Annual Report 2024

DRIVING GROWTH, POWERED BY INNOVATION

ADNOC

@adnocdistribution

Theme of the year

DRIVING GROWTH, POWERED BY INNOVATION

In 2024, we embarked on an exciting transformation journey with the launch of our 2024-2028 growth strategy. This strategy positions ADNOC Distribution to lead the future of mobility and convenience retail, leveraging innovation and digitalization to enhance customer experience and drive sustainable growth.

As part of this transformation, we are expanding beyond traditional fuel retail by doubling down on non-fuel business, investing in EV charging infrastructure, and strengthening our international operations. We are prioritizing innovation and enhancing customer experience in line with ADNOC Distribution's strategic objectives. Our digital-first approach, powered by AI-driven insights and hyper-personalization, is redefining customer interactions—creating seamless, tech-enabled journeys and elevating engagement at every touchpoint.

We remain committed to delivering sustainable earnings growth and long-term value focusing on operational efficiency, disciplined capital allocation, and smart growth. With a clear vision for growth, innovation, and sustainability, ADNOC Distribution is shaping the future of mobility - driving growth, powered by innovation.


ADNOC أدنـوك

OVERVIEW

ADNOC Distribution

AT A GLANCE

~900
Stations in our fuel retail network

~15 k
Workforce representing 77+ nationalities

>520
Convenience stores in our network

>650 k
UAE retail customers served per day

~2.3 m
Members in our ADNOC Rewards Loyalty Program

~40 mL
Fuel supplied to customers per day

220
EV fast and super-fast charging points installed across our UAE network

ADNOC Distribution is a leading mobility retailer in the UAE. Since its inception in 1973, the Company has continuously been at the forefront of delivering the best 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 offerings.

The Company has 896 service stations across the UAE, Saudi Arabia, and Egypt, including 551 in the UAE, 100 in KSA, and 245 in Egypt through its 50% stake in TotalEnergies Marketing Egypt LLC (TEME). As a non-fuel retail leader, ADNOC Distribution has 527 convenience stores across the three markets, including 373 ADNOC Oasis convenience stores in the UAE, 13 in Saudi Arabia and 141 in Egypt. The Company also runs 35 vehicle inspection centers, and offers other services including car wash, lube change, and fast and super-fast EV charging in the UAE. It also manages retail space within its stations. Additionally, ADNOC Distribution is the top marketer and distributor of fuels to commercial, industrial, and government customers in the UAE and markets its ADNOC Voyager lubricant line in 46 countries. The Company aims to be the mobility retailer of choice, an enabler of sustainable mobility, and a provider of exceptional customer experience.

Note: all figures as of December 31, 2024.

2024 HIGHLIGHTS

Successfully navigating towards 2028 ambitions with strong progress in 2024

+59
New service stations added, including 33 in KSA, bringing the total network to 896

+7%
compared to 2023

on track to reach
1,000
target by 2028

26.1%
Convenience store conversion rate

+140 bps
compared to 2023

>15
billion liters
Total fuel volume sold

+9%
compared to 2023

+167
New fast and super-fast EV charging points installed, taking the total network to 220 in the UAE

4x growth
vs. 2023 level

on track to reach
over 500
charging points
by 2028

189
million
Fuel transactions

+5%
compared to 2023

+10%
YoY increase in non-fuel transactions to 49 million

on track to achieve a target of
+50%
increase in transactions
by 2028 vs. 2023

AED
66 million
Savings in operating expenses on a like-for-like basis

on track achieve a target of up to
AED 184 million
over 2024-28

0.69x
Net debt to EBITDA Reflecting a strong balance sheet

AED
3.86 billion
EBITDA, the highest since Company's IPO

+5%
compared to 2023

96%
Customer satisfaction score

AED
1.1 billion
Capital expenditure

28.8%
Return on Capital Employed

Industry-leading rate of return driven by efficient capital allocation

AED
2.57 billion
Dividend distributed in 2024

Offering attractive yield

Awards & recognition

ADNOC Distribution won several awards across different categories in 2024.

Winner
Most Innovative Company
in the energy category

Fast Company Middle East, Most Innovative Companies Middle East 2024 Awards

Winner
Retail Innovation of the Year

for ADNOC Distribution's AI-enabled hyper-personalized, customer experience, RetailME Awards 2024

Winner
People First, Leader Award
and
Women Empowerment, Organization of the Year

GCC Government HR & Youth Awards show 2024

Winner
Digital Experience Strategy of the Year

at the 16th Edition of CX Strategy Summit & Awards 2024

Winner
Best AI Achievement in Energy & Utilities

at the Global Artificial Intelligence 2024 show in Dubai for the Company's state-of-the-art Fuel Demand Prediction Model as the "Best AI Achievement in Energy and Utilities"

Winner
Energy Project of the Year

during Solar Energy Week 2024, in recognition of our photovoltaic power generation

Adopt a Mangrove program recognized by the UAE Ministry of Environment and Climate Change (MOCCAE)

For its significant contribution to the UAE's National Carbon Sequestration Project

Recognized with six prestigious awards in the Middle East Investor Relations Association (MEIRA) Annual Conference and Awards 2024

Winner
Investor Relations by CEO in Middle East

Runner-up
Investor Relations by CFO in Middle East

Investor Relations Professional in UAE

Leading Corporate for Investor Relations in Middle East

Leading Corporate for Investor Relations in UAE

Third Place
Best Investor Relations Film in Middle East

Awarded
ESG Label for Responsible Business by Dubai Chamber of Commerce

5th most valuable Emirati brand

KANTAR BRANDZ awards 2024

51 years
of inspiring journeys

1970s

1973
ADNOC Distribution is established by royal decree as the first UAE government-owned company specializing in the marketing and distribution of petroleum products

1976
The Company begins selling Liquid Petroleum Gas (LPG) in canisters for domestic consumption

1980s

1982
The Company begins refueling aircraft at Abu Dhabi International Airport

1983
The Company commissions a grease production unit at the Sas Al Nakhl lubricant plant. The unit, the second of its kind in the world at that time, manufactures high-quality greases

1990s

1993
ADNOC Distribution becomes an American Petroleum Institute (API) member and receives its first API lubricants certification

1998
ADNOC Distribution rebrands and introduces a total retail offering (fuel and non-fuel)

1999
The Company's aviation division receives the MTMC (US Military Transport Management Command) Quality Award for Excellent Services

2000s

2000
The Company begins operating its vehicle inspection centers in coordination with Abu Dhabi Police

2006
ADNOC Distribution's service stations begin offering a third grade of gasoline, E-plus (Octane 91) for low-compression engines, to complement Super (98) for high-compression and Special (95) for medium-compression engines

2008
The Company begins construction of compressed natural gas (CNG) distribution facilities at its service stations to be used by natural gas vehicles (NGVs)

2010s

2011
ADNOC Distribution becomes a member and strategic partner of the International Air Transport Association (IATA) and an associate member of the Joint Inspection Group (JIG), which governs standards for the operation of shared fuel storage and handling facilities at the world's major airports

2013
The Company agrees to acquire 75 service stations from Emirates General Petroleum Company (Emarat) in the five Northern Emirates of Sharjah, Ras Al Khaimah, Ajman, Umm Al Quwain, and Fujairah

2014
ADNOC Distribution agrees to take over 25 service stations in Sharjah from Emirates National Oil Company (ENOC)

2017
The Company completes its successful initial public offering (IPO), listing its shares on the Abu Dhabi Securities Exchange (ADX) under the symbol ADNOCDIST

2018
ADNOC Distribution opens its first service stations in Dubai and Saudi Arabia

2019
ADNOC Distribution launches an innovative smart fuel distribution concept, ADNOC On the go, a new loyalty program, 'ADNOC Rewards', and a next generation 'ADNOC Oasis' convenience store

2020s

2020
ADNOC Distribution introduces home delivery services from its convenience stores, and expands its Vehicle Inspection services to the Northern Emirates

2021
The Company's free float increases to 23%, following ADNOC's placement of 375 million of ADNOC Distribution's shares, and the shares are included in major emerging market benchmark indices of MSCI and FTSE

2022
ADNOC Distribution launched ADNOC Voyager Green Series, a 100% plant-based lubricant range for both petrol and diesel engines

ADNOC Distribution marks the opening of its 500th station in the UAE

2023
Entry into Egypt with the acquisition of a 50% stake in TotalEnergies Marketing Egypt

Launched a decarbonization roadmap and series of sustainability initiatives, including securing a sustainability-linked loan

2024
Reached 100 stations in KSA, through accelerated smart growth

Launched ARIF, an AI-powered investor relations chatbot to strengthen investor engagement and transparency

Year in review

A year of expansion, transformation, and strong performance

2024

Q1

Investor Day 2024, held in February, unveiling ADNOC Distribution's new 2024-28 strategy and growth ambition.

Five-Year Dividend Policy: Shareholders approved the Company's new dividend policy for 2024-28, setting an annual dividend of AED 2.57 billion or minimum 75% of net profit, whichever is higher, offering long-term visibility of shareholders expected returns, and potential upside from future growth.

Launched first Car Wash Tunnels, which have higher capacity compared to traditional facilities, aiming to enhance customer experience and futureproof car wash services.

Partnership with NWTN, to launch 20 service centers for Rabdan electric vehicles, supporting the UAE's Low-Emission Vehicle Strategy.

Robotic Arm Fueling Pilot introduced during UAE Innovation Month, enhancing customer experience through AI-driven solutions.

Q2

Partnership with Abu Dhabi Ports to drive marine lubricants growth, by distributing ADNOC Distribution marine lubricants across more than 70 destinations, paving the way for accelerated growth and enhanced market penetration.

Recognition from UAE Ministry of Climate Change: Awarded for planting over 20,000 trees and supporting the national carbon sequestration initiative through the Company's reforestation program.

Artificial Intelligence integration recognition: Received the "Best AI Achievement in Energy & Utilities" at the Global AI Show 2024.

Q3

Partnership with Dubai's Roads and Transport Authority (RTA) to develop 10 strategically located truck rest stops in Dubai.

Established an ESG Subcommittee to its Board's Executive Committee, anchoring ESG oversight and responsibility among the Company's highest governing bodies.

Inclusion in FTSE4Good Index, in recognition of Company's solid ESG performance.

Q4

Launched ARIF, an AI-enabled investor relations chatbot to provide investors with instant, reliable information in both English and Arabic.

ADNOC Blue Certification: Became the first company in the region to receive ISO 22241 certification for Diesel Exhaust Fluid, reflecting leadership in sustainable products.

Nature-Based Solutions Program: Planted 25,000 mangroves across the UAE, sequestering 5.4 metric tons of CO2 and enhancing reforestation efforts.

Awarded the Dubai Chamber of Commerce ESG label, to be the first fuel and convenience retailer in the Middle East to achieve this recognition.

Most Admired Retail Innovation: Recognized for excellence in personalized customer experiences and operational efficiency at the Middle East Retail Forum 2024.

Solar Project of the Year: Awarded for its solar power initiative, with 30 stations outfitted with PV panels.

Mobile Car Wash Service launched to offer convenient, on-demand cleaning solutions.

Quality Certification: Successfully passed ISO 9001:2015 surveillance audits, reflecting a commitment to continual improvement.

KSA network expansion: contracted 30 stations in KSA under a CAPEX-light Dealer Owned Company Operated (DOCO) model, significantly increasing Company's footprint in the Kingdom to 100 sites.

What we do

B2C: Retail Business

Fuel
(62% of total Gross profit)

Core fuel
ADNOC Distribution is the largest fuel retailer in the UAE, with 551 domestic sites. Beyond the UAE, the Company has a network of 100 retail fuel stations in Saudi Arabia and 245 stations in Egypt through its 50% stake in TotalEnergies Marketing Egypt.

EV Charging and alternative fuels
ADNOC Distribution has 220 EV fast and super-fast charging points installed in its stations and EV hubs across the UAE to address current EV customer demand. The Company continues to develop capabilities in alternative fuels such as biofuel and hydrogen.

Non-fuel
(14% of total Gross profit)

ADNOC Distribution's non-fuel retail activities comprise convenience stores, as well as value-added services including car care services, vehicle inspection centers, and rental properties.

Convenience Stores
ADNOC Distribution is the UAE's largest convenience store retailer by number of stores, operating 373 convenience stores in the UAE. It also operates 13 stores in Saudi Arabia and 141 stores in Egypt through its 50% stake in TotalEnergies Marketing Egypt.

Car Services
The Company offers car care services at many of its service station locations, including car wash and lube change services. In addition, various services are provided by its partners and tenants, such as vehicle servicing, repairs, and tire changes.

Vehicle inspection
The Company operates 35 vehicle inspection centers in the UAE. It is the only authorized provider of government-mandated annual vehicle inspections in the Emirate of Abu Dhabi, and also offers vehicle inspection services in other Emirates of the UAE.

Property Management
The Company manages and leases retail space within its service stations to restaurants and other service providers. Its tenants occupy more than 1,150 properties, operating quick-service restaurants (QSRs) and offering supplementary products and amenities, including banking services and automobile insurance. Major tenants include recognized global and local brands such as McDonald's, Starbucks, KFC, and Al Baik.

B2B: Commercial Business

Corporate
(19% of total Gross profit)

ADNOC Distribution is the largest supplier of gasoil and gasoline to commercial, residential, industrial and government customers in the UAE wholesale fuels market.

The Company also sells and exports lubricants (engine oils and greases) to 46 countries. These are used by commercial, industrial, marine, and government customers for motor vehicles, as well as for other engines, machinery and equipment.

Aviation
(5% of total Gross profit)

ADNOC Distribution sells aviation fuel and provides refueling and related services to strategic aviation customers in the UAE. The Company also offers aircraft refueling and other services to ADNOC's civil aviation customers at multiple airports across the UAE.

In addition, the Company owns a 50% stake in TotalEnergies Marketing Egypt, which conducts aviation operations at two airports in Egypt.

Fuel volume breakdown by business

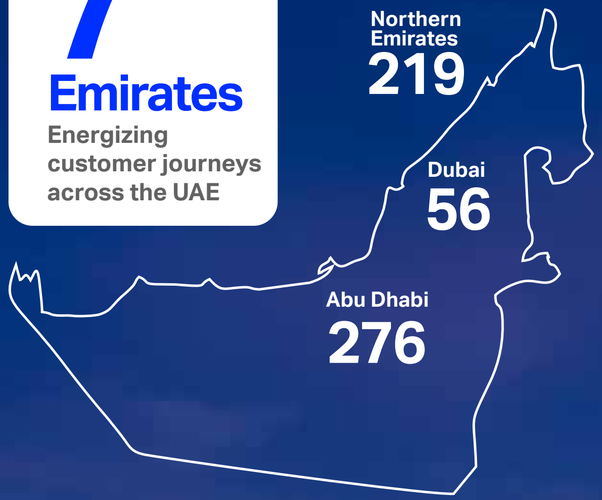
Corporate
28%
4,260 million liters

Retail
69%
10,349 million liters

Aviation
3%
420 million liters

Where we operate

7
Emirates
Energizing customer journeys across the UAE



3 Countries

551 UAE	**100** SAUDI ARABIA	**245*** EGYPT

* through a 50% stake in TotalEnergies Marketing Egypt

46
Markets
ADNOC Voyager lubricants exported to 46 markets

Our investment case

ADNOC Distribution offers a compelling value proposition, backed by a solid business model and financial position, strong track record of value creation, and a focus on delivering sustainable growth.

Track record of shareholder value creation

Value creation since IPO
Total shareholder return:

AED 29 billion
(+93%)[1]

Robust 5-year ROCE of over 25%
driven by efficient capital allocation and value-accretive investments

Attractive 2024-28 dividend policy supported by visible cashflow profile and strong balance sheet:

AED 2.57 billion
or min. 75% of net profit, whichever is higher (offering a ~6%[1] dividend yield)

Significant share liquidity
free float of

23%
and part of MSCI EM and FTSE EM indices

Solid performance and cashflow visibility

Demonstrable solid business performance reinforced by strong operating and financial results

Predictable cash flow generation supported by robust regulatory framework, industry-leading margins and limited exposure to oil price volatility

Supportive and committed majority shareholder ADNOC:
5-year supply contract with a retail margin guarantee protecting against inventory losses while providing exposure to inventory gains

Strong balance sheet with ample liquidity supports growth prospects and enables attractive shareholder distributions

Focus on delivering sustainable growth

2024-28 strategy unveiled in 2024 with the ambition to establish ADNOC Distribution as a convenience and mobility leader

Doubling down on non-fuel retail offerings and transforming our service stations into destinations of choice

Accelerating sustainable and profitable growth domestically and internationally through efficient capital allocation.

Actively progressing on AI initiatives to drive growth, improve operational efficiency and enhance customer experience

Futureproofing the business by unlocking new revenue streams offered by the energy transformation (incl. EV charging) and pursuing sustainability goals

(1) At share price of AED 3.52 on December 31, 2024

Stakeholder engagement

ADNOC Distribution fosters transparent and mutually beneficial partnerships with a diverse range of stakeholders, including employees, shareholders, customers, suppliers, local communities, and government entities.

By actively engaging these groups, the Company ensures effective oversight of its processes and addresses economic, environmental, and social impacts. Tailored engagement methods are used to identify and address the critical concerns and interests of each stakeholder group.

Employees

How we engage

Employee Engagement Surveys | Employee Wellbeing Program | ESG Engagement Survey | Ask HC Portal |Email Communications | Training and Workshops | Physical and Virtual Town Halls

Key concerns raised/topics of interest

- Targeted employee engagement activities
- Promoting gender diversity and equality
- Updates on policies, engagement plans, career progression, and rewards
- Employees' suggestions in the Employee Engagement Surveys requiring actions

How ADNOC Distribution addresses these concerns

- Launched a comprehensive employee wellbeing strategy for 2024, with outcomes being reviewed monthly
- Appointed engagement champions and collaborated with Human Capital Business Partners to support post-employee engagement survey initiatives implementation
- Regular communication via internal newsletter, emails, virtual and physical town halls, and CEO updates on key topics.
- Addressing feedback from engagement surveys through policy reviews
- Supported flexible remote work to promote Work-Life Balance

How we create value for this stakeholder group

- **Talent Growth**: Offers career development, digital upskilling, and role rotations
- **Inclusive Culture**: Fosters inclusivity, purpose, and engagement
- **Wellbeing Support**: Provides mental health and wellness programs
- **Leadership Engagement**: Ensures transparency through town halls and surveys
- **Global Competitiveness**: Attracts and retains top talent worldwide

Customers

How we engage

ESG Engagement Survey | Point of Sales | Social Media | Corporate Website and Application | Customer Call Centers | Customer Satisfaction Surveys

Key concerns raised/topics of interest

- Ensuring the health and safety of customers
- Improving the quality of products and service
- Enhancing the diversity of the workforce at stations and convenience stores

How ADNOC Distribution addresses these concerns

- In line with leading practices, work towards continuously improving and implementing health and safety management systems
- Expanded the network of stations, EV charging services, convenience stores and car care facilities and offerings to enhance customers' convenience and fuel their journeys through best-in-class services
- Identifying and addressing customer needs and expectations by implementing a robust quality management system, and utilizing AI to offer hyper-personalized offerings that satisfy customer preferences
- Enhance customer interactions and service levels through workforce talent and professional development programs

How we create value for this stakeholder group

- **Safety and Quality:** Prioritizes customer health, safety, and product excellence
- **Personalized Services**: Leverages AI for tailored offerings that meet diverse customer needs
- **Enhanced Experience**: Invests in workforce development to improve service levels and interactions
- **Innovation**: Continuously improves management systems to exceed customer expectations

Investors & Shareholders

How we engage

ESG Engagement Survey | General Assembly Meetings | Investor Roadshows | Physical and Virtual Meetings | Investor Feedback Survey | Participation in Equity Conferences | Annual Reports | The Quarterly Earnings materials | Quarterly Results Conference Calls | Press Releases | SMS Distribution | Email distribution | Social Media | ARIF, AI-chatbot

Key concerns raised/topics of interest

- Visibility on the Company's growth plans and dividend sustainability
- Focus on extracting value from Company's assets in UAE, including non-fuel business potential
- International expansion growth targets and efficient capital allocation.
- EV strategy and economics
- Impact of UAE corporate income tax

How ADNOC Distribution addresses these concerns

- Communicated new five-year growth strategy during the investor day in February 2024, and disseminated information about long-term strategic growth targets during regular investor roadshows and investor meetings
- Provide annual guidance and outlook on the Company's key performance indicators
- Future-proof business by launching a sustainability roadmap to decarbonize the Company's operations and investing in electric vehicle charging solutions in a disciplined manner to meet the current needs of EV customers nationwide
- Efficient capital allocation towards growth and investing in value-accretive M&As
- Updating regular progress against the Company's annual guidance and long-term growth targets, including energy transformation and adopting low-carbon products
- Set a new five-year dividend policy, offering higher visibility on shareholder expected returns and upside potential from future earnings growth

How we create value for this stakeholder group

- Deliver sustainable earnings growth
- Strategic growth and efficient capital allocation
- **Transparency**: Provide annual guidance and progress updates on strategic goals
- **Enhanced Returns**: deliver sustainable attractive dividend, offering visibility on returns and growth potential

Suppliers and Partners

How we engage

ESG Engagement Survey | Bids and Tenders | Supplier Portals | Post-Award Communications | Periodical Engagement Meetings

Key concerns raised/topics of interest

- Ensuring availability and supplies of products in ADNOC Distribution's portfolio
- Enhancement in the tendering process
- Timely response to supplier queries
- Communication on new procedures related to supplier performance evaluation and in-country value
- Regularly meeting with suppliers to discuss SAP ARIBA system issues, Suppliers' Profile updates at ADNOC, Suppliers' Performance, ICV Improvement Plan, and Certification

How ADNOC Distribution addresses these concerns

- Continual assessment and improvement of supply chain management and inventory management
- Enhancement of tendering process through regular updates in SAP modules
- Updating internal guidelines to respond to all supplier queries within approved timelines and making centralized announcements and communication to all suppliers
- On-time replies to suppliers during meetings and through email communications

How we create value for this stakeholder group

- **Efficient Processes:** Continuously improve supply chain management and inventory systems. Transparency: Enhance tendering processes with regular updates in SAP modules
- **Effective Communication**: Provide timely responses to supplier queries and ensures clear communication of new procedures
- **Collaborative Engagement**: Host regular meetings to address performance, system issues, and in-country value initiatives

Government (federal and local governments) and Regulatory Authorities

How we engage

Annual and Quarterly Reports | Public Reporting | Virtual and Face-to-Face Meetings

Key concerns raised/topics of interest

- Contribution of the organization to building and supporting the local economy, increase in customer convenience, employment opportunities, environment, and community development
- Commitment to strengthening the regulatory framework governing the sector and support national policies

How ADNOC Distribution addresses these concerns

- Investing in expanding the country's networks, EV charging infrastructure, and renovating the convenience store network to contribute to national infrastructure development, increased employment opportunities, and higher access to fueling and convenience services
- Providing and developing low carbon and green energy products such as compressed natural gas, lubricants for hybrid engines, green lubricants, and premium products offering improved engine efficiencies such as Octane-98 gasoline
- Investing in digital solutions to offer greater customer convenience, such as contactless payments, digital ordering, online ordering, self-service checkouts, etc.
- Comply with all regulatory requirements

How we create value for this stakeholder group

- **Economic Growth:** Support local economies by expanding infrastructure, creating jobs, and enhancing community development
- **Sustainability:** Provide low-carbon and green energy solutions, including EV charging and environmentally friendly products
- **Innovation:** Invest in digital solutions for convenience, such as contactless payments and online services
- **Compliance:** Adhere to all regulatory requirements and strengthens the industry's governance framework

Local Communities

How we engage

ESG Engagement Survey | Employee Volunteering | Community Program Sponsorships | CSR Events

Key concerns raised/topics of interest

Initiatives that support, build, and create an overall impact on local employment, social development, health, and safety of people and environment.

How ADNOC Distribution addresses these concerns

- ~71% in-country value contribution of the Company's overall contracts
- Undertook various CSR initiatives such as
  - Pink Caravan Campaign
  - Breaking fast with local communities during Ramadan
  - Investing in communities through charitable contributions
  - Engaging customers within environmental protection. We launched reverse vending machines at ADNOC service stations across Abu Dhabi and integrated an option on the ADNOC Distribution app to "Adopt a Mangrove", extending sustainability efforts to our customers

How we create value for this stakeholder group

- Community Support through CSR initiatives
- Environmental Impact
- **Social Development**: Invests in local employment and health-focused initiatives to uplift communities

Shareholder information

Trading of ADNOC Distribution shares on the Abu Dhabi Securities Exchange (ADX) began on December 13, 2017, under the symbol ADNOCDIST at an Initial Public Offering (IPO) price of AED 2.50.

The Company's paid-up share capital is **AED 1 billion**, divided into **12.5 billion shares**, each with a nominal value of **AED 0.08.** ADNOC Distribution's shares are compliant with Shari'a as verified by the Unified Committee of Islamic Banks for Shari'a Screening of Equities (UAE).

>15,000

Number of total shareholders*

* Data source: ADNOC Distribution share register as of December 31, 2024

ADNOC Distribution share ownership structure*

ADNOC
77%

Free Float
23%

ADNOC
77%

UAE & GCC Institutions
12%

International Institutions
7%

Individual Retail shareholders
4%

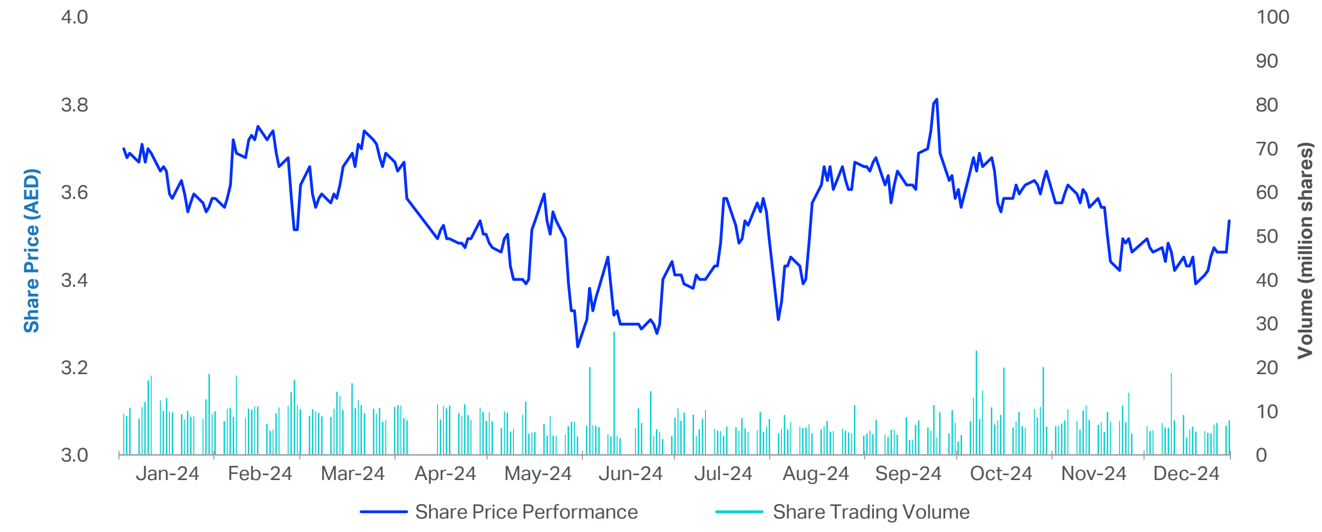
UAE & GCC Institutions
51%

International Institutions
27%

Individual Retail shareholders
22%

ADNOC Distribution daily share performance, 2024

(Prices at daily close)



ADNOC Distribution share credentials

Share Figures (2024)

Share Price at close (AED)	3.52
52-Week High (AED)	3.79
52-Week Low (AED)	3.24
Average Daily Trading Volume (million shares)	7.6
Average Daily Trading Value (AED million)	26.8
Market capitalization (AED billion)	44.0
Total Shareholder Return Since IPO	93%
Number of shares outstanding (billion)	12.5

Stock Exchange Listing	Abu Dhabi Securities Exchange (ADX)
ADX symbol	ADNOCDIST
Listing Date	December 13, 2017
Initial Public Offering (IPO) Price (AED)	2.50
Currency	AED (United Arab Emirates Dirham)
International Securities Identification Number (ISIN)	AEA006101017
Reuters Instrument Code (RIC)	ADNOCDIST.AD
Bloomberg symbol	ADNOCDIS UH

Index constituencies*

ADX

FTSE ADX General Index
FTSE ADX15
FTSE ADX Energy Index
FTSE ADX 15 Islamic Index
FTSE ADX ESG Screened Index

FTSE

FTSE Emerging Index
FTSE4Good Index Series
FTSE Emerging ESG Low Carbon Select
FTSE Emerging ESG

MSCI

The MSCI Emerging Markets Index
MSCI United Arab Emirates (UAE) Index
MSCI UAE Investable Market Index (IMI)
MSCI ACWI ESG Screened Index
MSCI ACWI Climate Change Index
MSCI ACWI ESG Universal Index

* Source: Bloomberg, ADX, MSCI, FTSE

How to buy shares

Any investor with an up-to-date investor number (NIN) registered through ADX can place orders to buy and sell shares through brokerage companies licensed and registered in the market. For a step-by-step guide on how to become a shareholder of ADNOC Distribution please visit www.adnocdistribution.ae/invest or scan the QR Code

ADNOC Distribution Investor Relations Contact:
ir@adnocdistribution.ae

ADNOC Distribution Investor Relations website:
www.adnocdistribution.ae/investor-relations

Ask ARIF
Our AI-powered Investor Relations Chatbot
www.adnocdistribution.ae/investor-relations/ask-arif

Registrar
Abu Dhabi Securities Exchange
CSD & Registry Services Department
Telephone: +971 2 6277 777
ADX Toll Free: 800 ADX (239)
E-mail: csd@adx.ae

Dividend policy

New dividend policy provides payback visibility and upside from future earnings growth

Dividend framework

Payment of dividends twice each fiscal year (first payment in October and a second payment in April of the following year)

~6%

Annual dividend yield[2]

New Dividend Policy (2024-2028)[1]

AED **2.57** billion

Equivalent to AED 0.2057 per share

or minimum

75% of net profit

whichever is higher

AED **16** billion

Dividend distributed since IPO

(1) Subject to the discretion of the Board and shareholders' approval.
(2) At share price of AED 3.52 on December 31, 2024.

ADNOC Distribution is unwavering in its commitment to fulfilling its strategic goals and providing long-term attractive returns to its shareholders supported by strong sustainable earnings growth, predictable cashflow profile and balance sheet strength.

In making recommendations to shareholders regarding the payment of dividends, the Board of Directors considers the cash management requirements of the business for operating expenses, interest expenses, and anticipated capital expenditures. The Board also considers market conditions, the operating environment, and the outlook for the business.

STRATEGIC REVIEW

Chairman's statement

Accelerating Growth, Embracing INNOVATION: A Future Built on Strength

Dr. Sultan Ahmed Al Jaber
Chairman, ADNOC Distribution

2024 was a year of achievement, advancement, and outstanding performance. ADNOC Distribution continued to scale, innovate, and reimagine mobility and convenience retail while delivering the energy and services that drive economies, both in the UAE and beyond.

Financially, 2024 was another record-breaking year. We delivered against our five-year strategy, achieving significant milestones that strengthened our market position and set the stage for long-term success. For the second consecutive year, our EBITDA surpassed $1 billion, driven by record fuel volumes—which increased nearly 9%—and sustained non-fuel retail growth. In line with our 2024-2028 dividend policy, we remain committed to delivering an annual dividend of $700 million or 75% of net profit, whichever is higher.

Our non-fuel retail business continues to deliver strong growth. Non-fuel-retail gross profit grew 12.5% year-on-year, and convenience store conversion rates reached 26.1%, their highest levels in five years. Quick-service retail saw record occupancy, with 95% of tier-1 station retail space leased, positioning ADNOC Distribution among the UAE's leading retail destinations.

Customer experience is at the core of our success. The ADNOC Rewards program now has 2.3 million loyalty members in 2024, up 19% year-on-year, with a 96% satisfaction rate. In 2024, we also introduced ARIF, one of the world's first conversational AI assistants for investor relations, providing instant access to financial insights and analysis, empowering investors with deeper visibility into our growth plans.

We are investing in the future of mobility. ADNOC Distribution is playing a key role in the UAE's energy transformation, expanding EV infrastructure at an unprecedented pace. In 2024, we grew our network to 220 fast and super-fast EV charging points—a four-fold increase from 2023—and remain on track to reach at least 500 by 2028.

We are expanding our presence in high-growth markets. In 2024, we added 59 new service stations including 33 in Saudi Arabia, bringing the total number of stations across our network to 896, including 551 in the UAE, 100 in Saudi Arabia, and 245 in Egypt. Our global reach continues to grow—our market-leading ADNOC Voyager lubricants are now exported to 46 markets around the world, up from 37 in 2023. We also started blending Voyager products in Egypt for the first time, a significant milestone for our partnership with TotalEnergies.

Looking ahead, 2025 will be a year of acceleration. We will invest $250 to $300 million in CAPEX, driving network expansion. By the end of the year, we aim to open between 40 and 50 new stations and double the number of property units occupied by top-tier food and beverage brands across our network compared to 2023. We also continue to focus on developing EV charging capabilities, accelerating digital transformation, and diversifying revenue streams through non-fuel retail, property management, and enhancing our service offerings. In 2025, the Year of Community, we're working hard to position our service stations as more than just functional stops, as we strive to create welcoming spaces at the heart of the communities we serve.

Saudi Arabia remains a major focus for future growth, with plans to add at least 30 new stations across the country this year. In line with our strategic plans to strengthen our presence in this dynamic market, we are, targeting at least 300 stations in operation by 2029 across the Kingdom, positioning ADNOC Distribution among the top five fuel and convenience retailers in the Saudi market.

Advanced technologies will continue to be a game-changer for efficiency. With more than 20 AI projects underway, we are transforming our business, making ADNOC Distribution smarter, leaner, and more future-ready.

Our success is driven by a commitment to develop local talent. At the heart of ADNOC Distribution's achievements is our unwavering focus on nurturing local talent, and we provide the necessary training to foster a culture of innovation. We are also committed to strengthening local supply chains and leading sustainability efforts across the mobility retail sector.

We are committed to making decisions that drive lasting growth, deliver value to our shareholders, and create new opportunities for our business, customers, and stakeholders.

Finally, I want to thank our employees, management, and Board of Directors for their dedication and hard work in delivering another year of strong performance for ADNOC Distribution. Your efforts have been instrumental in driving growth, enhancing customer experience, and advancing our strategic priorities. As we look ahead, I am confident that we will continue to build on this momentum, creating even greater value for our stakeholders and shaping the future of mobility and convenience retail.

CEO's message

Reflecting on the achievements and challenges that shaped ADNOC Distribution's journey in 2024, we find ourselves at the inception of new strategic victories and further operational excellence. Our steadfast dedication to smart growth, innovation, and sustainability has empowered us to set new business benchmarks in 2024.

AED
3.86 billion
EBITDA

ADNOC Distribution successfully met a range of crucial commitments to the capital markets. These included continued network expansion, achieving double-digit non-fuel growth, executing our cost efficiency program, and further developing and integrating advanced AI and digital technologies across all business verticals.

With EBITDA reaching a historic AED 3.86 billion—a 5% year-on-year growth, we demonstrated our ability to drive consistent value creation by navigating challenging market dynamics.

Additionally, we are on track to achieve AED 184 million in operational expenditure savings between 2024 and 2028, with AED 66 million realized in 2024 alone, underscoring our commitment to operational efficiency.

The expansion of ADNOC Distribution's network remains a key growth engine. Fifty nine new service stations added across strategic locations in the UAE, Egypt, and KSA, taking our network to nearly 900 stations. Enhanced EV infrastructure — with 220 charging points across the UAE installed by the end of 2024 - delivered over 20 million low-emission kilometers, reinforcing the company's leadership in the energy transformation.

This Annual Report delves deeper into our success stories, covering financial performance, sustainability initiatives, future-proofing strategies, and our vision as we continue our transformation into a leader in multi-energy, convenience, and mobility.

Integrating AI and Powering the Possible

With more than 20 AI-enabled projects currently under development or deployed across the Company, ADNOC Distribution is embracing the opportunities provided by advanced technology to help forge the future of mobility and convenience retail. In 2024, ADNOC Distribution launched ARIF, one of the world's first AI-powered chatbots dedicated to investor relations, which makes complex financial and operational data accessible and customizable to current and prospective investors, analysts, and other stakeholders.

In a sense, ARIF also exemplifies our commitment to deploying AI for industry-leading customer experiences, bringing the power of AI to a whole new set of stakeholders.

Expanding horizons: growth beyond borders

ADNOC Distribution's international expansion strategy gained further momentum in 2024, with agreements secured for 30 new sites in Saudi Arabia through CAPEX-light Dealer-Owned Company-Operated (DOCO) model, achieving a rapid 50% growth in network and bringing the total to 100 stations in the Kingdom.

This milestone bolstered ADNOC Distribution's regional footprint and, combined with continued success in Egypt, helped redefine ADNOC Distribution's emergence as a recognized global retail mobility player.

Our operating performance in 2024 continued to show strong growth, marked by hitting a new record of 15 billion litres in total fuel volumes - a 9% year-on-year increase, driven by our network expansion and increased contributions from international operations.

ADNOC Voyager Lubricants continued their global ascent, and are now proudly marketed in 46 countries, underscoring ADNOC Distribution's

Crossing borders, sustaining growth, and building the FUTURE

CEO's message (cont.)

