistribution.ae)) and on its page on ADX's website ([www.adx.ae](http://www.adx.ae)) on Friday 22 March 2024. The voting and election will take place electronically at the general assembly due to be held on Wednesday 27 March 2024.
7. The Securities and Commodities Authority and the Market will be provided with a list of nominees after closing the nomination.

## Clarifying disclosure regarding the approval of agencies

According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders with the following:

1. Each shareholder who has the right to attend the general assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the Company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
2. The shareholder's signature on the power of attorney referred to in clause No.1 shall be the authorized signature by/with any of the following entities. The Company shall take necessary procedures to verify this:
  - A. Notary Public.
  - B. Commercial chamber of economic department in the state.
  - C. Bank or company licensed in the state, provided that the agent shall have account with any of them.
  - D. Any other entity licensed to perform attestation works.
3. The Proxy form shall include the name & contact number(s) of the shareholder and the brokerage firm who approved the proxy. This form / power of attorney / delegation / Proxy is a guiding form whereby the client has the power to issue the Proxy in accordance with the limits and powers he deems appropriate, all of this is with the obligation that the signature of the shareholder mentioned in the proxy be the signature approved by / with one of the above-mentioned authorities. For further inquiries or clarification please email [is@bankfab.com](mailto:is@bankfab.com).

## إفصاح توضيحي بشأن اعتماد الوكالات

بناءً على متطلبات البندين 1 و 2 من المادة رقم 40 من دليل الحوكمة، نود أن نلفت السادة المساهمين إلى ما يلي:

(1) يجوز لمن له حق حضور الجمعية العمومية أن ينيب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها. ويجب ألا يكون الوكيل -لعدد من المساهمين- حائزاً بهذه الصفة على أكثر من (5%) من رأس مال الشركة المصدر. ويمثل ناقصي الأهلية فاقدتها النايبون عنهم قانوناً.

(2) يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (1) هو التوقيع المعتمد من/لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.

- (أ) الكاتب العدل.
- (ب) غرفة تجارة أو دائرة اقتصادية بالدولة.
- (ج) بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما.
- (د) أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.

(3) يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم وأرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل. إن هذا النموذج / التوكيل / التفويض هو نموذج استرشادي حيث ويكون للموكل إصدار التوكيل وفقاً للحدود والصلاحيات الذي يراها مناسبة، وذلك جميعه مع ضرورة التزام بأن يكون توقيع المساهم الوارد في الوكالة هو التوقيع المعتمد من/لدى أحد الجهات المذكورة أعلاه. للمزيد من المعلومات أو الإيضاحات يرجى التواصل على البريد الإلكتروني [is@bankfab.com](mailto:is@bankfab.com).