

# ADNOC Distribution's Board of Directors

**The Board of Directors provides strategic direction and exercises oversight over the Company's business, performance, risk management and governance framework. In 2025, our Board of Directors comprised seven Directors elected by the General Assembly for a three-year term at our annual meeting on March 27, 2024.**

All Directors are independent non-executive directors as defined by the Corporate Governance Rules and subject to the exemption granted by the CMA dated March 4, 2024, regarding Paragraphs 1 & 9 of Article 19 (Lack of Board Member Independence). All of the Directors bring relevant industry experience, including finance and risk management.

Pursuant to the Company's Articles of Association, each Director serves a three-year term, after which a Director may be elected to a successive term or terms. The General Assembly elects the Board members by secret cumulative voting. In accordance with the Company's Articles of Association, it is not permitted for the same person to simultaneously hold the position of the Chairperson of the Board and managing director or any other executive position in the Company.

The General Assembly may dismiss all or any of the Board of Directors and open the nomination for Board membership and elect new Board Directors in accordance with the Articles of Association. Dismissed or removed Board members may not be re-nominated or proposed as a Board candidate within three years from the date of dismissal or removal.

All members of the Board of Directors, Executive Management and other employees serve in the best interests of the Company, independently from any other roles they may hold.

## Composition of the Board of Directors

Set forth below is a table detailing the composition of our Board of Directors:

Name	Position	Period Served
H.E. Dr. Sultan Ahmed Al Jaber	Chairman	Since February 2016 <sup>(1)</sup>
H.E. Ahmed Jasim AlZaabi	Deputy Chairman	Since April 2019
Mr. Khaled Al Zaabi	Director	Since March 2024
Mr. Nasser Omair Al Muhairi	Director	Since February 2026 <sup>(2)</sup>
Mr. Saif Al Falahi	Director	Since March 2024
Mr. Marwan Nijmeh	Director	Since March 2024
Ms. Paula Disberry	Director	Since March 2024
Mr. Khaled Salmeen	Director	From February 2019 to February 2026

(1) H.E. Dr. Sultan Ahmed Al Jaber was appointed in February 2016 as the Chairman of the Board of Directors of ADNOC Distribution. He was reappointed as the Chairman of the Board (i) in November 2017 at the time of the IPO, (ii) in March 2021 and (iii) in March 2024 when the current Board was elected.

(2) Mr. Nasser Omair Al Muhairi was appointed to the Board of Directors on February 2, 2026 following Mr. Khaled Salmeen's resignation on the same day. Mr. Al Muhairi will serve the remainder of Mr. Salmeen's term on the Board of Directors, subject to ratification of his appointment at the next annual General Assembly meeting.



## Our Board of Directors



**H.E. Dr. Sultan Ahmed Al Jaber**  
Chairman

H.E. Dr Sultan Al Jaber is the UAE Minister of Industry and Advanced Technology, contributing to the advancement of the country's industrial development, diversification and competitiveness. Dr Al Jaber also holds prominent positions across the UAE's energy and investment landscape, serving as Managing Director & Group CEO of ADNOC, Executive Chairman of XRG and Chairman of Masdar.

Dr Al Jaber is driving the integration of energy and AI. He is Chairman of Presight, one of the region's leading generative AI companies, and serves on Abu Dhabi's AI and Advanced Technology Council and Advanced Technology Research Council.

In addition, he serves as Chairman of several ADNOC Group companies, Chairman of Emirates Development Bank, Chairman of FAB Misr, Alterra, and RIQ, while also holding board positions on the Abu Dhabi Supreme Council for Financial and Economic Affairs, the Mubadala Investment Company, First Abu Dhabi Bank (FAB), Emirates Investment Authority (EIA), and Emirates Global Aluminium (EGA). Dr Al Jaber is also Chairman of IMI, a privately-owned, global media group with operations across 19 countries.

Dr Al Jaber received a Bachelor of Science in chemical engineering from the University of Southern California in 1997. He received a Master of Science in Business Administration (MBA) from California State University, Los Angeles in 2001, and he was awarded the degree of Doctor of Philosophy in Economics by Coventry University in 2007.