~240 million

retail transactions in 2024

12% year-on-year

increase in non-fuel gross profit

commitment to quality, innovation, and international excellence and the growing recognition we are receiving from entirely new customers across the globe.

In addition, we will leverage strong cash flows and a solid balance sheet to fund value-driven potential inorganic opportunities while ensuring financial discipline and maximizing returns.

Optimizing the customer journey and empowering lives

Customer satisfaction reached an outstanding 96%, underpinned by a loyalty program that sets new standards for convenience and personalization. This year, the ADNOC Rewards program saw 19% growth, reaching nearly 2.3 million total members, cementing our status as the UAE's preferred fuel and convenience retail destination.

ADNOC Distribution served over 650 thousand customers daily at our service stations in the UAE, delivering a record high of nearly 240 million retail transactions in 2024. Our non-fuel retail business once again witnessed double-digit growth, with a 12% year-on-year increase in non-fuel gross profit, supported by a 10% increase in non-fuel transactions and our highest conversion rate in convenience stores in five years – 26.1% , a testament to our customer-centric initiatives.

Strengthening our sustainability and advancing Net Zero

Sustainability lies at the heart of ADNOC Distribution's operations. In 2024, the Company continued its decarbonization efforts by reducing greenhouse emissions, positioning it on the right track to achieve our 2030 target of a 25% reduction in emissions intensity.

This is being achieved by diversifying the energy mix powering our service stations by equipping them with solar panels and employing innovative carbon reduction measures, including the Fuel Demand Prediction Model that uses AI to predict demand for fuel at service stations and optimize routes travelled by delivery vehicles.

In 2024, customers recycled more than 5 million pieces of plastic using our Reverse Vending Machines and received rewards points in return, supporting the UAE's circular economy. More than 25,000 mangrove trees were adopted through the rewards app, highlighting our commitment to educating and engaging our customers on this fragile ecosystem and its importance as a carbon sink.

Redefining ESG excellence

2024 also underscored ADNOC Distribution's leadership in environmental, social, and governance (ESG) practices. The establishment of a board-level ESG Subcommittee marked a historic milestone, ensuring sustainability remains embedded within our core strategy. Recognized as an ESG leader by Bloomberg, ADNOC Distribution achieved top-quartile rankings in global benchmarks and was included in the prestigious FTSE4Good Index, FTSE ADX ESG Screened Index and FTSE Emerging Low Carbon Select index. These achievements reflect the company's determination to deliver not only shareholder value but also meaningful and measurable contributions to the environment and society.

Shaping the future of mobility

The path forward is clear. ADNOC Distribution remains firmly focused on expanding its network and enhancing non-fuel offerings both within the UAE and further afield, advancing decarbonization, and harnessing AI and digital technologies to deliver smarter, cleaner, and more sustainable mobility solutions, while furthering our industry-leading customer experience. Our commitment to progress is matched by our dedication to creating opportunities, growing shareholder value, and supporting the UAE's long-term vision of a sustainable and prosperous future.

ADNOC Distribution is more than a provider of energy—it is a partner in progress, a pioneer of innovation, and a leader in sustainability. Poised to navigate the challenges and opportunities of a dynamic energy landscape, we remain steadfast in our mission to empower lives and drive transformative change.

With that said, I would like to thank my hard-working colleagues for their invaluable efforts toward making 2024 a tremendous success and am excited to build on these achievements as we navigate into 2025.

Eng. Bader Saeed Al Lamki
CEO, ADNOC Distribution

Value creation model

Our values

- Efficient
- Progressive
- Collaborative
- Respectful
- Responsible

Drivers	How we create value	Value created for stakeholders
Financial Strength • Solid business model • Strong balance sheet • Robust cash flow generation • Industry leading retail-fuel margins	• Deliver sustainable growth • Optimize OPEX • Allocate capital efficiently	**Financial Strength** • Track-record of sustainable dividend distribution since IPO (total AED 16 billion) • Industry-leading return on capital employed – average of 27% • Robust net debt to EBITDA 0.7x
Diversified Portfolio • Operations in three markets, with lubricants being exported to 46 countries	• Invest into growing UAE market • Double down on non-fuel retail • Grow contribution from international operations • Expand service stations footprint • Futureproof with EV infrastructure, low-carbon solution and adjacencies	**Diversified Portfolio** • >650k retail customers served per day • Large membership base of 2.3 million members in ADNOC Rewards program
Operational Excellence • Strong brand • ISO certified	• Drive operational efficiency and cost optimization • Leverage AI to drive growth, enhance efficiency and elevate customer experience • Further increase customer satisfaction and loyalty	**Operational Excellence** • 5th most valuable Emirati brand by KANTAR BRANDZ awards 2024 • Customer satisfaction score of 96% • AED 544 million like-for-like OPEX savings achieved since 2019
Network • Largest fuel retail and convenience retail network in the UAE • >1,150 property units awarded/occupied in the UAE	• Reinforce leadership position in the UAE and sweat the assets • Transform ADNOC Distribution service stations into destinations of choice	**Network** • #1 fuel retailer in the UAE • #1 convenience retailer in the UAE • #1 car wash and lubricants brand the UAE • #2 coffee-chain brand in the UAE
ESG • Solid ESG framework • Dedicated sustainability function to implement sustainability across the organization	• ESG Subcommittee to the Board's Executive Committee and a corporate level sustainability Committee to drive the sustainability agenda • Continuously enhance ESG disclosures and seek external independent assurance on annual ESG reporting • Address ESG material topics • Commit to a 25% emissions intensity reduction by 2030 and alignment with net Zero ambition by 2045 • Linking financial objectives to sustainability performance through the sustainability-linked loan	**ESG** • Top quartile for its sector in ESG ratings: Bloomberg, S&P Global, and London Stock Exchange Group Ratings. • Inclusion into prestigious ESG indices (e.g. FTSE4Good, FTSE ADX ESG Screened Index, MSCI ACWI ESG Screened Index)
Our People • Strong leadership team • Diverse workforce from 77 nationalities	• Build a diverse and inclusive workforce, and foster Emiratization • Invest in talent development and a high-performance and accountable culture • Compliance with 100% HSE	**Our People** • Emiratization rate of >62% • Consistent industry-leading HSE performance • Gender pay ratio of 1:1*

* median male compensation compared to median female compensation

Financial review

Record EBITDA supported by strong volumes and growing contribution from non-fuel retail and international activities.

The following discussion and analysis of the Company's financial results is based on audited financial statements for the year ending December 31, 2024. The results should be read in conjunction with the audited financial statements, including the related notes, which are available on the Company's website.

In 2024, ADNOC Distribution demonstrated growth across all operating metrics, thanks to implementation of the Company's new strategy. After delivering on a critical commitment to capital markets of generating in excess of AED 3.68 billion EBITDA in 2023, 2024 marked a new record EBITDA of AED 3.86 billion, a 4.8% increase year-on-year.

Underlying profitability, which is measured by excluding the effects of inventory movements and one-off items, demonstrated double-digit year-on-year growth in 2024. While net profit attributable to equity holders decreased by 7.0% to AED 2.42 billion due to lower inventory gains, higher depreciation charges and finance costs, and the introduction of the UAE corporate tax, net profit excluding the tax impact increased by 2.4% year-on-year.

Financial performance was driven by 8.7% year-on-year growth in fuel volumes, an expanded retail fuel network, strong growth in non-fuel transactions of 10.2% year-on-year, the highest convenience store conversion rate in five years at 26.1%, and a growing contribution from international operations in KSA and Egypt.

The Company also continued to enhance its operational efficiencies, successfully achieving like-for-like OPEX savings of AED 66 million in 2024, positioning the Company well towards achieving its target of up to AED 184 million in OPEX savings in 2024 - 2028.

In 2024, ADNOC Distribution generated a record 29% Return on Capital Employed. This industry-leading rate of return was driven by efficient capital allocation, demonstrating the Company's continued focus on value creation.

Additionally, robust free cash flow of AED2.78 billion and a strong balance sheet (net debt/EBITDA ratio of 0.69x) support growth prospects and attractive shareholder distributions.

Following this strong set of 2024 results, the Company expects a solid outlook for 2025 and beyond, underpinned by volume growth momentum, strong consumer confidence, growth in non-fuel retail, higher contributions from international activities and further efficiency enhancements.

Continuous momentum in fuel volume growth

Total fuel volumes

15,029 million liters

+8.7% compared to 13,829 million liters in 2023

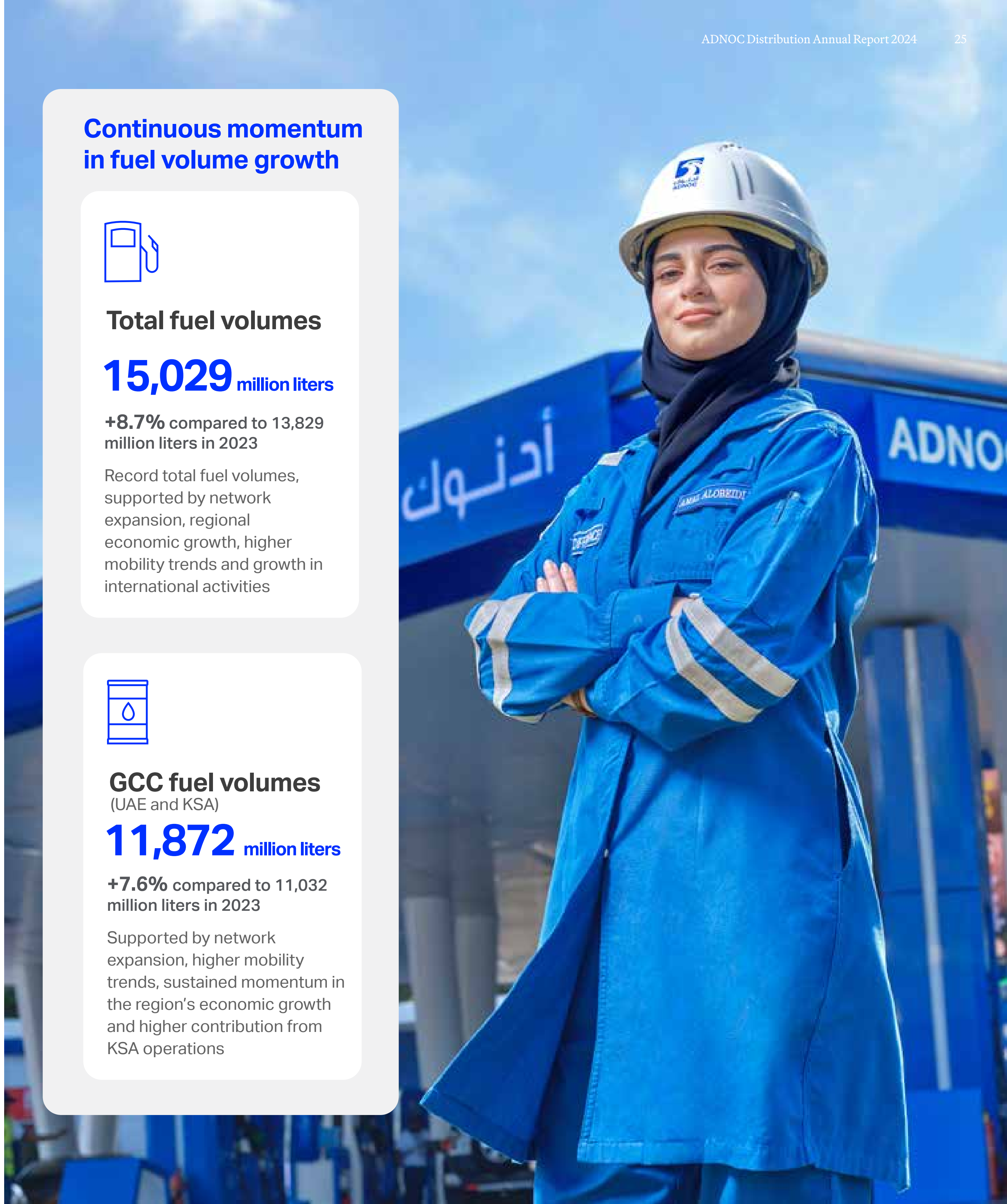
Record total fuel volumes, supported by network expansion, regional economic growth, higher mobility trends and growth in international activities

GCC fuel volumes
(UAE and KSA)

11,872 million liters

+7.6% compared to 11,032 million liters in 2023

Supported by network expansion, higher mobility trends, sustained momentum in the region's economic growth and higher contribution from KSA operations



Supporting solid financial results

Revenue

AED 35,454 million

+2.4% compared to AED 34,629 million in 2023

Driven by growth in fuel volumes and an increased contribution from non-fuel retail

Gross profit

AED 6,216 million

+6.5% compared to AED 5,836 million in 2023

Driven by strong operational performance, with record-high fuel volumes, as well as increased international and NFR contributions

Net profit**

AED 2,420 million

-7.0% compared to AED 2,601 million in 2023

After AED 243 million impact of the newly-introduced UAE corporate income tax

EBITDA

AED 3,855 million

+4.8% compared to AED 3,680 million in 2023

Driven by strong operating performance despite lower inventory gains of AED 254 million in 2024, compared to inventory gains of AED 339 million in 2023

Underlying EBITDA*

AED 3,663 million

+11.4% compared to AED 3,263 million in 2023

Highlighting strength of the company's business fundamentals

Net profit excluding UAE tax impact

AED 2,663 million

+2.4% compared to AED 2,601 million 2023

Despite lower inventory gains and higher finance costs

* EBITDA excluding Inventory movements and one-offs
**Net profit attributable to equity holders

Retail (Fuel & Non-fuel)
AED **23,799** million
67%

Commercial (Corporate & Aviation)
AED **11,655** million
33%

Retail (Fuel & Non-fuel)
AED **4,704** million
76%

Commercial (Corporate & Aviation)
AED **1,512** million
24%

Retail (Fuel & Non-fuel)
AED **2,728** million
71%

Commercial (Corporate & Aviation)
AED **1,129** million
29%

(1) EBITDA contribution excluding unallocated items of - AED 2 million

Healthy free cash flow generation and strong balance sheet, supporting growth prospects and dividend distribution

Net cash generated from operating activities

AED
3,931
million

Capital expenditures

AED
1,073
million

CAPEX investments by the Company (including accruals/ provisions, excluding M&A)

Free cash flow*

AED
2,775
million

Total equity

AED
3,181
million

Net debt**

AED
2,656
million

Net debt to EBITDA ratio**

0.69x

There are no financial covenants in the Company's credit facilities.

* Calculated as net cash generated from operating activities less payments for purchase of property, plant and equipment and advances to contractors
** Cash and bank balances used for net debt calculation includes term deposits with banks

Industry-leading return ratios

Return on capital employed (ROCE)

28.8%

Compared to **26.3%** in 2023

Return on equity (ROE)

80.9%

Compared to **74.9%** in 2023

Market overview

UAE

The UAE stands as the Company's primary market. It is the second-largest economy, after Saudi Arabia, in the Gulf Cooperation Council (GCC), based on nominal gross domestic product (GDP) and is one of the wealthiest countries in the region on a per capita basis with GDP per capita of $49,550, according to the International Monetary Fund (IMF)[1]. The World Investment Report 2024 ranked the UAE as the top country in the region and the 11th country worldwide for its capacity to draw foreign direct investment (FDI). In 2023, the UAE saw a 35% rise in FDI inflows to $31 billion – the highest achieved to date. A significant rise in investment activity in the UAE made the country the second-largest recipient of greenfield FDIs in the world after the United States[2].

The UAE's robust economic trajectory is anticipated to persist through 2024-2025, underpinning projections of 4.0% real GDP growth in 2024 (vs. 3.6% in 2023) in light of expected improvements in the oil sector, with an acceleration to 4.5% in 2025 and 5.5% in 2026, according to the Central Bank of the UAE[3]. While OPEC+ production quota decisions amidst global uncertainties will play a role in shaping overall growth, the non-oil sector, which accounts for 75% of GDP and 5.0% for 2025, remains resilient with expansion of 4.9% for 2024 forecasted by the Central Bank of the UAE[3], driven by tourism, transportation, financial and insurance services, construction and real estate, and communications sectors.

Additionally, IMF expects the UAE GDP growth to remain healthy at around 4% in 2025, despite lower-than-expected oil production related to OPEC+ agreements with non-hydrocarbon activity boosted by tourism, construction, public expenditure, and continued growth in financial services.

Beyond the strong macroeconomic indicators, business activity expansion has translated into higher traffic and improved consumer confidence across the UAE resulting in higher fuel volumes and number of fuel and non-fuel transactions for ADNOC Distribution in 2024.

Leveraging on its leadership position in the UAE, customer focus and best-in-class mobility and lifestyle experience, the Company has grown its fuel volumes at a faster rate than the country's GDP growth, increasing 2024 retail fuel volumes in the GCC markets by 6.8% and commercial volumes by 9.2% year-on-year.

Saudi Arabia

ADNOC Distribution continued to execute its plans in the Kingdom of Saudi Arabia (KSA), with 100 stations in the country at the end of 2024, of which 30 are contracted under a CAPEX-light Dealer Owned – Company Operated model.

Saudi Arabia's economy is one of the top 20 in the world, and is the largest in the Arab world and Middle East. The Kingdom's economic growth is expected to rebound from -0.8% in 2023 to 1.5% in 2024, according to IMF forecasts[4]. Government activities to foster economic development and diversification have contributed to the expansion of non-oil activities by 4.3% YoY in Q3 2024 in terms of real GDP, in addition to slight gains in the hydrocarbon sector, according to the Saudi Central Bank[5]. The outlook for Saudi Arabia's economy is favorable. The Kingdom's GDP is projected to grow at 4.6% in 2025, according to IMF projections[6].

Egypt

Egypt is the Company's third largest market in the region following the acquisition of 50% stake in TotalEnergies Marketing Egypt LLC (TEME) in 2023.

TEME has a diversified portfolio of 245 service stations, aviation fuel, lubricant and wholesale fuel operations as well as more than 140 convenience stores, 200 lube changing points and 130 car wash locations.

The Egyptian economy has shown signs of recovery in 2024, but remains below pre-pandemic levels, with a growth rate of 2.4% for the full fiscal year 2023/2024, ending in June 2024 (vs 3.8% for FY 2022/2023), according to Egypt's Ministry of Planning, Economic Development, and International Cooperation[7]. Lower growth in 2023/2024 was a result of ongoing geopolitical tensions, with Suez revenues dropping by c.30% vs the year prior, as well as contractionary fiscal policy.

Despite these challenges, Egypt's economy is showing resilience and is expected to continue its recovery beyond 2024. For the first quarter of FY 2024/2025 (July to September 2024), government statistics show improvements to GDP growth at 3.5%, against 2.7% for the first quarter of the previous fiscal year[8]. The IMF forecasts real GDP to grow at 4.1% across the full 2024/2025 fiscal year, fueled by a number of structural reforms and initiatives to support private sector-led growth and economic diversification[9].

(1) World Economic Outlook (October 2024) - GDP per capita, current prices
(2) World Investment Report 2024 | UN Trade and Development (UNCTAD)
(3) Quarterly Economic Review Dec 2024, Central Bank of the UAE qer-dec-2024-23_12-_final.pdf
(4) World Economic Outlook (October 2024) - Real GDP growth
(5) Key_Economic_Developments_Q3_2024_EN.pdf
(6) Saudi Arabia and the IMF
(7) Egypt's GDP Developments For The Fourth Quarter & FY 2023/2024, The Ministry of Planning, Economic Development and international Cooperation GDP Note Eng
(8) Egypt's GDP Developments For The First Quarter 2024/2025, The Ministry of Planning, Economic Development and international Cooperation [GDP_Note_Q1_24-25]_English_version_-_Dec_2024_Final_455.pdf
(9) Arab Republic of Egypt and the IMF

Our strategy

ADNOC Distribution's strategy focuses on driving sustainable earnings growth and delivering long-term returns for shareholders.

In 2024, ADNOC Distribution successfully embarked on a transformative journey under its newly unveiled 2024-2028 growth strategy, announced at its Investor Day in February 2024. This strategy positions the company to capitalize on evolving market dynamics while advancing towards its 2028 ambition to become a leading customer-centric, international mobility retailer.

The Company is scaling up its portfolio of low-carbon energy solutions including biofuels, EV, and hydrogen to support the decarbonization of the transport industry, whilst expanding its non-fuel retail offerings. ADNOC Distribution is prioritizing innovation and enhancing customer experience in line with its strategic objectives. A focus on seamless customer journeys through digital solutions and hyper-personalization will drive improved brand engagement and increased footfall.

In 2024, ADNOC Distribution delivered strong progress across its strategic priorities, achieving significant milestones in both domestic and international growth initiatives. The Company remains steadfast in its commitment to creating long-term shareholder value, driving operational efficiency, and embracing new energy solutions that align with the UAE's sustainability goals. By focusing on innovative offerings, disciplined capital allocation, and robust governance, ADNOC Distribution continues to enhance its market position while setting the foundation for sustainable earnings growth and value creation.

ADNOC Distribution aims to deliver earnings growth in 2024-28 through identified key strategic initiatives, including: growing the number of non-fuel transactions by 50%; increasing the number of fast and super-fast EV charging points by 10-15x by 2028 compared to the end of 2023; reducing like-for-like OPEX by up to AED 184 million over a 5-year period; and growing the network of service stations to ~1,000 by 2028.

This section provides an overview of ADNOC Distribution's strategy, progress made in 2024, and outlines the roadmap that ensures the company is equipped to successfully navigate a dynamic energy landscape and achieve its ambitious goals by 2028.

Strategy overview

Vision

To become a leading customer-centric, international mobility retailer

Purpose

Provide world-class customer experience through compelling fuel & non-fuel offerings, digital integration, and innovation to transform ADNOC Distribution stations as a destination-of-choice

Pillars

Deliver profitable domestic growth

Retail
Enhance returns from core assets

- Leverage on highly attractive and growing core UAE energy market
- Reallocate capital towards convenience and mobility to transform our stations as destinations of choice

Commercial
Continue to grow market share while driving enhanced margins

Build international platforms

Fuel Retail
Expand assets

- **KSA:** accelerating growth
- **Egypt:** maximize earnings potential and drive value creation
- **Global:** Invest in new value accretive markets with attractive long-term fundamentals

Lubricants & LPG
Scale-up business to create new growth verticals

Future-proofing & new revenue streams

- **Electric vehicles:** access premium-margin on-the-go EV charging value pool
- **Alternative fuels:** develop biofuel propositions & pilot hydrogen

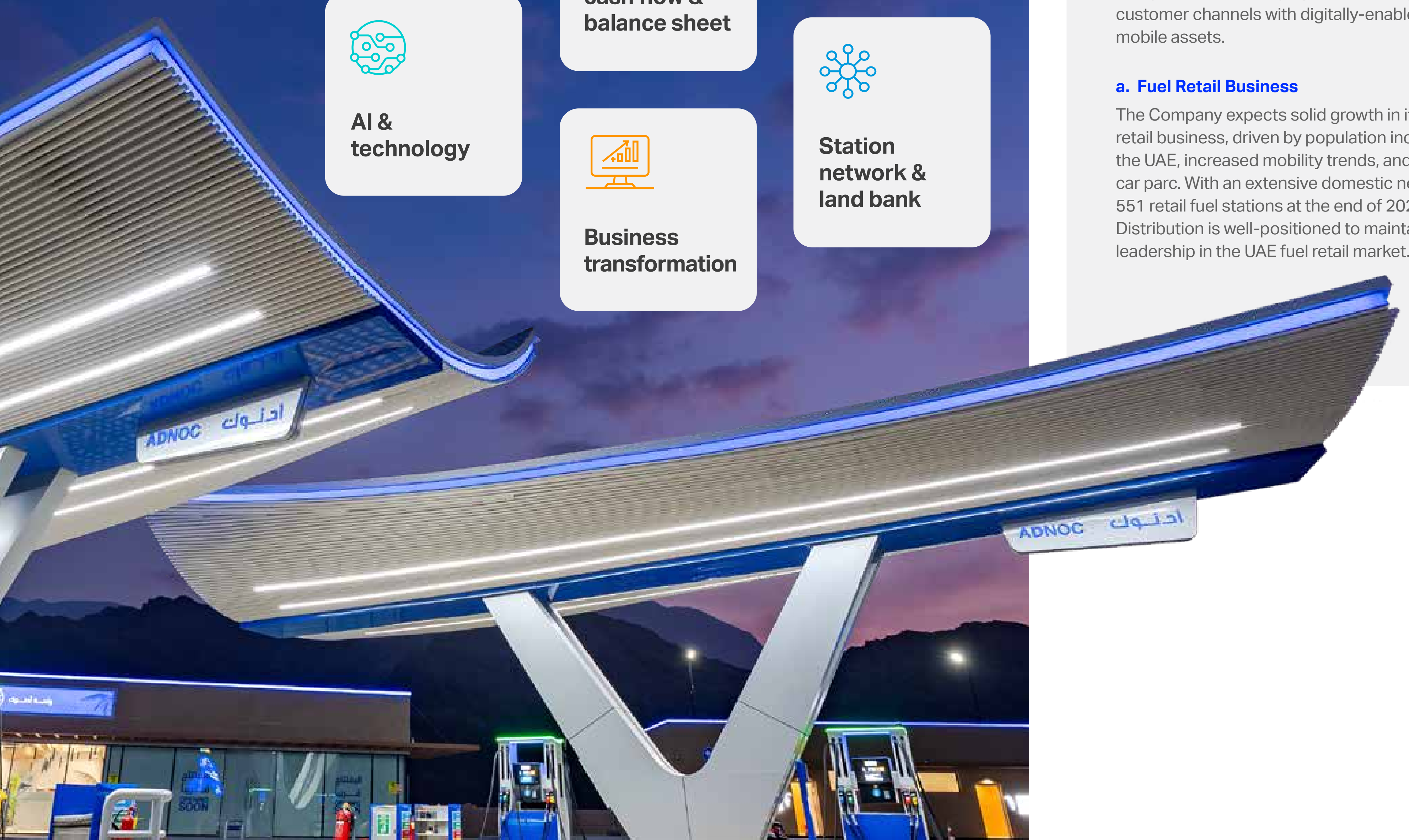
Decarbonization
Achieve 25% reduction in emissions intensity by 2030(1)

New revenue streams
Extend core capabilities into new business models, e.g. vehicle servicing, feet solutions, Quick Service Restaurants

(1) Compared to 2021 baseline, from Scope 1 and Scope 2 emissions

Enablers

- People
- OPEX & CAPEX optimization
- Strong free cash flow & balance sheet
- Robust operating model
- AI & technology
- Business transformation
- Station network & land bank



To achieve long-term growth objectives, ADNOC Distribution is focusing on the following key areas:

Deliver profitable and sustainable domestic growth

1. Domestic Fuel

Continued investment in the growing and highly attractive core UAE energy market by growing fuel volumes through smart network growth, disciplined CAPEX deployment, and expanding customer channels with digitally-enabled mobile assets.

a. Fuel Retail Business

The Company expects solid growth in its fuel retail business, driven by population increase in the UAE, increased mobility trends, and a growing car parc. With an extensive domestic network of 551 retail fuel stations at the end of 2024, ADNOC Distribution is well-positioned to maintain its leadership in the UAE fuel retail market.

The Company plans to enhance its domestic network efficiency by upgrading existing stations and transforming them into destinations of choice for customers by expanding non-fuel retail offerings.

The profitability of the Company's fuel retail business is expected to remain strong, supported by the UAE's robust regulatory framework, visible, industry-leading UAE retail fuel margins, and high throughputs per station.

In addition, the Company continues to enjoy competitive advantages through its auto-renewal five-year supply contract with ADNOC, renewed in 2023, which provides ADNOC Distribution with stable retail fuel margins, protection against inventory losses, and exposure to inventory gains.

Network expansion in Dubai

Dubai provides access to one of the region's highest retail fuel throughputs per station and presents strong non-fuel retail opportunities. It offers a way for the Company to expand its domestic network without cannibalizing existing volumes.

In 2024, the Company increased its presence in Dubai to 56 stations, representing a 30% increase compared to end of 2023.

It opened 12 new stations, of which ten cater specifically to trucks, in partnership with Dubai's Road and Transport Authority (RTA).

Strategy in action

Expanding Presence in Dubai through Strategic Partnerships

Context

ADNOC Distribution, in collaboration with Dubai's Roads and Transport Authority (RTA), completed the construction of 10 truck rest stops across six key locations in Dubai. The partnership with RTA involved the development of rest areas along major routes, including Sheikh Mohammed bin Zayed Road and Emirates Road. Each rest stop spans between 5,000 to 10,000 square meters, accommodating 30 to 45 trucks, and offers amenities such as diesel refueling stations, prayer rooms, and driver rest facilities.

Outcomes and Impact

This initiative has significantly enhanced ADNOC Distribution's footprint in Dubai, reinforcing its role in the region's fuel retail sector. Additionally, the rest stops are expected to improve road safety by reducing truck-related incidents, alleviate unauthorized parking in residential areas, and provide essential services to over 5,000 trucks daily.

The company's collaboration with RTA exemplifies its strategic approach to growth through partnerships, infrastructure development, and commitment to community well-being, thereby strengthening its presence in the Dubai market.

Maintain a leading position in Abu Dhabi and the Northern Emirates

As the largest fuel retailer in Abu Dhabi and the Northern Emirates, ADNOC Distribution continues to expand and enhance its network in these regions, meeting demand from growing populations while maintaining its market-leading status and ensuring convenient access to fuel and non-fuel services.

The Company's expansion in these two regions is prioritized to protect market share and generate attractive returns while maintaining the ADNOC Distribution customer experience. The Company is achieving this through innovative and capital-efficient models, such as 'ADNOC On the Go.'

b. Commercial Fuel

Leveraging an attractive commercial fuel market outlook with demand supported by the UAE's economic growth, ADNOC Distribution intends to expand bulk fuels, LPG and aviation both domestically and abroad through value-added fleet and B2B services.

The Company plans to grow aggressively in lubricants domestically and in international export markets. There are strong growth opportunities for ADNOC Distribution's commercial business across various product segments.

Growing domestic corporate main fuel business

Abu Dhabi and Northern Emirates are the largest markets for main fuels, with gasoil demand expected to grow driven by higher activity in the construction industry. ADNOC Distribution expects to sustain growth in its corporate business and maintain a leadership position in the UAE by capturing market demand growth and signing new strategic long-term supply contracts with customers and distributors.

In addition, the Company intends to further strengthen its direct customer access using a wide portfolio of fully digitized mobile assets, while helping customers to decarbonize their operations through more sustainable fuels such as biofuel.

Mobile assets

ADNOC Distribution has established a fleet of mobile fueling assets to diversify supply channels and offer a customer-centric proposition aimed at convenience.

Starting with corporate customers, these mobile assets have expanded in scope to compete across markets, leveraging a fleet of 236 ADNOC MyStation trucks and trailers (80 Fuel trucks, 7 super fuel trucks and 149 LPG cylinder delivery fleet), in addition to four micro-stations offering gasoline and LPG.

Growing LPG business across UAE

The UAE market presents compelling opportunities for the Company to seek returns and growth, including through its LPG business, which, in 2019, began to sell LPG cylinders to businesses in Dubai.

The Company intends to gain further market share in the Dubai and Northern Emirates LPG markets while scaling up profits in Abu Dhabi through an enhanced digital LPG distribution model that leverages the ADNOCDist mobile application.

This will entail launching an LPG delivery service direct to customers. In 2024, the Company expanded its LPG offerings by launching innovative LPG vending machines and lightweight composite cylinders.

Growing domestic lubricants business

ADNOC Distribution continues to maintain its leadership position in the UAE domestic lubricants market as the number one lubricants brand by sales volume. The Company focuses on the domestic UAE market as a key contributor to lubricants segment earnings.

Demand in the UAE lubricants market is expected to grow, driven by a growing population and increased number of cars, as well as growing investments in the industrial sector resulting in increased manufacturing and construction activities.

Moreover, increased demand for raw materials and resultant industrial output is driving demand for commercial automotive and marine lubricants. The Company intends to expand its portfolio offerings, including specialty and new fluids (e.g., EV fluids, immersion cooling fluids).

2. Domestic Non-Fuel Retail

Capitalizing on its fuel-based footfall, ADNOC Distribution is transforming into a convenience and mobility leader. The Company has full access to the highly profitable non-fuel retail market and intends to unlock incremental value from its existing network.

By leveraging non-fuel retail assets and optimizing real estate, ADNOC Distribution is well-positioned to make its service stations as destinations of choice, including for longer-stay EV charging customers. This will be achieved by bringing Oasis offerings to our customers and expanding convenience store footprints in a disciplined manner with multiple attractive non-fuel offerings.

Reinvent C-stores as 'foodvenience' destinations

Today ADNOC Distribution is the largest convenience store operator in the UAE, with 373 stores nationwide. The Company intends to expand its convenience stores network by 25% by 2028 compared to 2023, in a disciplined manner. In 2024, it added 17 new convenience stores in the UAE, including five stand-alone stores, to capture opportunities for non-fuel retail growth outside its service stations and leverage customer brand recognition.

Additionally, the Company also plans to transform its stores from "convenience" destination into Food and Beverage (F&B) 'Foodvenience' destinations by increasing the share of high-margin F&B products and more than doubling the volume of barista-prepared drinks sold. The Company is also enhancing its stores with segmented offerings and through assortment that leverages advanced analytics to drive higher conversion rates. Other strategic initiatives include delivering ADNOC Oasis products to customers using e-commerce platforms, bringing convenience to customers (Click & Collect), and drive-thru services.

Strategy in action

Click & Collect, Seamless and Convenient

ADNOC Distribution introduced its innovative Click & Collect service in 2024, enhancing customer convenience and personalizing the shopping experience. The service allows customers to order ADNOC Oasis products through the app for delivery to their car or for in-store collection and is now available at a growing number of stations across the UAE.

Customers can easily browse and order products in the app, reducing wait times and enhancing convenience. In the future, the app will offer data-driven, hyper-personalized purchasing suggestions, further enhancing customer experience. By analyzing customer preferences and purchasing behavior, the app will provide tailored recommendations, making shopping more intuitive and enjoyable.

This initiative is part of ADNOC Distribution's broader strategy to lead the industry through best-in-class customer experiences, reinforcing ADNOC Distribution's position as the UAE's leading mobility retail destination, driving growth and delivering excellence for customers and shareholders.

Washes take only

7-8 min

Quick service for customers.

Create one-stop destination for car care services

As part of its Car Care service business, ADNOC Distribution is leveraging a strong car wash and lube change footprint to enhance customer experience and become a one-stop car care services destination. The Company has plans to improve the overall customer experience facilitated by new offerings and adapting innovative digital solutions, such as introducing a new car wash layout and rolling out high-capacity tunnel car wash with best-in-class technology.

This will enable customers to be served with improved equipment to enhance their experience. ADNOC Distribution has introduced its new car wash layout across a number of its sites in the UAE over 2023-2024, offering a modern and premium customer experience.

Additionally, ADNOC Distribution launched five new high-capacity car wash tunnels in 2024, which have significantly greater capacity than conventional facilities, with plans to add more car wash tunnels in 2025.

Strategy in action

Tunnel Carwash: Innovative Services Driving Growth

ADNOC Distribution has introduced a cutting-edge car wash tunnel that aligns with its strategy of enhancing customer convenience and promoting sustainability. This system can service 35 to 40 vehicles per hour, with each wash taking only seven to eight minutes, strengthening ADNOC Distribution's industry-leading non-fuel retail offerings.

The tunnel uses 80% recycled water, reducing environmental impact and supporting ADNOC Distribution's sustainability goals.

An automatic conveyor belt efficiently moves vehicles through the tunnel, handling up to four vehicles simultaneously.

This innovation has increased customer satisfaction by reducing wait times and improving service efficiency. It also demonstrates ADNOC Distribution's commitment to leveraging technology for operational excellence and environmental responsibility, key components of its strategic vision.

80%

Recycled water

Reduces environmental impact and supports sustainability goals.

Enhance real estate returns by attracting more QSR brands to our network, driving additional footfall and optimizing tenant mix

In Property Management, the Company is sweating assets through real estate optimization at its service stations.

The Company aims to diversify revenues, drive footfall to its stations and grow profitability through monetizing its real estate landbank (i.e. building Community Hubs, and a Quick Service Restaurant platform to capture a larger value pool), growing its property management business by upgrading the tenant mix, and selectively operating franchises to extract more value across the value chain and generate franchising growth.

Strategy in action

Burger King, Franchise Operations and Property Management

In 2023, ADNOC Distribution became a proud sub-franchisee of Burger King, and as of 2024, it operated 12 restaurants. These outlets have achieved high operational standards, with multiple locations receiving the Gold Standard Award, which acknowledges operations score above 90. This partnership aligns with ADNOC Distribution's strategy to further transforming its network into destinations of choice for the communities it serves.

The addition of Burger King outlets has contributed to ADNOC Distribution's impressive occupancy rate of 95% at tier-1 stations, rivaling top-tier malls. This high occupancy rate reflects the Company's commitment to providing world-class brands and services, enhancing customer satisfaction and loyalty.

ADNOC Distribution's property and franchise strategy is part of its broader ambition to lead the industry through best-in-class customer experiences.

By integrating renowned brands like Burger King, ADNOC Distribution reinforces its position as the UAE's leading mobility retail destination, driving growth and delivering excellence for its customers and shareholders.

Gold Standard Award

which acknowledges operations scores

+90

Build international platforms

International Retail: Expand the assets

Delivering on our international expansion plan remains integral to our ambitious growth strategy. We expect to grow internationally through efficient capital allocation where there are opportunities to deliver attractive investment returns. The Company aims to grow the contribution of its international operations and maximize value and earnings potential from its existing assets in Saudi Arabia and Egypt.

