

ESG Subcommittee to Executive Committee

The Environmental Social and Governance (ESG) Subcommittee advises the Executive Committee on ESG and climate strategy and oversees delivery of the Company's ESG and climate related targets and practices progress.

The ESG Subcommittee is required to have at least four members at all times, and all members are required to have expertise and competence in areas that serve the Subcommittee's field of work. The members of the ESG Subcommittee may be non-executive directors or other people, provided that the Subcommittee includes at least one independent non-executive director. The members of the ESG Subcommittee during 2025 were Ms. Paula Disberry (Chairwoman), Mr. Ibrahim Al Zu'bi, Mr. Ayman Dabash, and Mrs. Thuraya Al Maskari. The Subcommittee held four meetings in 2025.

During 2025, the Subcommittee reviewed key sustainability topics, advanced over ten strategic priorities, notably approving the Corporate Social Responsibility and biodiversity strategy, and dealt with key risks and opportunities in an evolving environment of climate risks and resilience.

Insider Dealing Committee

The Insider Dealing Committee oversees compliance with the Insider Dealing Policy and the Share Dealing Code.

Under the Share Dealing Code, all directors, officers, and employees who possess inside information (defined as material non-public information that could influence the price of ADNOC Distribution's shares) are strictly prohibited from dealing in ADNOC Distribution's shares during designated restricted periods.

Outside of these periods, individuals must obtain prior approval from the Insider Dealing Committee before purchasing, selling, or otherwise dealing in ADNOC Distribution's shares. Approval will only be granted if the Committee is satisfied that the individual is not in possession of inside information at the time of the request.

The Insider Dealing Committee must always consist of at least three members, with the General Counsel serving as Chairman. The current members are Mr. Ryan Rovere (Chairman), Mr. Ali Siddiqi, and Mr. Athmane Benzerroug.

The Committee met twice in 2025 to, among other things: (i) review and discuss the Share Dealing Code and its application; and (ii) consider requests from staff to deal with ADNOC Distribution's shares.

All decisions and approvals are documented to ensure transparency and accountability.