

## ADNOC Distribution enters into Definitive Agreement to Acquire Shell Downstream South Africa

- The agreement covers the acquisition of 100% of the share capital of Shell Downstream South Africa (SDSA) with an implied enterprise value of \$1 billion prior to adjustment for net debt and working capital, including its 580 company and dealer-owned fuel stations, as well as its wholesale fuel, aviation and lubricants operations.
- The Proposed Acquisition marks a major step towards ADNOC Distribution's ambition to become a global mobility and convenience retailer, while advancing its fuel retail footprint in Africa.
- The Proposed Acquisition is projected to boost ADNOC Distribution's earnings per share by 6% in the first full year after completion and generate an IRR in excess of the Company's hurdle rate, delivering immediate shareholder value.
- Building on its track record of international expansions, ADNOC Distribution aims to contribute positively to South Africa's economy.
- Following completion of the Proposed Acquisition, a 28% stake in SDSA is expected to be sold on to a local empowerment partner and employee stock option plan.

**Abu Dhabi, United Arab Emirates and Johannesburg, South Africa, [July 7, 2026]:** ADNOC Distribution (ISIN: AEA006101017) (Symbol: ADNOCDIST) today announced that it has entered a definitive agreement to acquire 100% of the share capital of Shell Downstream South Africa ("**SDSA**") from Shell South Africa Holdings (the "**Proposed Acquisition**").

The Proposed Acquisition has an implied enterprise value of approximately \$1 billion for 100% of the share capital prior to adjustment for net debt and working capital and is expected to close in 2027, subject to customary regulatory conditions, other conditions precedent and closing conditions. A 28% stake in SDSA is expected to be sold on to a local empowerment partner and Employee Stock Option Plan (ESOP) following completion of the Proposed Acquisition.

ADNOC Distribution will enter into a long-term brand licensing agreement upon completion of the Proposed Acquisition to retain the Shell brand for retail service stations and lubricants businesses in South Africa. Upon completion, Customers will continue to receive their preferred and trusted experience under ADNOC Distribution's stewardship.

**Eng. Bader Saeed Al Lamki, CEO of ADNOC Distribution, said:**

"The Proposed Acquisition marks a significant milestone in ADNOC Distribution's international growth strategy and reflects our confidence in South Africa as a high-potential, well-regulated fuel retail sector. Shell Downstream South Africa is a respected and financially strong business with deep roots in the local economy, and its values and ambitions align closely with our own. By bringing it into the ADNOC Distribution family, we plan to accelerate our international expansion, diversify our platform and create sustainable long-term value for our shareholders, our partners and the customers and communities that this business has proudly served for decades."

### About Shell Downstream South Africa

SDSA represents Shell's downstream business in South Africa, including a network of 580 company- and dealer-owned mobility and convenience sites, as well as lubricants, commercial



fuels, aviation, and marine businesses. The brand had fuel volumes of approximately 3.5 billion liters and operated 360 convenience stores as of 2025. For more information about SDSA, please visit: [www.shell.co.za](http://www.shell.co.za).

### **Transaction rationale**

The South African fuel retail sector offers attractive fundamentals. South Africa's investments in critical transport infrastructure, alongside a growing driving-age population, reinforce the growth potential of fuel consumption. The country benefits from a strong and transparent regulatory framework for fuel retail, with pricing structures designed to insulate margins against inflation and currency volatility. Together, these characteristics create a compelling environment for sustainable growth, consistent performance and cash generation, supporting long-term value creation for shareholders.

ADNOC Distribution is committed to contributing to South Africa's strategic economic priorities following the completion of the Proposed Acquisition and the subsequent sell-down to a local empowerment partner, with a focus on energy security, job creation and inclusive economic participation priorities through the local partner. The Company will seek to appoint a partner with a deep understanding of the South African sector, its regulatory environment and local operating requirements, including alignment with the objectives of the country's Broad-Based Black Economic Empowerment (B-BBEE) legislation.

The Proposed Acquisition is expected to be value-accretive to ADNOC Distribution, bolstering its earnings per share by 6% in the first full year after completion, and is projected to generate an IRR in excess of the hurdle rate for the Company's fuel and convenience retail business.

