

Review report and interim financial information

For the three-month period ended
31 March 2025



ADNOC
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**Review report and interim financial information for the three-month period ended
31 March 2025**

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**Directors’ report
for the three-month period ended 31 March 2025**

The Directors present their report together with the interim financial information of Abu Dhabi National Oil Company for Distribution PJSC (the “Company”) and its subsidiaries (collectively referred to as “the Group”) for the three-month period ended 31 March 2025.

Principal activities

The principal activities of the Group are the marketing of petroleum products, compressed natural gas and ancillary products.

Review of business

During the period, the Group reported revenue of AED 8,473,115 thousand (31 March 2024: AED 8,749,736 thousand). Profit for the period was AED 648,091 thousand (31 March 2024: AED 527,695 thousand).

The appropriation of the results for the period is follows:

	31 March 2025 (unaudited) AED’000
Retained earnings as at 1 January 2025	<u>1,783,705</u>
Profit for the period	648,091
Dividends declared	(1,285,625)
Non-controlling interests	(9,413)
Retained earnings as at 31 March 2025	<u>1,136,758</u>

For the Board of Directors



Chairman

5 May 2025

Abu Dhabi, UAE

**REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION
TO THE BOARD OF DIRECTORS OF
ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC****Introduction**

We have reviewed the accompanying interim condensed consolidated statement of financial position of Abu Dhabi National Oil Company for Distribution PJSC (“ADNOC Distribution” or “the Company”) and its subsidiaries (collectively referred to as “the Group”) as at 31 March 2025 and the related interim condensed consolidated statement of profit or loss and the interim condensed consolidated statement of comprehensive income for the three-month period then ended, and the interim condensed consolidated statement of changes in equity and the interim condensed consolidated statement of cash flows for the three-month period then ended and other explanatory notes. Management is responsible for the preparation and presentation of this interim condensed consolidated financial information in accordance with International Accounting Standard 34, ‘*Interim Financial Reporting*’ as issued by the International Accounting Standards Board (IASB). Our responsibility is to express a conclusion on this interim condensed consolidated financial information based on our review.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, ‘*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*’. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

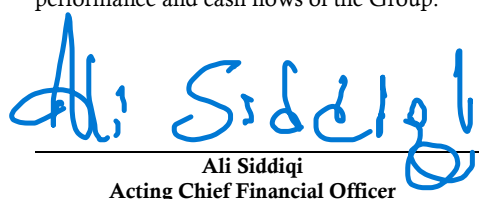
Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial information is not prepared, in all material respects, in accordance with International Accounting Standard 34, ‘*Interim Financial Reporting*’ as issued by the IASB.

GRANT THORNTON UAE**Dr. Osama El-Bakry**
Registration No: 935
Abu Dhabi, United Arab Emirates**05 May 2025**

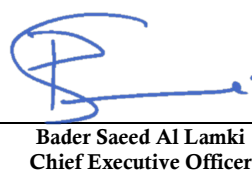
**Interim condensed consolidated statement of financial position
as at 31 March 2025**

	Note	31 March 2025 (unaudited) AED'000	31 December 2024 (audited) AED'000
Assets			
Non-current assets			
Property, plant and equipment	5	7,621,095	7,552,178
Right-of-use assets	10	1,725,267	1,726,351
Goodwill and intangible assets	6	596,477	599,307
Advances to contractors		45,024	47,656
Other non-current assets		14,841	14,447
Total non-current assets		10,002,704	9,939,939
Current assets			
Inventories	7	1,713,574	1,619,887
Trade receivables and other current assets	8	2,790,252	2,935,982
Due from related parties	9	793,043	750,723
Term deposits	11	200,000	200,225
Cash and bank balances	11	2,639,922	2,734,038
Total current assets		8,136,791	8,240,855
Total assets		18,139,495	18,180,794
Equity and liabilities			
Equity			
Share capital		1,000,000	1,000,000
Statutory reserve		506,402	506,402
Foreign currency translation reserve		(296,556)	(298,268)
Retained earnings		1,136,758	1,783,705
Equity attributable to owners of the Company		2,346,604	2,991,839
Non-controlling interests		199,620	189,437
Total equity		2,546,224	3,181,276
Non-current liabilities			
Lease liabilities	10	1,549,410	1,540,894
Borrowings	12	5,496,034	5,494,859
Provision for decommissioning	14	163,671	162,277
Provision for employees' end of service benefit		203,248	200,996
Deferred tax liability		79,240	80,064
Other non-current liabilities		7,026	6,516
Total non-current liabilities		7,498,629	7,485,606
Current liabilities			
Lease liabilities	10	183,727	181,728
Trade and other payables	13	4,080,913	2,797,054
Due to related parties	9	3,721,828	4,439,345
Short term borrowings	12	108,174	95,785
Total current liabilities		8,094,642	7,513,912
Total liabilities		15,593,271	14,999,518
Total equity and liabilities		18,139,495	18,180,794

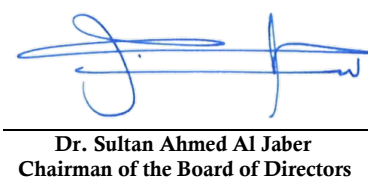
To the best of our knowledge, and in accordance with the applicable reporting principles for interim financial reporting, the interim condensed consolidated financial statements present fairly in all material respects the consolidated financial position, financial performance and cash flows of the Group.



