

Transactions with Related Parties

In accordance with the Related Transactions Policy, ADNOC Distribution may not enter into a related party transaction unless it has been approved by: (i) the Board of Directors, where the transaction's value does not exceed 5% of the value of our share capital; or (ii) the 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.

As long as ADNOC owns more than 50% of our shares, directly or indirectly, we may not enter into transactions with ADNOC or other ADNOC Group Companies unless such transactions have been approved by our Board of Directors, including a majority of the independent members of the Board of Directors, subject to applicable exemptions and certain thresholds under our Delegation of Authority Matrix.