Upon closing, the Proposed Acquisition would mark a key milestone in ADNOC Distribution's international growth strategy towards building a stronger fuel retail presence in Africa. South Africa represents the fourth country where ADNOC Distribution would operate and follows its acquisition of a 50% stake in TotalEnergies Marketing Egypt in 2023 and the 2018 launch of its retail fuel stations in Saudi Arabia.

BofA Securities acted as the sole financial advisor. A&O Shearman and ENS provided legal counsel to ADNOC Distribution on the transaction.

### **Conference call**

ADNOC Distribution will host a conference call for investors and analysts on July 7, 2026, at 3:30pm UAE time. The call will be hosted by Eng. Bader Saeed Al Lamki CEO alongside members of ADNOC Distribution's senior management team.

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For media, please contact: [media@adnocdistribution.ae](mailto:media@adnocdistribution.ae).

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### **About ADNOC Distribution**

ADNOC Distribution is a leading mobility retailer in UAE. The Company has been providing energy for customers' journeys since 1973. Since this time, the Company has continuously been at the forefront of providing the best in customer service. Today, ADNOC Distribution enables, enhances, and energizes every customer journey thanks to digitally enabled, innovative customer experiences and high-quality non-fuel retail products. The Company operates service stations in all seven emirates in its home country, plus Saudi



Arabia and Egypt, and sells lubricants in 53 countries across the world via distributors. Now in its 52nd year, ADNOC Distribution has 1,032 service stations, 568 in the UAE, 219 in Saudi Arabia, and 245 in Egypt. As a non-fuel retail leader in the UAE, it operates 386 ADNOC Oasis convenience stores, 37 vehicle inspection centers, and other leading services spanning car wash, lube change, and has 400 EV charging points installed under the E2GO brand in the UAE. The Company is also a leading marketer and distributor of fuels to commercial, industrial, and government customers throughout the UAE. All figures as of 31 March 2026. ADNOC Distribution aims to be the global mobility retailer of choice, enabler of sustainable mobility, and provider of exceptional customer experiences. To find out more, visit [www.adnocdistribution.ae](http://www.adnocdistribution.ae).

### **Disclaimer**

This communication includes statements that are, or may be deemed to be, "forward looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "targets", "forecasts", "projects", "expects", "intends", "plans", "pursues", "may", "could", "should", "will", "budgets", "outlook", "trends", "guidance" or, in each case, their negative or other variations or comparable terminology; by the forward-looking nature of discussions of strategy, plans or intentions or by their context. These forward-looking statements include all matters that are not historical facts. They appear in a number of places and include, but are not limited to, statements regarding ADNOC Distribution's intentions, beliefs or current expectations concerning, amongst other things, results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which ADNOC Distribution operates.

By their nature, forward-looking statements involve known and unknown risks and uncertainties because they are based on numerous assumptions regarding ADNOC Distribution's present and future business strategies and future events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance and the actual results of operations, financial condition, liquidity, prospects, growth and the development of the industry in which ADNOC Distribution and its subsidiaries (the "Group") operates, may differ materially from those made in or suggested by the forward-looking statements set out in this communication. Past performance of ADNOC Distribution cannot be relied on as a guide to future performance.

These statements are subject to certain risks, uncertainties and other factors including changes in market conditions and consumer demand across the markets in which the Group operates, many of which are beyond ADNOC Distribution's control and are difficult to predict. Actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. As a result, you are cautioned not to place any undue reliance on such forward-looking statements.

Unless legally required, ADNOC Distribution undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Forward-looking statements speak only as at the date of this communication and each of ADNOC Distribution and any of its respective parent or subsidiary undertakings, or the subsidiary undertakings of any such parent undertakings, or any of their respective directors, officers, employees, agents, affiliates or advisers expressly disclaims responsibility for the accuracy of the opinions expressed in this communication or the underlying assumptions, and any obligations or undertaking to release any update of, or additions or revisions to, any forward-looking statements in this communication. In addition, even if the results of operations, financial condition and liquidity of the Group, and the development of the industry in which the Group operates, are consistent with the forward-looking statements set out in this communication, those results or developments may not be indicative of results or developments in subsequent periods.