Ali Siddiqi
Acting Chief Financial Officer



Bader Saeed Al Lamki
Chief Executive Officer



Dr. Sultan Ahmed Al Jaber
Chairman of the Board of Directors

The accompanying notes form an integral part of these interim condensed consolidated financial statements.

ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC

**Interim condensed consolidated statement of profit or loss
For the three-month period ended 31 March 2025**

		3 months ended	
		31 March 2025	31 March 2024
		(unaudited)	(unaudited)
		AED'000	AED'000
	Note		
Revenue	15	8,473,115	8,749,736
Direct costs		(6,855,391)	(7,269,133)
Gross profit		1,617,724	1,480,603
Distribution and administrative expenses	16	(812,237)	(772,741)
Other income		26,041	44,605
Impairment losses and other operating expenses		(26,851)	(17,245)
Operating profit		804,677	735,222
Interest income		17,974	47,938
Finance costs		(102,593)	(209,163)
Profit for the period before tax		720,058	573,997
Income tax expense		(71,967)	(46,302)
Profit for the period		648,091	527,695
Attributable to:			
Equity holders of the Company		638,678	549,640
Non-controlling interests		9,413	(21,945)
		648,091	527,695
Basic and diluted earnings per share	17	0.051	0.044

The accompanying notes form an integral part of these interim condensed consolidated financial statements.

ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC

**Interim condensed consolidated statement of comprehensive income
For the three-month period ended 31 March 2025**

	3 months ended	
	31 March 2025 (unaudited) AED'000	31 March 2024 (unaudited) AED'000
Profit for the period	648,091	527,695
<i>Items that may be reclassified to profit or loss in subsequent periods</i>		
Exchange differences on translation of foreign operations	2,482	(73,760)
Other comprehensive income/(loss) for the period	2,482	(73,760)
Total comprehensive income for the period	650,573	453,935
Attributable to:		
Equity holders of the Company	640,390	512,760
Non-controlling interests	10,183	(58,825)
	650,573	453,935

The accompanying notes form an integral part of these interim condensed consolidated financial statements.

ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC



Interim condensed consolidated statement of changes in equity
For the three-month period ended 31 March 2025

	Share capital	Statutory reserve	Foreign currency translation reserve	Retained earnings	Equity attributable to equity holders of the parent	Non-controlling interest	Total Equity
	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
Balance as at 1 January 2024 (audited)	1,000,000	503,921	(2,995)	1,971,140	3,472,066	323,767	3,795,833
Profit for the period	-	-	-	549,640	549,640	(21,945)	527,695
Other comprehensive loss for the period	-	-	(36,880)	-	(36,880)	(36,880)	(73,760)
Dividends declared (note 22)	-	-	-	(1,285,625)	(1,285,625)	-	(1,285,625)
Balance as at 31 March 2024 (unaudited)	1,000,000	503,921	(39,875)	1,235,155	2,699,201	264,942	2,964,143
Balance as at 1 January 2025 (audited)	1,000,000	506,402	(298,268)	1,783,705	2,991,839	189,437	3,181,276
Profit for the period	-	-	-	638,678	638,678	9,413	648,091
Other comprehensive income for the period	-	-	1,712	-	1,712	770	2,482
Dividends declared (note 22)	-	-	-	(1,285,625)	(1,285,625)	-	(1,285,625)
Balance as at 31 March 2025 (unaudited)	1,000,000	506,402	(296,556)	1,136,758	2,346,604	199,620	2,546,224

The accompanying notes form an integral part of these interim condensed consolidated financial statements.