Saudi Arabia – smart expansion in accelerated mode

ADNOC Distribution entered Saudi Arabia fuel retail market in 2018 with two stations. Since then, it continued to expand its presence in the Kingdom with a fully operational team on the ground. In 2024, the Company accelerated the execution of its expansion in Saudi Arabia, reaching 100 stations at the end of 2024, a 47% increase compared to 2023 level. This includes 33 retail fuel stations added during the course of 2024, of which 30 were contracted stations using CAPEX-light, value-accretive Dealer Owned Company Operated (DOCO) model.

Saudi Arabia is a large and fragmented market with over 10,000 stations, and ADNOC Distribution's experience and strength in fuel retail can be leveraged to capture growth. The Company's integrated approach to fuel and high-quality non-fuel offerings is a key differentiator in Saudi Arabia, and it plans to further accelerate expansion in the country organically through the DOCO model, ensuring efficient capital allocation.

Egypt - building on synergies to expand aviation segment and grow lubricant market share

ADNOC Distribution's acquisition of a 50% stake in TotalEnergies Marketing Egypt LLC in 2023 reaffirmed the Company's commitment to expanding business in attractive international growth markets. TotalEnergies Marketing Egypt LLC has a diversified portfolio of 245 retail fuel stations, aviation fuel, lubricants, and wholesale fuel operations as well as 140+ convenience stores, 200+ lube change bays and 130+ car wash locations. Egypt's retail fuel, lubricants and aviation markets are highly attractive with a potential for future growth. Ten service stations were re-branded to ADNOC in Cairo during 2023 and 2024.

The Company focuses on building on synergies to expand aviation segment and grow lubricant market share, leveraging on the growing tourism in Egypt which supports expansion of aviation business to more airlines, and growing lubricants business leveraging on a dual-brand portfolio.

Other markets

In addition to Saudi Arabia and Egypt, ADNOC Distribution is actively exploring inorganic opportunities in other high-potential markets which will continue to demonstrate growth in fuel demand in the coming years. The Company enjoys a strong balance sheet and ample liquidity that positions it well to pursue step-change growth through value-accretive transactions, while ensuring allocation of capital towards growth in a disciplined manner.

International expansion for lubricants

The wholesale lubricants segment is one of the most promising operating segments for ADNOC Distribution as it enables domestic and international expansion with exports to different markets across the Middle East, Africa, and Asia. The Company's lubricants export network continues to expand, reaching 46 markets by the end of 2024 compared to 37 in 2023.

The Company plans to grow sales in its lubricants segment by introducing new formulations and specialties products using ADbase, a world-class base oil supplied by ADNOC Group. Also, having undertaken a rigorous assessment of the international lubricant market, the Company aims to expand its lubricant portfolio, benchmarked to key global leaders and modernizing packaging, in addition to organic and inorganic growth, in key international markets such as KSA and Egypt. Additionally, the Company started blending ADNOC Voyager lubricants in Egypt in 2024, with the intention of making it a regional export hub.

Future-proof our business

Capitalize on opportunities created by the energy transformation

ADNOC Distribution's priority is to create incremental shareholder value – supported by tangible initiatives in sustainable mobility to future-proof the business and achieve leadership in decarbonization efforts. This value can be attained through promoting alternative mobility solutions and unlocking new revenue streams created by the energy transformation, such as investing in EV charging services, hydrogen, and biofuels.

Lead in EV charging services and alternative fuels

ADNOC Distribution is committed to futureproofing its business through a disciplined rollout of profitable fast and super-fast EV charging points. The chargers are installed across the Company's service stations and dedicated mobility hubs at strategic locations in the UAE to address current EV customer demand and offer enhanced customer value proposition. The rollout of chargers is calibrated on a quarterly basis, depending on the actual EV uptake and using best-in-class technology.

Over 2024-2028, the Company aims to increase the number of EV charging points to more than 500. It aims for similar profitability in the EV charging business as in its existing fuel business, assuming the On-The-Go segment captures ~20% of EV customers' charging needs. This will be achieved by offering the most accessible, reliable, and convenient network in the UAE, ensuring the best EV charging journey for customers through ADNOC Rewards app.

In 2024, ADNOC Distribution has made significant progress in expanding its network of EV charging points across the UAE. By the end of the year, the Company had 220 EV charging points installed across strategic locations, offering fast and super-fast EV charging options, covering key highways and urban areas. This growth represents a fourfold increase in the network size compared to 2023, underscores the Company's focus on customer-centric innovation, and cements its position as a leader in the UAE on-the-go EV charging segment while supporting the UAE's sustainable energy transformation.

Beyond EV charging, the Company is exploring other clean fuels, such as hydrogen and biofuels. Through the development of modern mobility solutions, ADNOC Distribution intends to become a destination of choice for charging and convenience for UAE customers.

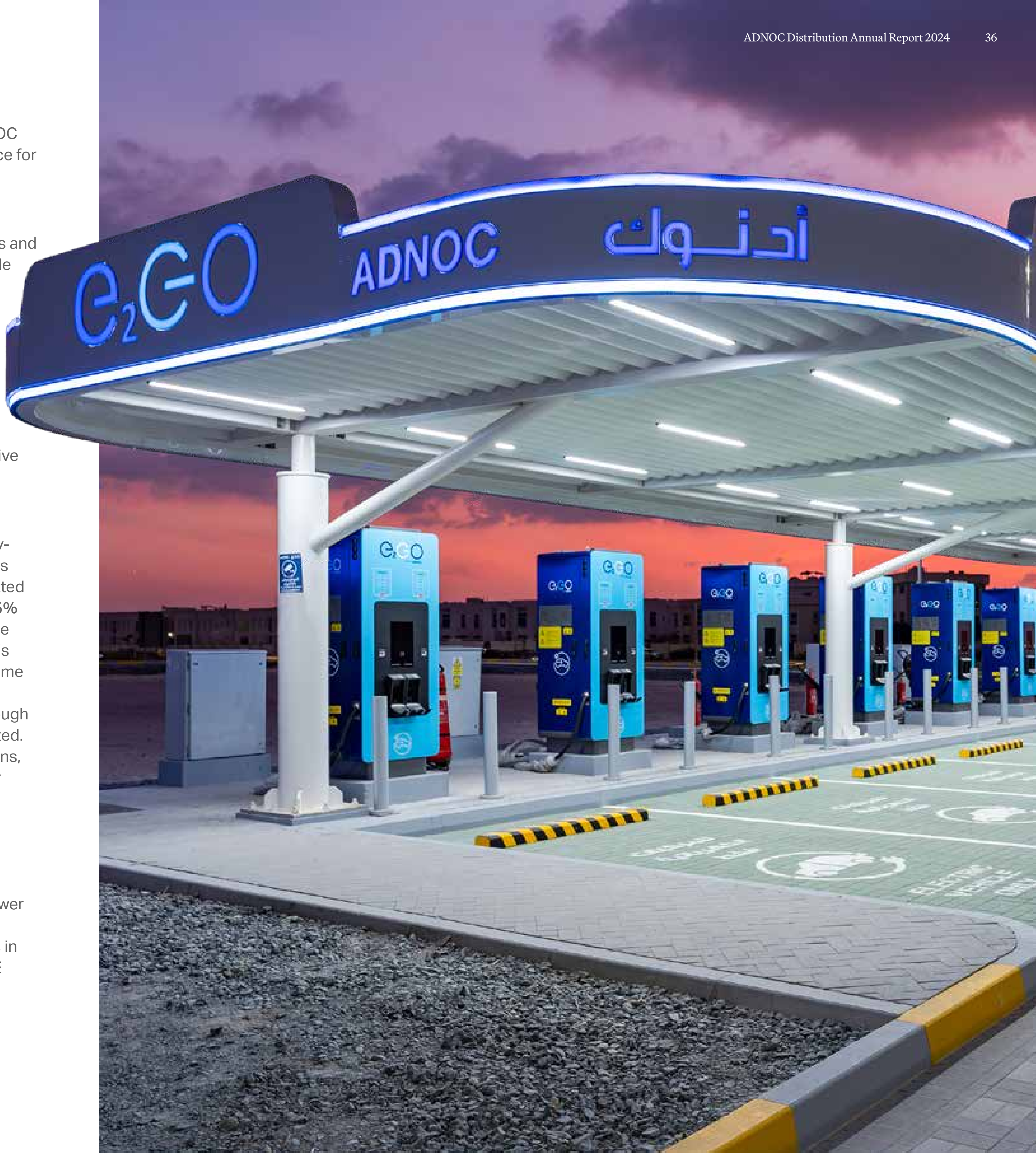
New adjacencies and business models

ADNOC Distribution aims to extend its core strengths and capabilities into new business models, such as vehicle servicing, fleet solutions, Quick Service Restaurants master franchise, food and grocery convenience and sustainability solutions. These are new sectors that represent an extension of the Company's core domain that can be accelerated organically or via acquisitions or partnerships. This approach is expected to enable ADNOC Distribution to extract value from more channels and create new platforms to future-proof the business beyond fuel with attractive margins and sustainable long-term growth.

Decarbonizing our operations

ADNOC Distribution plans to expand its sustainability-driven efforts to future-proof its business. Through its Decarbonization roadmap, the Company has committed to reduce the carbon intensity of its operations by 25% by 2030. The Decarbonization roadmap covers Scope 1 emissions, which come directly from the Company's operations, and Scope 2 carbon emissions, which come from the energy ADNOC Distribution uses to run its operations. The Company aims to cut emissions through a set of identified initiatives that are being implemented. These include installing solar panels at service stations, using biofuels to power its fleet of vehicles and other energy optimization initiatives.

Over 2023-2024, ADNOC Distribution started the installation of solar panels across its service station network in Dubai, as part of the Company's phased approach to UAE-wide solar rollout to provide the power needed for daily operations. Recently it signed an agreement to start solarization of its service stations in Abu Dhabi. Additionally, 100% of the Company's UAE heavy fleet is now using biofuel.



Powering Possible: Integration of Artificial Intelligence, a key enabler to execute ADNOC Distribution's strategy

As a core part of its growth strategy, ADNOC Distribution is integrating Artificial Intelligence (AI) and advanced data analytics across all business segments to drive top line growth, enhance operational efficiency and deliver exceptional customer experience, while fostering sustainability.The approach is centered around four pillars: a) driving growth, by leveraging data-driven insights to unlock revenue potential and improve decision-making; b) delivering Enhanced Efficiency, through predictive analytics, cost optimization, and efficient resource management; c) elevating customer experiences via hyper-personalized offerings, reduced wait times, and seamless service delivery; and d) future-proofing the business, by adopting AI-driven energy efficiency, predictive maintenance, and water and waste minimization initiatives.

With more than 20 new AI projects underway across its value chain, ADNOC Distribution is transforming its business to ensure it becomes the best-in-class AI driven convenience and mobility retailer, while reinforcing its commitment to sustainable operations. The Company is using innovative AI cloud technology to analyze 240 million annual fuel and non-fuel transactions, along with external data sources, to develop advanced and secure models to create business opportunities.

Additionally, it is continuously working on enhancing customer experience through innovation and digital transformation such as Fill and Go technology, which uses computer vision-enabled license plate recognition and enables customers to preorder fuel and convenience store products seamlessly through the ADNOC Dist app. The Company is also embedding an innovative AI-driven Fuel Demand AI Model that provides predictive demand analytics and allows it to optimize fuel delivery across our network. This technology has contributed to a 10% reduction in fuel truck emissions through improved delivery scheduling.

Applications of AI in ADNOC Distribution's operations:

Smart workforce management

implemented an advanced analytics model to optimize station staffing based on fuel sales and transactions, improving efficiency. The initiative underscores ADNOC Distribution's drive to utilize AI for operational excellence

Food & beverage (F&B) prediction

Introduced a predictive analytics tool to streamline inventory management for ADNOC Bakeries. The solution reduces waste and ensures product availability across the network

Lube automation

Implemented an automated replenishment system across the retail lube network, reducing inventory gaps. This innovation improves operational efficiency and ensures consistent supply

ARIF chatbot

Launched the ARIF chatbot, an Investor Relations AI assistant at Abu Dhabi Finance Week to provide investors with instant, reliable information in both English and Arabic. This tool simplifies access to company data, enhancing transparency and engagement

Strategy in action

ARIF: Harnessing the power of AI for Investor Relations

ADNOC Distribution launched ARIF, one of the world's first advanced AI-powered chatbots dedicated to investor relations, during Abu Dhabi Finance Week 2024. ARIF provides current and prospective investors with access to financial insights, performance updates, and strategic information in an intuitive and interactive way. Supporting natural language queries in both English and Arabic, ARIF ensures 24/7 access for a diverse investor base.

ARIF goes beyond traditional chatbots by providing dynamic responses to investor queries. It can compute custom financial ratios, analyze growth indicators, and provide updates on ADNOC Distribution's strategy, equity story, and sustainability initiatives. The outputs are derived exclusively from verified company information, ensuring accuracy and reliability.

By leveraging AI, ADNOC Distribution enhances investor engagement and transparency, reinforcing its commitment to innovation and delivering long-term value for shareholders.

Key performance indicators

On track to deliver against key strategic growth targets for 2028

KPI	2028 Target	Progress in 2024
Expand fuel retail network	~1,000 stations	896
Expand EV charging points network in the UAE	10-15x growth*	4x growth*
Achieve like-for-like OPEX savings	Up to AED 184 million over 2024-28	AED 66 million
Increase number of convenience stores	+25% *	+4%*
Increase number of non-fuel transactions	+50% *	+10%*
Double number of barista-prepared drinks	+100% *	+33%*
Growth in car wash transactions	3x *	1.1x*
Growth in number of lube change transactions	2x *	1.1x*
Growth in number of vehicle inspection centers	1.3x*	1.0x*
Scale up franchise operations	50+	12 Burger King franchise operations
Increase Quick Service Restaurant brands	~2X*	1.3x* QSRs, including anchor brands such as McDonald's, Domino's Pizza, Starbucks, Al Baik and others

*Compared to 2023 level

Risk management

Our aim is to safeguard and escalate value for our stakeholders through promoting a thorough culture of risk management and assessment across all operational sectors of the business.

The Enterprise Risk Management (ERM) program is a core component of our business operations, which targets the reduction of uncertainties arising from global affairs, new environmental realities, and unanticipated situations. We ensure fast-paced risk management actions to effectively manage both risks and promising opportunities.

ADNOC Distribution's ERM Policy aligns with both national and international industry best practices, while referencing the ISO 31000:2018 standard. Our ERM policy outlines the objectives aimed for through risk management. It delineates the authority structure and the diverse roles and responsibilities of the Board of Directors, the Audit Committee, the management team, the ERM function, and the Audit and Assurance function.

The Board of Directors is responsible for overseeing the company's risk management objectives, ensuring transparency, and holding the management team accountable. The Board makes sure that substantial business risks are recognized, gauged, and navigated to appropriate levels as per risk tolerance and appetite. The Board supervises the risk-management system and receives comprehensive quarterly risk reports. The Board of Directors plays a crucial role in the implementation of the Company's risk management objectives. They ensure transparency across all levels within the organization regarding the risk-management policies and processes.

The objective of ERM

The objective of Enterprise Risk Management (ERM) is to safeguard and maximize value for stakeholders by promoting a comprehensive culture of risk management and assessment across all operational sectors of the business. ERM aligns with both national and international industry best practices, referencing the ISO 31000:2018 standard. It ensures that substantial business risks are recognized, gauged, and navigated to appropriate levels as per the company's risk tolerance and appetite, facilitating transparent and accountable risk management at all levels within the organization. Additionally, integrating ESG and climate risk considerations into the ERM process ensures long-term sustainability and value creation for all stakeholders.

Importance of risk perception in ADNOC Distribution

For ADNOC Distribution, especially within the downstream retail fuel mobility sector, understanding and managing risk perception is of paramount importance. Risk perception refers to the subjective judgment that individuals or organizations make about the severity and probability of a risk. This understanding is crucial for several reasons:

Enhancing decision-making

Accurate risk perception allows for better-informed decisions. By understanding the various risks associated with the retail fuel mobility business, such as supply chain disruptions, environmental regulations, market volatility, and technological changes, ADNOC Distribution can make strategic decisions that mitigate these risks effectively.

Strengthening stakeholder confidence

Transparent communication of risk perception strengthens stakeholder confidence. When stakeholders, including customers, employees, and investors, are aware of how risks are perceived and managed, it builds trust and fosters a sense of security. This is particularly important in the fuel mobility business, where safety and reliability are paramount.

Promoting a risk-aware culture

Promoting a culture of risk awareness across all operational sectors helps in recognizing and addressing risks promptly. This cultural shift is essential for ADNOC Distribution's downstream retail fuel mobility business to thrive in a competitive and dynamic market.

Facilitating proactive risk management

Understanding risk terminology — such as risk sources, potential events, causes, and consequences — enables a proactive approach to risk management. By identifying potential risks early, ADNOC Distribution can implement measures to prevent or mitigate their impact, ensuring continuous and safe operations.

Aligning with best practices

Aligning risk perception with industry best practices, such as those outlined in the ISO 31000:2018 standard, ensures that ADNOC Distribution's risk management framework is robust and comprehensive. This alignment helps manage both anticipated and unanticipated risks in the ever-evolving fuel mobility landscape.

Risk perception plays a critical role in ADNOC Distribution's downstream retail fuel mobility business. It enhances decision-making, strengthens stakeholder confidence, facilitates proactive risk management, aligns with best practices, and promotes a risk-aware culture. Understanding risk terminology and integrating it into the ERM process ensures long-term sustainability and value creation for all stakeholders.

Enterprise risk management governance

The primary aim of ADNOC Distribution's enterprise risk management and governance procedures is to foster sustainable growth and enhance business performance. Our focus is on improving decision-making, strategic planning, and mitigating the highest priority risk areas, all aimed at increasing shareholder value.

The Enterprise Risk Management structure includes the Board of Directors, the Audit Committee, the Chief Executive Officer (CEO), the Executive Leadership Team (ELT), the Enterprise Risk Management Team, and the Audit and Assurance Function, along with ERM Champions.

The responsibilities and roles of various business units are integrated across all operational hierarchies to ensure risk assessment is linked with the process of managerial decision-making.

The ERM reporting structure contains elements like internal audit, crisis management, business continuity management, and strategic business planning.

Customer proposition

Creating value for customers and inspiring loyalty through innovative, personalized and rewarding experiences.

ADNOC Distribution is dedicated to putting customers at the center of everything it does, driving the mobility revolution and transforming service station experiences. This commitment solidifies the Company's status as the preferred destination for its customers in the UAE, with rapidly growing recognition for excellence in expansion markets.

The UAE's mobility and convenience retail leader, ADNOC Distribution prioritizes elevating customer experiences as a key driver of growth. This dedication goes beyond business strategy; it is about deeply understanding and surpassing customer expectations. By harnessing advanced AI and data analytics, ADNOC Distribution meticulously refines its offerings, transforming every interaction into a seamless and enjoyable journey.

Fueling convenience

ADNOC Distribution leverages AI and digital technology to enhance customer experiences by delivering hyper-personalized offerings, improving store operations, and enabling seamless interactions. The Company's "Fill & Go" service uses automatic license plate recognition or QR code scanning for seamless fueling; after easy one-time setup, customer preferences are fulfilled by service station staff and payment is automatic through the app. "Click & Collect," now available at select UAE service station locations, allows in-app ordering of ADNOC Oasis products for car delivery or in-store collection. An AI-enabled self-checkout system, currently being piloted at a number of locations in the UAE, recognizes convenience store goods in milliseconds, reducing transaction times to under 30 seconds. For EV customers, ADNOC Distribution's "Plug & Charge" feature, introduced in 2024, automatically recognizes customer EVs for easy charging, with charging status updates provided via the app, on customer's phones, or on their Apple Watch.

EV Customer Journey

Plug & Charge: plug in a vehicle and let the system handle the rest

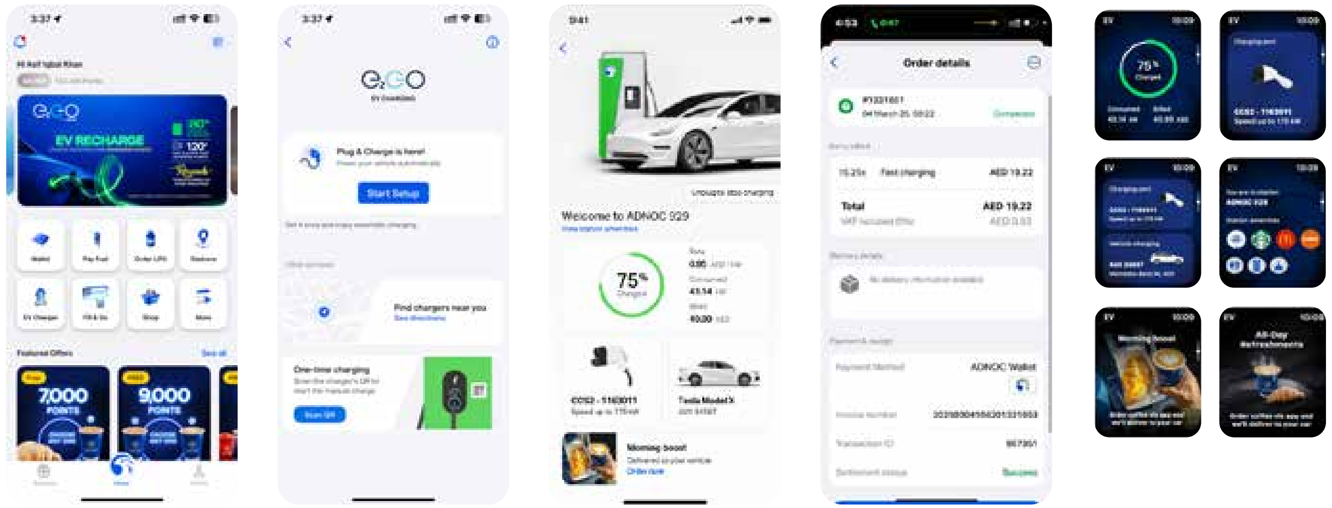
1
Login
Sign up/login as a customer, Guest users can proceed without registration

2
Select charging method
1) Using QR code or 2) Set up Plug and charge once and enjoy seamless charging

3
Monitor your charging
Track charging progress real-time through the app, use the quick menu to order from the station c-store

4
Rewards & feedback

5
Enjoy your charging experience also in Apple iwatch



Enhancing the loyalty proposition and our digital experience

ADNOC Distribution's loyalty program, with nearly 2.3 million members (+19% vs. 2023) and more than 120 partners providing discounts and deals through the ADNOC Distribution app, continues to set the benchmark for mobility and convenience retail excellence in the UAE.

As part of the loyalty program, the Company offers customer promotions in-store and a range of initiatives that include linking ADNOC Rewards across service station purchases and allowing customers to earn and redeem points against valuable offerings – for fuel, but also lube change services, convenience store, and car washes, all of which contributed to non-fuel business growth in 2024.

The ADNOC mobile app had a significant upgrade to its user interface in 2024, aimed at enhancing the overall user experience for valued members. The latest update features a comprehensive revamp designed to improve the app's usability and visual appeal. The new interface offers a more intuitive and seamless navigation experience, allowing users to easily access various features and services. Key elements of the app have been redesigned to provide better visibility and accessibility, ensuring that members can effortlessly manage their accounts, track Rewards points, and access exclusive offers.

This strategic enhancement has already shown positive results, with a notable 7% increase in app usage in 2024 compared to the previous year. The improved user experience has driven higher engagement and satisfaction among members, reinforcing ADNOC Distribution's commitment to delivering exceptional service and convenience.

Sustainable mobility for the future

In line with the global shift towards sustainable solutions, ADNOC Distribution has not only embraced electric vehicles (EVs) but has become a trailblazer, with more than 220 super-fast EV charging points installed across its network and providing enhanced customer experience with a wide range of NFR offerings for EV customers. ADNOC Distribution plans to become the UAE's market-leading EV charging infrastructure provider and now is the sole operator of the E_2GO brand, which has evolved into one of the UAE's largest EV charging point operators (CPOs).

In 2024, ADNOC Distribution launched the second phase of its H_2GO green hydrogen refueling station to power a fleet of hydrogen-powered buses operated by Abu Dhabi Mobility, part of a year-long pilot program to gauge the viability of hydrogen power for mass transport in the Capital. H_2GO, located in Masdar City, was the region's first green hydrogen refueling facility at launch in 2023. Beyond these initiatives, in 2024, 100% of ADNOC Distribution's heavy vehicle fleet was powered by B20 biofuels. Taken together, these initiatives signal a commitment to the pioneering technologies shaping the future of sustainable mobility.

At ADNOC Distribution, the journey goes beyond fueling; it is about providing energy for life's journey. Crafting moments that resonate with our customers is key to this vision.

ADNOC rewards loyalty program

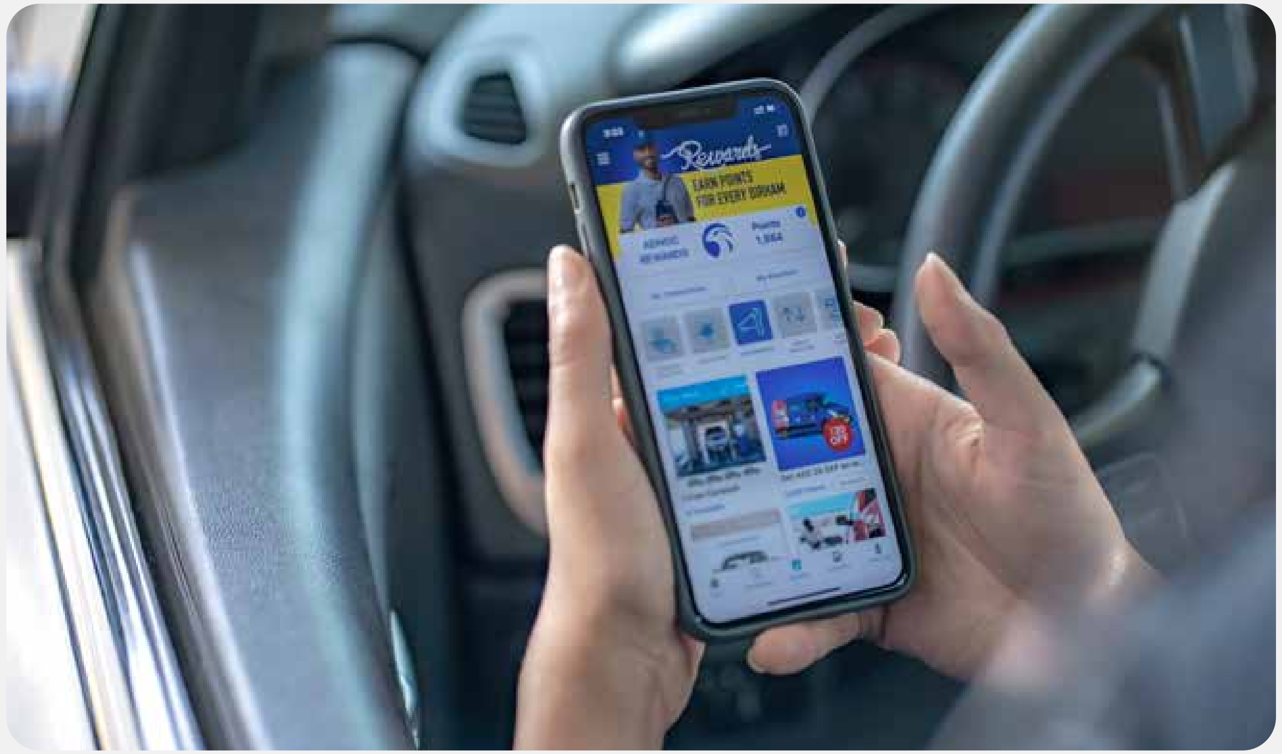
Covering more than half of the UAE car fleet

~2.3 m
ADNOC Rewards members

~350 K
new members
enrolled in the past 12 months

+19%
year-on-year
ADNOC Rewards program membership growth

>120
partners
providing attractive offers to members



Executive management

Eng. Bader Al Lamki was appointed Chief Executive Officer in May 2021. He is responsible for managing the Company's overall operations, as well as developing and implementing long-term regional and international growth strategies. He brings more than 20 years of diversified experience in the oil and gas, clean energy, and utilities sectors.

Previously, Eng. Al Lamki held the role of the Chief Executive Officer at National Central Cooling Company PJSC (Tabreed) from April 2019 to May 2021, leading the company's operations and growth ambitions in the UAE and internationally.

Eng. Al Lamki has extensive experience with some of the UAE's biggest energy companies, including ADNOC operating company ADMA-OPCO, where he successfully led a strategic development initiative to increase the company's daily oil production. He also worked with Masdar Clean Energy, where he was responsible for business growth activities, including bidding, acquisitions and green field project development, including having an instrumental role in building the company's international renewable energy portfolio, with projects spanning across 25 countries. Earlier in his career, Eng. Al Lamki gained experience with a number of renowned organizations, including French oil major Total, where he advised on oil and gas projects in Africa.

Eng. Al Lamki holds a BSc degree in Chemical Engineering from the United Arab Emirates University.

Bader Saeed Al Lamki
Chief Executive Officer

Mr. Ali Siddiqi was appointed as Acting Chief Financial Officer in December 2024. He joined ADNOC Distribution as Senior Vice President, Financial Planning & Analysis in 2020. Mr. Siddiqi has three decades of finance and commercial experience across the Middle East, Europe, Africa, and Asia Pacific with leadership roles at Shell and Aramco. His expertise spans the energy value chain, from upstream operations to downstream retail, and his career reflects a consistent ability to drive growth, enhance profitability, and enable organizations to adapt in an evolving global landscape.

Mr. Siddiqi is a Fellow of the Chartered Institute of Management Accountants (CIMA), UK, and holds a Bachelor of Science in Finance from the University of Wisconsin, USA.

Ali Siddiqi
Acting Chief Financial Officer

Mr. Athmane Benzerroug was appointed as the Chief Strategy, Transformation and Sustainability Officer in April 2023. He is responsible for driving ADNOC Distribution's growth strategy, transformation initiatives and sustainability agenda. He is also leading the Investor Relations function with his experience and insights. Previously, Mr. Benzerroug served as the Chief Investor Relations Officer from September 2018 to March 2023. Prior to joining ADNOC Distribution, Mr. Benzerroug served 10 years at Deutsche Bank as a Director focusing on industrials, Real Estate, and Retail. He has 20 years of experience in investment banking and equity capital markets, leading major IPOs in Europe, the Middle East, and Turkey. Previously, Mr. Benzerroug was responsible for European Infrastructure at Natixis Securities in Paris.

Mr. Benzerroug holds an MSc in Banking and Finance from the Paris Nanterre University, France.

Athmane Benzerroug
Chief Strategy, Transformation and Sustainability Officer

Mr. Klaas Mantel joined ADNOC Distribution as Chief Operating Officer in September 2023. Prior to joining ADNOC Distribution Klaas was a leader in McKinsey & Company's Global Mobility Retail practice, based in Japan. He has served major Retail, Downstream Oil & Gas and FMCG companies Globally on business transformation and Energy transition-related topics with a focus on electric vehicle charging strategy and infrastructure deployment.

He has over 25 years of experience across the energy industry, the majority of which was with Shell in various senior Operational, Marketing and Business Development positions across Europe, Africa and Asia, including Global head of Convenience Retail.

Mr. Mantel holds a Master's degree in Economics from the University of Amsterdam and obtained the INSEAD Certificate in Corporate Governance.

Klaas Mantel
Chief Operating Officer

Mrs. Jacqueline Elboghdadi joined ADNOC Distribution as Chief Marketing Officer in September 2024. She brings two decades of regional expertise in marketing, brand management, public relations, and communications. Before joining ADNOC Distribution, Mrs. Jacqueline transitioned from the regional senior marketing director to the acting Chief Marketing officer at the Alshaya Retail Group, overseeing customer growth and marketing transformation across 70+ brands in 11+ markets.

Her experience also includes a significant tenure with Procter & Gamble, where she was responsible for turning around the performance of several brands across the Middle East and Africa. Winning several regional and global awards for brand building and marketing effectiveness during her tenure across both Alshaya and Procter & Gamble. Mrs. Jacqueline holds a Bachelor of Arts in Mass Communications from the American University in Cairo.

Jacqueline Elboghdadi
Chief Marketing Officer

Mr. Christopher Richmond joined ADNOC Distribution as Chief Investment Officer in November 2024. He brings more than two decades' experience across finance, strategy and corporate development, including nearly ten years in the downstream fuel sector. Prior to joining ADNOC Distribution, he worked for Ampol Limited in Australia as Head of Group Strategy and Corporate Development. He also previously worked in investment banking, where he advised industrial clients on M&A and capital markets.

Mr. Richmond holds a Bachelors' degree from the University of Nottingham, is an ICAEW-certified Chartered Accountant, and is a Graduate of the Australian Institute of Company Directors.

Christopher Richmond
Chief Investment Officer

Eng. Saeed Nasser Al Ahbabi was appointed Chief Shared Services & Technical Officer in April 2023. Recently, he served as Chief Business & Commercial Support Officer from June 2019 to March 2023. Prior to joining ADNOC Distribution, Mr. Al Ahbabi served in various leadership positions at ADNOC since 2007, including Vice President, Civil Projects, since 2011.

Mr. Al Ahbabi holds a BSc in Civil & Environmental Engineering from the United Arab Emirates University and an MBA from the American University, United Arab Emirates.

Saeed Nasser Al Ahbabi
Chief Shared Services
& Technical Officer

Mr. Ryan Rovere joined ADNOC Distribution in January 2025 as General Counsel. Mr. Rovere is responsible for the Legal, Ethics & Compliance, Corporate Governance and Corporate Secretarial functions for ADNOC Distribution.

He brings over 24 years of experience as an energy lawyer in private practice and senior legal leadership roles, including as North American Regional General Counsel for Fortescue Energy and Vice President Legal for TotalEnergies E&P Americas. Mr. Rovere previously worked and resided in Abu Dhabi from 2008-2012.

Mr. Rovere holds a Juris Doctor from the University of Toronto.

Ryan Rovere
General Counsel

Mr. Mohammed Omar is a seasoned HR professional with over 21 years of experience, bringing a wealth of expertise from multinational corporations across diverse industries, including oil & gas, banking, maritime, utilities, logistics, and supply chain.

Since 2019, Mr. Omar has been an integral part of ADNOC Distribution's transformation journey, spearheading initiatives that prioritize employee well-being, work-life balance, gender diversity, and the creation of an inclusive workplace for a global workforce spanning 77 nationalities. His efforts have significantly contributed to fostering a dynamic and engaged workforce that aligns with the company's evolving business landscape.

Prior to joining ADNOC Distribution, Mr. Omar served as Director of Recruitment and Human Capital Services at DP World, where he played a pivotal role in leading talent acquisition, workforce planning, and HR transformation initiatives. His experience in managing large-scale HR projects has been instrumental in driving efficiency and innovation in human capital management

Mr. Omar holds a Bachelor's of Business Administration from the University of Sharjah, UAE.

Mohammed Omar
Vice President,
Human Capital

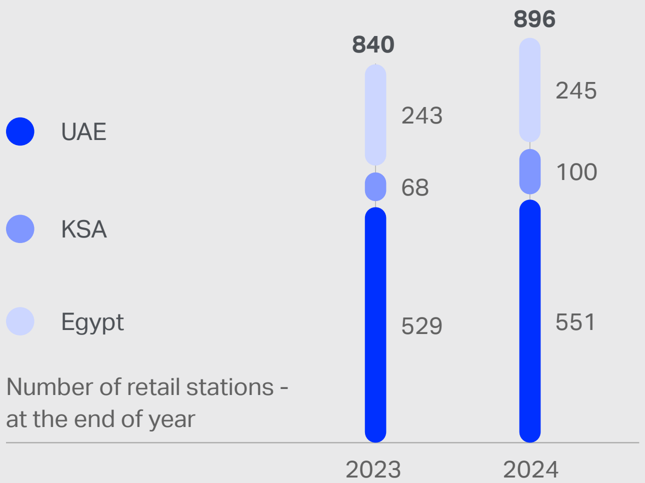
Sultan Ali Al Marzooqi joined ADNOC Distribution in 2023 as Vice President of Health, Safety, and Environment, bringing over 15 years of experience in the oil and gas industry, spanning both upstream and downstream sectors. With a strong background in HSE management, he oversees organization-wide safety initiatives, ensures compliance with local and international standards, and drives sustainable operational practices while prioritizing employee well-being. Before joining ADNOC Distribution, Mr. Al Marzooqi worked in ADNOC Sour Gas.

Mr. Al Marzooqi holds a Bachelor's in Engineering Management and an Advanced Diploma in Marine Mechanical Engineering, along with multiple HSE certifications.

