



Nomination and Remuneration Committee

The Nomination and Remuneration Committee assists the Board of Directors in discharging its responsibilities relating to the composition and make-up of the Board of Directors and any committees of the Board of Directors.

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, knowledge and experience and the size, structure and composition of the Board of Directors and committees of the Board of Directors and for monitoring the independence status of the independent non-executive directors.

It is also responsible for periodically reviewing the Board of Directors' structure and identifying potential candidates to be appointed as directors or committee members as the need may arise.

In addition, the Nomination and Remuneration Committee assists the Board of Directors in determining its responsibilities in relation to remuneration, including making recommendations to the Board of Directors on ADNOC Distribution's policy on executive remuneration, setting the over-arching principles, parameters and governance framework of our remuneration policy and determining the individual remuneration and benefits package of our senior management.

The members of the Nomination and Remuneration Committee may be members of the Board of Directors (other than the Chairman) or other persons. The members of the Nomination and Remuneration Committee during 2025 were as set forth in the table below.

As part of her role as the Chairwoman of the Nomination and Remuneration Committee, Ms. Disberry is responsible for ensuring the Committee's overall effectiveness and that the Committee properly complies with all of its stated objectives.

In 2025, the Nomination and Remuneration Committee met once, and additionally considered a number of matters by circulation. Details of the meeting (including the attendance record) are provided in the table below:

Committee Member	Position in Committee	Oct 20, 2025
Ms. Paula Disberry	Chairwoman	P
Mr. Marwan Nijmeh	Member	P
Mr. Khaled Salmeen	Member	P
Mrs. Ayesha Mohamed Al Hammadi	Member	P

P = Present; A = Absent

The Board of Directors appointed Mr. Nasser Omair Al Muhairi to the Nomination and Remuneration Committee on January 16, 2026, to replace Mr. Khaled Salmeen.