**Interim condensed consolidated statement of cash flow
For the three-month period ended 31 March 2025**

	3 months ended	
	31 March 2025	31 March 2024
	(unaudited)	(unaudited)
	AED'000	AED'000
Cash flows from operating activities		
Profit for the period before tax	720,058	573,997
<i>Adjustments for:</i>		
Depreciation of property, plant and equipment	159,833	130,481
Depreciation of right-of-use assets	39,283	35,618
Amortization of intangible assets	6,948	11,274
Impairment losses on receivables	11,270	15,443
Recoveries on receivables	-	(2,827)
Employees' end of service benefit charge	7,907	8,239
Inventories written-off	-	1,086
Gain on disposal of property, plant and equipment	(12)	(17,055)
Finance costs	102,593	209,163
Interest income	(17,974)	(47,938)
Operating cash flows before movements in working capital	1,029,906	917,481
Increase in inventories	(93,240)	(121,753)
Decrease in trade receivables and other current assets	128,850	57,132
Increase in due from related parties	(42,129)	(114,326)
Increase/(decrease) in trade and other payables	2,739	(13,534)
(Decrease)/increase in due to related parties	(717,309)	144,176
Cash generated from operating activities	308,817	869,176
Payment of employees' end of service benefit	(6,275)	(4,366)
Net cash generated from operating activities	302,542	864,810
Cash flows from investing activities		
Payments for purchases of property, plant and equipment	(288,545)	(273,324)
Payments for advances to contractors	(6,806)	(27,615)
Proceeds from disposal of property, plant and equipment	94	17,273
Interest received	17,974	47,938
Proceeds from term deposits	225	-
Net cash used in investing activities	(277,058)	(235,728)
Cash flows from financing activities		
Payment of lease liabilities	(52,711)	(54,707)
Net proceeds from short term borrowings	12,008	-
Repayment of borrowings	(202)	(478)
Finance cost paid	(78,908)	(78,640)
Net cash used in financing activities	(119,813)	(133,825)
Net (decrease) / increase in cash and cash equivalents	(94,329)	495,257
Cash and cash equivalents at the beginning of the period	2,734,038	2,993,937
Effect of foreign exchange rate changes	213	(94,304)
Cash and cash equivalents at the end of the period	2,639,922	3,394,890
Non-cash transactions		
Accruals for property, plant and equipment	449,662	509,379
Advances to contractors transferred to property, plant and equipment	9,438	8,300
Additions to right of use assets for land leases	2,327	109,113

ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC

Notes to the interim condensed consolidated financial statements for the three-month period ended 31 March 2025

1. General information

Abu Dhabi National Oil Company for Distribution PJSC (“ADNOC Distribution” or the “Company”), formerly Abu Dhabi National Oil Company for Distribution, is a company incorporated by Law No. 13 of 1973 issued by His Highness the Acting Ruler of the Emirate of Abu Dhabi.

On 22 November 2017, Law No. 15 of 2017 (the “New Law of Establishment”) was issued replacing Law No. 13 of 1973 in respect of the incorporation of Abu Dhabi National Oil Company for Distribution PJSC, a public joint stock company registered with the commercial register in Abu Dhabi under commercial licence number CN-1002757 issued by Abu Dhabi Department of Economic Development. The Articles of Association of the Company became effective as of 22 November 2017, at the same time that the New Law of Establishment was issued and became effective. The duration of the Company is 100 Gregorian years commencing on the date of issuance of the New Law of Establishment.

The head office of the Company and ADNOC Distribution Global Company L.L.C. (“ADGC LLC”) are registered at P.O. Box 4188, Abu Dhabi, United Arab Emirates. The Company, ADGC LLC and its subsidiaries are collectively referred to as the “Group”. The Company’s shares are listed on the Abu Dhabi Securities Exchange.

Abu Dhabi National Oil Company (“ADNOC”, “Shareholder”, or the “Parent Company”) currently retains 77% ownership of the Group.

The principal activities of the Group are the marketing of petroleum products, natural gas and ancillary products. The Group owns retail fuel stations in the United Arab Emirates (UAE), the Arab Republic of Egypt and the Kingdom of Saudi Arabia.

The Group is a marketer and distributor of fuels and lubricants to corporate and government customers throughout the UAE. In addition, the Group provides refueling and related services at eight airports in the UAE and provides a compressed natural gas distribution network in Abu Dhabi. The Group also exports its proprietary Voyager lubricants to distributors in various countries, across the GCC, Africa and Asia. The Group operates “ADNOC Oasis” convenience stores at a majority of its service stations, and leases retail and other space to tenants, such as quick service restaurants.

The Group also performs marketing activities and the distribution of petroleum products, motor oils, fuels and specialties in Egypt. In addition, it is also involved in constructing, owning and operating cafeterias through service stations in Egypt.

2. Application of new and revised International Financial Reporting Standards (IFRS)

The following new and revised IFRSs, which became effective for annual periods beginning on or after 1 January 2025, have been applied in these interim condensed consolidated financial statements:

- **Early adoption of amendments to IAS 21 - Lack of Exchangeability**
An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. A currency is exchangeable when there is an ability to obtain the other currency (with a normal administrative delay), and the transaction would take place through a market or exchange mechanism that creates enforceable rights and obligations. In 2024, the Group has early adopted amendments to IAS 21 in relation to operations of its subsidiary based in Egypt.

ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC

Notes to the interim condensed consolidated financial statements for the three-month period ended 31 March 2025 (continued)

2. Application of new and revised International Financial Reporting Standards (IFRS) (continued)

New and amended IFRS Standards in issue but not yet effective and not early adopted

- **IFRS 18 — Presentation and Disclosure in Financial Statements**
IFRS 18 includes requirements for all entities applying IFRS for the presentation and disclosure of information in financial statements. IFRS 18 was issued in April 2024 and applies to an annual reporting period beginning on or after 1 January 2027.
- **Amendment to IFRS 9 and IFRS 7 - Classification and measurement of financial instruments**
The amendments address matters identified during the post-implementation review of the classification and measurement requirements of IFRS 9 Financial Instruments. These amendments were issued in May 2024 and applies to an annual reporting period beginning on or after 1 January 2026.

Management anticipates that these new standards and amendments will be adopted in the Group's consolidated financial statements as and when they are applicable and adoption of these new standards and amendments, may have no material impact on the consolidated financial statements of the Group in the period of initial application.

3. Summary of material accounting policies

3.1 Statement of compliance

These interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting and comply with the applicable requirements of the laws in the UAE.

These interim condensed consolidated financial statements do not include all the information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the Group's consolidated financial statements for the year ended 31 December 2024. In addition, results for the three-month period ended 31 March 2025 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2025.

3.2 Basis of preparation

These interim condensed consolidated financial statements are presented in UAE Dirhams (AED), which is the Company's functional currency and the Group's presentation currency, and all values are rounded to the nearest thousands (AED'000) except when otherwise indicated.

These interim condensed consolidated financial statements have been prepared on a historical cost basis.

The accounting policies used in the preparation of these interim condensed consolidated financial statements are consistent with those applied to the audited annual consolidated financial statements for the year ended 31 December 2024, except for the policies disclosed below and the adoption of new standards and interpretations effective 1 January 2025.

3.3 Basis of Consolidation

The interim condensed consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- Has power over the investee
- Is exposed, or has rights, to variable returns from its involvement
- Has the ability to use its power to affect its returns

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

**Notes to the interim condensed consolidated financial statements
for the three-month period ended 31 March 2025 (continued)**

3. Summary of material accounting policies (continued)

3.3 Basis of Consolidation (continued)

When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company’s voting rights in an investee are sufficient to give it power, including:

- The size of the Company’s holding of voting rights relative to the size and dispersion of holdings of the other vote holders
- Potential voting rights held by the Company, other vote holders or other parties
- Rights arising from other contractual arrangements
- Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders’ meetings

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group’s accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Non-controlling interests

Non-controlling interests in subsidiaries are identified separately from the Group’s equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests’ proportionate share of the fair value of the acquiree’s identifiable net assets. The choice of measurement is made on an acquisition by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the noncontrolling interests’ share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Details of the Company’s significant subsidiaries and effective ownership interest are given below:

Name of Subsidiary	Ownership interest		Country of incorporation	Principal activities
	2025	2024		
ADNOC Distribution Global Company LLC (“ADGC”)	100%	100%	U.A.E.	Commercial agencies, commercial enterprises, retail and distribution, investment, institution and management
Total Energies Marketing Egypt LLC	50%	50%	Egypt	Performing marketing activities and distribution of petroleum products, motor oils, fuels and specialties. Constructing, owning, and operating catering and cafeterias through service stations.

The Group owns 50% interest in Total Energies Marketing Egypt LLC through its indirect subsidiary ADNOC Distribution Egypt Holding RSC Limited, a wholly owned entity of ADGC.

**Notes to the interim condensed consolidated financial statements
for the three-month period ended 31 March 2025 (continued)**

3. Summary of material accounting policies (continued)

3.4 Income tax

Current tax and deferred tax are recognised as income or expense in the profit or loss for the year, except in cases in which the tax results from a process or an event that is recognised at the same time or in a different year outside the profit or loss, whether in other comprehensive income or in equity directly or business combination.

Current income tax

The current tax for the current year and prior years and that have not been paid are recognised as a liability, but if the taxes that have already been paid in the current year or prior years are excess of the value payable for these years, this increase is recognised as an asset. The taxable current liabilities (assets) for the current year and prior years are measured at expected value paid to (recovered from) the tax authority, using the current tax rates (and tax laws) or in the process to be issued by the end of the financial year. Tax assets and liabilities are set-off only when certain conditions are met.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- The initial recognition of goodwill.
- The initial recognition of assets or liabilities in a transaction that:
 - Is not a business combination.
 - Does not affect neither accounting nor taxable profit (or loss).
- Temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.
- Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the Group's future business plans. Deferred tax assets are reassessed at each reporting date, and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are set-off only if certain conditions are met.