Sultan Ali Al Marzooqi
Vice President, Health, Safety & Environment

BUSINESS REVIEW

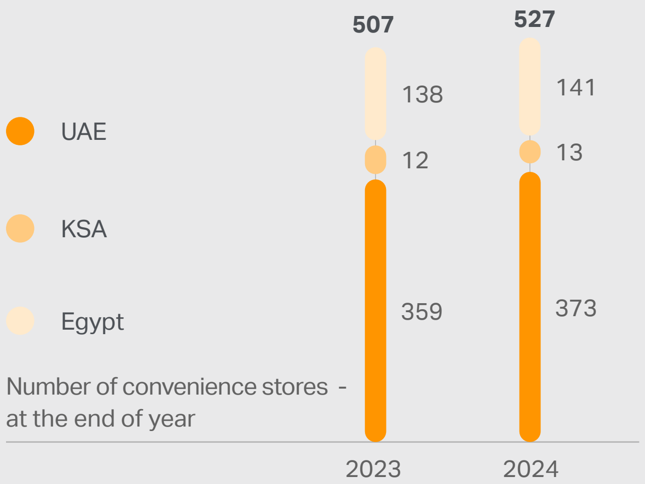
RETAIL BUSINESS



Fuel stations network

2024

896



Convenience stores network

2024

527

Overview

ADNOC Distribution's retail business includes fuel (gasoline, diesel, CNG, and LPG), sustainable fuel (EV charging, alternative fuel, etc.) and non-fuel (convenience stores, car care services - including car wash and lube change services, vehicle inspection centers, and property management services).

Retail Segment

Fuel

896
Retail fuel stations across UAE, KSA and Egypt

220
EV fast and super-fast charging points in the UAE

#1 FUEL

retailer in the UAE by number of sites

ADNOC Distribution is a leading mobility retailer brand in the UAE, with 551 owned and operated retail fuel stations. It operates fuel service stations in all seven UAE emirates, and is the largest operator in Abu Dhabi and the Northern Emirates. ADNOC Distribution also operates in Saudi Arabia with 100 service stations and in Egypt with 245 stations. Of Egypt's stations, 10 are operated under the ADNOC Distribution brand.

The Company's retail fuel business is highly cash-generative, with stable, regulated unit fuel margins in the UAE and iconic branding at strategically located locations. This is backed by a fuel supply agreement with its parent company, ADNOC, which guarantees supply on terms that provides the Company with a competitive advantage.

ADNOC Distribution's relationship with ADNOC, and its extensive fuel distribution infrastructure - the largest in the UAE, provides the Company inherent advantages over competitors.

The main fuel products comprise three grades of gasoline (91, 95 and 98 octane) and diesel as well as lubricants, CNG and LPG. Lubricant products are marketed under the proprietary Voyager brand, the quality of which is recognized by the American Petroleum Institute (API) and the European Automobile Manufacturers' Association. CNG continues to be an affordable option for public transport, commercial fleets and private vehicle owners alike, resulting in a sustained demand for CNG, especially in the Northern Emirates.

LPG is the primary domestic and commercial cooking fuel in the UAE, and is also used for commercial and industrial applications. ADNOC Distribution sells LPG in 25- and 50-pound cylinders, primarily to residential customers for home cooking, and in bulk to corporate customers.

In addition, ADNOC Distribution has 220 fast and super-fast EV charging points installed in its service stations across the UAE to address current EV charging demand, including dedicated EV hubs. The Company is developing capabilities in alternative fuels, such as hydrogen, where the Company piloted the operation of a "high-speed" green hydrogen refueling station to test a group of vehicles that use hydrogen as fuel.

Non-fuel

ADNOC Distribution has 373 convenience stores in UAE, 13 in KSA, and 141 in Egypt. The stores offer a wide range of products including premium coffee, fresh food to go, refreshments, groceries, snacks, confectionery goods, and other services.

#1

convenience retailer in the UAE

with 373 convenience stores in the UAE, leveraging a strong brand to expand footprint in the UAE and internationally

#2

coffee chain

by number of stores

ADNOC Distribution is reinventing its convenience stores as 'foodvenience' destinations, including for longer-stay EV charging customers, with Oasis best-in-class food and beverage offering prepared by trained baristas.

ADNOC Distribution revitalized its ADNOC Oasis convenience stores to offer fresh food, barista-brewed coffee and an expanded menu. Today, 90% of the stores boast a new or refurbished look with superior category management.

12.5 million

barista-prepared drinks

sold to customers in 2024

#1

car wash brand in the UAE

with 193 car wash sites in the UAE

ADNOC Distribution aims to create a one-stop destination for car care services by leveraging strong car wash, lube change and vehicle inspection centers' footprint to enhance customer experience, including car wash at 193 locations and lube change at 157 locations across the UAE. In addition, various services are provided by our partners and tenants, such as vehicle servicing, repairs, and tire change.

The Company operates 35 light vehicle inspection and testing centers in Abu Dhabi and the Northern Emirates, which provide a wide range of inspection and certification services.

#1

lube change brand in the UAE

with 157 lube change sites in the UAE

Leading property management player

In addition, the Company leases spaces at its services stations. It maintained a healthy tenancy occupancy rate across its network while it continues to transition its tenancy business into a revenue-sharing model to maximize revenue and profitability. The Company aims to enhance real estate returns by attracting more Quick Service Restaurant (QSR) brands into its network to drive additional footfall, optimizing tenant mix and existing sites as well as scaling up franchise operations.

>1,150

occupied and awarded units

in the UAE

35

vehicle inspection

and testing centers in the UAE

Operational review

As a leading fuel and convenience retailer, ADNOC Distribution is conducting its business in an agile, efficient and customer-centric manner. The Company strives to consistently provide its customers with high-quality products and services through innovation, operational excellence and elevated customer experience to transform its service stations into destinations of choice.

Retail Segment

Network expansion

ADNOC Distribution further expanded its retail fuel activities in 2024, by adding 29 new stations across the UAE, KSA and Egypt and exceeded its target of opening 15-20 new stations in 2024. In addition, the Company contracted 30 stations in KSA under CAPEX-light DOCO (Dealer Owned-Company Operated) model – they will soon be refurbished and start to operate under ADNOC brand further increasing the Company's presence in a large and dynamic Saudi market. Total network of ADNOC Distribution reached 896 stations at the end of 2024, a 7% increase compared to 840 at the end of 2023.

Domestically, the Company added 22 new stations in the UAE in 2024 to reach 551 stations in its home market, which compares to 529 stations at the end of 2023. In Dubai, 12 stations were opened in 2024, of which 10 cater specifically to trucks, in partnership with Dubai's Road and Transport Authority (RTA). As a result, ADNOC Distribution's service station network in the emirate expanded to 56 stations at the end of the period, up by 27% from 44 stations at the end of 2023.

Internationally, ADNOC Distribution continued to execute on its plans in the KSA, with three organic stations opened during 2024, taking the total operational network in the Kingdom to 70 stations at the end of the period. Including the 30 recently contracted DOCO stations, the Company's total network in KSA reached 100 stations, a 47% increase compared to the end of 2023.

In Egypt, the Company added four new service stations to the portfolio, taking its retail fuel stations network in Egypt to 245 service stations at the end of the period.

Rollout of EV charging points

ADNOC Distribution continues to leverage on its extensive network to expand its EV charging service. In 2024, the Company made significant progress in expanding its network of EV charging points across the UAE, as part of its strategy to meet the growing demand for e-mobility solutions.

As of the end of 2024, the Company had 220 EV charging points, more than quadrupling their number from the end of 2023.

ADNOC Distribution is committed to futureproofing its business through a disciplined rollout of profitable fast and super-fast EV charging points. The chargers are installed across the Company's service stations and dedicated mobility hubs at strategic locations in the UAE, under its E_2GO brand, to address current EV charging demand and offer enhanced customer value proposition.

Through the development of modern mobility solutions, ADNOC Distribution intends to become a destination of choice for charging and convenience for the UAE customers. The rollout of chargers is calibrated on a quarterly basis, depending on the actual EV uptake and using best-in-class technology.

Non-fuel retail

In 2024, ADNOC Distribution advanced its non-fuel retail strategy through dynamic marketing campaigns, customer-focused initiatives and an expanded range of non-fuel retail offerings. The early gains in non-fuel retail signal the beginning of accelerated growth, with strong double-digit growth in key operating and financial metrics, outpacing the growth of the fuel segment.

The Company expanded its convenience stores network in the UAE by 4% compared to 2023, launching 17 new convenience stores. This included 5 stand-alone stores to capture opportunities for non-fuel retail growth outside its service stations and expand outreach of the Oasis value proposition.

In its car care services, ADNOC Distribution launched 5 car wash tunnels, which have significantly greater capacity than conventional facilities. Approximately 50% of existing automatic car wash facilities, with a focus on Tier-1 best performing car washes, were upgraded over the course of 2024. Both initiatives provided strong support to the car wash business which achieved a 1.1x growth in the number of its car wash transactions and delivered the highest year-on-year growth in gross profit among all non-fuel retail verticals in 2024.

Additionally, the Company increased the number of its vehicle inspection centers in the UAE to 35 following an addition of one new center between end of 2023 and end of 2024.

In its property management business, at the end of December 2024 ADNOC Distribution had 1,151 occupied and awarded properties for rent, which implies an increase of 12.5% or 128 units compared to the end of December 2023. 39 were the properties that operate under recognized international and local brands including McDonald's, Dunkin' Donuts, Domino's Pizza, Starbucks, Al Baik and others. These anchor brands bring additional footfall to ADNOC Distribution service stations and transform them into destinations of choice. Furthermore, at the end of 2024 ADNOC Distribution operated 12 Burger King restaurants under a franchise model, two of them were opened outside the stations network, improving the yield on our property by 2.5x compared to the conventional rental model.

Financial review

Retail Segment

Fuel volumes

In 2024, retail fuel volumes increased by 8.4% year-on-year to 10.35 billion liters, driven by strong mobility trends and partially attributable to the timing of consolidation of TotalEnergies Marketing Egypt.

In GCC markets (UAE and KSA), they increased by 6.8% year-on-year to 7.71 billion liters as a result of economic growth and higher mobility in the region. In addition, the Company continued to expand in Dubai by adding new stations and upgraded its retail network in KSA, resulting in incremental fuel volumes in 2024 compared to the same period of 2023.

189.2 million
Number of fuel transactions in UAE
+5.3%
compared to 179.7 million in 2023

49.3 million
Number of non-fuel transactions in UAE
+10.2%
compared to 44.8 million in 2023

26.1%
Convenience store conversion rate in UAE*
+140bps
compared to 24.7% in 2023

AED 26.8
Average gross basket size
+1.7%
compared to AED 26.4 in 2023

* Number of convenience stores transactions divided by number of fuel transactions at sites with convenience stores.

Other operating metrics

In 2024, non-fuel transactions in the UAE increased by 10.2% year-on-year, supported by higher number of fuel transactions, higher conversion from fuel to non-fuel, improved consumer sentiment, introduction of car wash tunnels and ongoing upgrade of automatic car washes. In addition, the strong growth in non-fuel transactions was supported by marketing and promotion campaigns under ADNOC Rewards loyalty program to attract higher footfall and increase customer spending.

Convenience store conversion rate increased by nearly 140 bps to a new record in five years of 26.1% from 24.7% in 2023, driven by enhanced offerings following revitalization of the convenience stores, improved category management, focused marketing and promotion campaigns, and initiatives to deliver convenience store products to fueling customers through dedicated service personnel.

The Company sold 12.5 million barista-prepared drink to customers in 2024, a 33% increase compared to 2023, as a result of the Company's initiatives to convert its convenience stores to as 'foodvenience' destination, with premium food and beverage offerings. Average gross basket size increased by 1.7% in 2024 compared to 2023.

In property management business, the Company continued to transition its tenancy business to a revenue-sharing model to maximize revenues and profitability. In 2024, the number of occupied and awarded properties for rent increased by 12.5% year-on-year to 1,151 units.

The number of vehicles inspected (fresh tests) in the Company's vehicle inspection centres increased by 20.4% in 2024 compared to 2023, driven by a higher number of vehicle inspection centres, the introduction of new services, and supported by marketing promotions.

Results

In 2024, retail segment revenue increased by 2.5% compared to 2023 to AED 23,798 million supported by higher volumes, strong growth in non-fuel retail revenue, timing of consolidation of TotalEnergies Marketing Egypt, and offset by lower pump prices.

2024 retail segment gross profit increased by 4.6% compared to 2023 to AED 4,704 million supported by higher fuel volumes, growing contribution from non-fuel and international activities (KSA and Egypt). This was offset by lower inventory gains: in 2023 they amounted to AED 334 million while in 2024 they were AED 276 million.

2024 fuel retail gross profit increased by 2.9% year-on-year principally due to the higher volumes, offset by the lower impact of inventory gains.

Non-fuel retail gross profit increased at a double-digit rate of 12.5% in 2024 year-on-year supported by improved convenience store customer offerings, growth in non-fuel transactions, growing car wash business contribution driven by new initiatives - tunnels and upgraded automatic car washes - as well as other car services.

UAE convenience stores gross profit increased by 15.5% year-on-year to AED 330 million driven by the higher number of transactions as a result of enhanced customer offerings following revitalization of the convenience stores, marketing and promotion campaigns as well as the higher Food & Beverage sales.

In 2024, the retail segment EBITDA increased by 3.1% compared to 2023 to AED 2,728 million.

Retail segment

Key Fiinancials (AED million)	2024	2023	YoY %
Revenue	**23,798**	**23,217**	**2.5%**
Revenue – fuel	22,225	21,812	1.9%
Revenue – non-fuel	1,574	1,403	12.2%
Gross Profit	**4,704**	**4,499**	**4.6%**
Gross profit – fuel	3,844	3,735	3.0%
Gross profit – non-fuel	860	764	12.5%
EBITDA	**2,728**	**2,646**	**3.1%**
Operating profit	**2,046**	**2,033**	**0.5%**
Capital expenditure	**849**	**864**	**-1.8%**

Outlook

Retail Segment

Fuel

New stations
After exceeding the 2023 target of opening 25-35 stations by adding 41 new stations, ADNOC Distribution again exceeded its target to add 15-20 stations to its network in 2024 by launching 29 new stations. The Company targets to open 40-50 stations in 2025, including 30-40 stations in KSA under CAPEX-light DOCO model.

Saudi Arabia
With a fully operational team on the ground, the Company is nearing revitalization and rebranding of the KSA network. ADNOC Distribution accelerated growth on a large and dynamic KSA market by contracting 30 stations under DOCO model, which are currently under development.

Egypt
ADNOC Distribution's acquisition of a 50% stake in TotalEnergies Marketing Egypt in Q1 2023 reaffirmed the Company's commitment to expanding business in attractive international growth markets. Egypt's retail fuel, lubricants and aviation markets are highly attractive with a potential for future growth. Ten service stations were re-branded to ADNOC in Cairo during 2023 and 2024.

The Company started blending ADNOC Voyager lubricants in Egypt in 2024, with the intention of making the country a regional export hub.

Non-fuel

ADNOC Distribution focuses on extracting additional growth and value by sweating the assets, providing enhanced customer experience and shifting capital towards mobility and lifestyle. The Company's convenience store revitalization programme has ensured that ADNOC Distribution is positioned to capitalize on benefits of its customer-centric initiatives and generates consistent growth in its convenience stores business.

By offering a modern shopping environment and a better assortment of products to customers, including fresh food and premium coffee, bundle offers and digital channels to order and transact, the Company is transforming its stations into destinations of choice.

In line with its new growth strategy, ADNOC Distribution continued to develop its non-fuel offerings in 2024 launching 17 new convenience stores, including 5 stand-alone stores, and 5 car wash tunnels – which have significantly greater capacity than conventional facilities – with plans to open additional car wash tunnels over the course of 2025.

In its property management business, the Company aims to double the number of property units occupied by top international and regional food & beverage brands across its network by the end of 2025 compared to the end of 2023.

COMMERCIAL BUSINESS

2024
4,680
million liters
Commercial Fuel Volumes

+9.2%
compared to 4,284 million liters in 2023

2024
4,260
million liters
Corporate Fuel Volumes

+9.5%
compared to 3,891 million liters in 2023

2024
420
million liters
Aviation Fuel Volumes

+6.9%
compared to 393 million liters in 2023

Overview

ADNOC Distribution is the leading marketer, supplier, and distributor of bulk refined petroleum products, including gasoil, gasoline, LPG, finished lubricants, and specialized products, to commercial, residential, industrial, and government customers in the highly competitive UAE market.

In addition, the Company's proprietary ADNOC Voyager lubricants are exported to distributors in 46 countries across the GCC, Africa, Europe, and Asia, with more countries in the pipeline.

The Company's aviation division in the UAE has two main activities: selling aviation fuel and providing services to strategic customers as well as providing aviation services to the civil aviation sector, where it maintains fuel systems and offers fueling services. In addition, the Company owns a 50% stake in TotalEnergies Marketing Egypt, which conducts aviation operations in Egypt.

Corporate Segment

Fuel: gasoline, gasoil, and LPG

Demand for wholesale fuels in the UAE is aligned with the country's economic activity. ADNOC Distribution provides fuels that cater to the demand of key sectors in the UAE, which include residential, small to medium enterprises, large commercial logistics providers, medium to large fleet owners, construction, manufacturing, marine, and power generation.

Lubricants and base oil

ADNOC Distribution's proprietary ADNOC Voyager lubricants have more than 370 products and 2000 SKUs and meet most requirements for commercial fleet operators and the construction, manufacturing, marine, and power generation sectors. The offering comprises automotive and marine engine lubricants, automotive gear and transmission fluids, and industrial lubricants and greases. ADNOC Distribution uses Group III base oil, which is highly advanced and is used as the raw material to produce high-quality synthetic lubricants.

Aviation segment

Aviation fuel is sold to strategic customers in the UAE. The business utilizes highly advanced facilities to provide refueling, defueling and other operational and technical-related services to ADNOC's civil aviation customers. This includes regional and international commercial and private aviation customers at several commercial airports in the UAE. In Egypt, the Company owns 50% stake in TotalEnergies Marketing Egypt which conducts aviation operations in two main airports in the country.

Operational review

Corporate Segment

ADNOC Distribution maintains its leading position in the corporate business in Abu Dhabi, and continues to focus on gaining market share in Dubai and the Northern Emirates.

Gasoil and gasoline

In 2024, the gasoil market remained competitive in an aggressive pricing environment. While the grey market (off-spec products from unauthorized sources) continued to partially impact the Company's corporate sales; ADNOC Distribution has increasingly benefited from a gradual elimination of the grey market in the UAE.

ADNOC Distribution witnessed higher level of gasoil sales throughout 2024, as a result of continued growth of its loyal customer base of commercial, industrial and government clients in Abu Dhabi, together with substantial growth in the Northern Emirates due to an increase in term customers. The Company increased its commercial gasoline sales through expansion of its market share in Dubai and the Northern Emirates. This was supported by the signing of new contracts with new corporate customers over 2023-24, such as large taxi fleet companies and last-mile fuel delivery providers.

In addition, the Company is expanding its My Station services in the UAE, using small to mid-sized fuel trucks for fuel delivery to customers. MyStation now offers a full spectrum of mobile fueling services (Fleet of 80 MyStation Fuel trucks with a capacity of 4,500 liters, 7 Super Fuel Truck with a capacity of 20,000 liters in addition to skids, trailers, overground tanks and 4 micro-stations offering dual products) to all customers providing complete flexibility and convenience at their doorstep. This was relevant for the growth of the Company's gasoil and gasoline business, to ensure the provision of products for customers with medium to large commercial vehicle fleets.

LPG

The LPG market includes bulk sales for large commercial and industrial customers and cylinder sales mainly for residential and small commercial customers (e.g., restaurants and launderettes).

ADNOC Distribution maintained market share in Dubai and the Northern Emirates through distributors and direct customers. Expansion in the Dubai commercial LPG cylinder market continues with 100 lbs. cylinders.

The Company plans to continue growing aggressively in this segment. It experienced double-digit growth in the residential LPG cylinder markets (25 & 50 lbs.) in Dubai as market share continued to grow through strategic distributor partnerships.

In Abu Dhabi, the Company has expanded its LPG cylinder delivery fleet to 149 trucks as part of its LPG digital operating model implementation. ADNOC Distribution's customers can order LPG cylinders through the Company's application and pay using their ADNOC pre-paid wallet, cash or credit card and earn ADNOC Rewards points with every purchase. The Company continues to sell cylinders to end customers via third-party distributors and provides services directly through the digital operating model.

ADNOC Distribution also introduced propane and butane for the commercial gas market in the UAE as part of our product portfolio diversification strategy.

Lubricants

In the UAE market, the lubricants market share increased due to strategic distributor restructuring, increased marketing, and a significantly expanded product portfolio offering. ADNOC Distribution's VOYAGER lubricants maintained its position as the leading lubricants brand in the UAE by sales volume.

There was also an increased focus on export markets, which was sustained throughout the year, with the objective of entering new markets in Africa, Central and Southeast Asia and America using the distributor model. The total number of export network countries of ADNOC Distribution's VOYAGER lubricants portfolio rose to 46 countries by the end 2024, compared to 38 markets at the end of 2023, adding new countries such as Qatar, Turkmenistan, Mali, Jordan, Namibia, Turkey and the United States.

ADNOC Distribution actively explores opportunities to enter new and growing lubricant markets through strategic collaborations with leading partners worldwide. In 2024, the Company continued to sign new contracts and add new distributors, aimed at enhancing its presence in key lubricant markets worldwide.

Internationally, in 2024, the Company launched toll blending in Egypt. The first formulations have been released to initiate local production in Egypt, utilizing local base oils to optimize costs and enhance competitiveness.

The ADNOC Voyager range of premium, OEM-approved automotive vehicle lubricants are now available in Egypt through TotalEnergies Marketing Egypt. The products are available for the Egyptian consumers to purchase at ADNOC-branded service stations.

Until 2024, ADNOC Distribution introduced over 370 products, offering customers a comprehensive range options across the Passenger Oil, Heavy Duty and Industrial Oil segments. This includes specialized products such as the new Mold Release Oil.

The Company continues to leverage its in-house research team and production facilities to invest in innovations that offer greater choice and quality, in support of progress towards a more diversified energy mix. This demonstrates ADNOC Distribution's commitment to offering a broad range of products that meet customer needs.

Additionally, the company continued to secure international accreditations for its lubricant products, including 65 API-approved products, 15 JASO approvals, and 80 OEM approvals. Notably, it received the first-ever WinGD approvals for Voyager Marine Cylinder and System Oils, supporting the expansion of its marine business. Other significant approvals include Siemens Energy (Turbine Oil EP), VW (Voyager Gold 8900), and MTU (Voyager Plus), among others. Furthermore, ADNOC Blue product achieved the first ISO 22241 certification the region.

Sustainable products

As part of its commitment to support B2B customers decarbonize their operations, ADNOC Distribution is actively exploring sustainable products. In 2024, the Company started a pilot to supply biodiesel to commercial and government customers, and it intends to expand this supply to a broader range of customers in 2025 through its established MyStation fleet and bulk offerings. This expansion is expected to grow the Company's biodiesel portfolio, which includes range of biodiesel variants from B5 to B20.

Aviation segment

Within the aviation business, the Company provides fuel distribution services and management of aircraft refueling operations to ADNOC's civil aviation customers. In addition, the Company sells aviation fuel and provides refueling services to strategic aviation customers across many airports in the UAE.

In 2024, ADNOC Distribution experienced a slowdown in aviation fuel sales distribution and refueling services in the UAE, due to lower uptake from its strategic aviation customers.

In Egypt, the Company has successfully expanded its aviation fuels business in 2024 by securing the right to supply aviation fuel to new airlines for flights fueled in Cairo.

Financial review

Commercial Segment

Volumes

In 2024, commercial total fuel volumes increased by 9.2% compared to 2023 to 4.68 billion liters, driven by economic expansion and partially attributable to the timing of consolidation of TotalEnergies Marketing Egypt.

Total Corporate volumes were up by 9.5% to 4.26 billion liters compared to 2023, and aviation volumes were up by 6.9% to 420 million liters.

In GCC markets (UAE and KSA), 2024 commercial fuel volumes increased by 9.2% compared to 2023 to 4.16 billion liters, driven by an increase of 10.6% year-on-year in corporate business volumes. This was a result of the execution of new contracts signed in 2023 and 2024, as the Company has been proactively focusing on gaining market share in Dubai and Northern Emirates. This was partially offset by a decline of 12.6% in aviation volumes.

In Egypt, commercial fuel volumes increased by 9.2% compared to 2023 to 516 million liters. This was driven by a 33.5% year-on-year increase in aviation volumes to 221 million liters supported by the continued tourism growth and was partially attributable to the timing of consolidation of TotalEnergies Marketing Egypt. Corporate volumes in Egypt were down by 3.9% year-on-year.

Results

2024 commercial segment revenue increased by 2.1% compared to 2023 to AED 11,655 million, supported by higher volumes and the timing of consolidation of TotalEnergies Marketing Egypt, partially offset by lower prices. 2024 corporate business revenue was 2.2% higher year-on-year and the aviation business revenue increased by 2.0% compared to 2023.

In 2024, commercial segment gross profit increased by 13.1% year-on-year to AED 1,512 million supported by the higher volumes and offset by lower effect of inventory gains. In particular, in the commercial segment the Company incurred AED 22 million inventory losses in 2024 vs. AED 6 million inventory gains recorded in 2023.

2024 commercial segment EBITDA increased by 7.7% year-on-year to AED 1,129 million.

Commercial Segment

Key Financials (AED million)	2024	2023	YoY %
Revenue	**11,655**	**11,412**	**2.1%**
Revenue - Corporate	10,085	9,872	2.2%
Revenue - Aviation	1,570	1,540	2.0%
Gross profit	**1,512**	**1,337**	**13.1%**
Gross profit - Corporate	1,184	1,058	11.9%
Gross profit - Aviation	327	279	17.4%
EBITDA	**1,129**	**1,048**	**7.7%**
EBITDA - Corporate	831	783	6.1%
EBITDA - Aviation	298	265	12.5%
Operating profit	**1,026**	**964**	**6.4%**
Capital expenditure	**47**	**33**	**2.0%**

Outlook

Commercial Segment

2024 has set a strong foundation with key building blocks already in place, supporting a positive outlook for the commercial segment. A key consideration is the potential downward risk of commodity price volatility and rising transportation cost.

Gasoil & gasoline

ADNOC Distribution will continue to leverage its strategic initiatives, including Key Account Management (KAM), Fleet Management, and the MyStation platform, to drive growth in the gasoil and gasoline segment. With a focus on expanding its Abu Dhabi commercial customer base and exploring opportunities in the Northern Emirates, the Company aims to enhance market presence and service delivery. The hub-and-spoke model is expected to further optimize operational efficiency, while automated mobility solutions at customer sites will support improvements to customer convenience.

LPG

In the LPG segment, the Company plans to focus on maximizing margins through optimized sales channels, including retail, distributor, MyStation, and vending platforms. ADNOC Distribution aims to enhance operational efficiency through proactive and efficient plant and inventory management, ensuring a reliable supply while minimizing costs.

Lubes

ADNOC Distribution's lubes business is expected to expand through a dual approach of penetrating existing and new international markets via distributor and franchise models to grow its presence. The company aims to focus on domestic opportunities driven by marine lubricants while innovating with specialty products base oils, and new product offerings. Targeted marketing and an optimized product portfolio are expected to enable ADNOC Distribution to meet evolving customer needs and maintain its leadership in the highly competitive global lubricants market.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) REVIEW

ESG at ADNOC Distribution

At ADNOC Distribution, Environmental, Social, and Governance (ESG) principles are deeply integrated into our business strategy, shaping how we operate and create value for all stakeholders. In 2024, we reinforced our commitment to sustainability by aligning our operations with global best practices and supporting the ADNOC's Net Zero by 2045 ambition.

As the leading fuel and convenience retailer in the region, we recognize the critical role we play in advancing energy transformation efforts while ensuring the economic and social well-being of the communities we serve. Our ESG approach is rooted in innovation, operational excellence, and a commitment to driving positive impact across all aspects of our business and communities.

In 2024, we made significant strides in reducing our environmental footprint, fostering inclusive growth, and maintaining robust governance practices. From expanding our EV charging network and introducing energy-efficient technologies to empowering our workforce and promoting diversity, our actions reflect our unwavering dedication to sustainability. Through transparent reporting and consistent engagement with stakeholders, ADNOC Distribution continues to lead by example, demonstrating that growth and sustainability can go hand in hand.

In this report we present a brief summary of our ESG performance in 2024, in alignment with the ADX ESG Guide. A more comprehensive standalone ESG Report that is prepared in accordance with the Global Reporting Initiatives (GRI) standards and assured by an external party, will be published separately on ADX website and ADNOC Distribution's corporate website in 2025.

2024 ESG highlights

5,083 mwh
PV Solar Energy Generated at rooftops in Dubai and Abu Dhabi

100%
of own trucks operate on biodiesel B20. B5 used in generators

100%
of energy distributed for EV chargers is clean and renewables-based

> 5.8 m
bottles were collected via Reverse Vending Machines (RVM), creating a positive impact on community and 28,200 users of RVM facilities

>25,000
mangroves seeds planted with customers

ISO 22241
certification successfully completed for ADNOC Blue

>62%
Emiratization rate

~71%
In-country Value contribution

100%
HSE performance, with industry-leading practices

ESG Subcommittee
Established, enabling operations of new governing body that reports to Executive Committee to drive Company's ESG agenda

>900
or 70% Corporate employees have completed ESG awareness, including class room training for senior management

2024 ESG ratings and recognition

Enhanced ESG ratings

ESG leader by Bloomberg enhanced ratings of S&P Global, London Stock Exchange Group, Sustainalytics, MSCI, ISS-ESG and FTSE Russell Ratings

Best solar project

Best solar project of the year at solar week

ESG Label

Achieved 94.45% in the responsible business scoring by Dubai Chamber of Commerce

Inclusion in prestigious ESG-linked indices

- FTSE4Good Index
- FTSE ADX ESG Screened Index
- FTSE Emerging ESG Low Carbon Select
- FTSE Emerging ESG Index
- MSCI ACWI ESG Universal Index
- MSCI ACWI ESG Screened Index
- MSCI ACWI Climate Change Index

Sustainability approach & strategic framework

Sustainability Strategy Framework at ADNOC Distribution is based on ADNOC Group's sustainability strategy and builds on the shared legacy of responsible lower-carbon energy provision to ensure we create lasting and sustainable value for the UAE, its people, and our business. Sustainability sits at the core of ADNOC Distribution's strategy, and we ensure it is embedded throughout the Company. We are committed to integrating best-in-class Health, Safety & Environment standards across our operations, giving back to communities, supporting sustainable economic development and investing in cleaner new energies. We have set short, medium- and long-term goals and objectives that enable us to achieve our sustainability targets.

ADNOC Distribution's comprehensive sustainability goals contribute to the UAE's strategic vision and align with ADNOC's long-standing commitment to environmental and social stewardship.

Six pillars of sustainability at ADNOC Distribution

- **Advancing net zero** — Climate, emission and energy
- **Protecting nature and biodiversity** — Local environment
- **Keeping our people safe** — Health, safety and security
- **Empowering lives** — Workforce diversity and development
- **Creating lasting socioeconomic impact** — Economic and social contribution
- **How we operate** — Business sustainability

Our material topics

At ADNOC Distribution, our strategy and reporting are guided by comprehensive materiality assessments and through stakeholder engagements to ensure alignment with business objectives and sustainability commitments. In 2024, we conducted an in-depth review of material topics, considering the current state of our operations, regional and global benchmarking, and evolving industry standards. This process allowed us to identify and prioritize a focused list of potential material topics, ensuring that we address the most critical risks, opportunities, and impacts across our operations. Our materiality approach reflects our commitment to addressing stakeholder expectations while advancing our ESG agenda. As part of this effort, we engaged with internal and external stakeholders through an ESG survey and workshops, enabling us to gain valuable insights and validate our priorities. As a result, 20 topics were identified, spanning environmental, social, and governance (ESG) pillars, covering key areas such as climate change, biodiversity, human rights, community impact, and business ethics. By aligning these topics with global frameworks such as GRI standards and the UAE's sustainability objectives, we aim to create meaningful value and drive long-term sustainable growth while addressing the evolving needs of our stakeholders.

Environmental

- Climate change and GHG
- Climate adaptation, resilience, and transition
- Biodiversity
- Waste, water and effluent management
- Supplier sustainability assessment
- Energy management

Social

- Employment practices, development and wellbeing
- Occupational health & safety
- Human and labor rights
- Local community
- Emiratization
- Diversity, non-discrimination and equal opportunity

Governance

- Economicperformance
- Socioeconomic impact
- Anti-corruption
- Business ethics
- Risk management
- Anti-competitive behavior
- AI (technological innovation & digitalization & Cyber-security)
- Procurement practices

How we support the United Nations Sustainable Development Goals

At ADNOC Distribution, we are committed to supporting the United Nations Sustainable Development Goals (UN SDGs). As a leading energy retailer and mobility solutions provider, we recognize that our activities contribute to various SDGs. However, our primary focus is on those goals most closely aligned with our operations, strategic priorities, and areas where we can drive the greatest positive impact.

Impact SDGs

Environment

Climate, Emissions & Energy

- Adopt Green Liquid Fuels and plant-based renewable products or green lubricants
- Develop low carbon alternative fuels/energy portfolio (EV, Hydrogen, Biofuel, etc.)
- Reduce GHG emissions and energy intensity

Local Environment

- Recycle water used in our operations and reduce in water consumption
- Reduce waste generation and improve waste disposal methods
- Promote the conservation of nature and biodiversity

UN SDG 6 | UN SDG 7 | UN SDG 12 | UN SDG 13 | UN SDG 15

Social

Economic & Social Contribution

- Community – support local communities by focusing on social campaigns
- Economy – create shared value with local businesses, and contribute to the country's economic development by participating in the in-country value (ICV) Program

Workforce Diversity & Development

- Fairness – be a fair and meritocratic employer
- Diversity and inclusion – be a diverse and inclusive organization
- Employee wellbeing – preserve and improve employee wellbeing
- Employee satisfaction – provide and promote a motivating, engaging, and fulfilling working life

Health, Security & Safety

- Planning – implement an HSE five years business plan
- Execution – comply with HSE lifesaving rules
- Safety Culture –implement a safety culture transformation strategy
- Asset Integrity – compliance with asset integrity-related HSE standards

UN SDG 2 | UN SDG 3 | UN SDG 5 | UN SDG 8 | UN SDG 10 | UN SDG 11

Governance

Business Sustainability

- Corporate Governance – adopt global best practices of management and reporting systems.
- Sustainability Governance - implement a comprehensive sustainability governance framework
- IT Transformation – modernize and digitize the IT landscape to act as a critical enabler of growth and efficiency
- Future-Proofing – strategy to proactively adapt to the energy transformation, mobility trends, digital disruption, and impact of climate change on the business
- Ethics and Compliance – align policies such as anti-bribery and corruption, ethics and compliance, and transparency with global standards

UN SDG 7 | UN SDG 9 | UN SDG 17

ESG governance[1][2]

At ADNOC Distribution, we recognize that strong corporate governance is fundamental to achieving our environmental, social, and governance (ESG) commitments. We have established a structured governance model that ensures ESG is embedded across our business strategy, operations, and decision-making processes.

Board and Executive oversight

The Board of Directors plays a pivotal role in overseeing ADNOC Distribution's sustainability strategy. It is responsible for approving our ESG vision, policies, and goals, ensuring alignment with both shareholder interests and broader national and international sustainability directives. The Company's Board of Directors approves the Code of Conduct, which outlines ADNOC Distribution's values. It also approves the Vision, Mission, Strategies, Policies, and Goals of the Company.

Regular training sessions on the Code of Conduct are conducted by the organization for its stakeholders which includes mandatory training for all employees and suppliers to abide by the Code of Conduct, and they are also required to affirm their adherence to it on a yearly basis.[3]

Sustainability is a standing agenda item in the Board's quarterly meetings.

Additionally, the Board involves in approving the Company's sustainability strategy, oversight, improvement and monitoring its implementation.

To further strengthen our governance framework, in 2024, the Executive Committee of the Board formed a dedicated ESG Subcommittee. This Subcommittee, chaired by an Independent Non-Executive Director, advises the Board on ESG-related matters and ensures the effective implementation of our ESG strategy.

100%
Employees
are provided awareness and training on Code of conduct

[1] ADX ESG Guide: E8. Environmental Oversight - Management
[2] ADX ESG Guide: E9 Environmental Oversight – Board
[3] ADX ESG Guide: G5 Ethics & Prevention of Corruption

Executive leadership and management accountability

The Chief Executive Officer (CEO) is accountable for ADNOC Distribution's sustainability strategy, ensuring its integration across all business functions. The CEO has delegated specific responsibilities to senior executive leadership, empowering them to drive ESG initiatives and oversee their implementation.

Our Corporate Sustainability Committee, composed of senior leaders from various functions, plays a critical role in executing our sustainability agenda. Meeting regularly, the Committee ensures that ESG principles are embedded in our business operations, performance management, and risk assessment frameworks. It also develops proactive systems to integrate sustainability across our value chain, identifying risks and opportunities that would affect the sustainable performance of the Company, while aligning with ADNOC's 2030 Sustainability Strategy and the Abu Dhabi Economic Vision 2030, and other ESG guidelines and requirements moving forward. The Committee acts as a proactive system to integrate sustainability across the value chain, and assists in identifying, evaluating, and monitoring all aspects of our sustainability efforts, from strategies to material risks, that would affect the performance of the Company, as set by our ESG Subcommittee.

Our Chief Strategy, Transformation, and Sustainability Officer is responsible for coordinating and monitoring sustainability initiatives across the Company, fostering a culture of ESG excellence among employees and other stakeholders.

Integration of ESG into business strategy

We have embedded ESG considerations into our corporate governance model, ensuring that sustainability-related issues are factored into business strategy, risk management, and performance evaluation. Our Corporate Performance Scorecard tracks key ESG indicators such as greenhouse gas (GHG) emissions reduction, energy intensity, health and safety performance, employee engagement, Emiratization, customer satisfaction and in-country value contribution.