**H.E. Ahmed Jasim AlZaabi**  
Vice Chairman  
Chairman of the Audit Committee

H.E. Ahmed Jasim AlZaabi currently serves as the Chairman of Abu Dhabi Department of Economic Development, as a member of Abu Dhabi Executive Council since January 2023 and as Chairman of Abu Dhabi Global Market (ADGM) since October 2021. He previously served as Group Chief Financial Officer of ADNOC from December 2019 to December 2021.

In addition, he is currently the Chairman of Abu Dhabi Investment Office, Abu Dhabi Customs, Hub 71, Khalifa Fund for Enterprise Development, Abu Dhabi Chamber of Commerce, UAE Chambers and Abu Dhabi Quality & Conformity Council. Additionally, he serves as a board member of ADNOC Distribution, Emirates Investment Authority, Al Jazira Investment Company, and Financial Stability Board. Moreover, H. E. AlZaabi also chairs government committees such as the Executive Management Committee and Economic Affairs Committee and also sits on the Supreme Committee for HH Sheikha Fatima Bint Mubarak Excellence & Community Intelligence Program and Smart and Autonomous Systems Council (SASC).

In the past, H.E. AlZaabi has also served as a member of the Board of Directors of a number of banks and financial institutions, including the Abu Dhabi Securities Exchange (ADX), Union National Bank (UNB) and the Abu Dhabi Retirement Pensions & Benefits Fund (ADRPBF) and has held numerous executive leadership positions in many government, quasi-government and private companies in the past.

H.E. AlZaabi holds a Master's degree in Economics Science with Honors from the University of Aberdeen, United Kingdom.



**Khaled Al Zaabi**  
Director  
Chairman of the Executive Committee  
Member of the Audit Committee

Mr. Al Zaabi is ADNOC Group Chief Financial Officer and oversees the formulation and execution of comprehensive financial strategy, investments, planning, performance, operational efficiency, treasury, risk management, and strategic partnerships. In his role, he provides visionary leadership, driving the execution of ADNOC's investment strategy, and advancing the company's sustainability agenda in alignment with its financial strategy. Mr. Al Zaabi ensures effective regulatory compliance, facilitating domestic and international growth across diverse energy sectors, including oil, gas, LNG, chemicals, refining, distribution, low carbon solutions, renewables, drilling, logistics, and shipping services.

He has successfully managed major equity market transactions, publicly listed several ADNOC companies, completed M&As, and secured ADNOC's first green financing. Mr. Al Zaabi led the issuance of ADNOC's Murban first corporate bond, establishment of the region's first large-scale In-House Bank, and execution of financial restructuring deals.

Mr. Al Zaabi serves on the boards of several domestic and international entities, including OMV, ADNOC Distribution, ADNOC Drilling, ADNOC Gas, ADNOC Logistics & Services and ADNOC Refining.

Mr. Al Zaabi holds a bachelor's degree in finance from Deakin University, Australia.



### Nasser Omair Al Muhairi

Director  
Member of the Executive Committee  
Member of the Nomination and Remuneration Committee

Nasser Al Muhairi is the Acting CEO of Downstream at ADNOC, where he is responsible for driving value across one of the world's most integrated and diversified energy portfolios. He oversees a value chain that moves molecules from processing to conversion to market delivery, maximizing value creation and impact, while leading the performance, growth and strategic direction of the portfolio. A seasoned energy executive, Nasser brings over 15 years of experience in commercial operations, strategic planning, and portfolio optimization. He has played a central role in shaping ADNOC's downstream transformation, enhancing customer centricity, expanding international reach, and unlocking synergies across the value chain. Previously, Nasser served as Executive Vice President of Downstream Business Management, where he oversaw the commercial performance of ADNOC's portfolio and led cross-functional alignment between Group entities, operating companies, and strategic partners. He played a key role in strengthening governance, embedding a sharper shareholder mindset, and enabling agile decision-making across ADNOC's downstream platforms. Nasser also serves as Chairman of Ruwais LNG, the first LNG export facility in the Middle East and Africa to be powered by clean energy, as well as Chairman of TA'ZIZ, a world-scale chemicals and transition fuels hub in the heart of the United Arab Emirates. Additionally, Nasser sits on the Boards of ADNOC Gas Processing, ADNOC LNG, ADNOC Distribution, ADNOC Global Trading, Borouge, Navig8, Fertiglobe, Masdar and NMDC Energy, reflecting his active leadership in corporate strategy and external partnerships across the energy value chain. He holds a Bachelor's degree in Chemical Engineering and Master's degree in Business Administration, and has completed executive development programs in leadership and energy strategy.