3.5 Foreign currencies

In preparing the financial statements of the Group entities, transactions in currencies other than the Group's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings
- Exchange differences on transactions entered into to hedge certain foreign currency risks

ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC

Notes to the interim condensed consolidated financial statements for the three-month period ended 31 March 2025 (continued)

3. Summary of material accounting policies (continued)

3.5 Foreign currencies (continued)

- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign exchange translation reserve (allocated proportionately to owners of the company and non-controlling interest).

On the disposal of a foreign operation, all of the exchange differences accumulated in a foreign exchange translation reserve in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences is reattributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

4 Critical accounting judgments and key sources of estimation uncertainty

The preparation of these interim condensed consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

In preparing these interim condensed consolidated financial statements, the significant judgments made by management in applying the Group's accounting policies, and the key sources of estimates uncertainty were the same as those applied in the Group consolidated financial statements as at and for the year ended 31 December 2024, except for the adoption of new standards and interpretations effective 1 January 2025.

ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC
**Notes to the interim condensed consolidated financial statements
for the three-month period ended 31 March 2025 (continued)**
5 Property, plant, and equipment

	31 March 2025 (unaudited) AED'000	31 December 2024 (audited) AED'000
Net book value at beginning of the period/year	7,552,178	7,189,661
Additions during the period/year	229,993	1,077,578
Transfers during the period/year	(1,745)	(13,011)
Depreciation charge for the period/year	(159,833)	(602,186)
Disposals during the period/year	(82)	(14,797)
Impairment	-	(5,920)
Exchange differences	584	(79,147)
	7,621,095	7,552,178

6 Goodwill and intangibles

	31 March 2025 (unaudited) AED'000	31 December 2024 (audited) AED'000
Balance at beginning of the period/year	599,307	1,053,811
Transfers during the period/year	1,745	14,312
Amortisation charge for the period/year	(6,948)	(31,952)
Disposals during the period/year	(116)	(1,913)
Exchange differences	2,489	(434,951)
	596,477	599,307

7 Inventories

	31 March 2025 (unaudited) AED'000	31 December 2024 (audited) AED'000
Finished goods	1,493,656	1,401,111
Spare parts and consumables	148,448	140,804
Lubricants raw materials, consumables, and work in progress	40,978	48,490
LPG cylinders	39,118	38,106
	1,722,200	1,628,511
Allowance for net realisable value	(1,447)	(1,447)
Allowance for slow moving and obsolete inventories	(7,179)	(7,177)
	1,713,574	1,619,887

8 Trade receivables and other current assets

	31 March 2025 (unaudited) AED'000	31 December 2024 (audited) AED'000
Trade receivables	2,624,854	2,754,329
Less: Allowance for expected credit losses	(124,728)	(113,453)
	2,500,126	2,640,876
Prepaid expenses	100,407	51,300
Receivable from employees	113,833	110,648
VAT receivables	35,432	32,726
Other receivables	40,454	100,432
	2,790,252	2,935,982

ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC

Notes to the interim condensed consolidated financial statements for the three-month period ended 31 March 2025 (continued)

8. Trade receivables and other current assets (continued)

Movement in the allowance for expected credit losses is as follows:

	31 March 2025 (unaudited) AED'000	31 December 2024 (audited) AED'000
Opening balance	113,453	90,264
Charge for the period/year	11,270	55,239
Written-off during the period/year	-	(11,153)
Recovery made during the period/year	-	(19,876)
Exchange differences	5	(1,021)
Closing balance	124,728	113,453

9. Related party balances and transactions

Related parties represent the Parent Company and its subsidiaries, directors and key management personnel of the Group and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management.

Related party balances:

	31 March 2025 (unaudited) AED'000	31 December 2024 (audited) AED'000
Due from related parties		
ADNOC Logistics and Services	257,035	272,692
Abu Dhabi National Oil Company (ADNOC)	206,005	150,984
ADNOC Drilling	134,118	142,321
ADNOC Onshore	71,826	65,647
ADNOC Offshore	23,896	27,476
ADNOC Gas Processing	10,270	10,514
ADNOC Sour Gas	1,803	1,761
ADNOC others	33,254	31,611
TotalEnergies & its affiliates	54,836	47,717
	793,043	750,723
Due to related parties		
Abu Dhabi National Oil Company (ADNOC)	3,670,650	4,404,684
ADNOC Logistics and Services	5,702	3,949
ADNOC others	-	721
TotalEnergies & its affiliates	45,476	29,991
	3,721,828	4,439,345

The amounts due from related parties are against the provision of petroleum products and services. These balances are unsecured, bear no interest and have an average credit period of 30-60 days.

The amounts due to related parties are outstanding against purchases of petroleum products, vessel hires and port charges and administrative charges. These balances are unsecured, bear no interest and are payable on demand.

The Group has an amount of AED 2,738,305 thousand (31 December 2024: AED 2,822,876 thousand) held with banks in which the Government of Abu Dhabi has a significant or majority stake through different investment vehicles.

