

Our Corporate Governance Overview

Corporate Governance Policy

ADNOC Distribution's Corporate Governance Policy provides clear guidance on:

- The Company's corporate governance structure and the interface between the Company and its stakeholders;
- The authorities and decision-making mechanisms within the Company and between its stakeholders; and
- The role and responsibilities of the Company's corporate governance function.

Code of Conduct

ADNOC Distribution's Code of Conduct demonstrates its commitment to compliance and ethical behavior in everything it does. The Board of Directors approves and oversees the Code of Conduct, which outlines the Company's principles and expectations. The Company reviews the Code of Conduct annually and conducts regular training sessions, including mandatory annual training for its employees. The Company's Code of Conduct: (i) sets out the minimum standard of conduct that ADNOC Distribution expects from employees, suppliers, contractors, partners, and, anyone else working for or on behalf of the Company; and (ii) provides a set of basic rules and standards that are designed to ensure that our business is conducted in an ethical and compliant manner and in accordance with our core values.

Supplier and Partner Code of Ethics

In alignment with its commitment to uphold integrity in all its operations, ADNOC Distribution has established the Supplier and Partner Code of Ethics. Suppliers and partners of the Company are required to adhere to the Supplier and Partner Code of Ethics, ensuring ethical alignment across the supply chain. The Code lays out fundamental rules and standards for conducting business with ADNOC Distribution in an ethical and compliant manner.

Dividend Policy

ADNOC Distribution's Dividend Policy sets out clear and transparent criteria and methodology for distribution of the Company's profits, ensuring the interests of both the Company and its shareholders.

The payment of dividends is subject to consideration of: (i) the cash management requirements of the Company for operating expenses, interest expense, and anticipated capital expenditures; (ii) market conditions; (iii) the then current operating environment in our markets; and (iv) the outlook for the business of the Company.

In addition, any level or payment of dividends will depend on, among other things, future profits and the business plan of the Company, and be at the discretion of the Board of Directors and approval of the shareholders.

Under its Articles of Association, ADNOC Distribution may distribute quarterly, semi-annual and/or annual dividends to shareholders from operating profits and/or accumulated profits of ADNOC Distribution.

Since its Initial Public Offering, ADNOC Distribution has been paying a dividend twice each fiscal year, with an initial interim payment in October of that year and a second payment in April of the following year. Going forward, the Company intends to pay dividends on a quarterly basis effective from the first quarter of 2026.

WE ARE

Responsible

Respectful

Progressive

Collaborative

Efficient



Related Party Transactions Policy

ADNOC Distribution's Related Party Transaction Policy is designed to ensure that: (i) transactions with related parties are conducted on arm's length terms; (ii) the Board of Directors and senior management are aware of the steps required to approve transactions with related parties; and (iii) a legitimate business case is present which supports the relevant related party transactions, including their arm's length nature.

In accordance with this policy, the Company may not enter into a related party transaction unless it has been approved by: (i) its Board of Directors, where the transaction's value does not exceed 5% of the value of our share capital; or (ii) its shareholders at a General Assembly, where the transaction's value exceeds 5% of our share capital. The foregoing requirements do not apply to transactions with ADNOC and with other ADNOC Group companies.

However, for so long as ADNOC owns more than 50% of Company's shares, directly or indirectly, ADNOC Distribution may not enter into transactions with ADNOC or other ADNOC Group companies unless such transactions have been approved by the Board of Directors, including a majority of the independent members and subject to applicable exemptions and the thresholds established in the relevant Delegation of Authority Matrix.

Insider Dealing Policy

The requirement to have fair and transparent dealings in our securities is of paramount importance to us and we take a zero-tolerance approach to any activities which would prevent this requirement from being properly implemented.

Accordingly, the Company has implemented an Insider Dealing Policy to ensure that the obligations and responsibilities of its employees, officers and directors with respect to dealings in Company's securities are clearly defined. In accordance with the Insider Dealing Policy, there is an Insider Dealing Committee to oversee the ongoing implementation of this policy. To support compliance, regular training and awareness sessions on detecting and avoiding insider dealing are provided by the Company.

Anti-Bribery and Corruption Policy

ADNOC Distribution is committed to doing business lawfully, ethically and with integrity, and all of its employees and representatives are expected to act accordingly. Consistent with this commitment, the Company takes a zero-tolerance approach to fraud, bribery, money laundering and all other forms of corruption. The Anti-Bribery and Corruption Policy sets forth the Company's requirements to ensure that none of its employees or representatives engage in any of these activities.

Compliance Investigations Policy

ADNOC Distribution's commitment to operating with integrity includes investigating, where necessary, allegations of ethical misconduct. The Company's Compliance Investigations Policy and supporting procedures set forth our approach to investigations relating to alleged violation of: (i) ethical business practices; (ii) integrity in our interactions and arrangements with third parties; and (iii) applicable laws, regulations, policies and procedures relating to ethical business practices and integrity. The policy requires that all personnel must cooperate fully and truthfully with investigations and that confidentiality is maintained throughout the process.

To preserve the integrity of an investigation, employees must not withhold evidence, influence witnesses, or take any other action that might hinder or interfere with the inquiry.

Conflicts of Interest Policy

ADNOC Distribution understands that its employees, officers and directors will engage in legitimate social, financial and business activities outside the scope of their work.

The Company's Conflicts of Interest Policy sets forth the requirements for the avoidance and management of conflicts of interest that may arise as a result of these other activities, including the avoidance of situations that merely have the appearance of a conflict of interest. Under this policy, conflicts of interest must be promptly disclosed so that the appropriate course of action can be taken to protect the Company's interests.

Whistleblowing Policy

As part of its commitment to integrity, ADNOC Distribution maintains an open, honest and transparent culture. The Whistleblowing Policy encourages our employees to report concerns about unethical behavior in connection with our business by assuring confidentiality and protecting good faith whistle-blowers from retaliation.

Employees can submit reports through multiple channels: a dedicated hotline; email; or the anonymous reporting portal named "Takallam". All reports are handled with utmost seriousness and investigated promptly to ensure transparency and accountability.

Gender Diversity Policy

ADNOC Distribution is committed to promoting gender equality across all levels of the organization, upholding its position as an equal-opportunity employer and enhancing transparency. All employees receive fair and equal treatment, regardless of gender. To support this commitment, the Company ensures equal opportunities for both female and male candidates in all vacancies, with a particular focus on building a strong talent pipeline of female candidates throughout the recruitment cycle. This approach is reinforced by the Gender Diversity Policy, which covers Board-level appointments and sets out a company-wide strategy for gender inclusion.

Furthermore, female employees have access to all necessary training and development opportunities to reach their full potential, in alignment with ADNOC Distribution's high-performance standards. To promote employees' retention, ADNOC Distribution offers flexible work arrangements and provides gender-specific leaves, including maternity, paternity, and Al Uddah leaves.

Compensation and benefits are also regularly reviewed to maintain pay parity for men and women in equivalent roles, encompassing salary, allowances, benefits, and performance incentives.

