

Date: 11 March 2019

التاريخ: 11 مارس 2019

Mr. Saif Sayah Al Mansoori
Senior Head of Listed Companies Affairs
Department
Abu Dhabi Securities Exchange
PO Box 54500
Abu Dhabi, UAE

السيد/ سيف صياح المنصوري
رئيس أول إدارة شؤون الشركات المدرجة
سوق أبوظبي للأوراق المالية
صندوق بريد 54500
أبوظبي، الإمارات العربية المتحدة

Dear Saif,

تحية طيبة وبعد،

Notice is hereby given that the Securities and Commodities Authority (SCA) has approved ADNOC Distribution's Annual General Meeting date and agenda. The meeting will be held on Wednesday, March 27, 2019 at 2:00 PM, at Jumeirah Etihad Towers, Abu Dhabi.

نحيط عنايتكم علماً بموافقة السادة/ هيئة الأوراق المالية والسلع على موعد وجدول أعمال اجتماع الجمعية العمومية السنوي لشركة أدنوك للتوزيع، والذي سيعقد يوم الأربعاء الموافق 27 مارس 2019 في تمام الساعة الثانية ظهراً، في فندق الجميرا في أبراج الاتحاد، أبوظبي.

Please find attached the approved AGM invitation and agenda.

مرفق لكم طيه دعوة وجدول أعمال اجتماع الجمعية العمومية السنوي الموافق عليه.

Best regards,

مع فائق الاحترام والتقدير،



إيان بلومينستين
المستشار القانوني وسكرتير عام الشركة
Ian Blumenstein
General Counsel & Corporate Secretary

ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC INVITATION TO ATTEND THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 27 MARCH 2019



The Board of Directors of Abu Dhabi National Oil Company for Distribution PJSC (the Company) is pleased to invite shareholders to attend the Company's Annual General Meeting on Wednesday, 27 March 2019, at 2:00 pm to be held at the Jumeirah Hotel at Etihad Towers, Abu Dhabi. The meeting will consider the following:

1. Review and approve the report of the Board of Directors on the Company's activities and its financial position for the year ended 31 December 2018.
2. Review and approve the report of the Company's independent auditor for the year ended 31 December 2018.
3. Discuss and approve the Company's financial statements for the year ended 31 December 2018.
4. Consider and approve the appointment of Mr. Khaled Salmeen as a new Board member in replacement of Mr. Abdulla Salem Al Dhaheri who resigned from the Board on 5 February 2019.
5. Consider and approve the Board of Directors' recommendation regarding the distribution of an additional dividend amounting to AED 735 Million (5.88 fils per share; 73.5% of the Company's share capital) for the year ended 31 December 2018.
6. Consider the proposal of the Board of Directors regarding the remuneration of the Board Directors for the year ended 31 December 2018, and to determine such remuneration;
7. Absolve the Board of Directors of liability for their activities for the year ended 31 December 2018 or remove them or file a legal claim against them.
8. Absolve the independent auditor of liability for their activities for the year ended 31 December 2018 or remove them or file a legal claim against them.
9. Appoint the Company's independent auditor for 2019 and determine their remuneration.
10. Authorise the Chairman of the Board of Directors and any person so authorised by the Chairman to carry out any action as may be required to implement the resolutions adopted by the Annual General Meeting.

Notes:

1. Each shareholder may authorize a representative of their choice (other than a member of the Company's Board of Directors) to attend the Annual General Meeting on behalf of the shareholder by means of a written proxy in the prescribed form sent to the shareholders. The representative must not, in such capacity, hold more than 5% of the Company's shares on behalf of several shareholders. Persons of incomplete legal capacity will be represented by their legal representatives and minors will be represented by their parent or guardian. 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 Annual General Meeting, and the delegated person will have the powers as determined in the delegated resolution.
2. Shareholders that are registered in the Company's share book on Tuesday, 26 March 2019 will be entitled to attend the Annual General Meeting and vote.
3. Shareholders registered in the Company's share book on Sunday, 7 April 2019 shall be entitled to receive dividends if the Annual General Meeting convened on its first meeting on Wednesday, 27 March 2019. Shareholders who are registered on Sunday, 14 April 2019 shall be entitled to receive the dividends if the Annual General Meeting does not convene until its second meeting on Thursday, 4 April 2019.
4. Shareholders can review the Company's financial statements and 2018 corporate governance report on Abu Dhabi Securities Exchange website and on the Company's website <https://www.adnocdistribution.ae/> prior to the Annual General Meeting. Hard copies will be available at the meeting which can be obtained upon registering for the meeting.
5. The Annual General Meeting will only be valid if attended by shareholders (or their proxies) who represent at least 50% of the Company's capital. If this quorum is not achieved at the first meeting on Wednesday 27 March 2019, a second meeting will be held on Thursday, 4 April 2019 at the same place and time. The second meeting will be considered valid if attended by one or more shareholders. Shareholders who are registered in the Company's share book on Wednesday, 3 April 2019 will be entitled to attend the second meeting and vote at such meeting. 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 registrar Abu Dhabi Securities Exchange Head (Al Ghaith Tower, Hamdan Bin Mohammed Street, Al Markaziyah District, Abu Dhabi, UAE) two days prior to the meeting.
6. Shareholders are required to update their bank account details at Abu Dhabi Securities Exchange to ensure that dividends are delivered properly. Dividends will be distributed through the Abu Dhabi Securities Exchange.
7. Shareholders can review the investors' rights in securities guide on the homepage of the Securities and Commodities Authority's official website: <https://www.sca.gov.ae/Arabic/Pages/Home.aspx>.

The Board of Directors

ADNOC Distribution