### Saif Al Falahi

Director  
Member of the Executive Committee

Mr. Saif Al Falahi currently serves as Acting Director overseeing the People, National Identity, and Business Support mandate for the entire ADNOC Group. In this expanded role, he is driving a strategic human capital agenda that ensures talent development, workforce engagement, and leadership capability aligns with ADNOC's corporate vision. He is also mandated to embed the Emirati identity and cultural values into ADNOC's ways of working, reinforcing the organization's commitment to national priorities. In addition to the people strategy, Mr. Al Falahi oversees Business Support functions, ensuring operational resilience and safety of assets, workforce well-being, good governmental relations, and impactful community programs.

A change leader throughout his career, he champions innovation and organizational agility. Some of his impactful transformations include real estate assets of ADNOC becoming profit centers, optimization of services contracts and finding new revenue streams amongst others.

Mr. Al Falahi holds a Unit Operations in Chemical Engineering Special Program from Huddersfield University, United Kingdom.



### Marwan Nijmeh

Director  
Member of the Executive Committee  
Member of the Nomination and Remuneration Committee  
Member of the Audit Committee

Marwan Naim Nijmeh is the Chief Legal Officer for the ADNOC Group, overseeing legal operations across the group. He is also a member of the ADNOC Investment Committee and Executive Leadership Team. Previously, he served as Deputy Chief Legal Officer at Mubadala Investment Company. Prior to that role, he was General Counsel of a number of Mubadala Group assets, including Masdar. Before joining Mubadala, Mr. Nijmeh worked as a senior associate at international law firms including Allen & Overy and Simmons and Simmons. Mr. Nijmeh serves as a board member of Moeve, ADNOC Distribution and ADNOC L&S.

Mr. Nijmeh holds a BA of Law from the University of Jordan and an MA of Law (LLM) from the University of Manchester, United Kingdom.



### Paula Disberry

Director  
Member of the Executive Committee  
Chairwoman of the Nomination and Remuneration Committee  
Chairwoman of the ESG Subcommittee

Ms. Disberry has served as a member of the Board of Directors of Pepkor Holdings (S. Africa) since 2021. Until recently she also served on the boards of Sefalana Holdings (Botswana), Sundry Markets (Nigeria) and Banhoek Chilli Oil (UK), and was a managing partner of Retailigence, a tech start-up providing AI/ML-based software to retailers. She acts as Retail Advisor to African PE funds – Phatisa, Tana Africa, and Sango Capital – consulting on investment projects.

Ms. Disberry has held numerous executive leadership roles over 32 years in multinational blue-chip companies – Pick n Pay and Woolworths South Africa (both supermarket and forecourt retail), BP (forecourt retail), Tesco (supermarket and convenience retail) and Colgate-Palmolive (FMCG). She has worked in strategic and operational roles in both manufacturing and retailing, and across marketing, sales, buying, planning, real estate, store and e-commerce management functions and with local, regional (Africa, Europe, South America) and global remits.

Ms. Disberry holds a First Class BA and MA in Natural Sciences from Cambridge University, United Kingdom.

## Women's representation on the Board of Directors

Ms. Paula Disberry was appointed to the Board of Directors on March 27, 2024. There is currently one female member of the Board, which is compliant with the Corporate Governance Rules and in line with the Company's commitment to have at least one female on its Board of Directors.

During 2025, the Company had 14% female representation on the Board of Directors and 33% of Board Committee chairpersons were female.

Where vacancies on the Board of Directors arise, the Company will actively seek out greater female representation while at the same time considering all qualified candidates, regardless of gender, and recognizing that appointment of directors is a matter reserved for the shareholders of ADNOC Distribution.