The Group has a term loan from banks in which the Government of Abu Dhabi has a significant or majority stake through different investment vehicles amounting to AED 4,131,563 thousand (31 December 2024: AED 4,131,563 thousand).

In 2022, the Company entered into a new corporate revolving credit facilities agreement with the Parent Company for an amount of USD 375,000 thousand and AED 1,377,188 thousand to be used for general corporate purposes.

The Company entered into a sub-lease agreement with the Parent Company for a property located in Industrial City of Abu Dhabi for a term of 42 years commencing 1 January 2023.

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Notes to the interim condensed consolidated financial statements for the three-month period ended 31 March 2025 (continued)

9. Related party balances and transactions (continued)

In 2023, the Company entered into an amendment agreement to a lease for an office space with the Parent Company.

Amounts relating to TotalEnergies and its affiliates pertain to the related party balances and transactions of the Group's subsidiary, TotalEnergies Marketing Egypt LLC.

In 2023, the Company renewed the Refined Products Sales Contract with the Parent Company for the sale by Parent Company and purchase by Company of refined petroleum products, with similar terms, for a term of five years from 1 January 2023 to 31 December 2027.

In 2023, the Company entered into a natural gas supply agreement with ADNOC City Gas for use in its compressed natural gas (CNG) vehicle fueling business for a period till 30 September 2027.

In 2024, the Company entered into a Master Services Agreement (MSA) with its Parent Company for a term of 10 years. Under the MSA, the Parent Company will provide outsourced services to certain functions of the Company, including Procurement, IT, Finance, Human Capital and General Services with the intention of increasing operational and cost efficiencies.

In 2024, the Company entered into two contracts to purchase propane from ADNOC Gas facilities and to receive propane handling services from ADNOC Gas Operations and Marketing LLC for a term of five years.

Related party transactions:

	31 March 2025 (unaudited) AED'000	31 March 2024 (unaudited) AED'000
ADNOC Group		
Revenue	470,591	452,454
Purchases	5,333,797	6,406,133
TotalEnergies and its affiliates		
Revenue	158,800	130,880
Purchases	60,036	26,507
Management Fee & services	15,502	36,427

The Group provides in the normal course of business petroleum distribution services to entities owned and controlled by the Government of Abu Dhabi.

The Group has elected to use the exemption under IAS 24 *Related Party Disclosures* for Government related entities on disclosing transactions and related outstanding balances with government related parties owned by the Government of Abu Dhabi other than the Parent Company and entities it owns and controls.

10. Right-of-use assets and lease liabilities

Right-of-use assets

	31 March 2025 (unaudited) AED'000	31 December 2024 (audited) AED'000
Opening balance	1,726,351	1,778,418
Additions related to land lease	2,327	158,427
Additions to decommissioning	-	7,610
Reversal due to terminated contracts	-	(23,776)
Depreciation charge during the period/year	(39,283)	(151,669)
Modifications during the period/year	35,596	1,767
Exchange differences	276	(44,426)
Closing balance	1,725,267	1,726,351

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**Notes to the interim condensed consolidated financial statements
for the three-month period ended 31 March 2025 (continued)**

10. Right-of-use assets and lease liabilities (continued)

Lease liabilities

	31 March 2025 (unaudited) AED'000	31 December 2024 (audited) AED'000
Opening balance	1,722,622	1,747,264
Additions	2,327	158,427
Accretion of interest	25,002	95,870
Reversal due to terminated contracts	-	(28,062)
Payments	(52,711)	(208,300)
Modifications	35,596	1,767
Exchange differences	301	(44,344)
Closing balance	1,733,137	1,722,622
Current	183,727	181,728
Non-Current	1,549,410	1,540,894
Closing balance	1,733,137	1,722,622

11. Cash and bank balances

Cash and cash equivalents in the statement of cash flows consist of the following amounts:

	31 March 2025 (unaudited) AED'000	31 December 2024 (audited) AED'000
Cash and bank balances	2,639,922	2,734,038
Term deposits with original maturities greater than three months	200,000	200,225

Cash and bank balances include short-term and call deposits amounting to AED 2,538,313 thousand (31 December 2024: AED 2,622,651 thousand) carrying interest rate ranging from 0.30% to 4.46% (31 December 2024: 0.30% to 5.25%) per annum.

12. Borrowings

	31 March 2025 (unaudited) AED'000	31 December 2024 (audited) AED'000
Short term borrowing	108,174	95,785
Term loan - noncurrent	5,496,034	5,494,859
	5,604,208	5,590,644

On 26 October 2022, the Company refinanced its maturing term loan originally taken in November 2017 for another 5-year term with a set of lenders. The new term loan facility carries a variable interest at Secured Overnight Financing Rate (SOFR) plus a margin of 0.85% for USD denominated facility portion and EIBOR plus a margin of 0.60% for AED denominated facility portion.

