أدنوك للتوزيع
ADNOC DISTRIBUTION

Date: 9 March 2026

التاريخ: 9 مارس 2026

Disclosures and Compliance Section
Market Operations Surveillance Department
Abu Dhabi Securities Exchange
Abu Dhabi, UAE

قسم الإفصاح والامتثال
إدارة العمليات والرقابة
سوق أبوظبي للأوراق المالية
أبوظبي، الإمارات العربية المتحدة

Greetings,

تحية طيبة وبعد،

Subject: **Notification of the date and agenda to the meeting of the Annual General Assembly of Abu Dhabi National Oil Company for Distribution PJSC (ADNOC Distribution)**

الموضوع: **إخطار بتاريخ وجدول أعمال الجمعية العمومية السنوية لشركة بترول أبوظبي الوطنية للتوزيع ش.م.ع. (أدنوك للتوزيع)**

Notice is hereby given that the Capital Markets Authority (CMA) has approved ADNOC Distribution's General Assembly meeting date and agenda.

نحيط عنايتكم علماً بموافقة السادة/ هيئة سوق المال على موعد وجدول أعمال اجتماع الجمعية العمومية السنوي للشركة.

Please find attached the approved invitation and agenda of the General Assembly meeting.

مرفق لكم طية الدعوة المعتمدة وجدول أعمال اجتماع الجمعية العمومية السنوي.

Yours faithfully,

وتفضلوا بقبول فائق الاحترام والتقدير،،

Ryan Rovere

ريان روفير
أمين سر مجلس الإدارة
Ryan Rovere
Board Secretary

Copy to: Capital Markets Authority

نسخة: هيئة سوق المال

INVITATION TO ATTEND THE ANNUAL GENERAL ASSEMBLY MEETING OF ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC

أدنوك للتوزيع
ADNOC DISTRIBUTION

The Board of Directors of Abu Dhabi National Oil Company for Distribution PJSC (the Company) invites the shareholders to attend the annual general assembly meeting in person at Abu Dhabi Energy Center, Zayed the First Street, Abu Dhabi or by attending virtually through an electronic link for the meeting which will be sent to the shareholders via SMS or email (as available) following registration of their attendance, to enable the shareholders to attend the meeting virtually and discuss the agenda and vote on the proposed resolutions in real time, on Tuesday, 31 March 2026 at 3:00 pm to consider the following agenda:

Firstly: Authorise the chairman of the general assembly to appoint a secretary to the meeting and a vote collector.

Secondly: Ordinary resolutions agenda items:

1. Consider and approve the Board of Directors' report on the Company's activity and its financial position for the financial year ended on 31 December 2025.
2. Consider and approve the external auditor's report for the financial year ended on 31 December 2025.
3. Consider and approve the Company's balance sheet and profit and loss account for the financial year ended on 31 December 2025.
4. Approve the interim cash dividend of AED 1.285 billion (USD 350 million) equivalent to 10.285 fils per share for the first half of 2025 which was distributed to shareholders by virtue of a resolution of the Board of Directors adopted on 22nd September 2025.
5. Consider and approve the Board of Directors' recommendation regarding the distribution of a cash dividend amounting to AED 1.285 billion (USD 350 million), equivalent to 10.285 fils per share for the second half of 2025 to bring the total cash dividend for the year ended 31 December 2025 to AED to 20.57 Billion (USD 700 million), equivalent to 20.57 fils per share (257.1% of the Company's share capital).
6. Consider and approve the extension of the existing dividend policy of the Company (as amended to include quarterly dividend payments) up to and including the financial year 2030, compared to 2028 currently, with all other sections of the dividend policy remaining the same, as approved by the Board of Directors on 8th October 2025.
7. Consider and approve the appointment of Mr. Nasser Omair Al Muhairi as a member of the Board of Directors, to replace Mr. Khaled Salmeen, who resigned from the Board on 1st February 2026, and to serve for the remainder of Mr. Khaled Salmeen's term.
8. Release the members of the Board of Directors of liability for the financial year ended 31 December 2025 or dismiss them and file claim against them.
9. Release the external auditors of liability for the financial year ended 31 December 2025 or dismiss them and file claim against them.
10. Approve the Board of Directors remuneration for the financial year ended 31 December 2025 and determine it.
11. Appoint the auditors for the financial year 2026 and determine their fees.

Notes:

1. At the direction of the Capital Market Authority, the Company's shareholders who will attend the general assembly meeting virtually should register their attendance electronically to be able to vote on the items of the general assembly. Registration is open from 3:00pm on Monday, 30 March 2026 and closes at 3:00pm on Tuesday, 31 March 2026. For electronic registration, please visit the following website:www.smartagm.ae, Holders of proxies must send a copy of their proxies to the email address is@bankfab.com with their names and mobile numbers to receive text messages for registration.
2. Any registered shareholder entitled to attend the the general assembly meeting may delegate any person other than a member of the Board of Directors, employees of the Company, a broker or employees of such broker under a special written proxy. In such capacity, no proxy may represent a number of shareholders who hold more than 5% of the shares in the capital of the Company. Persons of incomplete capacity or incapable shall be represented by their legal representatives (provided that the requirements set forth in items 1 and 2 of Article (40) of Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning the Approval of Joint Stock Companies Governance Guide are taken into account). Shareholders may review the disclosure posted on the Company's page at ADX in respect of the requirements to be adopted to approve a proxy.
3. Passing of a special resolution requires the consent of shareholders representing no less than three quarters of the shares represented at the meeting.
4. A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the general assembly of the Company. The delegated person shall have the powers as determined in the delegating resolution.
5. Shareholders registered in the shareholders register on Monday, 30 March 2026 shall be entitled to vote in the general assembly meeting.
6. The meeting of the general assembly shall not be valid unless attended by Shareholders who hold or represent by proxy at least (50%) of the Company's share capital. In case quorum is not reached in the first meeting, the second meeting shall be convened on Wednesday, 8 April 2026 at the same time and place. All duly completed proxy forms shall continue to be valid and in full force for any adjourned meeting unless revoked by the relevant shareholder by written notice to the email address is@bankfab.com two days prior to the meeting.
7. Shareholders registered in the shareholders register on Friday, 10 April 2026 shall be entitled to receive the dividends if the quorum is achieved on 31 March 2026, and shareholders registered in the shareholders register on Monday, 20 April 2026 shall be entitled to receive the dividends if the general assembly is held on 8 April 2026.
8. Shareholders are required to update their contact details at the Abu Dhabi Securities Exchange to ensure that dividends are delivered properly. Dividends will be distributed through the Abu Dhabi Securities Exchange.
9. The meeting will be recorded. Shareholders are entitled to discuss the items listed in the agenda and ask questions to the Company.
10. The Company's consolidated financial statements for the year ended 31 December 2025, and the Annual Integrated Report including the Company's corporate governance report, and the proposed dividend policy are available via the Company's page on the Abu Dhabi Securities Exchange and the Company's website: (https://www.adnocdistribution.ae/investor-relations/)
11. The Shareholders can view and download the Investors Rights Guidelines on the Capital Market Authority'swebsite through the following link (https://www.sca.gov.ae/en/regulations/minority-investor-protection.aspx)

Board of Directors