Each business line is accountable for implementing ESG priorities, with dedicated corporate functions such as HSE, Human Capital, Risk Management, and Compliance providing strategic oversight and advisory support.

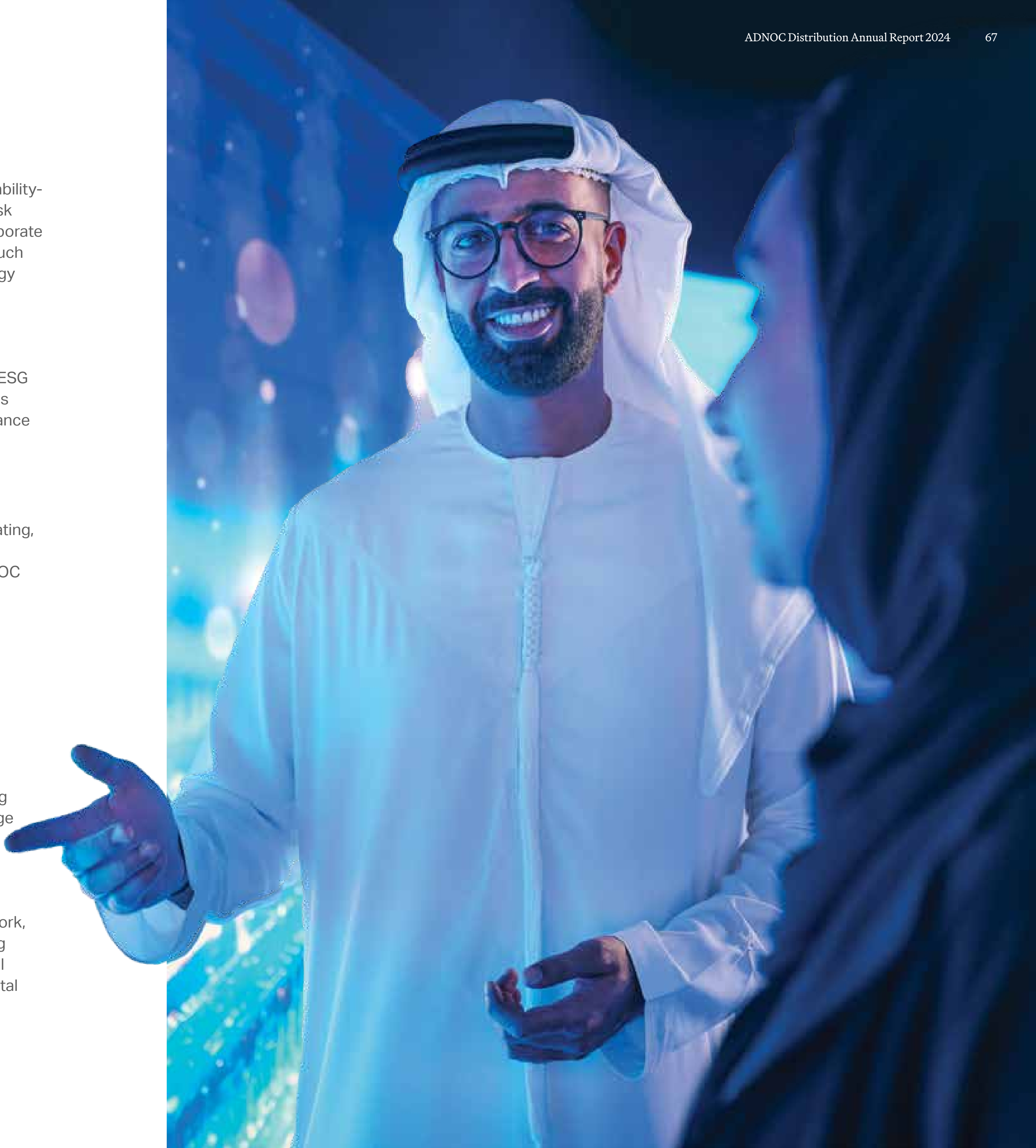
Sustainability related compensation and Incentive scheme[4]

Based on the Corporate Performance Scorecard's rating, variable compensation of executive management is determined by the remuneration Committee of ADNOC Distribution's Board of Directors.

Commitment to transparency and continuous improvement

We recognize that sustainability governance must continuously evolve to meet changing stakeholder expectations, regulatory requirements, and emerging ESG risks. To ensure transparency, we actively engage with investors, regulators, and ESG rating agencies, incorporating feedback into our strategy and governance processes.

By reinforcing our sustainability governance framework, ADNOC Distribution remains committed to delivering long-term value for shareholders, advancing national sustainability goals, and driving positive environmental and social impact.



[4] ADX ESG Guide: G3 Incentivized Pay

Environmental protection[5][6]

ADNOC Distribution's business operations and services are underpinned by a commitment to generate a positive impact on the communities and geographies in which the Company operates.

ADNOC Distribution develops and maintains policies, guidelines, processes and management systems in line with leading practices, standards, and regulatory requirements. This ensures the Company mitigates any adverse environmental impacts caused by its business operations.

Climate risk mitigation

ADNOC Distribution recognizes the physical and transition risks and opportunities posed by climate change and is progressing efforts towards developing a systematic process to identify and assess these risks. This process will enable informed decision making to address potential challenges and capture future opportunities..

Our governance structure is comprised of Board members, Executive Management and working-level Committees to ensure holistic and effective execution of our Sustainability Agenda and future Climate Risk Mitigation & Adaptation plans. The clear allocation of roles and responsibilities enables us to uphold the highest level of integrity and efficiency in our Sustainability Agenda top-down, as well as how it is implemented on an operational level.

The ESG Subcommittee provides leadership from the top to set guiding values and will ensure the future climate risk mitigation and adaptation considerations are incorporated into business priorities and decision-making.

The ESG Subcommittee guides the Executive Committee to accelerate delivery of ESG outcomes by integrating risks and opportunities, investor and stakeholder expectations, and changes in regulatory compliance requirements into the development and management of business-aligned strategies.

Emissions

We minimize GHG emissions caused by our operations through effective measurement, reporting and verification processes, as well as the use of clean energy sources. ADNOC Distribution is actively delivering against its decarbonization roadmap and its 2030 GHG emissions intensity reduction commitment, through PV solar, energy optimization and the use of low carbon fuels. ADNOC Distribution is increasing its share of sustainable infrastructure by increasing its investments in low carbon fuels, EV charging infrastructure, and green hydrogen.

Energy

Management enhances the energy performance of our business operations and services, in line with leading standards to reduce negative environmental impact.

ADNOC Distribution works closely with its partners and suppliers to manage its resource consumption in a responsible manner across its operations, including energy and water consumption, as well as waste management. Ensuring adequate environmental oversight is essential to the Company's approach. This oversight includes management-level discussions on sustainability, including certified environmental operations, the development of climate risk mitigation tools, and recycling measures. Overall environmental performance is supported by key performance indicators (KPIs) related to energy, emissions, water, and waste.

[5] ADX ESG Guide: E10 Climate Risk Mitigation
[6] ADX ESG Guide: E7 Environmental Operations

ADNOC Distribution has achieved ISO 50001 certification, which was successfully renewed in 2024. Our Energy management process is fully aligned with these certification requirements. Energy audits, following ASHRAE standards, were regularly conducted to identify opportunities for improving energy performance.

Decarbonization roadmap

In 2023, ADNOC Distribution developed its decarbonization strategy underpinned by active work to mitigate the impact on climate. In January 2023, the decarbonization roadmap was announced with a target to reduce the Company's operational GHG intensity by 25% by 2030, by identifying a set of tangible initiatives.

The progress to the targets is reviewed and monitored by the Sustainability Committee and Board level ESG Subcommittee.

Energy management [7 8 9]

As the UAE's leading mobility retailer, the Company is developing more efficient energy solutions and products, facilitating the global energy transformation to cleaner energy sources (such as electric vehicles), and lowering its organizational energy intensity levels. The Company follows all relevant national visions and strategies, including UAE Energy Strategy 2050, in its energy efficiency policies, programs, and initiatives, as well as its strategic approach to energy management.

ADNOC Distribution carries out strategic and operational clean energy initiatives to reduce its reliance on conventional energy sources and increase the use of clean energy sources, such as solar energy and carry out energy optimization initiatives. This will support the Company to reach its target of 25% reduction in operational GHG emission intensity by 2030 and helps the Company to meet local, national, and international targets such as UAE's Net-Zero initiative, and ADNOC's Net-zero ambition by 2045 and lower its energy costs.

Energy mix

ADNOC Distribution is working on adopting a sustainable energy mix for its fleet of vehicles and using renewable energy in its service stations, in addition to rolling out lower-carbon products for its customers. The approach to a balanced transition underlines ADNOC Distribution's commitment to driving sustainable growth through constant innovation in new energy solutions. Increasing the consumption of clean energy sources is a critical pillar in the Company's strategic energy objectives to diversify ADNOC Distribution's energy mix. To this end, the Company has converted an existing term loan of AED 5.5 billion into a sustainability linked loan (SLL), demonstrating its determination to align its funding objectives with its corporate sustainability strategy. One of the KPIs linked to this loan is the renewable energy sources for own consumption (mwh consumption per year), reinforcing the company's commitment to increasing the share of renewal and clean energy in its energy mix.

The Company aims to increase the share of renewable energy usage for its operations by installing solar PVs across more service stations, further reducing the Company's grid electricity energy consumption, and contributing to a reduction in carbon emissions. ADNOC Distribution also aims to optimize energy by identifying Energy Conservation Opportunities (ECOs) at its facilities and retrofitting existing building services. In 2023, ADNOC Distribution partnered with Emerge to install solar panels at its service stations in Dubai as part of a phased approach to solarize its service stations across the UAE. At the end of 2024, the Company has solar photovoltaic panels (PV) installed on 31 of its service stations. The Company aims to install more solar panels on ADNOC Distribution's stations in 2025 and beyond to increase power sourced by clean energy and contribute to the reduction of emissions.

Below are ADNOC Distribution's Energy data for 2024:

Energy Usage	Total amount of energy directly consumed: **136,579** GJ	Total amount of Energy Indirectly consumed (Electricity Consumption): **2,860,351** GJ	Total Energy Consumption within the Organization: **2,996,930** GJ
Energy Intensity	Energy Intensity based on gross profit: **520.9** GJ/MILLION AED		
Clean Energy	Total amount of energy generated from renewable energy (solar): **5,083** MWH	Solar Energy percentage in total indirect energy: **1.56%***	

Energy management systems

An Energy Management System is maintained by ADNOC Distribution to ensure optimization of energy consumption in line with these requirements. The energy performance of the Company is managed through a robust and periodic audit process, and annual external third-party verification. ADNOC Distribution encourages continual improvement in its energy performance by aligning its physical assets in line with international best practices and standards.

ADNOC Distribution is
ISO 50001:2018
certified
(Energy Management)

*Percentage of Indirect Energy (Electricity Consumption) of 321,070 MWh

[7] ADX ESG Guide: E3 Energy Usage
[8] ADX ESG Guide: E4 Energy Intensity
[9] ADX ESG Guide: E5 Energy Mix

Green house gas emissions[10][11]

ADNOC Distribution is committed to mitigating the greenhouse gas (GHG) emissions caused by business operations and services, in line with the global, regional, and national climate change plans, including ADNOC's Net-Zero ambition and the UAE's National Climate Change Plan 2017-2050. In 2023, the Company launched its decarbonization roadmap with an objective to achieve a 25% reduction in its GHG emission intensity by 2030, demonstrating its commitment to decarbonizing its operations. The Company started the implementation of a set of initiatives to reduce its Scope 1 and 2 emissions, including the use of biofuel in its vehicles: today the Company has 100% of its UAE own fleet powered with biofuel. The Company also partnered with Emerge to install photovoltaic solar panels across service stations in Dubai as part of a phased approach to solarizing our stations in the wider UAE.

Below are ADNOC Distribution data for 2024:

GHG Emissions Data

GHG Emissions

Total amount in CO_2 equivalents, for Scope 1
8,506 tCO2e

Total amount, in CO_2 equivalents, for Scope 2
142,224 tCO2e

Total GHG emissions
150,730 tCO2e

Emissions Intensity

GHG emissions intensity per gross profit
26.2 tCO2e/Million AED

Non-GHG Emissions Data

Non-GHG Emissions

SOx Emissions
6,000 kg

NOx Emissions
89,000 kg

Volatile Organic Compounds
17,835,120 kg

Total Non-GHG Emissions
17,930,120 kg

Non-Emissions Intensity

Non-GHG emissions intensity per gross profit
3,116.2 kg/AED Million

[10]ADX ESG Guide: E1 GHG Emissions
[11]ADX ESG Guide: E2 Emissions Intensity

Waste

ADNOC Distribution follows waste management guidelines created by ADNOC Group's HSE Management System. It also complies with all necessary legal standards for waste management. The Company follows the requirements of several regulatory authorities, including the Abu Dhabi Waste Management Center (Tadweer) and Dubai Municipality. Third-party Environmental Services Providers, approved by Tadweer, transport all waste quantities, and are obliged to comply with applicable legal requirements in Abu Dhabi.

ADNOC Distribution hired a third-party service provider to conduct its environmental assessments and assess the waste produced by its customers to assess the environmental impact resulting from waste generated. ADNOC Distribution is registered with Tadweer's BOLISATY system, where all waste and related data is tracked from source to destination (place of disposal). Moreover, the Company keeps track of the compliance levels of its contractors by conducting audits and monitoring through Tadweer's BOLISATY monitoring portal. Additionally, ADNOC Distribution has implemented Reverse Vending Machines (RVMs) at its service stations to facilitate the recycling of plastic bottles and aluminum cans, encouraging public participation in recycling initiatives.

"Reduce, Reuse, and Recycle" is the hierarchy followed by ADNOC Distribution for waste disposal. The business keeps track of its inventory levels and disposes of solid waste and expired chemicals, including firefighting foam, through external third-party contractors who adhere to all relevant legal waste disposal regulations. Additionally, the business periodically audits a list of chosen contractors to ensure compliance. Hazardous solid waste is delivered to Central Environmental Protection Facility BeAAT's treatment facility, while non-hazardous domestic waste is disposed of in landfills. In addition to recycling used lube oils, the Company also recycles solid waste, including paper and tires through third-party.

Water[12]

ADNOC Distribution is committed to adopting water saving initiatives. This includes installing aerator water savers across all washrooms and mosque ablution areas in service stations, offices, and other sites. The Company also uses treated recycled water to operate its car washing docks, which accounts for 80% of the total water used in this operation.

Below are ADNOC Distribution water data for 2024:

The total water consumed in 2024 was
1,585,307m^3

Water Withdrawal
2,071,008 M^3

Water Consumed
2,071,008 M^3

Water Discharged
1,863,907 M^3

Water Recycled/Reclaimed*
263,014 M^3

* for ADNOC Distribution, water recycled equals water reclaimed

[12]ADX ESG Guide: E6 Water Usage

Our People: empowering talent, driving success

14,844

employees

At ADNOC Distribution, our people are at the heart of our success. As we continue to grow and transform, we remain committed to fostering a high-performance culture, investing in our workforce, and creating an inclusive environment where every employee can thrive.

In 2024, we strengthened our talent development initiatives, enhanced employee well-being programs, and championed diversity, ensuring our workforce remains future-ready and aligned with our company's strategic vision.

Building a diverse and inclusive workforce

diversity and inclusion remain at the core of our people strategy, ensuring we attract, develop, and retain top talent from around the world.

In 2024, ADNOC Distribution welcomed over 3,000 new employees at service stations and 150+ corporate staff from 18 nationalities, reinforcing our multicultural workforce.

Today, we proudly employ professionals from 77 nationalities, reflecting our position as a global employer of choice. As part of our commitment to gender diversity, we continue to promote female representation across technical, leadership, and frontline positions.

Over 140 women now hold leadership roles across corporate and site functions, demonstrating our focus on gender balance. To further drive inclusivity, we have established a Gender Diversity Policy and a Gender Balance Committee, which actively champions initiatives aimed at fostering an equitable and empowering workplace for all employees.

A global family made up of

77

nationalities
underscoring our vision to be an international talent hub

>140

women
in leadership roles across corporate, site and service station functions

Strengthening Emiratization[13]

ADNOC Distribution remains deeply committed to Emiratization, ensuring UAE nationals play a central role in our Company's growth and leadership. In 2024, we achieved an Emiratization rate of more than 62%, with over 600 UAE national leaders placed in key positions across corporate, service stations, and site levels. We continue to invest in talent mobility programs, promoting UAE nationals internally while also hiring from the local market to build a sustainable national workforce. To further support UAE National talent, we haveintroduced structured development programs focused on fresh graduate hiring, internships, and mentorship initiatives, with 30 fresh graduates and 51 interns mobilized into impactful career placements. Our partnership with the Youth Committee enables young Emiratis to engage in career-building experiences, while targeted succession planning ensures high-potential Emiratis are developed for VP and senior leadership roles. Additionally, we provide international exposure opportunities, sending local talent to participate in global conferences and leadership programs, equipping them with the skills and insights to thrive in a dynamic business environment.

[13] ADX ESG Guide: S11 Nationalization

38
Internal promotions for UAE National talent, under TAQADAM program

>600
UAE National leaders at corporate, service stations and site levels

30
UAE National fresh graduates and

51
interns mobilized under our youth empowerment program

62.4%
Nationalization rate in jobs eligible for Emiratization

Investing in talent development & leadership

At ADNOC Distribution, we believe in equipping our employees with the skills and opportunities needed to thrive. Through our ADNOC Distribution Academy, we trained over 6,000 employees across 15 specialized programs, ensuring our workforce remains future-ready. We also facilitated more than 270 talent mobility opportunities, including 60 promotions to team leader roles, 137 UAE national internal mobility placements, and 77 cross-posting attachments, enabling career progression across the organization.

Additionally, we have provided 142,211 total training manhours, including 122,276 classroom manhours and 19,935 e-learning manhours. Our new initiative, TAQADAM, played a pivotal role in accelerating UAE national talent development, with 38 internal promotions under this program, enabling our UAE national talent to take on more senior responsibilities.

Our structured succession planning program identified 357 successors for key leadership positions, with 101 potential candidates for VP-level roles, strengthening our leadership pipeline. Furthermore, 54 senior leaders and 2 ADNOC Future Leaders (AFLs) completed our comprehensive leadership development programs, reinforcing our commitment to internal growth. To further accelerate leadership readiness, we identified 19 high-potential (HIPO) employees and placed them in specialized programs.

- Employees trained in ADNOC Distribution Academy
  >6,000
- Talent mobility opportunities
  >270
- Successors identified for key leadership positions
  >350

142,211
Total Training Manhours

- **958**
  unique training courses, covering various categories such as leadership, functional & technical skills, business & behavior, culture transformation & HSE

ADNOC Distribution continues to lead in building a workforce that is diverse, inclusive, and future-ready, reinforcing our commitment to both global talent excellence and national workforce development.

Culture renovation and employee well-being

at ADNOC Distribution, we recognize that a strong workplace culture is the foundation of employee engagement, productivity, and long-term success. In 2024, we launched a culture renovation program to shape a high-performance and accountable culture deeply rooted in adnoc values. This initiative aims to foster leadership excellence, enhance employee well-being, and create an inclusive, collaborative environment where every individual feels valued and empowered.

As part of this transformation, we expanded our focus on employee well-being. Leveraging on our 100x your wellbeing program, we rolled out 65 dedicated well-being initiatives that have positively impacted over 10,000 employees. These initiatives cover social, mental, financial, physical health support, fitness programs, and engagement activities, ensuring holistic wellness across our workforce. In parallel, we enhanced flexible work arrangements, introducing flexible hours for corporate employees and implementing a 5/2 shift model tailored for UAE national females in service stations. These changes have contributed to a more balanced and supportive work environment, aligning with our commitment to employee satisfaction and work-life integration.

To further enrich the employee experience, we revamped the sanad, fazaa, and mazaya discount programs, extending additional benefits to frontline employees and reinforcing our appreciation for their contributions. Engagement remains a priority, with over 30 major employee engagement events, including ceo connect sessions held across UAE, Egypt, and Saudi Arabia, providing a direct platform for leadership interaction and dialogue with employees. We ensure that we enable people to give transparent feedback to drive continuous improvement of our programs and overall employee value proposition.

Through the culture renovation program, ADNOC Distribution continues to build an environment where employees thrive, leadership is strengthened, and engagement is at the core of our success. By prioritizing well-being, flexibility, and inclusivity, we are shaping a workforce that is not only future-ready but also deeply connected to our organizational values and purpose.

65
dedicated well-being initiatives

positively impacted over

10,000
employees

Employee assistant program
24/7 helpline
To protect health and mental wellbeing

Employee periodic medical check up

Introducing flexible work arrangements for corporate employees

Financial wellbeing sessions

Sport tournament

Physical wellbeing activities

Champions challenges

Beach clean-up & kayaking challenge

ADNOC Distribution olympiad

Emirati Women Day & International Youth Day

Implementing a 5/2 shift model for UAE national females in service stations

People connect sessions

Beat the Heat (frontliners)

Amusement park visits for our frontliners

Revamped employee discount programs (Sanad, Fazaa, Mazaya)

Back to School giveaway

Fun Days

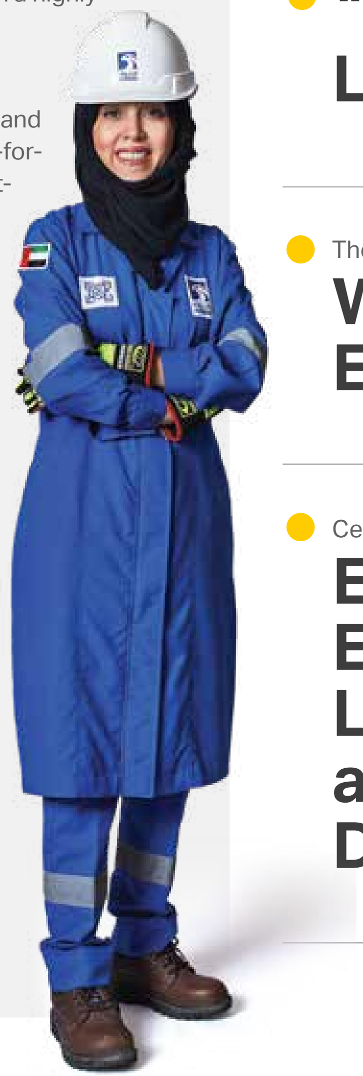
ADNOC Distribution culture diversity festival

Recognizing and retaining talent

Recognizing and rewarding our employees' contributions is fundamental to our high-performance culture. In 2024, ADNOC Distribution extended 1,900 promotions, reinforcing our commitment to career growth and talent recognition. Additionally, we introduced a sales incentive program that benefited over 9,000 blue-collar workers, further strengthening our efforts to motivate and retain a highly engaged workforce.

Our performance-driven culture includes a systematic approach and design of fixed pay, variable pay-for-performance schemes like short- and long-term incentives plans and sales incentives schemes for core business frontliners, a variety of supplementary benefits, as well as Tamayaz, our comprehensive corporate recognition platform.

Our dedication to appreciation extends to our Tamayaz Recognition Program, which acknowledged the achievements of over 5,000 employees across various roles. Through structured career development and recognition programs, we continue to empower our employees and strengthen our talent pipeline.



External recognition as employer of choice

our commitment to employee well-being and human capital excellence was celebrated through prestigious awards at the GCC Government HR and Youth Summit 2024, acknowledging our leadership in employee development, diversity, and workplace culture. These accolades reinforce our ongoing efforts to invest in our people, drive innovation in talent management, and create an environment where employees can thrive.

- **"People First" Leader Award**
- The Organization of the Year for **Women Empowerment**
- Certificate of **Extraordinary Efforts in Learning and Development**

Looking ahead

As ADNOC Distribution continues to grow, we remain focused on building a high-performance organization where employees are empowered, engaged, and equipped for success. Through strategic talent development, inclusive leadership, and a strong culture of recognition, we will ensure our people remain at the forefront of our transformation journey. By fostering a dynamic and future-ready workforce, we are positioning ADNOC Distribution as an employer of choice in the region and beyond.

"At ADNOC Distribution, our people are at the heart of our success. We are committed to fostering an inclusive, diverse, and dynamic work environment that empowers talent, drives innovation, and supports our long-term growth strategy. By investing in our workforce and championing employee well-being, we are building a strong foundation for a sustainable and thriving future."

Mohammed Omar
Vice President, Human Capital, ADNOC Distribution

KPIs

Gender Diversity at ADNOC Distribution [14]	2023	2024
Total enterprise headcount held by men (%)	90.00%	90.39%
Total enterprise headcount held by women (%)	10.00%	9.61%
Entry- and mid-level positions held by men (%)	90.30%	90.37%
Entry- and mid-level positions held by women (%)	9.70%	9.63%
Senior- and executive level positions held by men (%)	93.88%	95.12%
Senior- and executive level positions held by women (%)	6.12%	4.88%
Temporary Worker Ratio[15]		
Total enterprise headcount held by part-time employees %	Not Applicable	Not Applicable
Total enterprise headcount held by contractors and/or consultants %	4.06%	3.60%
Annual Employees Turnover[16]		
Year-over-year change for full-time employees %	14.68%	13.91%
Year-over-year change for part-time employees %	Not Applicable	Not Applicable
Year-over-year change for contractors/ consultants %	0.55%	0.25%
Pay Ratios [17] [18]		
CEO Total compensation to median Full Time Equivalent (FTE) total compensation	15.3:1	16.8:1
Median male compensation to median female compensation	1.02:1	1.00:1

[14] ADX ESG Guide: S4 Gender Diversity
[15] ADX ESG Guide: S5 Temporary Worker Ratio
[16] ADX ESG Guide: S3 Employee Turnover
[17] ADX ESG Guide: S1 CEO Pay Ratio
[18] ADX ESG Guide: S2 Gender Pay Ratio

A robust foundation for health and safety[19][20]

Prioritizing 100% HSE as a core value

at ADNOC Distribution, the health, safety and well-being of our employees, contractors, customers, and communities remain our utmost priority. We are committed to fostering a culture of excellence in health, safety, and environment (HSE), ensuring that every individual within our operations is protected, empowered, and equipped with the necessary resources to perform their tasks safely. We pursue quality of life and productivity by escalating and defending our people's physical and mental health and overall well-being.

We have adopted ADNOC's HSE Management System (HSEMS) which has a strategic goal and commitment to navigate our programs, practices, and a working culture that promotes safety at each organization's level. ADNOC HSEMS comprises 78 HSE Standards composing HSE governance, Occupational Health, Environment, Operational Safety, Risk Management, Crisis Management, and Emergency Response.

A robust HSE framework

ADNOC Distribution has iso 9001:2015 (quality management systems). Our HSEMs aligns with globally recognized standards and regulations, including ISO 45001:2018 for occupational health and safety (OHS) and ISO 14001:2015 on environmental management system (EMS). These certifications reflect our commitment to maintaining the highest standards of workplace safety and environmental stewardship.

Compliance with these standards is being verified by the internal Audit and Assurance function periodically. Through regular audits, site inspections, and leadership engagements, we ensure that HSE policies are effectively implemented and continuously enhanced.

ADNOC Distribution is ISO 45001:2018 - Occupational Health and Safety Management (OHSM) and ISO 14001:2015 - Environmental Management System (EMS) certified.

A skilled team of investigators review all the recordable injuries. Root causes are identified, and recommendations are devised to avoid recurrence. To strengthen the incident investigators team, specialized training sessions are arranged.

Annual environmental & occupational health monitoring is in place at our depots and terminals as part of the Company's environmental due diligence strategy.

[19] ADX ESG Guide: S7 Injury Rate
[20] ADX ESG Guide: S8 Global Health and Safety

2024 HSE performance highlights

45 million manhours

0.04 TRIR

169 HSE leadership site visits

46 HSEMS audits

Zero fatalities

Zero catastrophic events

267 contractors HSE audits

39 camp welfare audits

Zero IVMS violations (heavy)

+1200 HSE recognitions

+33 marine service stations audit

140 emergency exercise

+1,000 employees trained on the behavior-based safety culture transformation, as part of situational awareness campaign

95%

Score in HSE 2024 Assurance Program based on document verification. Improvement required in effective HSE Leadership site visits, EWMS compliance, periodic medical examination of third-party employees and achieving HSE recognition quota

11 Learning From Incidents (LFIs) Review Committee meetings have been conducted and **37** LFIs have been cascaded

Launched ADNOC Distribution's first **Health Day and Global Ergonomics** month across the company

11 HSE task Committee meetings conducted, top 3 Operations & Integrity (O&I) high risk categories identified & awareness session conducted for 'general workplace condition, general act / behavior & driving'

Launched the fifth consecutive edition of **Joint National Safety Awareness Campaign** at service stations in July 2024. in coordination with ENOC, EMARAT

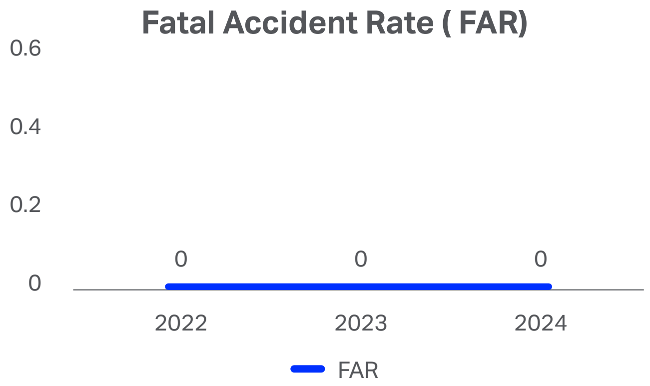
A culture of continuous improvement

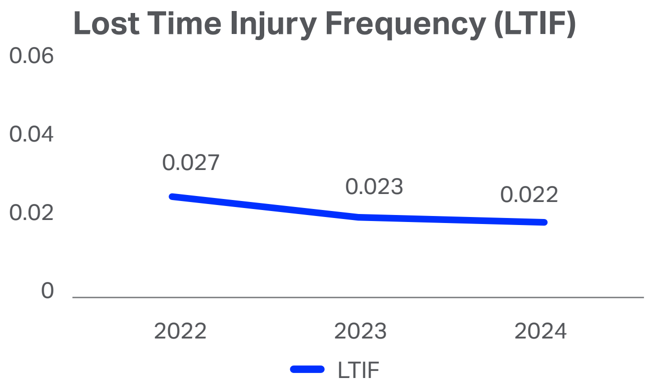
We believe that maintaining a world-class safety culture requires continuous learning, adaptation, and engagement. Through rigorous incident investigations, safety campaigns, and ongoing workforce engagement, we remain committed to enhancing workplace safety, minimizing risks, and fostering a resilient HSE culture.

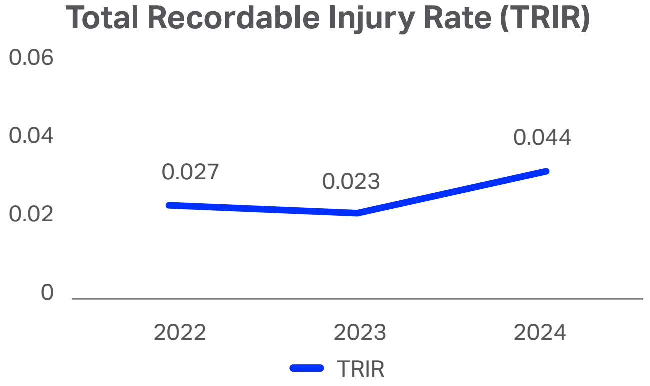
As we look ahead, ADNOC Distribution will continue to strengthen its HSE initiatives, leveraging innovation, best practices, and global benchmarks to ensure a safer, healthier, and more sustainable future for all.

2024 HSE KPIs

our safety-first culture has delivered exceptional results in 2024, as demonstrated by key performance indicators:







1. FAR: Number of fatalities / 100 Million manhours
2. LTIF: Lost time injury / 1,000,000/man hours
3. TRIR: Recordable injuries* / 1,000,000/man hours
*Recordable incidents are a sum of Loss Time Incidents, Restricted Work Cases and Medical Treatment Cases

> "At ADNOC Distribution, safety is more than a priority - it is a core value embedded in everything we do.
>
> We are committed to fostering a proactive safety culture, empowering our people with the right tools and training, and continuously enhancing our HSE standards to protect our employees, contractors, and communities. Our goal remains clear: zero harm, operational excellence, and a workplace where safety is a way of life."

Sultan Al Marzooqi
Vice President
Health, Safety & Environment

Case study

Enhancing Driver Safety with AFDD & JMP Implementation

In 2024, ADNOC Distribution implemented the Active Fatigue and Distraction Detection (AFDD) system and the Journey Management Plan (JMP) to prioritize driver safety through advanced AI-driven technologies. This initiative aimed to mitigate risks, improve driver behavior, and reduce fatigue-related incidents.

Objective

The primary goal of the AFDD and JMP initiative was to ensure the safety of ADNOC Distribution's drivers by monitoring and addressing fatigue and distraction. By leveraging AI technology, the system provided real-time insights into drivers' behavior, enabling proactive intervention and improved journey management.

Implementation

The initiative focused on equipping 70 heavy vehicles carrying flammable products with the AFDD system, achieving 100% installation. This innovative technology detected microsleeps and yawning, two critical indicators of fatigue, providing alerts to prevent potential hazards.

Impact

This initiative has contributed to a significant improvement in drivers' behavior, and a noticeable reduction in IVMS (In-Vehicle Monitoring System) violations within six months of implementation. 47% of detected fatigue events involved microsleeps or yawning, demonstrating the system's effectiveness in identifying risks. From July to December 2024, heavy vehicle drivers recorded zero IVMS violations, a remarkable improvement compared to the violations logged throughout 2023.

Conclusion

This initiative highlights ADNOC Distribution's commitment to leveraging cutting-edge technology to enhance operational safety. By proactively addressing driver fatigue and distraction, the AFDD and JMP systems have set a benchmark for safety standards, ensuring the well-being of drivers and the secure transportation of hazardous materials. This case exemplifies the company's dedication to innovation and operational excellence in safety management.

Human rights and labor practices

Human rights[21]

At ADNOC Distribution, we are committed to respecting human rights values in line with the united nations global compact on human rights, labor, environment and anti-corruption. Acting with integrity is essential to how we conduct our business, and complements our core Company values for being collaborative, respectful, responsible, efficient and progressive.

These values inspire the way we do business, inform our behavior and conduct and guide our decision-making. We expect our suppliers, contractors, business partners and other stakeholders to share our commitment to human rights and to adhere to our ADNOC Distribution supplier and partner code of ethics. We review and update our human rights policy statement periodically and provide training and awareness programs for our employees and relevant stakeholders.

We have an anonymous reporting system to raise integrity related concerns called Takallam (which means "to speak" in Arabic). Takallam is managed by an independent third party to ensure complete confidentiality and effective reporting within ADNOC Distribution.

Child and forced labor[22]

The UAE federal labor law strictly prohibits any form of forced, compulsory or child labor in the country. At ADNOC Distribution, we abide by all laws of the government and ensure that no such violations occur across any of our workplaces. Suppliers and partners should not deploy any kind of forced labor. Suppliers and partners must not use, employ, or seek to exploit in anyway the services of child, under-aged, slave or trafficked labor. Except to the extent permitted by law, suppliers and partners should not retain employees' identification, work or travel documents, or deposits as a condition of employment.

Non-discrimination[23]

In accordance with the Company's Code of Conduct, ADNOC Distribution maintains a zero-tolerance approach to any form of discrimination or harassment at the workplace, and actively promotes and maintains a core value of non-discrimination across its business activities and services, covering all stakeholders, including employees, customers, contractors, and suppliers. The company's policies, processes, and activities regarding nondiscrimination are guided by its core value of 'we are respectful' and direct towards promoting equality and embracing diversity.

Procurement practices[24]

our procurement processes are a centralized function that supports all Company business lines. Third parties we do business with, including suppliers, customers and strategic partners are expected to comply with ADNOC's supplier and partner code of ethics. The code sets out the basic rules and standards that are necessary to conduct our business in an ethical and compliant manner and in accordance with our values.

[21]ADX ESG Guide: S10 Human Rights
[22]ADX ESG Guide: S9 Child & Forced Labor
[23]ADX ESG Guide: S6 Non-discrimination
[24]ADX ESG Guide: G4 Supplier Code of Conduct

We work collaboratively with our partners, suppliers, customers, and government entities to elevate the collective fight against corruption, demonstrating how integrity and we recognize the integral role that ethics and compliance play in the Company's sustainability journey.

In addition, all suppliers, customers and other third parties who work with us are subject to anti-bribery and corruption exposure risk assessments, as part of our integrity due diligence process. We work collaboratively with our suppliers, customers, and strategic partners to mitigate and manage any actual or potential adverse integrity, corruption, and environmental, social and governance related impacts, which we identify in our supply chain.

In addition, with the increase in M&A activities, detailed ESG and Integrity Due Diligence activities are being performed. We also conduct trainings for the stakeholders on the Code of Conduct. Moreover, the Code of Conduct and Supplier and Partner Code of Ethics are made accessible to all suppliers and partners through the website.

In-country value

we follow ADNOC's corporate procurement initiative, which emphasizes the selection of local suppliers and contribution to in-country value (ICV) with the aim of creating additional employments opportunities for emiratis in the private sector and supporting the UAE GDP diversification through sourcing more goods and services within the UAE.

In 2024, we achieved a 71.4% In-Country-Value contribution of the total contracts during the year. Additionally, 950 local suppliers engaged with nearly 2,100 contracts awarded. We will continue to identify opportunities to further increase spending on local suppliers and to enhance the ICV contribution.