The Company also entered into a new corporate revolving credit facilities agreement with the Parent Company for an amount of USD 375,000 thousand and AED 1,377,188 thousand to be used for general corporate purposes. The transaction costs allocated to the revolving facility have been capitalised and will be amortised on a straight-line basis over the term of the agreement. Transaction costs amounting to AED 7,115 thousand (31 December 2024: AED 7,408 thousand) are presented as part of the other non-current assets.

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**Notes to the interim condensed consolidated financial statements
for the three-month period ended 31 March 2025 (continued)**

12. Borrowings (continued)

In 2024, the Group's subsidiary in Egypt entered into two unsecured short term credit facilities for EGP 1,000,000 thousand each with a term of 1 year. The purpose of the facilities is to finance payments to local suppliers and working capital requirements. As at 31 March 2025, an amount of EGP 1,489,999 thousand (AED 108,174 thousand) (31 December 2024 EGP 1,324,831 thousand (AED 95,785 thousand) was drawn down from these facilities. The Facilities carry interest rates of Egypt Lending Corridor Rate less 0.5% and Mid Corridor plus 1% as announced by the Central Bank of Egypt.

13. Trade and other payables

	31 March 2025 (unaudited) AED'000	31 December 2024 (audited) AED'000
Trade payables	643,229	543,211
Capital accruals	449,662	517,652
Operating accruals	245,233	355,520
Income tax payable	306,852	250,877
VAT payable	285,938	301,282
Coupon and prepaid card sales outstanding	132,446	129,753
Contract retentions payable	167,995	170,366
Advances from customers	63,809	61,514
Dividend payable	1,285,625	-
Other payables	500,124	466,879
	4,080,913	2,797,054

14. Provision for decommissioning

The provision for decommissioning obligation is with respect to the dismantling obligation regarding the service stations built on leased lands in Dubai and Northern Emirates in UAE and Egypt.

	31 March 2025 (unaudited) AED'000	31 December 2024 (audited) AED'000
Opening balance	162,277	149,362
Additions during the period/year	-	7,610
Accretion of interest	1,389	5,955
Exchange differences	5	(650)
Closing balance	163,671	162,277

15. Revenue

The Group derives its revenue from contracts with customers for the transfer of goods and services over time and at a point in time in the following major lines of business. This is consistent with the revenue information that is disclosed for each reportable segment under IFRS 8 Operating Segments (note 18):

	3 months ended	
	31 March 2025 (unaudited) AED'000	31 March 2024 (unaudited) AED'000
Retail (B2C)		
Fuel	5,289,592	5,401,866
Non-fuel	403,899	365,976
Commercial (B2B)		
Corporate	2,390,865	2,587,420
Aviation	388,759	394,474
	8,473,115	8,749,736

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**Notes to the interim condensed consolidated financial statements
for the three-month period ended 31 March 2025 (continued)**

16. Distribution and administrative expenses

	3 months ended	
	31 March 2025 (unaudited) AED'000	31 March 2024 (unaudited) AED'000
Staff costs	404,183	393,363
Depreciation and amortisation	206,064	177,372
Utilities	49,921	54,973
Repairs, maintenance and consumables	45,016	38,722
Distribution and marketing expenses	16,647	21,392
Insurance	5,365	2,869
Others	85,041	84,050
	812,237	772,741

17. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing profit for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the period. As there are no dilutive instruments outstanding, basic and diluted earnings per share are identical.

The calculation of basic and diluted EPS attributable to the owners of the Company based on the following data:

	3 months ended	
	31 March 2025 (unaudited)	31 March 2024 (unaudited)
Earnings (AED'000)		
Profit for the period attributable to equity holders of the Company	638,678	549,640
Weighted average number of shares (in thousands)		
Weighted average number of ordinary shares for basic and diluted EPS	12,500,000	12,500,000
Basic and diluted EPS (AED)	0.051	0.044

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Notes to the interim condensed consolidated financial statements for the three-month period ended 31 March 2025 (continued)

18. Segment reporting

Operating segments

The Group's operating segments are established on the basis of those components that are evaluated regularly by the Board of Directors, considered to be the Chief Operating Decision Maker ("CODM"). The CODM monitors the operating results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on revenues, gross profit, net profit and a broad range of key performance indicators in addition to segment profitability and is measured consistently with profit or loss in the interim condensed consolidated financial statements.

Based on the information reported to the Group's senior management for the allocation of resources, marketing strategies, management reporting lines and measurement of performance of business, the reportable segments under IFRS 8 were identified as below:

Commercial (B2B) - sale of petroleum products and ancillary products to commercial and government customers, the provision of aviation fuel and fuelling services to strategic customers, and the provision of fuelling services to the Parent Company's civil aviation customers.

Retail (B2C) - sale of gasoline and petroleum products, convenience store sales, car wash and other car care services, oil change services, vehicle inspection services and property leasing and management through the retail sites.