## Directors' remuneration

In 2025, the shareholders approved a total remuneration of AED 22.64 million which was paid to the members of our Board of Directors for 2024.

It is proposed that the total remuneration for the Board of Directors for 2025, to be paid in 2026, will be AED 34.72 million plus any applicable VAT. This will be presented to the shareholders at the Company's upcoming annual General Assembly meeting for approval.

Additionally, in 2025 ADNOC Distribution has reviewed fees paid to former Board members who left mid-year and identified that certain former members did not receive fees for their final part-year tenure. Hence, the pro-rata fees were paid for the part-year served at the end of their tenure. Specifically, a total of AED 1,056,249 was paid to Mr. Pedro Miro, and Mr. Jassim Al Sidiqqi.

## Statement of allowances paid to Board Committee members for 2025

In 2025, no allowances, salaries or additional fees were paid to Board committee members.

## Board and Board Committees annual performance evaluation

In 2025, the Board of Directors conducted the evaluation of its performance, and the performance of its members and committees, for the year 2024.

## Board meetings – attendance records

ADNOC Distribution's Articles of Association require that the Board of Directors meets a minimum of four times each year. The quorum for meetings is a majority of directors, and voting during meetings is a majority of attendees. The following table sets forth the meetings held by the Board of Directors in 2025:

Board Member	Position on the Board	Jan 10, 2025 <sup>(1)</sup>	Feb 10, 2025	Mar,12 2025 <sup>(2)</sup>	May 5, 2025	Jun 3, 2025 <sup>(3)</sup>	Aug, 6 2025	Sep 22, 2025 <sup>(4)</sup>	Oct 8, 2025 <sup>(5)</sup>	Oct 30, 2025
H.E. Dr. Sultan Ahmed Al Jaber	Chairman	P	P	P	P	P	P	P	P	P
H.E. Ahmed Jasim AlZaabi	Deputy Chairman	P	P	P	A	P	A	P	P	P
Mr. Khaled Salmeen	Director	P	P	P	P	P	P	P	P	P
Mr. Khaled Al Zaabi	Director	P	P	P	P	P	P	P	P	P
Mr. Saif Al Falahi	Director	P	P	P	P	P	P	P	P	P
Mr. Marwan Nijmeh	Director	P	P	P	P	P	P	P	P	P
Ms. Paula Disberry	Director	P	P	P	P	P	P	P	P	P

P = Present; A = Absent

(1) Meeting held by circulation to appoint a new board of directors for a subsidiary of ADNOC Distribution.

(2) Meeting held by circulation to approve a proposal to pay the Board of Directors a total of AED 22.64 million as remuneration for the financial year ended December 31, 2024.

(3) Meeting held by circulation to approve the appointment of a liquidity provider.

(4) Meeting held by circulation to approve payment of the 2025 interim dividend.

(5) Meeting held by circulation to approve a proposal to amend the dividend payment framework to quarterly dividends commencing Q1 2026 and to extend the existing dividend policy from 2028 until 2030.



## Matters reserved to the Board of Directors and delegated to management

The Board of Directors has issued a Delegation of Authority to the Chief Executive Officer of the Company, Mr. Bader Saeed Al Lamki, pursuant to which the Board has delegated to him the authority to conduct the daily management activities of the Company, subject to appropriate limits (beyond which, the approval of the Board of Directors must be sought). Under the Delegation of Authority, Mr. Al Lamki has the ability to sub-delegate activities to other members of ADNOC Distribution's management.

Notwithstanding the Delegation of Authority that has been provided to Mr. Al Lamki, the Board of Directors maintains oversight over these activities, and Mr. Al Lamki is regularly required to report to the Board of Directors with respect to the activities undertaken by him pursuant to the terms of the Delegation of Authority.

Details of the Delegation of Authority are provided below:

Name of the Authorized Person	Scope of Authority	Duration of Delegation
Chief Executive Officer	Authority to conduct the daily management activities of ADNOC Distribution, subject to appropriate limits prescribed by the Board of Directors from time to time	Until the authority is revoked by the Board of Directors