Cybersecurity and Data Privacy [25]

At ADNOC Distribution, cybersecurity and data privacy are fundamental to our digital transformation journey. We implement robust security measures to safeguard our enterprise infrastructure, ensuring confidentiality, integrity, and availability of data. We abide by several policies and initiatives to manage data privacy and cybersecurity issues and believe that our customers have a right to know how their information is gathered, analyzed, and used responsibly.

Our Privacy Policy sets out the basis on which any personal data is collected, or provided, and will be processed to ensure it is protected and processed in a fair, transparent, and lawful way. Our Information Security Management System (ISMS), certified to ISO 27001 reinforces our commitment to protecting customer and company information while complying with the UAE Personal Data Protection Law (PDPL).

In 2024, we strengthened our cybersecurity framework by enhancing threat intelligence, conducting real-time monitoring, and improving incident response capabilities. To further secure our digital transactions, we successfully upgraded our Payment Card Industry Data Security Standard (PCI DSS) certification to version 4.1, ensuring safe and seamless payment processing. Additionally, we enforced multi-factor authentication (MFA) and strengthened customer password protocols to enhance data protection.

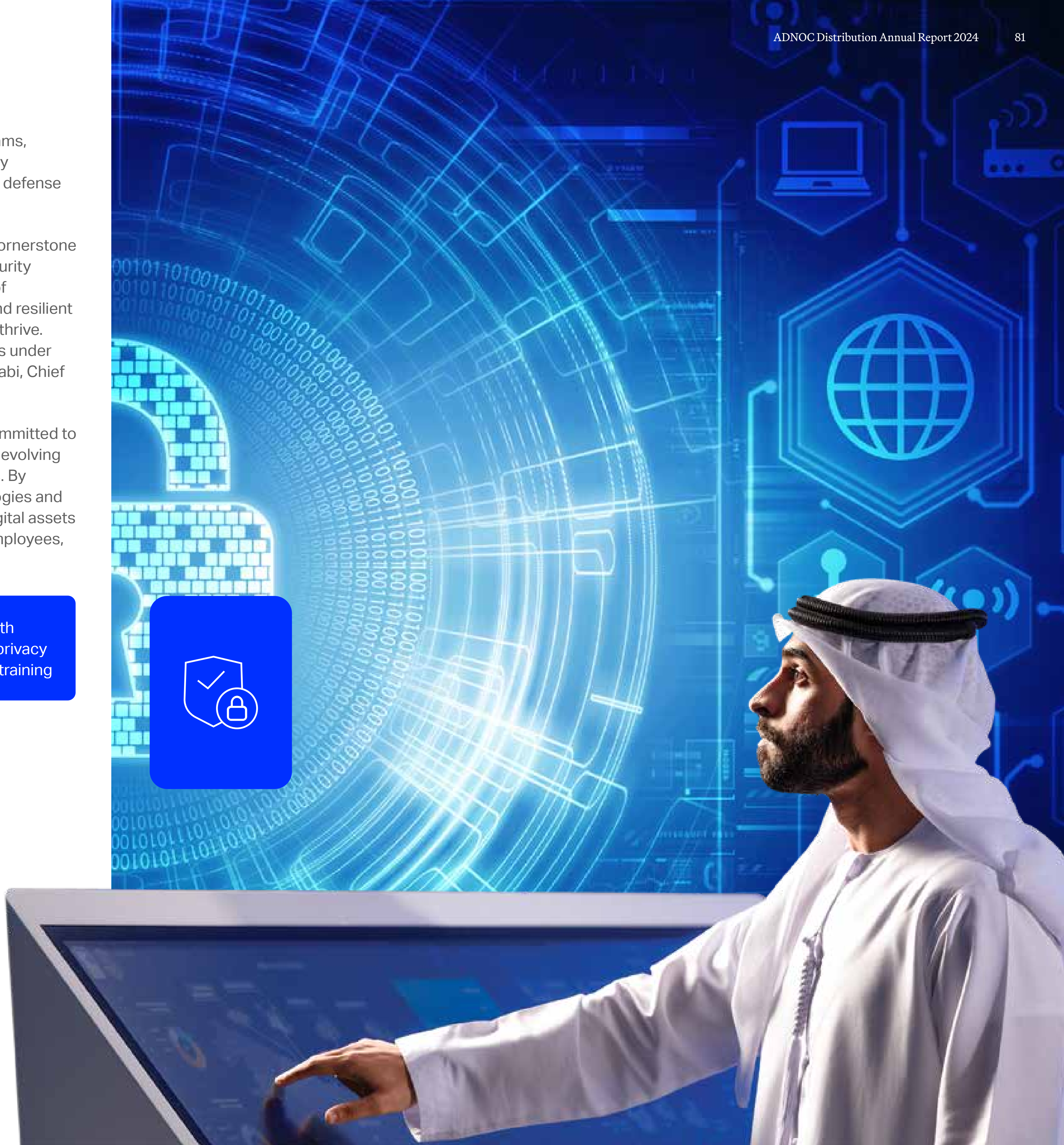
As part of our proactive risk management, we conducted Operational Technology (OT) and Industrial Control System (ICS) cybersecurity assessments, identifying vulnerabilities and implementing protective measures to secure critical infrastructure.

We also expanded our employee training programs, including phishing simulations and cybersecurity awareness initiatives, reinforcing our first line of defense against cyber threats.

Governance of IT security and risks remains a cornerstone to ensure oversight of the Company's cybersecurity strategy implementation, proactive protection of information assets and establishment of safe and resilient infrastructure which empowers the business to thrive. Our cybersecurity and Information technology is under the supervision and leadership of Saeed Al Ahbabi, Chief Shared Services & Technical Officer.

Looking ahead, ADNOC Distribution remains committed to advancing cybersecurity resilience, adapting to evolving threats, and enhancing governance frameworks. By continuously investing in cutting-edge technologies and best practices, we ensure the security of our digital assets while maintaining the trust of our customers, employees, and stakeholders.

100% of our employees provided with digital and privacy awareness training



[25] ADX ESG Guide: G6 IT security and data privacy

ESG index

ADNOC Distribution alignment with ADX ESG guide

ADX Guidelines	Disclosure	Section	Page Number(s)	ADX Alignment
Environmental	**E1 GHG Emissions** Total amount in CO2 equivalents for Scope 1 & 2	Environmental Protection	70	Yes
	E2 Emissions Intensity GHG Emissions intensity per gross profit	Environmental Protection	70	Yes
	Non-GHG Emissions intensity per gross profit	Environmental Protection	69	Yes
	E3 Energy Usage Energy directly consumed	Environmental Protection	69	Yes
	Energy indirectly consumed	Environmental Protection	69	Yes
	E4 Energy Intensity Total energy intensity per gross profit	Environmental Protection	69	Yes
	E5 Energy Mix Energy used by generation type	Environmental Protection	69	Yes
	E6 Water Usage Total amount of water consumed Total amount of water reclaimed/recycled	Environmental Protection	70	Yes
	E7 Environmental Operations	Environmental Protection	68	Yes
	E8 Environmental Oversight – Management	ESG Governance	66	Yes
	E9 Environmental Oversight – Board	ESG Governance	66	Yes
	E10 Climate Risk Mitigation	Environmental Protection	68	Yes
SOCIAL	**S1 CEO Pay Ratio**	Our People	75	Yes
	S2 Gender Pay Ratio	Our People	75	Yes
	S3 Employee Turnover	Our People	75	Yes
	S4 Gender Diversity	Our People	75	Yes
	S5 Temporary Worker Ratio	Our People	75	Yes
	S6 Non-discrimination	Non-Discrimination	80	Yes
	S7 Injury Rate	Health and Safety	78	Yes
	S8 Global Health and Safety	Health and Safety	76	Yes
	S9 Child & Forced Labour	Child and Forced Labor	80	Yes
	S10 Human Rights	Human Rights	80	Yes
	S11 Nationalization	Our People	72	Yes
	S12 Community Investment Amount invested in the community as a percentage of company revenue	Corporate Social Responsibility	104	0.01%

ADX Guidelines	Disclosure	Section	Page Number(s)	ADX Alignment
GOVERNANCE	**G1 Board Diversity** 1) Percentage of total Board seats occupied by men and women 2) percentage of Committee chairs occupied by men and women	Board Diversity	92	1) 14% held by women 86% held by men 2) 33% held by women 66% held by men
	G2 Board Independence 1) does company prohibit CEO from serving as Board Chair 2) percentage of total board seats occupied by independent board members	ADNOC Distribution Board of Directors	89	1) Yes 2) 100%
	G3 Incentivized Pay Are executives formally required to perform on sustainability?	ESG Governance	67	Yes
	G4 Supplier Code of Conduct 1) Are the Company's suppliers required to follow a Code of Conduct? 2) Percentage of suppliers that have formally certified their compliance with the Code	Procurement Practices	80	1) Yes 2) All our suppliers are expected to adhere to our Supplier and Partner Code of Ethics
	G5 Ethics & Prevention of Corruption 1) Does the Company follow an Ethics and/or Prevention of Corruption Policy? 2) Percentage of workforce formally certified for its compliance with the policy	Our Corporate Overview ESG Governance	86 66	1) Yes 2) In 2024, 100% of employees received training and awareness on Code of Conduct
	G6 Data Privacy	Cybersecurity and data privacy	81	Our Information Security Management System (ISMS), certified to ISO 27001
	G7 Sustainability Reporting	ESG at ADNOC Distribution	60	Annual ESG Report
	G8 Disclosure Practices	ESG at ADNOC Distribution	60	The Company publishes a GRI based Annual ESG Report
	G9 External Assurance	ESG at ADNOC Distribution	60	Annual external assurance is being obtained for 2024 ESG report

CORPORATE GOVERNANCE

INTRODUCTION

The Company is committed to adhering to sound principles of corporate governance. As a result, we have implemented and continue to maintain a corporate governance framework that complies with the requirements applicable to public joint stock companies in the UAE and that are consistent with international best practices.

To accomplish these goals and guarantee compliance with the specific requirements of Resolution No. (3/R.M) of 2020 of the Securities and Commodities Authority (the SCA) of the UAE, as amended (the Corporate Governance Rules), relating to accountability, equity (the fair treatment of shareholders), transparency and disclosure, and responsibility, the Company maintains a corporate governance policy in addition to several other related policies and practices. Our corporate governance policy serves as the skeleton of our corporate governance system and is supported by these related policies and practices collectively forming the backbone of our overall corporate governance structure.

As our reach and influence continues to expand across the UAE and internationally, so does our corporate responsibility. We strive to maintain operational and governance excellence, and are committed to driving enhanced management accountability, creating value for shareholders, and safeguarding the interests of our employees and customers in the communities we serve.

Designed and implemented in line with our culture and values – which are progressive, collaborative, respectful, responsible, and efficient – our corporate governance framework aims to ensure the long-term sustainability of our business, with the broad ambition of helping the Company achieve its goals and guide our decision-making to ensure consistency in our actions and behaviours.

This year's corporate governance report provides an overview of ADNOC Distribution's corporate governance systems and procedures as of December 31, 2024.

H.E. Dr. Sultan Ahmed Al Jaber
Chairman of the Board of Directors
Date: March 2025

H.E. Ahmed Jasim AlZaabi
Deputy Chairman of the Board of Directors
Chairman of the Audit Committee

Mr. Khaled Salmeen
Chairman of the Executive Committee

Paula Disberry

Ms. Paula Disberry
Chairwoman of the Nomination and Remuneration Committee

Ryan Rovere

Mr. Ryan Rovere
General Counsel*

* The General Counsel is responsible for, and oversees, the Company's internal control function.

Our Corporate Governance overview[26]

Code of Conduct

Our Code of Conduct demonstrates ADNOC Distribution's commitment to compliance and ethical behavior in all that it does. Our Code of Conduct: (i) sets out the minimum standard of conduct that we expect from anyone working for or on behalf of ADNOC Distribution; and (ii) provides a set of basic rules and standards that are designed to ensure that our business is conducted in an ethical and compliant manner and in accordance with our core values.

WE ARE

Responsible

Efficient

Respectful

Progressive

Collaborative

[26]ADX ESG Guide: G5 Ethics and prevention of corruption

Corporate Governance Policy

Our Corporate Governance Policy provides clear guidance on: (i) the Company's corporate governance structure and the interface between the Company and its stakeholders; (ii) the authorities and decision-making mechanisms within the Company and between its stakeholders; and (iii) the role and responsibilities of the Company's corporate governance function.

Dividend Policy

Our Dividend Policy sets out clear and transparent criteria for the distribution of our profits such that it serves the interests of both ADNOC Distribution and its shareholders.

The payment of dividends is subject to consideration of: (i) the cash management requirements of the Company for operating expenses, interest expense, and anticipated capital expenditures; (ii) market conditions; (iii) the then current operating environment in our markets; and (iv) the outlook for the business of the Company.

In addition, payment of any dividends is subject to the discretion of the Board of Directors and approval by the shareholders.

Under our Articles of Association, the Company may distribute quarterly, semi-annual and/or annual dividends to shareholders from operating profits and/or accumulated profits of the Company.

The Company currently intends to pay a dividend twice each fiscal year, with an initial interim payment in October and a second payment in April of the following year.

Related Party Transactions Policy

Our Related Party Transactions Policy is designed to ensure that: (i) transactions with related parties are conducted on arm's length terms; (ii) the Board of Directors and senior management are aware of the steps required to approve transactions with related parties; and (iii) a legitimate business case is present that supports the relevant related party transaction, including its arm's length nature.

In accordance with this policy, we may not enter into a related party transaction unless it has been approved by: (i) our Board of Directors, where the transaction's value does not exceed 5% of the value of our share capital; or (ii) our shareholders at a General Assembly, where the transaction's value exceeds 5% of our share capital. The foregoing requirements do not apply to transactions with ADNOC and with other ADNOC Subcommittee.

However, for so long as ADNOC owns more than 50% of our shares, we may not enter into transactions with ADNOC or other ADNOC Subcommittee unless such transactions have been approved by our Board of Directors, including a majority of the independent members of the Board of Directors, subject to applicable exemptions and certain thresholds under our Delegation of Authority Matrix.

Insider Dealing Policy

The requirement to have fair and transparent dealings in our securities is of paramount importance to us and we take a zero-tolerance approach to any activities which would prevent this requirement from being properly implemented.

Accordingly, we have implemented an Insider Dealing Policy to ensure that the obligations and responsibilities of our employees, officers and directors with respect to dealings in our securities are clearly defined. In accordance with the Insider Dealing Policy, we have an Insider Dealing Committee to oversee the ongoing implementation of this policy.

Anti-bribery and Corruption Policy

We are committed to doing business lawfully, ethically and with integrity, and we expect all of our employees and representatives to act accordingly. Consistent with this commitment, we take a zero-tolerance approach to fraud, bribery and all other forms of corruption. Our Anti-Bribery and Corruption Policy sets forth our requirements to ensure that none of our employees or representatives engage in any of these activities.

Compliance Investigations Policy

Our commitment to operating with integrity includes investigating, where necessary, allegations of ethical misconduct. Our Compliance Investigations Policy and supporting procedures set forth our approach to investigations relating to alleged violation of: (i) ethical business practices; (ii) integrity in our interactions and arrangements with third parties; and (iii) applicable laws, regulations, and policies and procedures relating to ethical business practices and integrity. This policy requires all of our personnel to cooperate fully and truthfully with all investigations and to avoid engaging in certain activities that may hinder or interfere with an investigation.

Conflicts of Interest Policy

We understand that our employees, officers and directors will engage in legitimate social, financial and business activities outside the scope of their work for us. Our Conflicts of Interest Policy sets forth our requirements for the avoidance and management of conflicts of interest that may arise as a result of these other activities, including the avoidance of situations that have the appearance of a conflict of interest. Under this policy, conflicts of interest must be promptly disclosed so that the appropriate course of action can be taken in order to protect ADNOC Distribution's interests.

Whistleblowing Policy

Having an open, honest and transparent culture supports our commitment to integrity. Our Whistleblowing Policy encourages our employees to report concerns about unethical behavior in connection with our business by assuring confidentiality and by protecting good faith whistle-blowers from retaliation, even if they are mistaken.

Gender Diversity Policy

We are committed to advancing gender diversity and equality across the organization and are constantly working to recruit more women in all areas of our business. We are also working on a number of initiatives to advance women's career growth across the Company. To this end, our Gender Diversity Policy has been designed to include both Board-level appointments and the company-wide approach to gender diversity. In addition, the Company will continue to ensure that its female employees obtain access to all necessary training and development in order to achieve their full potential in line with the standards of high performance we expect from all our employees – both men and women alike.

Share dealings

Purchases and sales of our shares and other transactions involving our securities by employees, officers and directors are governed by our Insider Dealing Policy.

It is the policy of ADNOC Distribution that inside information must not be used by any of our employees, officers or directors for personal gain.

ADNOC Distribution expects that all of its people, as well as the other persons with whom ADNOC Distribution transacts, abide by this policy, and in doing so adhere to applicable laws that apply to inside information and dealings in ADNOC Distribution's securities.

The following table sets forth the details of all purchases and sales of our shares undertaken by our Directors that served in 2024, their spouses and their children, during 2024:

Director	Position	Shares held as of December 31, 2024	Total Sale Transactions	Total Purchase Transactions
H.E. Dr. Sultan Ahmed Al Jaber	Chairman	-	-	-
H.E. Ahmed Jasim AlZaabi	Deputy Chairman	-	-	-
Mr. Khaled Salmeen	Director	-	-	-
Mr. Khaled Al Zaabi(1)	Director	-	-	-
Mr. Saif Al Falahi(1)	Director	-	-	-
Mr. Marwan Nijmeh(1)	Director	-	-	-
Ms. Paula Disberry(1)	Director	-	-	-
H.E. Mohamed Hassan Alsuwaidi(2)	Director	-	-	-
H.E. Ahmed Tamim Al Kuttab(3)	Director	-	-	-
Mr. Abdulaziz Abdulla Alhajri(3)	Director	-	-	-
Ms. Mariam Saeed Ghobash(3)	Director	-	-	-

(1) Elected as a Board member on March 27, 2024 (2) Served as a Board member until January 1, 2024 (3) Served as a Board member until March 27, 2024

ADNOC Distribution's Board of Directors[27]

In 2024, our Board of Directors comprised seven Directors elected by the General Assembly at our annual meeting on March 27, 2024.

All Directors are independent non-executive directors as defined by the Corporate Governance Rules, and subject to the exemption granted by the SCA, dated March 4, 2024, regarding Paragraphs 1 & 9 of Article 19 (Lack of Board Member Independence).

Pursuant to our Articles of Association, each Director serves a three-year term, after which a Director may be elected to a successive term or terms.

[27] ADX ESG Guide: G2 Board independence

Composition of the Board of Directors

Set forth below is a table detailing the composition of our Board of Directors during 2024:

Name	Position	Period Served
H.E. Dr. Sultan Ahmed Al Jaber	Chairman	Since February 2016[1]
H.E. Ahmed Jasim AlZaabi	Deputy Chairman	Since April 2019
Mr. Khaled Salmeen	Director	Since February 2019
Mr. Khaled Al Zaabi[2]	Director	Since March 2024
Mr. Saif Al Falahi[2]	Director	Since March 2024
Mr. Marwan Nijmeh[2]	Director	From March 2024
Ms. Paula Disberry[2]	Director	From March 2024
H.E. Mohamed Hassan Alsuwaidi[3]	Director	From March 2021 to January 2024
H.E. Ahmed Tamim Al Kuttab[4]	Director	From March 2021 to March 2024
Mr. Abdulaziz Abdulla Alhajri[4]	Director	From November 2017 to March 2024
Ms. Mariam Saeed Ghobash[4]	Director	From March 2021 to March 2024

(1) H.E. Dr. Sultan Ahmed Al Jaber was elected in February 2016 as the Chairman of the Board of Directors of ADNOC Distribution. He was re-elected as the Chairman of the Board in: (i) November 2017 at the time of the IPO, (ii) March 2021; and (iii) March 2024 when the current Board was elected.
(2) Elected as a Board member on March 27, 2024
(3) Served as a Board member until January 1, 2024
(4) Served as a Board member until March 27, 2024.

Our Board of Directors

H.E. Dr. Sultan Ahmed Al Jaber has been serving as Minister of Industry and Advanced Technology since July 2020, as the UAE's special climate envoy since November 2020, as a member of Abu Dhabi Supreme Council for Financial and Economic Affairs since December 2020, as Minister of State of the UAE Cabinet from March 2013 to July 2020, as Chairman of the National Media Council from 2016 to July 2020, as Group Chief Executive Officer of ADNOC since February 2016 and additionally Managing Director of ADNOC since February 2021. From January 2014 to February 2016, he served as Chief Executive Officer, Energy, of Mubadala Development Company.

H.E. Dr. Al Jaber is also Chairman of several ADNOC Group companies, Chairman of Masdar, Chairman of Emirates Development Bank, Chairman of Presight, Chairman of Alterra, Chairman of FAB Misr and Chairman of the Board of Trustees of Mohammed bin Zayed University of Artificial Intelligence, as well as a member of the Board of Directors of Advanced Technology Research Council, Mubadala Investment Company, Emirates Global Aluminum, Emirates Investment Authority and First Abu Dhabi Bank.

H.E. Dr. Al Jaber holds a PhD in business and economics from Coventry University in the United Kingdom, an MBA from the California University, and a Bachelor in Chemical Engineering from the University Southern California, USA.

H.E. Dr. Sultan Ahmed Al Jaber
Chairman

H.E. Ahmed Jasim AlZaabi currently serves as the Chairman of Abu Dhabi Department of Economic Development, as a member of Abu Dhabi Executive Council since January 2023 and as Chairman of Abu Dhabi Global Market (ADGM) since October 2021. He previously served as Group Chief Financial Officer of ADNOC from December 2019 to December 2021.

In addition, he is currently the Chairman of Hub71, Khalifa Fund for Enterprise Development and Abu Dhabi Quality & Conformity Council. Additionally, he serves as a board member of ADNOC Distribution, ADNOC Drilling, ADNOC Logistics & Services, Emirates Investment Authority, Burjeel Holdings, Al Jazira Investment Company, and Astra Tech. In the past, H.E. AlZaabi has also served as a member of the Board of Directors of a number of banks and financial institutions including the Abu Dhabi Securities Exchange (ADX), Union National Bank (UNB) and the Abu Dhabi Retirement Pensions & Benefits Fund (ADRPBF) and has held numerous executive leadership positions in many government, quasi-government and private companies in the past.

H.E. AlZaabi holds a Master's degree in Economics Science with Honors from the University of Aberdeen, UK.

H.E. Ahmed Jasim AlZaabi
Deputy Chairman
Chairman of the Audit Committee

Mr. Khaled Salmeen is the CEO of Downstream at ADNOC, where he oversees the entire downstream value chain. He is committed to driving performance, maximizing efficiency, and delivering strong, sustainable growth across all stages of the downstream sector. Mr. Salmeen has been a driving force behind the successful public listing of five downstream companies, the strategic consolidation of ADNOC's gas businesses, and the launch of high-impact ventures like TA'ZIZ. Additionally, as a proven dealmaker, Mr. Salmeen has led major transactions that have expanded ADNOC's global footprint, reinforcing ADNOC's position as a regional and international leader. Mr. Salmeen holds board positions at ADNOC Logistics & Services, ADNOC Refining, ADNOC Gas, Borouge ADP, Fertiglobe, ADNOC Global Trading, and ADNOC Distribution. He chairs the boards of Borouge PTE, ADNOC Trading, TA'ZIZ, and Abu Dhabi Gas Distribution, and serves on the boards of NGSCO and OMV.

In his previous role, Mr. Salmeen led the Marketing, Supply, and Trading Directorate of ADNOC. His leadership experience includes roles as CEO of Khalifa Industrial Zone Abu Dhabi (KIZAD), Chairman of Abu Dhabi Terminals, and COO of Tabreed. Mr. Salmeen holds a Bachelor's degree in Engineering from the Colorado School of Mines and an Executive MBA from INSEAD.

Khaled Salmeen
Director
Chairman of
the Executive Committee
Member of the Nomination
and Remuneration Committee

Mr. Khaled Al Zaabi oversees the comprehensive financial strategy, investments, planning, performance, operational efficiency, treasury, risk management, and strategic partnerships. In his role, he provides visionary leadership, driving the execution of ADNOC's investment strategy, and advancing the company's sustainability agenda in alignment with its financial strategy. Mr. Al Zaabi ensures effective regulatory compliance, facilitating domestic and international growth across diverse energy sectors, including oil, gas, LNG, chemicals, refining, distribution, low carbon solutions, renewables, drilling, logistics, and shipping services.

Mr. Al Zaabi serves on the boards of many domestic and international entities, including OMV, ADNOC Distribution, ADNOC Drilling, ADNOC Gas, ADNOC Logistics & Services, Borouge and ADNOC Refining.

Mr. Al Zaabi holds a Bachelor's degree in Finance from Deakin University, Australia.

Khaled Al Zaabi
Director
Member of the Executive Committee
Member of the Audit Committee

Mr. Saif Al Falahi has served as the Executive Vice President - Group Business Support & Special Tasks of ADNOC since February 2022, overseeing the implementation of the new operating model of Shared Services for Group Business Support covering all key functions: Medical Services & Wellbeing, Corporate Security Services, General Services, Government Relation Services, Facility Maintenance Services, CSR Management, HSE Services and Corporate Services across all ADNOC Group Services. He previously served as the Senior Vice President - Group Services & Special Tasks, ADNOC from 2019 to 2022 and prior to that held several other roles within ADNOC.

Mr. Al Falahi holds a Unit Operations in Chemical Engineering Special Program from Huddersfield University, UK.

Saif Al Falahi
Director
Member of the Executive Committee

Mr. Marwan Nijmeh is the Group Chief Legal Officer of ADNOC, overseeing legal operations across the group. He is also a member of the ADNOC Investment Committee and Executive Leadership Team. Previously, he served as Deputy Chief Legal Officer at Mubadala Investment Company. Prior to that role, he was General Counsel of a number of Mubadala Group assets, including Masdar. Before joining Mubadala, Mr. Nijmeh worked as a senior associate at international law firms including Allen & Overy and Simmons and Simmons. Mr. Nijmeh serves as a board member of Cepsa, ADNOC Distribution and ADNOC Logistics & Services.

Mr. Nijmeh holds a BA of Law from the University of Jordan and an MA of Law (LLM) from the University of Manchester, UK.

Marwan Nijmeh
Director
Member of the Executive Committee
Member of the Nomination and Remuneration Committee
Member of the Audit Committee

Ms. Paula Disberry has served as a member of the Board of Directors of Pepkor Holdings (S. Africa) since 2021, Sefalana Holdings (Botswana) since 2022, Sundry Markets (Nigeria) since 2023 and Banhoek Chilli Oil (UK) since early 2024. She is a managing partner of Retailigence, a tech start-up providing AI/ML-based software to retailers and acts as Retail Advisor to African PE funds – Phatisa, Tana Africa, and Sango Capital. Ms. Disberry has held numerous executive leadership roles over 32 years in multinational blue-chip companies – Pick n Pay and Woolworths South Africa (both supermarket and forecourt retail), BP (forecourt retail), Tesco (supermarket and convenience retail) and Colgate-Palmolive (FMCG). She has worked in strategic and operational roles in both manufacturing and retailing, and across marketing, sales, buying, planning, real estate, store and e-commerce management functions and with local, regional (Europe, South America) and global remits.

Ms. Disberry holds a First Class BA and MA in Natural Sciences from Cambridge University, UK.

Paula Disberry
Director
Member of the Executive Committee
Chairwoman of the Nomination and Remuneration Committee

Women's representation on the Board of Directors[28]

On March 27, 2024, Ms. Paula Disberry was appointed to the Board of Directors. Accordingly, there is currently one female member on the Board which is in compliance with the Corporate Governance Rules. Prior to Ms. Disberry's appointment, Ms. Mariam Saeed Ghobash was a member of the Board of Directors from March 2021 to March 2024.

Where vacancies on the Board of Directors arise we will actively seek out greater female representation while at the same time considering all qualified candidates, regardless of gender, and recognizing that appointment of directors is a matter reserved for the shareholders of ADNOC Distribution.

Directors' remuneration

In 2024, our shareholders approved a total remuneration of AED 25.56 million which was paid to the members of our Board of Directors for 2023.

It is proposed that the remuneration for the Board of Directors for 2024, to be paid in 2025, is a total of AED 22.64 million plus any applicable VAT. This will be presented to our shareholders for approval at our upcoming annual General Assembly meeting.

Additionally, in 2024 the Company has reviewed fees paid to former Board members who left mid-year and identified that certain former members did not receive fees for their final part-year tenure. Hence the pro-rata fees were paid for the part-year served at the end of their tenure. Specifically, a total of AED 1,147,915 was paid to Mr. Matar Al Ameri, Mr. Abdulla Al Dhaheri and Mr. David-Emmanuel Beau.

Statement of allowances paid to Board Committee members for 2024

In 2024, no allowances, salaries or additional fees were paid to Board committee members.

Board and Board Committees annual performance evaluation

In 2024, the Board of Directors conducted the evaluation of its performance, and the performance of its members and committees, for the year 2023. This was performed by an independent professional party in accordance with the Corporate Governance Rules.

Board meetings – attendance records

Our Articles of Association require that the Board of Directors meets a minimum of four times each year. The quorum for meetings is a majority of directors, and voting during meetings is a majority of attendees. The following table sets forth the meetings (including attendance records) held by our Board of Directors in 2024:

Board Member	Position on the Board	Feb 6, 2024	Feb 20, 2024(1)	Mar 21, 2024(2)	Mar 27, 2024	May 8, 2024	Jul 1, 2024(3)	Aug 7, 2024	Sep 20, 2024(4)	Oct 30, 2024
H.E. Dr. Sultan Ahmed Al Jaber	Chairman	P	P	P	P	P	P	P	P	P
H.E. Ahmed Jasim AlZaabi	Deputy Chairman	P	P	P	P	A	P	A	P	A
Mr. Khaled Salmeen	Director	P	P	P	P	P	P	P	P	P
Mr. Khaled Al Zaabi(5)	Director				P	P	P	P	P	P
Mr. Saif Al Falahi(5)	Director				P	P	P	P	P	P
Mr. Marwan Nijmeh(5)	Director				P	P	P	P	P	P
Ms. Paula Disberry(5)	Director				P	P	P	P	P	P
H.E. Ahmed Tamim Al Kuttab(6)	Director	P	P	P						
Ms. Mariam Saeed Ghobash(6)	Director	P	P	P						
Mr. Abdulaziz Abdulla Alhajri(6)	Director	P	P	P						

P = Present; A = Absent

(1) Meeting held by circulation to approve a proposal to amend the dividend policy for the years 2024-28.

(2) Meeting held by circulation to approve a proposal to pay the Board of Directors AED 25.56 million as remuneration for the financial year ended December 31, 2023.

(3) Meeting held by circulation to appoint a new Board of Directors for a subsidiary of the Company.

(4) Meeting held by circulation to approve payment of 2024 interim dividend.

(5) Elected as a Board member on March 27, 2024.

(6) Served as a Board member until March 27, 2024.

[28] ADX ESG Guide: G1 Board Diversity

Matters reserved to the Board of Directors and delegated to Management

The Board of Directors has issued a Delegation of Authority to our Chief Executive Officer, Mr. Bader Saeed Al Lamki, under which the Board of Directors has delegated to him the authority to conduct the daily management activities of the Company, subject to appropriate limits (beyond which, the approval of the Board of Directors must be sought). Under the Delegation of Authority, Mr. Al Lamki has the ability to sub-delegate activities to other members of ADNOC Distribution's management. Notwithstanding the Delegation of Authority that has been provided to Mr. Al Lamki, the Board of Directors maintains oversight over these activities, and Mr. Al Lamki is required to regularly report to the Board of Directors with respect to the activities undertaken by him pursuant to the terms of the Delegation of Authority.

Details of the Delegation of Authority are provided below:

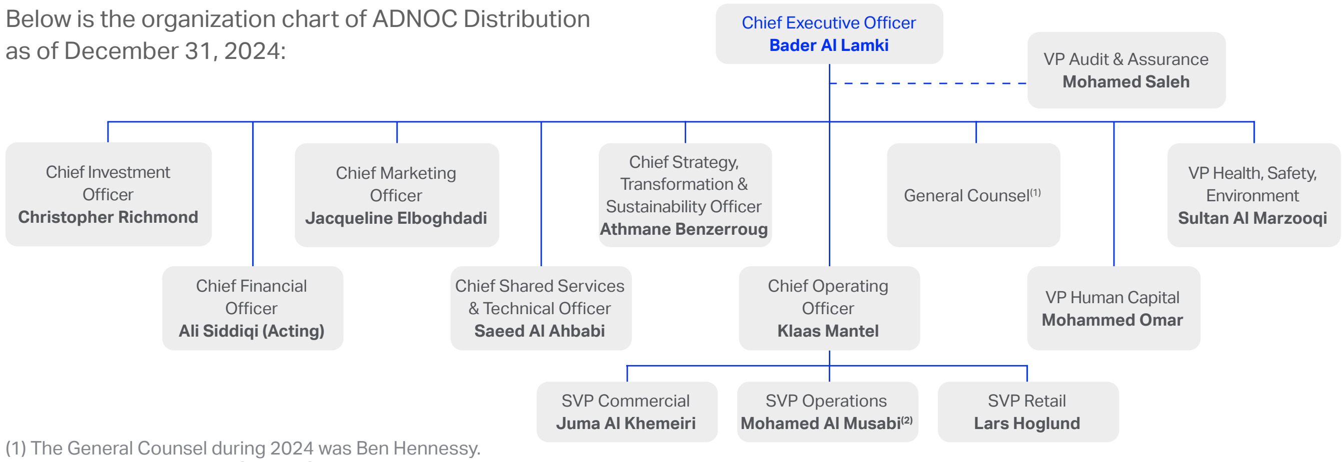
Name of the Authorized Person	Scope of Authority	Duration of Delegation
Chief Executive Officer	Authority to conduct the daily management activities of ADNOC Distribution, subject to appropriate limits prescribed by the Board of Directors from time to time	Until the authority is revoked by the Board of Directors

Executive management

Under the Delegation of Authority, and in consultation with the Board of Directors, our Chief Executive Officer has sub-delegated some of the powers given to him to members of our executive management team. Our Executive Management team carries out the day-to-day activities of ADNOC Distribution pursuant to this authority and in line with international best practice and the relevant governance rules and regulations.

ADNOC Distribution organization chart

Below is the organization chart of ADNOC Distribution as of December 31, 2024:



(1) The General Counsel during 2024 was Ben Hennessy.
Mr. Ryan Rovere became General Counsel on January 6, 2025.
(2) Effective as of January 1, 2025.

Executive management remuneration

Details of the total salaries and benefits paid to the Senior Members of our Executive Management team in 2024 are provided in the table below:

Position	Appointment Date	Total Salaries and Allowances paid in 2024	Total Bonuses paid in 2024	Other Benefits for 2024 or due in the Future[1]
Chief Executive Officer	May 2021	2,832,852	2,425,000	-
Chief Operating Officer	Jul 2023	1,692,000	600,000	-
Chief Strategy, Transformation & Sustainability Officer	Sep 2018	1,765,200	1,050,000	-
Chief Investment Officer	Dec 2024	147,333	-	-
Chief Shared Services & Technical Officer	Jun 2019	1,794,000	650,000	-
Chief Marketing Officer	Sep 2024	466,667	-	-
Former – Position				
Former Chief Investment Officer	Jun 2022 - Jan 2024	1,243,095	-	-
Former Chief Marketing Officer	Oct 2022 - Apr 2024	608,064	-	-
Former Chief Financial Officer	Jul 2022 - Dec 2024	1,660,581	935,000	-

(1) Bonuses for 2024 that are payable in 2025 are yet to be determined or awarded.

Transactions with related parties

In accordance with our Related Transactions Policy, we may not enter into a related party transaction unless it has been approved by: (i) our Board of Directors, where the transaction's value does not exceed 5% of the value of our share capital; or (ii) our shareholders at a General Assembly, where the transaction's value exceeds 5% of our share capital.

The foregoing requirements do not apply to transactions with ADNOC and with other ADNOC Group Companies.

As long as ADNOC owns more than 50% of our shares, we may not enter into transactions with ADNOC or other ADNOC Group Companies unless such transactions have been approved by our Board of Directors, including a majority of the independent members of the Board of Directors, subject to applicable exemptions and certain thresholds under our Delegation of Authority Matrix.

External Auditor

The responsibility for ADNOC Distribution's external audit of annual accounts for 2024 was entrusted to Grant Thornton UAE. Grant Thornton UAE has been ADNOC Distribution's external auditor since the beginning of 2021.