These segments are the basis on which the Group reports its primary segment information. Transactions between segments are conducted at the rates determined by management taking into consideration the cost of funds.

Segment revenue reported represents revenue generated from external customers. There were no inter-segment sales in current and previous period. Operating profit is the measure reported to the Board of Directors for the purpose of resource allocation and assessment of segment performance.

ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC

Notes to the interim condensed consolidated financial statements
for the three-month period ended 31 March 2025 (continued)

18. Segment reporting (continued)

Operating segments (continued)

	Commercial (B2B) AED'000	Retail (B2C) AED'000	Unallocated AED'000	Consolidated AED'000
31 March 2025 (unaudited)				
Revenue	2,779,624	5,693,491	-	8,473,115
Direct costs	(2,377,175)	(4,478,216)	-	(6,855,391)
Gross profit	402,449	1,215,275	-	1,617,724
Distribution and administrative expenses	(114,300)	(697,937)	-	(812,237)
Other income	2,461	23,354	226	26,041
Impairment losses and other operating expenses	(8,508)	(13,191)	(5,152)	(26,851)
Operating profit	282,102	527,501	(4,926)	804,677
Interest income				17,974
Finance costs				(102,593)
Income tax expense				(71,967)
Profit for the period				648,091
31 March 2024 (unaudited)				
Revenue	2,981,894	5,767,842	-	8,749,736
Direct costs	(2,643,102)	(4,626,031)	-	(7,269,133)
Gross profit	338,792	1,141,811	-	1,480,603
Distribution and administrative expenses	(108,645)	(664,096)	-	(772,741)
Other income	7,051	21,511	16,043	44,605
Impairment losses and other operating expenses	(112)	(15,615)	(1,518)	(17,245)
Operating profit	237,086	483,611	14,525	735,222
Interest income				47,938
Finance costs				(209,163)
Income tax expense				(46,302)
Profit for the period				527,695

Notes to the interim condensed consolidated financial statements
for the three-month period ended 31 March 2025 (continued)

18. Segment reporting (continued)

Geographical segments

The Group operates in the UAE, KSA and Egypt. Segment information about the Group's foreign operations is presented below:

	31 March 2025		31 March 2024	
	KSA	Egypt	KSA	Egypt
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	AED'000	AED'000	AED'000	AED'000
Revenue (external customers)	230,591	982,328	218,714	953,205

	31 March 2025		31 December 2024	
	KSA	Egypt	KSA	Egypt
	(unaudited)	(unaudited)	(audited)	(audited)
	AED'000	AED'000	AED'000	AED'000
Property, plant and equipment	263,266	148,782	262,171	142,548
Right of use assets	615,096	67,498	625,940	66,686
Goodwill and intangibles	1,129	595,348	1,128	598,178
	879,491	811,628	889,239	807,412

19. Contingencies and litigation

The Group has contingent liabilities amounting to AED 315,786 thousand (31 December 2024: AED 299,125 thousand) in respect of bank and other guarantees and other matters arising in the ordinary course of business from which it is anticipated that no material liabilities will arise.

The Group is involved in various legal proceedings arising in the ordinary course of business. While the outcome of these matters cannot be predicted with certainty, management does not believe that these matters will have a material adverse effect on the Group's interim condensed consolidated financial statements if concluded unfavorably.

20. Commitments

The capital expenditure contracted for at the reporting date but not yet incurred amounted to AED 575,565 thousand (31 December 2024: AED 430,695 thousand).

21. Seasonality of results

There is no material impact of seasonality on the Group's operating results.

22. Dividends

The Board of Directors approved a final dividend of 10.285 fils per share to the shareholders in respect of the year ended 31 December 2023. The dividend comprised of AED 1,285,625 thousand, which was approved at the General Assembly Meeting held on 27 March 2024 and paid on 15 April 2024.

The Board of Directors approved a final dividend of 10.285 fils per share to the shareholders in respect of the year ended 31 December 2024. The dividend comprised of AED 1,285,625 thousand, which was approved at the General Assembly Meeting held on 25 March 2025 and paid on 8 April 2025.

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Notes to the interim condensed consolidated financial statements for the three-month period ended 31 March 2025 (continued)

23. Taxation

The Company's income tax expense attributed to UAE Corporate Income Tax (CIT) recognised in the current period ended is calculated on the best estimate of the weighted average annual income tax rate. The major component of income tax expense in this statement of profit or loss is AED 63,866 thousand (31 March 2024: AED 57,530 thousand) attributed to UAE CIT. The weighted average annual tax rate related to UAE is 9% (31 March 2024: 9%).

24. Approval of the interim condensed consolidated financial statements

The interim condensed consolidated financial statements were approved by the Board of Directors and authorised for issue on 5 May 2025.