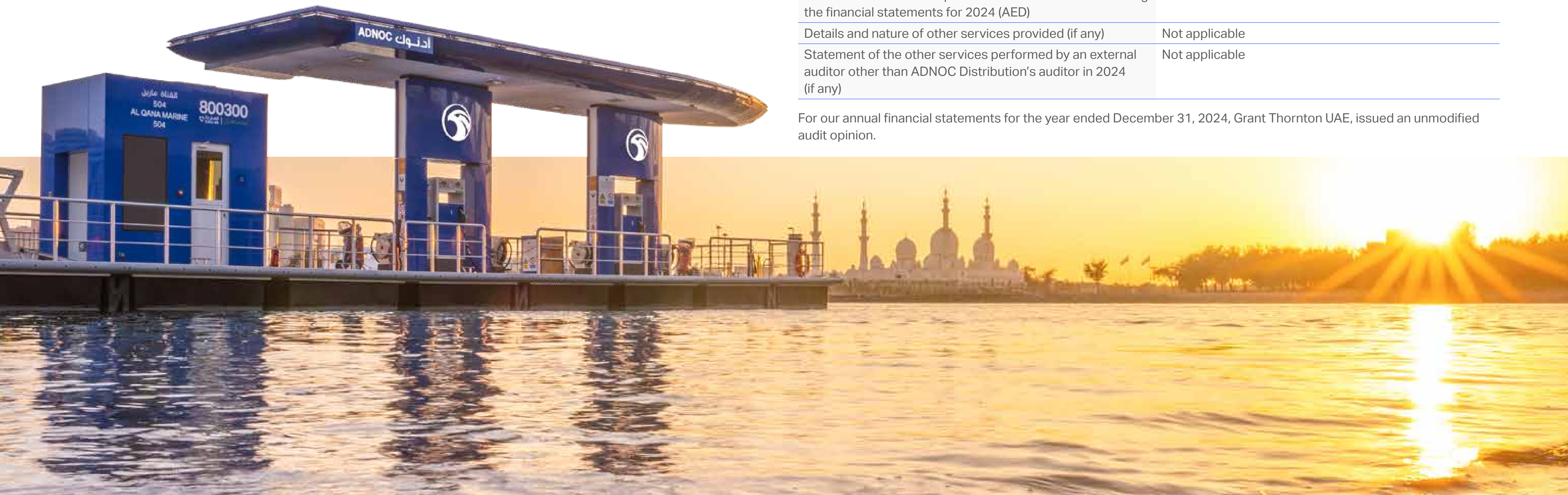
Grant Thornton is a global network with member firms in over 150 countries. It is one of the largest professional services firms in the UAE, offering a broad portfolio of tax, audit, and advisory services.

Grant Thornton UAE has a dedicated team that includes subject matter experts in Oil & Gas, Financial Services and the Government Sector, amongst others, and has been operating in the UAE for over 55 years.

Details of the fees paid to Grant Thornton UAE for the 2024 auditing services are provided in the following table:

Number of years served as an external auditor for ADNOC Distribution	4 years (2021 was the first year as ADNOC Distribution's external auditor)
Partner name	Dr. Osama El-Bakry
Number of years the Partner served as the Company's external audit partner	1 year. The partner has rotated at the start of 2024 as per the applicable regulatory requirements
Total fees for auditing the financial statements of 2024 in (AED), including provision of a reasonable assurance report on the effectiveness of internal financial controls over financial reporting:	AED 971,755
• Fee for auditing the Annual financial statements	AED 255,000
• Fee for quarterly review of the financial statements	AED 345,000
• Other relevant audit services in relation to the annual audit of the Company's departmental financial statements and the provision of a reasonable assurance report on the effectiveness of internal financial controls over financial reporting	AED 371,755
Fees and costs of other private services other than auditing the financial statements for 2024 (AED)	None
Details and nature of other services provided (if any)	Not applicable
Statement of the other services performed by an external auditor other than ADNOC Distribution's auditor in 2024 (if any)	Not applicable

For our annual financial statements for the year ended December 31, 2024, Grant Thornton UAE, issued an unmodified audit opinion.



Audit Committee

The Audit Committee assists the Board of Directors in discharging its responsibilities with regard to the oversight role related to corporate governance, risk management, internal control, internal and statutory audits, financial reporting and compliance, including:

- **Reviewing and monitoring** the integrity of annual and interim financial statements.
- **Reviewing and monitoring** the extent of the non-audit work undertaken by external auditors.
- **Advising** on the appointment of external auditors.
- **Overseeing** the relationship with external auditors.
- **Reviewing** the effectiveness of the external audit process.
- **Reviewing** the effectiveness of the internal control review function.

The Audit Committee makes recommendations to the Board of Directors, which retains ultimate responsibility for reviewing and approving our annual report and financial accounts.

The Audit Committee gives due consideration to the applicable laws and regulations of the UAE, SCA, ADAA and the ADX, including the provisions of the Corporate Governance Rules.

The Audit Committee is comprised of three members who are non-executive directors and independent members. The members of the Audit Committee during 2024 were as set forth in the table below.

The Audit Committee has taken appropriate steps to ensure that ADNOC Distribution's external auditors are independent of ADNOC Distribution as required by the Corporate Governance Rules. The Audit Committee has also obtained written confirmation from its auditors that they comply with guidelines on independence issued by the relevant accountancy and auditing bodies.

The Audit Committee's responsibilities in relation to the Audit & Assurance function include the review and approval of the overall audit strategies and annual audit work plan, budget, and overseeing the Internal Audit programs and performance.

In addition, the Audit Committee ensures that Audit & Assurance has full and unrestricted access to all required sources of information relevant to the performance of its work.

As part of his role as the Chairman of the Audit Committee, H.E. Ahmed Jasim AlZaabi is responsible for ensuring the Committee's overall effectiveness and that the Committee properly complies with its stated objectives.

The Audit Committee met four times during 2024. Details of those meetings (including attendance records) are provided in the table below. In 2024, all recommendations of the Audit Committee were accepted by the Board of Directors.

Committee Member	Position in Committee	Feb 5, 2024	May 2, 2024	Jul 31, 2024	Oct 25, 2024
H.E. Ahmed Jasim AlZaabi	Chairman	P	P	P	P
Mr. Khaled Al Zaabi[(1)]	Member		P	P	P
Mr. Marwan Nijmeh[(1)]	Member		P	A	P
H.E. Ahmed Tamim Al Kuttab[(2)]	Member	P			
Mr. Abdulaziz Abdulla Alhajri[(2)]	Member	P			

P = Present, A = Absent
(1) Appointed as an Audit Committee member on March 27, 2024.
(2) Served as an Audit Committee member until March 27, 2024.

Audit Committee Annual Report

During the year 2024, the Audit Committee performed the following actions:

- Reviewed and endorsed ADNOC Distribution's 2024 Quarterly and Annual Financial statements for the Board's approval. The review included ADNOC Distribution's transactions with related parties and compliance with the applicable IFRS requirements.
- Made inquiries of management and reviewed the Statutory Auditor Appointment Rules (SAAR) checklist provided by the Finance function and Audit & Assurance function to evaluate the independence and effectiveness of the external statutory auditor appointment process.
- Reviewed and evaluated non-audit services performed by the statutory auditors to ensure that no conflict of interest situations existed and that it sought to maintain the objectivity, independence and value for money.
- Reviewed and endorsed the reappointment of Grant Thornton UAE as external auditors for financial year 2025, in line with management's recommendation, ADAA requirements and SCA rules.
- Reviewed and endorsed the appointment of Grant Thorton UAE as external auditors for financial year 2023 for our ADGC subsidiaries for tax compliance purposes, in line with management's recommendation.
- Reviewed the following significant accounting and key reporting matters with the statutory auditors and management, noting that no material exceptions or issues were raised based on the reviews performed:
    - Early Adoption of Lack of Exchangeability (Amendments to IAS 21 – The Effects of Changes in FX Rates)
    - UAE Corporate Tax
    - Currency exchange differences on operations for TotalEnergies Marketing Egypt LLC, an entity in which the Company indirectly holds a 50% interest.
- Reviewed the top corporate risks as reported by the Enterprise Risk Management function noting related changes and provided necessary guidance.
- Reviewed the updated Internal Control over Financial Reporting (ICFR) status and provided necessary guidance.
- Reviewed ethics & compliance, corporate governance and legal updates.
- Reviewed the status update of the risk-based 2024 Internal Audit Work Plan and the activities performed by the Audit & Assurance Division comprising of assurance reviews, advisory engagements and forensic reviews.
- Reviewed the quarterly audit reports issued by the Audit & Assurance Division containing high, medium and low ranked findings and statistics.
- Reviewed key audit findings and the implementation status of the Audit & Assurance Division recommendations.
- Evaluated the performance of the Audit & Assurance Division for the year 2024.
- Reviewed and approved the risk-based Internal Audit Plan as well as the proposed budget of the Audit & Assurance Division.

Nomination and Remuneration Committee

Our 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 Renumeration Committee is responsible for evaluating the balance of skills, knowledge and experience and the size, structure and composition of the Board of Directors and committes of the Board of Directors and in particular, for monitoring the independent 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 or other persons, provided that (i) at least three members are non-executive directors, of whom at least two are independent directors; (ii) there are a maximum of five members and (iii) the chairperson of the Board of Directors is not permitted to be a member. The members of the Nomination and Remuneration Committee during 2024 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 2024, the Nomination and Remuneration Committee met four times, and additionally considered a number of matters by circulation. Details of these meetings (including attendance records) are provided in the table below:

Committee Member	Position in Committee	Feb 8, 2024	April 22, 2024	Oct 14, 2024	Dec 4, 2024
Ms. Paula Disberry[(1)]	Chairwoman		P	P	P
Mr. Marwan Nijmeh[(2)]	Member		P	A	P
Mr. Khaled Salmeen	Member	P	P	P	P
Mrs. Ayesha Mohamed Al Hammadi	Member	P	P	P	P
Ms. Mariam Saeed Ghobash[(3)]	Chairwoman	P			
H.E. Ahmed Tamim Al Kuttab[(4)]	Member	P			

P = Present, A = Absent
(1) Appointed as Chairwoman of the Nomination and Remuneration Committee on March 27, 2024.
(2) Appointed as a member of the Nomination and Remuneration Committee on March 27, 2024.
(3) Served as Chairwoman of the Nomination and Remuneration Committee until March 27, 2024.
(4) Served as a member of the Nomination and Remuneration Committee until March 27, 2024.

Executive Committee

The Executive Committee assists the Board in the discharge of its duties, acting on behalf of the Board during the intervals between scheduled Board meetings so that matters that require Board approval during such intervals can be dealt with in a timely and efficient manner. Additionally, the Executive Committee provides recommendations to the Board on matters that require Board approval.

The Committee is required to have at least three members at all times to ensure that it has the necessary skills, resources and expertise in order to fulfill its mandate.

The members may be non-executive directors or other persons, provided that: (i) no more than one-third of the members may be non-Board directors; and (ii) at least one member must be an independent director. The members of the Executive Committee during 2024 were as set forth in the next table.

As part of his role as the Chairman of the Executive Committee, Mr. Khaled Salmeen is responsible for ensuring the Committee's overall effectiveness and that the Committee properly complies with all of its stated objectives.

In 2024, the Executive Committee met six times. Details of those meetings (including attendance records) are provided in the table below:

Committee Member	Position in Committee	Jan 29, 2024	Apr 24, 2024	Jul 2, 2024	Jul 29, 2024	Aug 6, 2024	Oct 15, 2024
Mr. Khaled Salmeen	Chairman	P	P	P	P	P	P
Mr. Khaled Al Zaabi	Member	A	P	A	A	P	P
Ms. Paula Disberry(1)	Member		A	P	P	P	P
Mr. Marwan Nijmeh(1)	Member		P	P	P	P	P
Mr. Saif Al Falahi(1)	Member		P	P	A	P	P
Mrs. Fatema Mohamed Al Nuaimi	Member	P	P	P	A	P	P
Mr. Nasser Al Muhairi(1)	Member		P	P	P	A	P
Ms. Mariam Saeed Ghobash(2)	Member(1)	P					
Mr. Abdulaziz Abdulla Alhajri(2)	Member(2)	P					

P = Present, A = Absent
(1) Appointed as a member of the Executive Committee on March 27, 2024.
(2) Served as a member of the Executive Committee until March 27, 2024.

ESG Subcommittee to Executive Committee

In September 2024, the Executive Committee formed an ESG Subcommittee to support the Company's Environmental, Social & Governance (ESG) agenda. The ESG Subcommittee advises the Executive Committee in relation to developing the Company's ESG strategy and overseeing delivery of the Company's ESG-related targets and practices.

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 persons, provided that the Subcommittee includes at least one independent and non-executive director. The members of the ESG Subcommittee during 2024 were Ms. Paula Disberry (Chairwoman) Mr. Ibrahim N Al Zubi, Mr. Ayman Dabash and Mrs. Thuraya Al Maskari.

The ESG Subcommittee met in October 2024 to, among other things, review and discuss the Company's sustainability strategy, decarbonization and energy management update, Scope 3 activities and 2025 activities planning. The ESG Subcommittee intends to hold quarterly meetings.

Insider Dealing Committee

Our Insider Dealing Committee oversees compliance with the Insider Dealing Policy and our Share Dealing Code (which has been established by our Insider Dealing Policy).

Pursuant to our Share Dealing Code, all directors, officers and other employees who are in possession of inside information are prohibited from dealing in ADNOC Distribution's shares during certain periods, and must seek approval from the Insider Dealing Committee to purchase, sell or otherwise deal in our shares during other periods.

In order to grant approval, the Insider Dealing Committee must be satisfied that the individual seeking to deal in ADNOC Distribution's shares is not, at that time, in possession of inside information.

The Insider Dealing Committee is required to have at least three members at all times with the General Counsel as Chairman. The members of the Committee during 2024 were Mr. Ben Henessey (Chairman), Mr. Wayne Beifus, and Mr. Athmane Benzerroug and the current members are Mr. Ryan Rovere (Chairman), Mr. Ali Siddiqi, and Mr. Athmane Benzerroug.

The Insider Dealing Committee met three times in 2024 to, among other things: (i) review and discuss the Share Dealing Code and how it is to be applied; and (ii) consider requests from members of staff to deal in our shares.

Internal control system

Responsibility of the Board of Directors

The Board of Directors is responsible for the internal control system within ADNOC Distribution and has established a number of processes and procedures which are designed to ensure the effectiveness of our internal control system.

Our internal control system

The key objectives of the internal control system are:

1 **Creating** control mechanisms that ensure efficient business processes and the implementation of the Company's objectives.

2 **Ensuring** the safety of the Company's assets and efficient use of its resources.

3 **Protecting** the interests of the Company's shareholders and preventing and resolving conflicts of interest.

4 **Creating** conditions for timely preparation and submission of reliable reports and other information that is legally required to be publicly disclosed.

5 **Ensuring** the Company's compliance with applicable laws and requirements of regulators.

In addition to the functions and remit of the Board of Directors, the Company's internal control system is embedded in the Company at three levels:

Level 1

The heads of the various departments and divisions within the Company are responsible for assessing and managing risks and building an efficient control system for their functions.

Level 2

Appropriate internal departments and committees (including our Internal Control, Enterprise Risk Management and Compliance functions) are responsible for developing, communicating and monitoring appropriate policies, processes and procedures.

Level 3

The Company's Audit & Assurance function conducts independent assessments of the efficiency of the internal control system.

Audit and Assurance function

The Board of Directors has approved and implemented governance functions and structures, including an Audit & Assurance Division that is independent of our management and reports directly to the Company's Audit Committee.

The key objective of the Audit & Assurance function is to provide assurance and advice on the adequacy of the Company's internal control environment, corporate governance framework and risk management processes.

In order to enhance the independence of our Audit & Assurance Division, it reports functionally to our Audit Committee and administratively to the Company's Chief Executive Officer. Audit and Assurance's charter, methodologies and the risk based internal audit plans are approved by the Audit Committee. Our Audit & Assurance Division is headed by Mr. Mohamed Saleh who was appointed as Vice President Audit & Assurance in December 2017. Mr. Saleh communicates Audit recommendations to the executive management and to our Audit Committee on a regular basis.

The Audit & Assurance Division utilizes state of the art automated software which enhances performance and efficiency of activities related to internal audit. This Audit Management System (AMS) covers all phases of audit from Planning, Execution, Reporting and Follow-up as well as receiving feedback from audit clients via a satisfaction survey.

It utilizes a third party to perform regular reviews of our Audit & Assurance processes and methodology which ensures alignment with industry best practices and regulatory requirements. Our Audit & Assurance activities are performed by a team of appropriately, qualified and experienced members. Additionally, a continuous improvement process is implemented through the use of a learning and development framework that is designed to ensure that the Audit & Assurance team members maintain and upskill their competencies and capabilities.

Risk management

The Company has implemented an integrated enterprise risk management system, which showcases its commitment to protecting the business and the interest of all stakeholders. This Enterprise Risk Management system:

- Facilitates risk informed strategic planning to achieve business objectives and identify potential business opportunities;
- Supports the Company in identifying and managing key strategic, functional, investment and project risks (including the use of an objective driven process);
- Assesses the identified risks and the potential impact of such risks on the Company and its key objectives;
- Enhances corporate performance as processes become more risk aware and control focused; and
- Strengthens the Company's resilience to market disruption and evolving business practices.

The Company's risks are monitored by a dedicated enterprise risk unit and this unit provides quarterly reports to the Audit Committee and Board of Directors.

Compliance and control

The Company has established and maintains an internal control framework that provides our executive management and Board of Directors with reliable assurances on the health of our internal controls. These controls are designed to ensure that we are able to: (i) continually meet the operational and financial objectives of the Company; (ii) properly manage risks; (iii) ensure the validity and transparency of the information we provide to our stakeholders; and (iv) comply with applicable laws and regulations.

The Company's internal control system is designed in accordance with the globally recognized COSO (Committee of Sponsoring Organizations) framework, which sets the standard for effective internal controls. This framework provides a structured methodology for managing risks and ensuring the accuracy and reliability of processes. It encompasses essential components such as the control environment, risk assessment, control activities, information and communication, and continuous monitoring, all of which are integral to mitigating risks.

Furthermore, ANDOC Distribution's internal control practices are fully compliant with the Abu Dhabi Accountability Authority's (ADAA) Regulation No. 88 of 2021, related to `Standards on Auditing Financial Statements of Entities Subject to Abu Dhabi Accountability Authority' which mandates the Statutory Auditor to ensure the auditor's report or reports shall include the following:

- Financial Statement audit report.
- Report on the effectiveness of internal control systems over financial reporting (ICFR).
- An opinion on the entity's compliance with legal and regulatory requirements.
- An opinion on the statement of service performance information, taking into account the circulars and legislations related to the nature of the entity.

The regulation mandates rigorous oversight and evaluation of internal controls for entities under the purview of the Abu Dhabi government. By adhering to both the COSO framework and Abu Dhabi Accountability Authority's (ADAA) regulations, ANDOC Distribution upholds the highest standards of financial reporting integrity, governance, and accountability.

Our compliance and control functions are among other things, responsible for ensuring that the Company conducts its business in full compliance with all relevant laws and regulations, as well as professional standards, accepted business practices and internal standards.

Our compliance and control functions perform a number of tasks that are designed to ensure that our internal control system is effectively implemented and managed. These include:

- Discussing the internal control system with the Board of Directors;
- Considering the results of primary investigations in internal control issues;
- Studying internal control reports and following up the implementation of corrective measures arising from the findings of such reports; and
- Setting rules that enable ADNOC Distribution's staff to confidentially report any potential violations in financial reports, internal control etc.

The General Counsel of the Company oversees the Company's Legal, Compliance and Governance functions. The Compliance Officer as of December 31, 2024 was Sergey Konov, who holds a Law Degree from the State Linguistic University, Russia, and was appointed in this role in August 2024. The Chief Financial Officer of the Company oversees the Internal Control function and the Enterprise Risk Management function.

The Head of Internal Audit as of December 31, 2024 was Mr. Mohamed Saleh who is a Certified Internal Auditor (CIA), Certified Fraud Examiner (CFE), has obtained Certification in Risk Management Assurance (CRMA) and holds a Master's Degree in Finance from Birmingham City University, UK, and was appointed in this role in December 2017. Together, the General Counsel and Chief Financial Officer are responsible for ensuring that, through the input of these functions, we consistently operate in accordance with the highest international standards.

They ensure that these functions provide continued oversight of our control system. This helps to ensure that our control system is embedded in all of our key processes so that we are able to ensure that our strategic and business objectives are achieved within the required risk tolerance levels.

Identified issues and recent developments

There were no significant issues identified with respect to our compliance and control systems in 2024.

Violations committed during 2024

No violations were committed by ADNOC Distribution in 2024.

Corporate Social Responsibility[29]

ADNOC Distribution continues to support Corporate Social Responsibility (CSR) in the communities in which it operates through long-standing credible partnerships with charities, local SMEs, healthcare associations and national and local government departments.

Building on our performance and business goals, we have embedded Corporate Social Responsibility into our DNA. Additionally, we have developed a CSR Charter and prepared several operational policies dedicated to strengthening our contribution as a socially responsible company while meeting stakeholder and employee expectations. In continuing to support and invest in people, our contributions to the UAE's national Emiratization agenda remained positive at 62.37%.

ADNOC Distribution's In Country Value (ICV) procurement program continues to support local businesses, with more than 70% of new service station construction materials being locally sourced and manufactured. The ICV procurement program is contributing towards the UAE's strategic growth ambitions.

[29]ADX ESG Guide: S12 Corporate Social Responsibility

Corporate Social Responsibility initiatives

Breaking fast with local communities during ramadan

We renewed our partnership with the Khalifa bin Zayed Al Nahyan Foundation for humanitarian projects through the 'National Families' initiative. This involved donating LPG gas cylinders to support families across the Abu Dhabi region during Ramadan that cook and distribute free meals across the UAE. We also collaborated with Emirates' Red Crescent and through employee volunteers distributed Iftar boxes across our network helping customers break their fast in local communities.

Raising awareness of breast cancer care

ADNOC Distribution continued to support Pink Caravan in 2024, working in partnership with Friends of Cancer Patients Group to raise awareness and provide critical breast cancer screening during October, Breast Cancer Awareness Month. We helped support this great cause by securing locations outside our headquarters in Abu Dhabi and provided volunteers to enable mobile screening centers offering free consultations and health screenings to the public and to ADNOC employees. ADNOC Distribution provided free fuel to the mobile screening truck that tours the UAE as part of the Pink Caravans monthly activation.

Boosting road safety awareness

For the third consecutive year, ADNOC Distribution partnered with the Ministry of Energy and Industry, the Abu Dhabi Police, and the Dubai Police departments in support of multiple road safety and service station safety campaigns. These included promoting awareness among drivers on safe driving tips, such as wearing safety belts and not using phones while driving and safe fueling rules to follow while at petrol stations. These campaigns culminated in a joint partnership with EMARAT and ENOC to produce social media videos promoted across platforms and accounts, along with in-person live police demonstrations at service stations educating drivers.

Investing in communities through charitable contributions

As part of ADNOC Distribution's ongoing support to boost awareness and donations for charitable organizations, customers can donate their unused ADNOC Distribution Rewards points on the ADNOC Distribution application. This is part of ADNOC Distribution's commitment to promote charitable participation beyond the standard cash donation boxes already located across all ADNOC Oasis convenience stores nationally. The digital ADNOC Rewards points donation solution has resulted in over AED 661k being donated to Emirates Red Crescent, and the Department of Awqaf in 2024.

Supporting delivery heroes during the summer heat

Launched in the summer of 2024, ADNOC Distribution opened our first specialized facilities for delivery drivers to rest and cool down during the hot summer months at service station #766, Khalifa City.

These rest areas include air-conditioned rooms, comfortable and ergonomic seating areas, dedicated motorbike parking, televisions, mobile phone charging ports, and free chilled water dispensers. With the successful delivery of the pilot, ADNOC Distributions plans to roll-out rest zones to a total of 10 sites by the end of 2025.

3.9M+AED

Our total expenditure on social development and related sponsorship projects for 2024.

Supporting local festivals and UAE culture

ADNOC Distribution provided significant infrastructure and community facilities in support of the annual Liwa Moreeb Dune festival in the Al Dhafra region of the Abu Dhabi Emirate, which is one of the region's largest celebrations of UAE culture and tradition. This included a large mobile fuel and car services fleet, a fan zone with food, restroom, and family facilities, and free entertainment at the festival grounds.

Engaging customers in environmental protection

In 2023, ADNOC Distribution launched its sustainability roadmap in line with the "UAE Year of Sustainability" with a bold target to reduce our carbon intensity by 25% by 2030. In line with this commitment, the company expanded the reverse vending machines recycling programming to 27 locations across Abu Dhabi and integrated an option on the ADNOC Distribution app to "Adopt a Mangrove" with ADNOC Rewards points.

With the objective to extend sustainability efforts, awareness, and education to our customers, these two programs enabled ADNOC Distribution customers to recycle more than 5 million items and adopt over 25 thousand mangrove trees.

25,000

mangrove trees adopted with ADNOC Rewards points.

General information

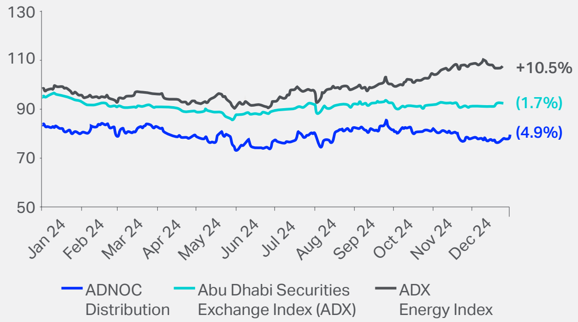
2024 share performance

The following table sets forth the closing price and the high and low share prices of our shares at the end of each month during 2024:

Month	High (AED)	Low (AED)	Close (AED)
January 2024	3.72	3.54	3.55
February 2024	3.73	3.50	3.50
March 2024	3.72	3.55	3.67
April 2024	3.65	3.46	3.49
May 2024	3.58	3.24	3.24
June 2024	3.44	3.27	3.39
July 2024	3.57	3.37	3.57
August 2024	3.65	3.30	3.65
September 2024	3.79	3.56	3.61
October 2024	3.67	3.54	3.61
November 2024	3.63	3.41	3.45
December 2024	3.52	3.38	3.52

Share performance compared to sector index

The following graph shows ADNOC Distribution's share performance comparative to our sector index during 2024:



Breakdown of shareholdings as at December 31, 2024

The table below shows the percentage of the shares owned by different categories of shareholders as at the end of 2024:

Shareholder Category	Percentage of Shares held			
	Individual	Companies	Government	Total
Local	4.53%	87.25%	0.96%	92.74%
GCC	0.15%	0.50%	0.01%	0.66%
Arab	0.20%	0.00%	0.00%	0.20%
Foreign	0.25%	6.15%	0.00%	6.40%
Total	5.13%	93.91%	0.97%	100%

Statement of shareholders who held 5% or more of ADNOC Distribution's capital as of December 31, 2024

The following table shows the name of shareholders who held 5% or more of ADNOC Distribution's capital at the end of 2024 and the number of shares and percentage of such shareholdings:

Name	Number of Shares held	% of the Shares held of ADNOC Distribution's capital
Abu Dhabi National Oil Company (ADNOC) P.J.S.C.	9,624,972,535	77%

Statement of shareholding distribution by the size of equity as of December 31, 2024

The following table shows the shareholding percentage to capital as at the end of 2024:

Share(s) Owned	Number of Shareholders	Number of Shares held	% of total Shares held
Less than 50,000	13,627	51,712,991	0.4%
From 50,000 to less than 500,000	1,030	167,760,854	1.3%
From 500,000 to less than 5,000,000	357	547,723,572	4.4%
More than 5,000,000	77	11,732,802,583	93.9%

Procedures taken with respect to Investor Relations

Throughout the year, ADNOC Distribution's Investor Relations Division publishes earnings releases and arranges briefings, conference calls and webcasts, one-on-one meetings and participates in equity conferences to raise investors' and brokers' awareness globally about the Company's attractive value proposition among listed companies and provides updates on ADNOC Distribution's growth strategy and performance.

Each quarter, ADNOC Distribution holds earnings conference calls and webcasts to communicate its quarterly and annual results to analysts, shareholders and investors and to discuss its financials and outlook. Copies of all presentations, releases and investor information are available on the Company's investor relations website. In 2024, the Company launched ARIF, an AI-powered chatbot dedicated to investor relations, demonstrating the Company's commitment to leveraging cutting-edge technology to enhance investor engagement and transparency.

ADNOC Distribution's Investor Relations Division is overseen by Mr. Athmane Benzerroug, who brings over 20 years of experience in equity capital markets to the Company, including 10 years in emerging markets at Deutsche Bank in Dubai.

Investor Relations can be contacted at IR@adnocdistribution.ae.
Tel: +97126959770
Mobile: +971552180294

Additional investor relations information can be found on our website at www.adnocdistribution.ae/en/investor-relations/.

General Assembly and special resolutions presented to the General Assembly in 2024

The Company held its annual General Assembly on March 27, 2024, in person at the Abu Dhabi Energy Center and virtually, with electronic participation of shareholders.

A Special Resolution is defined in our Articles of Association as a resolution requiring the approval of the Company's General Assembly by shareholders owning not less than three-quarters of the shares represented in that General Assembly.

In 2024 there was no Special Resolution passed by the shareholders.

The Secretary to the Board of Directors

Mr. Ben Hennessy served as Secretary to the Board from his appointment during 2024 until replaced by Mr. Ryan Rovere, the current General Counsel of the Company, on February 10, 2025.

Statement of significant events

Resignation of a Board Member of ADNOC Distribution

On January 1, 2024, H.E. Mohamed Hassan Alsuwaidi stepped down from the Board of Directors of the Company.

Non-funded Facility Agreement

On February 6, 2024, the Board of Directors approved entering into a non-funded facility agreement for SAR 230,000,000 with First Abu Dhabi Bank with a term 12 months, for the issuance of bank guarantees to support ADNOC Distribution's business activities in the Kingdom of Saudi Arabia.

New Five-Year Growth Strategy

On February 26, 2024, ADNOC Distribution held its Investor Day, where it revealed: (i) its 2024-2028 growth strategy, which aims to establish the Company as a convenience and mobility leader, and (ii) its 2028 operational targets.

New Five-Year Dividend Policy

On March 27, 2024, ADNOC Distribution shareholders approved a new dividend policy for the years 2024-2028, setting a dividend per financial year of the higher of: (i) AED 2.57 billion (USD700 million), equivalent to 20.57 fils per share; and (ii) minimum 75% of net profit. This compares to the minimum 75% of distributable profits of the previous policy.

Election of the Board of Directors

On March 27, 2024, ADNOC Distribution shareholders elected the following individuals to a three-year term to serve as the new Board of Directors of the Company:

H.E. Dr. Sultan Ahmed Al Jaber
(Non-executive - Independent)
H.E. Ahmed Jasim AlZaabi (Non-executive - Independent)
Mr. Khaled Salmeen (Non-executive - Independent)
Mr. Khaled Al Zaabi (Non-executive - Independent)
Mr. Marwan Nijmeh (Non-executive - Independent)
Mr. Saif Al Falahi (Non-executive - Independent)
Ms. Paula Disberry (Non-executive - Independent)

Election of the Board Chairperson, Appointment of Board Committee Members and the Board Secretary

On March 27, 2024, the Board of Directors elected H.E. Dr. Sultan Ahmed Al Jaber to be the Chairman of the Board of Directors and H.E. Ahmed Jasim AlZaabi to be the Deputy Chairman of the Board of Directors. The Board also appointed Mr. Ben Hennessy as the Board Secretary.

The Board further appointed the following individuals as members to its Board Committees effective on March 27, 2024:

Executive Committee

- Mr. Khaled Salmeen (Chairman)
- Mr. Khaled Al Zaabi (member)
- Mr. Marwan Nijmeh (member)
- Mr. Saif Al Falahi (member)
- Ms. Paula Disberry (member)
- Mrs. Fatema Mohamed Al Nuaimi (member)
- Mr. Nasser Omair Al Muhairi (member)

Nomination and Remuneration Committee

- Ms. Paula Disberry (Chairwoman)
- Mr. Khaled Salmeen (member)
- Mr. Marwan Nijmeh (member)
- Mrs. Ayesha Mohamed Al Hammadi (member)

Audit Committee

- H.E. Ahmed Jasim AlZaabi (Chairman)
- Mr. Khaled Al Zaabi (member)
- Mr. Marwan Nijmeh (member)

Appointment of the Abu Dhabi Global Company LLC, Board of Directors

On July 1, 2024, the Company's Board of Directors appointed the board of its 100% owned subsidiary, Abu Dhabi Global Company LLC, for a three-year term.

Resignation of the Chief Financial Officer

On December 20, 2024, ADNOC Distribution announced the resignation of its Chief Financial Officer, Mr. Wayne Beifus. Mr. Ali Siddiqi, SVP Financial Planning & Analysis, has been appointed to assume the role of Acting Chief Financial Officer, on an interim basis, in addition to his current responsibilities.

Statement of transactions the Company made in 2024, which equal or exceed 5% of the Company's share capital

For 2024, no transactions were made which equaled or exceeded 5% of the Company's share capital.

Emiratization percentage as at December 31, 2024

Developing our human capital is a strategic priority and part of our commitment to achieving the Emiratization objectives outlined in the UAE Vision 2031. Our national employees are a great asset to ADNOC Distribution. We offer them targeted development opportunities to help them reach their full potential as competent and well-informed industry professionals. We have several bespoke programs targeted for UAE nationals' development such as Technical Career Ladder and Leadership Development.

In addition, UAE nationals are appointed as trainees within various departments of ADNOC Distribution so they can successfully complete their career development programs. Through distributed Emiratization we also ensure that UAE nationals are spread across different layers of the organization and their career development is given utmost importance.

As of December 31, 2024, our Emiratization rate was 62.37%, which is comparatively higher than our peers in the market. Our Emiratization rate was 62.51% and 63.93% in 2023 and 2022, respectively.

62.37%

Emiratization rate as of December 31, 2024 which is comparatively higher than our peers in the market.

Innovative projects and initiatives undertaken or under development in 2024

In 2024, ADNOC Distribution showcased several innovative projects, including a robotic electric vehicle (EV) charging arm as part of its E2GO charging program, a self-checkout system using Machine Learning (ML), AI-enabled Fill & Go fueling, and Plug & Charge automatic EV charging.

These advancements are transforming the service station experience in the UAE by leveraging AI and advanced digital technology to drive digital transformation.

Also, in December 2024, the Company launched ARIF, an AI-powered chatbot dedicated to investor relations, demonstrating the Company's commitment to leverage AI and advanced technology to enhance investor engagement and transparency.

The Company is developing over 20 AI-focused projects to create a smart station model and expand its EV charging infrastructure, aiming to increase the number of fast and super-fast EV charging points to at least 500 by 2028.

These initiatives demonstrate the Company's ambitions to integrate advanced digital technologies across its operations and drive exceptional customer experiences, enhance operational efficiency, and support top-line growth, while also supporting sustainability efforts such as reducing carbon emissions. Embracing innovation and AI reinforces ADNOC Distribution's position as the UAE's leading fuel distributor, mobility retailer and convenience store operator, while delivering long-term value for shareholders.

FINANCIAL STATEMENTS

Directors' report

For the year ended 31 December 2024

The directors present their report together with the consolidated financial statements of Abu Dhabi National Oil Company for Distribution PJSC (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2024.

Board of Directors

The directors of the Company are:

Chairman	**H.E. Dr. Sultan Ahmed Al Jaber**
Members	**H.E. Ahmed Jasim AlZaabi**
	Khaled Al Zaabi
	Khaled Salmeen
	Marwan Nijmeh
	Paula Disberry
	Saif Al Falahi

The appropriation of the results for the year is follows:

	31 December 2024 AED'000
Retained earnings as at 1 January 2024	1,971,140
Adoption of IAS 21 amendments	(33,979)
Profit for the year	2,472,283
Transfer to statutory reserve	(2,481)
Dividends declared	(2,571,250)
Non-controlling interests	(52,008)
Retained earnings as at 31 December 2024	**1,783,705**

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 an interim dividend of 10.285 fils per share to the shareholders in respect of the first half of 2024. The dividend comprised of AED 1,285,625 thousand, which was approved during the Board of Directors Meeting held on 20 September 2024 and paid on 2 October 2024.

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 year, the Group reported revenue of AED 35,453,716 thousand (2023: AED 34,629,178 thousand). Profit for the year was AED 2,472,283 thousand (2023: AED 2,630,489 thousand).

For the Board of Directors

Chairman
10 February 2025
Abu Dhabi, UAE

Independent auditor's report

To the shareholders of Abu Dhabi National Oil Company for Distribution PJSC

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of Abu Dhabi National Oil Company for Distribution PJSC ("the Company") and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2024, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the applicable requirements of Abu Dhabi Accountability Authority ("ADAA") Chairman Resolution No. 88 of 2021 Regarding Financial Statements Audit Standards for the Subject Entities. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code") together with the other ethical requirements that are relevant to our audit of the Groups' financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
1. Impairment assessment of intangible assets including goodwill	
As at 31 December 2024, the Group has recognised good will and other intangible assets with indefinite useful lives amounting to AED 228.46 million and AED 84.45 million, aggregating to 1.72 percent of the Group's total assets. Goodwill and intangible assets with indefinite useful lives are required to be tested for impairment, at least on an annual basis. For this purpose, goodwill and other intangible assets with indefinite useful lives are allocated to the Retail, Corporate and Aviation CGUs, the recoverable amount of which is supported by value-in-use calculations based on future discounted cash flows. Based on the assessment, management concluded that the intangible assets including goodwill were not impaired as of 31 December 2024. We identified the impairment of goodwill and other intangible assets as a key audit matter due to the use of complex and subjective management estimates based on management's judgement of key variables and market conditions. We refer to Note 3 and 6 to these consolidated financial statements for the accounting policy and related disclosures respectively.	Our audit approach included the following: • we obtained an understanding of and evaluated management's process including key controls over impairment assessment; • we obtained management's future cash flow forecasts and tested the mathematical accuracy of the underlying value-in-use calculations; • we involved our valuations specialists to evaluate the appropriateness of the methodology used by the management, and to assess the reasonableness of key assumptions used in the calculations. When assessing these key assumptions, we discussed them with management to understand and evaluate management's basis for determining the assumptions; and • we assessed the appropriateness of the related disclosures included in note 6 to the consolidated financial statements.
2. Revenue recognised from retail sales and related IT systems	
Revenue from retail sales amounted to AED 23,798.66 million for the year ended 31 December 2024. There are complex IT systems in use which comprise multiple IT applications which are used to process large volumes of data pertaining to retail sales transactions that occur throughout the year. Given the complexity of the IT systems involved there is an inherent risk around accuracy and completeness of revenue recognized and therefore we considered this area to be a key audit matter.	Our audit approach included the following: • we obtained an understanding of the significant revenue processes and identified key relevant controls and IT systems; • we involved our IT Specialists to obtain an understanding of the control environment and to test General IT controls over IT systems and applications involved in the revenue recording process; • we evaluated the design and implementation of controls and tested the operating effectiveness of automated controls residing in the IT systems and applications involved in the revenue recording process;

Key audit matter	How our audit addressed the key audit matter
The Group's accounting policies relating to revenue recognition are presented in note 3 to the consolidated financial statements and details about the Group's revenue are disclosed in note 19 to the consolidated financial statements.	• we assessed the Group's accounting policy for revenue recognition against the requirements of IFRS Accounting Standards; • we performed a test of details on a sample basis to test the reconciliation of daily retail sales to cash collections and subsequent bank deposits; • we performed substantive analytical procedures over retail sales revenue by building an expectation on the basis of quantities sold and regulated prices; and • we assessed the adequacy of disclosures in the consolidated financial statements relating to revenue.
3. Right-of-use assets	
As part of the Group's plans to expand its distribution network in the United Arab Emirates, Kingdom of Saudi Arabia and Egypt during the current year, the Group has entered into multiple leasing arrangements. During the year, the Group has recorded additional right-of-use assets and related lease liabilities amounting to AED 158.43 million. Determining the present value of the lease payments requires management to apply significant judgments and estimates to determine the discount rate and lease term, which has been disclosed in note 4 of the consolidated financial statements. Additionally, due to number of service stations and other assets added every year, management encounter certain delays in the finalization of the agreements on account of certain approvals and communication from the relevant departments which affects the process of collating a complete set of lease contracts. Given the complexity and judgments involved there is an inherent risk around accuracy and completeness of assets and liabilities recognized as at year end and therefore we considered this area to be a key audit matter. The Group's accounting policies are presented in note 3 and details about the Group's right-of-use assets are disclosed in note 10 to the consolidated financial statements.	Our audit approach included the following: • We obtained an understanding of the Group's process for identifying the agreements related to the right-of-use assets and lease liabilities; • we obtained an understanding of the system generated lease assessment and recomputed the amount based on the inputs from the contract to ensure accuracy of the results; • we assessed the validity and completeness of the list of service stations and other assets used for the underlying calculation; • we performed test of details by inspecting the lease agreements, on a sample basis to determine the existence of the lease; • we recalculated interest on the lease liabilities and depreciation of the right-of-use assets and agreed these to the consolidated financial statements; • we performed detailed analysis and made enquiries of management related to the incremental borrowing rates used on the lease assessment; and • we assessed the adequacy of disclosures in the consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
4. Decommissioning obligation related to assets constructed on leased land	
The Group has recorded a provision for decommissioning of AED 162.28 million. These provisions relate to an obligation to dismantle service stations constructed on leased land, at a future date. The Group operates a comprehensive network of fuel stations in Dubai and Northern emirates in the United Arab Emirates on land leased from third parties. The Group has contractual obligations to restore the land to its original condition at the end of the lease period in respect of these lands. The provision is based upon current cost estimates and has been determined on a discounted basis with reference to current legal requirements and available technology. At each reporting date the decommissioning liability is reviewed for remeasurement in line with changes in observable assumptions, timing and the latest estimates of the costs to be incurred at reporting date. The Group's accounting policies relating to the dismantling obligations are presented in note 3, the critical accounting estimates made, and judgements applied by management are disclosed in note 4 to the consolidated financial statements and details about the decommissioning obligations are disclosed in note 18 to the consolidated financial statements.	Our audit approach included the following: • we obtained an understanding of the Group's process for identifying the agreements for which a provision needs to be raised and testing the adequacy of controls over this process; • we evaluated the approach adopted by management in determining the expected costs of decommissioning and whether the significant judgements applied and estimates made are reasonable; • we obtained an understanding of the cost assumptions used that have the most significant impact on the provisions and whether these assumptions are appropriate and discussed the estimates used by the management; • we reviewed the discount rates and inflation rates used in the estimation to determine if they are appropriate; • we evaluated the skills, objectivity and competence of the management expert; and • we assessed the adequacy of disclosures in the consolidated financial statements.

Other information

Management is responsible for the other information. The other information comprises the directors' report, which we obtained prior to the date of this auditor's report, and the Operational and Financial Highlights, Chairman's Message, CEO's Message and the other information in the annual report, which are expected to be made available to us after that date. The other information does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we will read the Operational and Financial Highlights, Chairman's Message and CEO's Message, if we conclude that there is a material misstatement therein, we will be required to communicate the matter to those charged with governance and consider whether a reportable irregularity exists in terms of the auditing standards, which must be reported.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by the IASB and their preparation in compliance with the applicable provisions of the Articles of Association of the Company and UAE Federal Decree Law No. (32) of 2021, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the applicable requirements of Abu Dhabi Accountability Authority ("ADAA") Chairman Resolution No. 88 of 2021 Regarding Financial Statements Audit Standards for the Subject Entities will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISA's and the applicable requirements of Abu Dhabi Accountability Authority ("ADAA") Chairman Resolution No. 88 of 2021 Regarding Financial Statements Audit Standards for the Subject Entities, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risk, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than the one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosure is inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

As required by the UAE Federal Decree Law No. (32) of 2021, we report that for the year ended 31 December 2024:

- We have obtained all the information we considered necessary for the purposes of our audit;

- The consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Decree Law No. (32) of 2021;

- The Group has maintained proper books of account in accordance with established accounting principles;

- The financial information included in the directors' report is consistent with the books of account of the Group;

- As disclosed in note 1 to the consolidated financial statements, the Group has not purchased or invested in any shares during the financial year ended 31 December 2024;

- Note 9 to the consolidated financial statements discloses material related party transactions and balances, and the terms under which they were conducted;

- As disclosed in note 1 to the consolidated financial statements, the Group made social contributions amounting to AED 3,981 thousand during the year ended 31 December 2024; and

- Based on the information that has been made available to us, nothing has come to our attention which causes us to believe that the Group has contravened during the financial year ended 31 December 2024 any of the applicable provisions of the UAE Federal Decree Law No. (32) of 2021, or its Articles of Association which would materially affect its activities or its financial position as at 31 December 2024.

Report on other legal and regulatory

Further, as required by the ADAA Chairman Resolution No. 88 of 2021 regarding financial statements Audit Standards for the Subject Entities, we report, in connection with our audit of the consolidated financial statements for the year ended 31 December 2024, that nothing has come to our attention that causes us to believe that the Group has not complied, in all material respects, with any of the provisions of the following laws, regulations and circulars as applicable, which would materially affect its activities or the consolidated financial statements as at 31 December 2024:

- Law No. 15 of 2017 concerning the Establishment of the Company which would materially affect its activities or its financial position; and

- Relevant provisions of the applicable laws, resolutions and circulars organising the Group's operations.

Grant Thornton

GRANT THORNTON UAE

Dr. Osama El-Bakry
Registration No: 935
Abu Dhabi, United Arab Emirates
10 February 2025

P.O Box: 41255
Abu Dhabi - U.A.E.
GRANT THORNTON
Audit And Accounting Limited

Consolidated statement of
financial position

As at 31 December 2024

	Note	31 December 2024 AED'000	31 December 2023 AED'000
Assets			
Non-current assets			
Property, plant and equipment	5	7,552,178	7,189,661
Right-of-use assets	10	1,726,351	1,778,418
Goodwill and intangible assets	6	599,307	1,053,811
Advances to contractors		47,656	38,466
Deferred tax assets	26	-	2,166
Other non-current assets		14,447	15,551
Total non-current assets		**9,939,939**	**10,078,073**
Current assets			
Inventories	7	1,619,887	1,294,423
Trade receivables and other current assets	8	2,935,982	3,519,413
Due from related parties	9	750,723	805,558
Term deposits	11	200,225	200,225
Cash and bank balances	11	2,734,038	2,993,937
Total current assets		**8,240,855**	**8,813,556**
Total assets		**18,180,794**	**18,891,629**
Equity and liabilities			
Equity			
Share capital	12	1,000,000	1,000,000
Statutory reserve	13	506,402	503,921
Foreign currency translation reserve	27	(298,268)	(2,995)
Retained earnings		1,783,705	1,971,140
Equity attributable to owners of the Company		**2,991,839**	**3,472,066**
Non-controlling interests		189,437	323,767
Total equity		**3,181,276**	**3,795,833**

	Note	31 December 2024 AED'000	31 December 2023 AED'000
Non-current liabilities			
Lease liabilities	14	1,540,894	1,564,251
Borrowings	15	5,494,859	5,492,280
Provision for decommissioning	18	162,277	149,362
Provision for employees' end of service benefit	16	200,996	192,271
Deferred tax liability	26	80,064	134,962
Other non-current liabilities		6,516	10,671
Total non-current liabilities		**7,485,606**	**7,543,797**
Current liabilities			
Lease liabilities	14	181,728	183,013
Trade and other payables	17	2,797,054	2,541,355
Due to related parties	9	4,439,345	4,827,631
Short term borrowings	15	95,785	-
Total current liabilities		**7,513,912**	**7,551,999**
Total liabilities		**14,999,518**	**15,095,796**
Total equity and liabilities		**18,180,794**	**18,891,629**

To the best of our knowledge, the financial information included in the report fairly present in all material respects the financial position, result of operations and cash flows of the Group as of 31 December 2024, and for the periods presented in the report.

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 consolidated financial statements.

Consolidated statement of
profit or loss

For the year ended 31 December 2024

	Note	31 December 2024 AED'000	31 December 2023 AED'000
Revenue	19	35,453,716	34,629,178
Direct costs	20	(29,237,684)	(28,792,893)
Gross profit		**6,216,032**	**5,836,285**
Distribution and administrative expenses	21	(3,194,942)	(2,916,538)
Other income	22	138,059	145,645
Impairment losses and other operating expenses	23	(90,254)	(82,143)
Operating profit		**3,068,895**	**2,983,249**
Interest income		143,893	98,834
Finance costs	25	(457,111)	(432,757)
Profit before tax		**2,755,677**	**2,649,326**
Income tax expense	26	(283,394)	(18,837)
Profit for the year		**2,472,283**	**2,630,489**
Attributable to:			
Equity holders of the Company		2,420,275	2,601,421
Non-controlling interests		52,008	29,068
		2,472,283	2,630,489
Basic and diluted earnings per share	**28**	**0.194**	**0.208**

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

Consolidated statement of
comprehensive income

For the year ended 31 December 2024

	Note	31 December 2024 AED'000	31 December 2023 AED'000
Profit for the year		**2,472,283**	**2,630,489**
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations		(427,100)	(5,990)
Other comprehensive loss for the year		**(427,100)**	**(5,990)**
Total comprehensive income for the year		**2,045,183**	**2,624,499**
Attributable to:			
Equity holders of the Company		2,125,002	2,598,426
Non-controlling interests		(79,819)	26,073
		2,045,183	2,624,499

Consolidated statement of
changes in equity

For the year ended 31 December 2024

	Share capital AED'000	Statutory reserve AED'000	Foreign currency translation reserve AED'000	Retained earnings AED'000	Equity attributable to equity holders of the parent AED'000	Non-controlling interest AED'000	Total equity AED'000
Balance as at 1 January 2023	1,000,000	500,000	-	1,944,890	3,444,890	-	3,444,890
Profit for the year	-	-	-	2,601,421	2,601,421	29,068	2,630,489
Transfer to statutory reserve	-	3,921	-	(3,921)	-	-	-
Other comprehensive loss for the year	-	-	(2,995)	-	(2,995)	(2,995)	(5,990)
Dividends declared (note 33)	-	-	-	(2,571,250)	(2,571,250)	-	(2,571,250)
Acquisition of a subsidiary (note 30)	-	-	-	-	-	330,802	330,802
Dividends declared by subsidiary	-	-	-	-	-	(33,108)	(33,108)
Balance as at 31 December 2023	1,000,000	503,921	(2,995)	1,971,140	3,472,066	323,767	3,795,833
Balance as at 1 January 2024	**1,000,000**	**503,921**	**(2,995)**	**1,971,140**	**3,472,066**	**323,767**	**3,795,833**
Adjustments of IAS 21 amendments (note 2)	-	-	-	(33,979)	(33,979)	(33,982)	(67,961)
Adjusted Balance as at 1 January 2024	**1,000,000**	**503,921**	**(2,995)**	**1,937,161**	**3,438,087**	**289,785**	**3,727,872**
Profit for the year	-	-	-	2,420,275	2,420,275	52,008	2,472,283
Transfer to statutory reserve	-	2,481	-	(2,481)	-	-	-
Other comprehensive loss for the year	-	-	(295,273)	-	(295,273)	(131,827)	(427,100)
Dividends declared (note 33)	-	-	-	(2,571,250)	(2,571,250)	-	(2,571,250)
Dividends declared by subsidiary	-	-	-	-	-	(20,529)	(20,529)
Balance as at 31 December 2024	**1,000,000**	**506,402**	**(298,268)**	**1,783,705**	**2,991,839**	**189,437**	**3,181,276**

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

Consolidated statement of
cash flow

For the year ended 31 December 2024

	31 December 2024 AED'000	31 December 2023 AED'000
Cash flows from operating activities		
Profit for the year before tax	2,755,677	2,649,326
Adjustments for:		
Depreciation of property, plant and equipment	602,186	507,107
Depreciation of right-of-use assets	151,669	146,412
Amortization of intangible assets	31,952	43,046
Impairment losses on receivables	55,237	27,766
Recoveries on receivables	(19,874)	(5,925)
Employees' end of service benefit charge	31,157	30,989
Gain on disposal of property, plant and equipment	(8,467)	(2,608)
Impairment of property, plant and equipment	5,748	5,152
Finance costs	457,111	432,757
Interest income	(143,893)	(98,834)
Provisions/write-offs for inventories	5,035	4,018
Operating cash flows before movements in working capital	**3,923,538**	**3,739,206**
(Increase)/decrease in inventories	(368,020)	78,776
Decrease/(increase) in trade receivables and other current assets	508,349	(142,350)
Decrease in due from related parties	34,966	110,643
Increase in trade and other payables	229,946	106,038
(Decrease)/increase in due to related parties	(351,508)	1,207,509
Cash generated from operating activities	**3,977,271**	**5,099,822**
Payment of employees' end of service benefit	(23,583)	(33,157)
Payment of income taxes	(22,235)	(15,397)
Net cash generated from operating activities	**3,931,453**	**5,051,268**
Cash flows from investing activities		
Payments for purchases of property, plant and equipment	(1,116,830)	(1,000,290)

	31 December 2024 AED'000	31 December 2023 AED'000
Payments for advances to contractors	(62,403)	(31,951)
Proceeds from disposal of property, plant and equipment	23,264	5,971
Increase in term deposits with maturity more than three months	-	(70,000)
Interest received	143,893	98,834
Payments for acquisition of subsidiary, net of cash acquired	-	(539,100)
Net cash used in investing activities	**(1,012,076)**	**(1,536,536)**
Cash flows from financing activities		
Payment of lease liabilities	(208,300)	(200,322)
Net proceeds from borrowings	97,996	2,788
Repayment of borrowings	(1,284)	(1,725)
Dividends paid	(2,613,700)	(2,622,890)
Finance cost paid	(355,264)	(307,871)
Net cash used in financing activities	**(3,080,552)**	**(3,130,020)**
Net (decrease)/increase in cash and cash equivalents	**(161,175)**	**384,712**
Cash and cash equivalents at the beginning of the year	**2,993,937**	**2,617,099**
Effect of foreign exchange rate changes	(98,724)	(7,874)
Cash and cash equivalents at the end of the year	**2,734,038**	**2,993,937**
Non-cash transactions		
Accruals for property, plant and equipment	517,652	610,117
Advances to contractors transferred to property, plant and equipment	53,213	41,887
Additions to right of use assets for land leases	158,427	511,560
Finance cost related to provision for decommissioning	5,955	5,436

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

Notes to the consolidated financial statements

For the year ended 31 December 2024

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.

Pursuant to the resolution of Abu Dhabi National Oil Company ("ADNOC", "Shareholder", or the "Parent Company"), as the sole shareholder of the Company, dated 28 June 2017, ADNOC approved the listing of all the Company's share in Abu Dhabi Securities Exchange and the sale by way of offer to the public of 10% of the Company held by ADNOC.

In September 2020, ADNOC completed a USD 1 billion institutional placement of 10% of ADNOC Distribution shares. Subsequently in May 2021, ADNOC completed another placement of approximately 375 million shares in ADNOC Distribution shares, representing 3%, approximately, of the registered share capital of the company. The two placements have increased the free float of the Group on the Abu Dhabi Securities Exchange to 23%. The Parent Company currently retains 77% ownership of the Group.

In May 2021, ADNOC also issued approximately USD 1.195 billion of senior unsecured bonds due 2024, exchangeable into existing shares of ADNOC Distribution under certain conditions, constituting approximately 7% of the Company's registered share capital. During the year, ADNOC redeemed fully all the unsecured bonds through cash payment.

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 Gulf Cooperating Council (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.

The Group has not purchased or invested in any shares during the financial year ended 31 December 2024.

The Group made social contributions amounting to AED 3,981 thousand during the year ended 31 December 2024 (2023: AED 2,544 thousand).

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 2024, have been applied in these consolidated financial statements:

- **Early adoption of amendments to IAS 21 - Lack of exchangeability**

  The Group has adopted amendments to IAS 21 in relation to operations of its subsidiary based in Egypt. The EGP was considered to lack exchangeability from the beginning of the period until 5 March 2024, and the subsidiary has been unable to convert its functional currency from Egyptian banks to settle its foreign currency obligations.

  The lack of exchangeability of the EGP was restored effective 6 March 2024. In accordance with the requirements of the amendment, the subsidiary has revalued its net foreign monetary liabilities as at 31 December 2023 at the rate available on 6 March 2024 which is the most recent date reflecting the ending of the lack of exchangeability in Egypt, as a basis for implementation.

  Accordingly, the Group recorded an adjustment of AED 67,961 thousand to the opening balance of its retained earnings and Non-controlling interests in respective proportions of ownership.

- **Amendment to IFRS 16 – Leases on sale and leaseback**

  These amendments include requirements for sale and leaseback transactions in IFRS 16 to explain how an entity accounts for a sale and leaseback after the date of the transaction. Sale and leaseback transactions where some or all the lease payments are variable lease payments that do not depend on an index or rate are most likely to be impacted.

- **Amendment to IAS 1 – Non-current liabilities with covenants**

  These amendments clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendments also aim to improve information an entity provides related to liabilities subject to these conditions.

- **Amendment to IAS 7 and IFRS 7 - Supplier finance**

  These amendments require disclosures to enhance the transparency of supplier finance arrangements and their effects on an entity's liabilities, cash flows and exposure to liquidity risk.

Except for Amendments to IAS 21 - Lack of exchangeability, the application of these revised IFRSs has not had any material impact on the amounts reported for the current and prior years but may affect the accounting for future transactions or arrangements.

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 consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by International Accounting Standard Board (IASB) and comply with the requirements of applicable laws in UAE.

3.2 Basis of preparation

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

These consolidated financial statements have been prepared on a historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

3.3 Basis of consolidation

The 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.

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 2024	Ownership interest 2023	Country of incorporation	Principal activities
ADNOC Distribution Global Company LLC	**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 LLC.

3.4 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 Employee Benefits respectively
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date (see below)
- Assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill.

Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting year in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

3.5 Goodwill

Goodwill is initially recognised and measured at cost being the excess of the aggregate of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed (as set out above).

If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assess whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date.

If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill acquired in a business combination is, from acquisition date, allocated to each of the Group's cash generating units (or groups of cash-generating units) that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Cash generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired.

If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in subsequent period. On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

3.6 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition and are recognised separately from goodwill. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss.

The group amortises intangible assets with a finite useful life, using the straight-line method over the following periods:

Customer contracts	13-15 years
Computer software	3-5 years

Customer contracts

Customer contracts have a finite useful life and are carried at cost less accumulated amortisation and impairment and mainly represent long term non-cancellable contracts with customers.

Computer software

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software.

3.7 Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with an indefinite useful life are tested for impairment at least annually and whenever there is an indication at the end of a reporting period that the asset may be impaired. Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. In determining fair value less costs of disposal, recent market transactions are taken into account.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years.

A reversal of an impairment loss is recognised immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

3.8 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent

that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered. 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.

3.9 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. Nonmonetary 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 year 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
- 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 currency 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 currency 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 are 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.

3.10 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. The carrying amounts of replaced parts are derecognised. All other repairs and maintenance costs are charged to the profit or loss during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings	15-30 years
Plant and machinery	5-30 years
Motor vehicles	5-20 years
Furniture, fixtures and computer equipments	5-10 years
Pipelines	10-40 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within profit or loss.

Land was historically provided by the Government of Abu Dhabi for no consideration and is accounted for at a nominal value of AED 1 per plot of land. In order to continue to comply with property ownership laws in the UAE, the Group's real estate properties portfolio was transferred to ADNOC pursuant to decisions of the Crown Prince of Abu Dhabi and the Rulers of the Northern Emirates.

To allocate liabilities associated with the property transfers, and to ensure the Group has continued access to the properties, the Group entered into Real Estate Transfer Liability and Leaseback Agreements with ADNOC. Under the terms of the Real Estate Transfer Liability and Leaseback Agreements, ADNOC has agreed to lease all real estate transferred to it back to the Group on a cost-pass-through basis. Each lease has a term of four years and will renew automatically unless notice of termination is given by the Group at least one year prior to then-effective expiration date. Under the terms of the agreements, the Group will indemnify ADNOC for any environmental liabilities relating to its operations on the properties.

3.11 Capital work-in-progress

Capital work-in-progress is included in property, plant and equipment at cost. Capital work-in-progress is transferred to the appropriate asset category and depreciated in accordance with the Group's policies when construction of the asset is completed and the asset is commissioned and available for use.

3.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost method. The cost of finished goods and work in progress comprises raw materials, consumables, spare parts, direct labour and materials and related overheads (based on normal operating capacity).

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and costs necessary to make the sale.

3.13 Impairment of tangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be identified.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3.14 Financial instruments

Financial assets and financial liabilities are recognised in the Group's consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit or loss.

3.15 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Amortised cost

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on trade receivables and due from related parties. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables, contract assets and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

(i) Significant increase in credit risk
In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition.

In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

a. the financial instrument has a low risk of default;
b. the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
c. adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

(ii) Definition of default
The Group employs statistical models to analyse the data collected and generate estimates of probability of default ("PD") of exposures with the passage of time. This analysis includes the identification for any changes in default rates and changes in key macro-economic factors across various geographies of the Group.

(iii) Credit-impaired financial assets
A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

a. significant financial difficulty of the issuer or the borrower;
b. a breach of contract, such as a default or past due event (see (ii) above);
c. the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
d. it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
e. the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy
The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery.

(v) Measurement and recognition of expected credit losses
The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default.

The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

The Group has elected the IFRS 9 simplified approach to measure loss allowance for cash and bank balances, trade and other receivables, and due from related parties at an amount equal to lifetime ECLs. Accordingly, trade receivables which are not credit impaired and which do not have significant financing component is categorised under stage 2 and lifetime ECL is recognised.

Expected credit losses related to cash and bank balances, trade receivables and due from related parties are presented in the statement of profit or loss.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at fair value through other comprehensive income (FVTOCI), the cumulative gain or loss previously accumulated in the investment's revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

3.16 Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at fair value through profit or loss (FVTPL).

Financial liabilities at FVTPL

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on changes in fair value recognised in the consolidated statement of profit or loss to the extent that they are not part of a designated hedging relationship.

The net gain or loss recognised in the consolidated statement of profit or loss incorporates any interest paid on the financial liability.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in statement of other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in statement of profit or loss.

The remaining amount of change in the fair value of liability is recognised in statement of profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in statement of other comprehensive income are not subsequently reclassified to statement of profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts issued by the Group that are designated by the Group as at FVTPL are recognised in profit or loss.

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not designated as FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Offsetting

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3.17 Revenue

Application of IFRS 15 revenue from contracts with customers

IFRS 15 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The core principle of IFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

- **Step 1:** Identify the contract(s) with a customer.
- **Step 2:** Identify the performance obligations in the contract.
- **Step 3:** Determine the transaction price.
- **Step 4:** Allocate the transaction price to the performance obligations in the contract.
- **Step 5:** Recognise revenue when (or as) the entity satisfies a performance obligation.

Under IFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

The Group is in the business of marketing of petroleum products, natural gas and ancillary products as described in note 1 of the consolidated financial statements. The goods are generally sold on their own in separately identified contracts with customers.

Sales of goods

Sale of goods and petroleum products are recognised when the control of the products or services are transferred to the customers, which generally coincides with the actual delivery of goods. Delivery does not occur unless the products have been received by the customer. Revenue from sale of goods is recognised at a point in time upon delivery of the goods.

Rendering of services and delivery income

Revenues from rendering of services are recognised when the services have been rendered and the outcome of the transactions can be estimated reliably.

Revenue from petroleum transport are recognised when services are rendered. These revenues are based on the quantities transported and measured according to procedures defined in each service contract.

Customers are invoiced on a monthly basis and consideration is payable when invoiced. The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customers and payment by the customers exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Rental income

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefit will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Other income

Other income is recognised when it is probable that the economic benefit will flow to the Group and the amount of income can be measured reliably.

Loyalty program

A deferred liability is recognised based on the portion of the consideration received arising from the Group's loyalty program. Revenue is recognised when the points are redeemed or the likelihood of the customer redeeming the loyalty points becomes remote. Allocation of the consideration is based on the relative stand-alone selling prices.

The deferred liability is included within trade and other payables.

3.18 Leases

The Group as a lessee

The Group leases various leasehold properties. Leasehold contracts are typically made for fixed periods of 15-20 years but may have extension options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the earlier of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of fixed payments (including in-substance fixed payments), less any lease incentives receivable.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received; and
- restoration costs.

The Group as a lessor

- The Group enters into lease agreements as a lessor with respect to some of its retail space in the service stations.
- Leases for which the group is the lessor are all accounted as operating leases.
- Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

3.19 Employees' benefit

Provision is made for the estimated liability for employees' entitlement to annual leave and leave passage as a result of services rendered by eligible employees up to the reporting date. Provision is made for the full amount of end of service benefits due to employees in accordance with the UAE Labour Law, for their period of service up to the end of the reporting date.

With respect to its UAE national employees, the Group makes contributions to the Abu Dhabi Pension Fund (the "Fund") calculated in accordance with the Fund's regulations. With respect to its GCC national employees, the Group makes contributions to the pension funds or agencies of their respective countries.

The Group's obligations are accrued over the period of employment. The provision relating to annual leave and leave passage is disclosed as a current liability, while that relating to end of service benefit is disclosed as a non-current liability.

3.20 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated.

3.21 Asset retirement obligations

This provision relates to the estimate of the cost of dismantling and removing an item of property, plant and equipment and restoring the site on which the item was located to its original condition. The Group provides for the anticipated costs associated with the restoration of leasehold property to its original condition at inception of the lease, including removal of items included in plant and equipment.

4. Critical accounting judgments and key sources of estimation uncertainty

While applying the accounting policies as stated in note 3, the management of the Group has made certain judgments, estimates and assumptions that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. 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 of the revision 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. The significant estimates made by management are summarised as follows:

Critical accounting judgments

Provision for decommissioning

The Group recognises provisions for the future cost associated with the dismantling of leased plots in Dubai and Northern Emirates in UAE and Egypt. The dismantling events are many years in the future and the exact requirements that will have to be met when a removal event occurs are uncertain. Assumptions are made by management in relation to settlement dates, technology, inflation and discount rates.

The timing and amounts of future cash flows are subject to significant uncertainty and estimation is required in determining the amounts of provision to be required. A provision of AED 162,277 thousand has been recognised as at 31 December 2024 (2023: AED 149,362 thousand) using a discount rate of 4.44-4.78 % (2023: 5.13-5.92%) and assuming all dismantling activities will take place at the current estimate of the end of life of each lease.

Determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Calculation of loss allowance

When measuring ECL the Group uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions. As at 31 December 2024, the Group's allowance for expected credit losses of trade receivables and due from replated parties amounted to AED 113,453 thousand (2023: AED 90,264 thousand).

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested.

The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill recognised by the Group.

The key assumptions used to determine the recoverable amount for the different CGUs, including a sensitivity analysis, are disclosed and further explained in Note 6, Goodwill and intangible assets.

Impairment of property, plant and equipment

Property, plant and equipment are assessed for impairment based on assessment of cash flows on individual cash generating units when there is indication of impairment. Management did not identify any impairment indicators in the current or prior year for property, plant and equipment. However, management identified certain capital work-in-progress for which future development is not expected and, accordingly, recorded an impairment of AED 5,748 thousand (2023: AED 5,152 thousand).

Discounting of lease payments

The lease payments are discounted using the interest rate implicit in the lease (IRTL). For leases where the Group is unable to determine the IRTL, the Group's incremental borrowing rate is used.

Management has applied judgments and estimates to determine the discount rate at the commencement of lease. An incremental borrowing rate of 5.36% and 20% was used in the current year to determine the lease obligations for new leases entered into by the Company and its subsidiaries respectively (2023: 4.6%).

The preparation of these 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.

Income taxes

The Group's current tax provision of AED 283,394 thousand (2023: AED 18,837 thousand) relates to management's assessment of the amount of tax payable on open tax positions where the liabilities remain to be agreed with the relevant tax authorities.

Deferred taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

In preparing these 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 2023, except for the adoption of new standards and interpretations as disclosed in note 2.

5. Property, plant, and equipment

	Buildings AED'000	Plant and machinery AED'000	Motor vehicles AED'000	Furniture, fixtures and computer equipment AED'000	Pipelines AED'000	Capital work-in-progress AED'000	Total AED'000
Cost							
As at 1 January 2024	**7,557,724**	**2,926,325**	**248,268**	**1,580,234**	**98,116**	**1,121,681**	**13,532,348**
Additions	-	-	-	-	-	-	1,077,578
Transfers	487,568	378,749	47,137	240,453	19,689	(1,173,596)	-
Transfers to other assets	260	1,041	-	-	-	(14,312)	(13,011)
Disposals	(108,592)	(94,818)	(21,517)	(28,977)	(3,592)	-	(257,496)
Impairment loss	-	-	-	-	-	(5,748)	(5,748)
Exchange differences	(33,073)	(82,491)	(1,004)	(5,173)	-	(20,350)	(142,091)
As at 31 December 2024	**7,903,887**	**3,128,806**	**272,884**	**1,786,537**	**114,213**	**985,253**	**14,191,580**
Accumulated depreciation							
As at 1 January 2024	**3,091,879**	**1,911,634**	**179,402**	**1,113,069**	**46,875**	**(172)**	**6,342,687**
Charge for the year	261,858	168,881	15,262	152,289	3,896	-	602,186
Disposals	(100,792)	(91,041)	(21,512)	(27,468)	(1,886)	-	(242,699)
Transfers	-	-	-	-	-	172	172
Exchange differences	(16,170)	(42,954)	(534)	(3,286)	-	-	(62,944)
As at 31 December 2024	**3,236,775**	**1,946,520**	**172,618**	**1,234,604**	**48,885**	**-**	**6,639,402**
Net carrying amount							
31 December 2024	**4,667,112**	**1,182,286**	**100,266**	**551,933**	**65,328**	**985,253**	**7,552,178**

	Buildings AED'000	Plant and machinery AED'000	Motor vehicles AED'000	Furniture, fixtures and computer equipment AED'000	Pipelines AED'000	Capital work-in-progress AED'000	Total AED'000
Cost							
As at 1 January 2023	**6,883,834**	**2,583,662**	**236,167**	**1,475,418**	**89,313**	**855,181**	**12,123,575**
Additions	20,722	34,797	1,027	1,967	-	1,145,912	1,204,425
Acquisition of subsidiary (note 30)	65,972	174,065	1,963	11,283	-	42,724	296,007
Transfers	533,891	144,526	25,431	101,611	3,134	(808,593)	-
Transfers to other assets	59,341	8,998	-	4,178	5,669	(106,440)	(28,254)
Disposals	(2,933)	(12,057)	(15,955)	(13,712)	-	-	(44,657)
Impairment	-	-	-	-	-	(5,152)	(5,152)
Exchange differences	(3,103)	(7,666)	(365)	(511)	-	(1,951)	(13,596)
As at 31 December 2023	**7,557,724**	**2,926,325**	**248,268**	**1,580,234**	**98,116**	**1,121,681**	**13,532,348**
Accumulated depreciation							
As at 1 January 2023	**2,819,791**	**1,695,011**	**182,601**	**996,217**	**44,880**	**-**	**5,738,500**
Charge for the year	235,637	135,327	11,252	122,896	1,995	-	507,107
Acquisition of subsidiary (note 30)	39,939	96,964	1,376	6,968	-	-	145,247
Reclassifications	(68)	78	-	(10)	-	-	-
Disposals	(1,532)	(11,582)	(15,494)	(12,686)	-	-	(41,294)
Impairment reversals	-	-	-	-	-	(172)	(172)
Exchange differences	(1,888)	(4,164)	(333)	(316)	-	-	(6,701)
As at 31 December 2023	**3,091,879**	**1,911,634**	**179,402**	**1,113,069**	**46,875**	**(172)**	**6,342,687**
Net carrying amount							
31 December 2023	**4,465,845**	**1,014,691**	**68,866**	**467,165**	**51,241**	**1,121,853**	**7,189,661**

The Group's buildings and facilities located in the Emirate of Abu Dhabi are constructed on land given by the Government of Abu Dhabi for no consideration. These lands are accounted for at nominal value of AED 1 per plot of land (note 3.10). Facilities located in other Emirates are constructed on land leased from third parties (note 10).

During the year, management carried out an assessment of their capital work in progress and identified certain projects, which are unlikely to be further developed. Accordingly, an impairment of AED 5,748 thousand was recognised (31 December 2023: AED 5,152 thousand).

6. Goodwill and intangible assets

	Goodwill AED'000	Customer contracts – Indefinite life AED'000	Customer contracts – Finite life* AED'000	Software AED'000	Total AED'000
Cost					
As at 1 January 2024	391,910	144,685	643,961	5,150	1,185,706
Transfers	-	-	14,103	209	14,312
Disposals	-	-	(32,732)	(97)	(32,829)
Exchange differences	(163,445)	(60,230)	(262,548)	(115)	(486,338)
As at 31 December 2024	**228,465**	**84,455**	**362,784**	**5,147**	**680,851**
Accumulated depreciation					
As at 1 January 2024	-	-	127,138	4,757	131,895
Charge for the year					
Disposals	-	-	(30,820)	96)	(30,916)
Exchange differences	-	-	(51,375)	12)	(51,387)
As at 31 December 2024	**-**	**-**	**76,663**	**4,881**	**81,544**
Net carrying amount					
31 December 2024	**228,465**	**84,455**	**286,121**	**266**	**599,307**

*Customer contracts include signature bonus granted to customers in return for their loyalty to the Group's products.
Notes to the consolidated financial statements.

	Goodwill AED'000	Customer contracts – Indefinite life AED'000	Customer contracts – Finite life* AED'000	Software AED'000	Total AED'000
Cost					
As at 1 January 2023	1,128	-	-	-	1,128
Acquisition of subsidiary (note 30)	390,782	145,175	621,789	5,389	1,163,135
Transfers	-	-	28,109	144	28,253
Disposals	-	-	(61)	-	(61)
Exchange differences	-	(490)	(5,876)	(383)	(6,749)
As at 31 December 2023	**391,910**	**144,685**	**643,961**	**5,150**	**1,185,706**
Accumulated depreciation					
As at 1 January 2023	-	-	-	-	-
Charge for the year	-	-	42,521	525	43,046
Acquisition of subsidiary (note 30)	-	-	87,664	4,574	92,238
Disposals	-	-	(53)	-	(53)
Impairment reversal	-	-	(148)	-	(148)
Exchange differences	-	-	(2,846)	(342)	(3,188)
As at 31 December 2023	**-**	**-**	**127,138**	**4,757**	**131,895**
Net carrying amount					
31 December 2023	**391,910**	**144,685**	**516,823**	**393**	**1,053,811**

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

Acquisition during prior year

Customer contracts and software include intangible assets acquired through business combinations. The customer contracts have a useful life of 13 to 15 years. The contracts with indefinite life have been acquired with the option to renew at the end of the period at little or no cost to the Group. Previous contracts acquired have been renewed and have allowed the Group to determine that these assets have indefinite useful lives.

For impairment testing goodwill acquired through business combinations and contracts with indefinite useful lives are allocated to the Retail, Corporate and Aviation CGUs, which are also operating and reportable segments.

Carrying amount of goodwill and intangible assets with indefinite life allocated to each of the CGUs:

	Retail		Corporate		Aviation	
	2024 AED'000	2023 AED'000	2024 AED'000	2023 AED'000	2024 AED'000	2023 AED'000
Goodwill	**123,658**	211,750	**94,527**	162,488	**10,280**	17,672
Intangibles	**-**	-	**-**	-	**84,455**	144,685

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired. The majority of the goodwill recognised by the Group resulted from the acquisition of TEME (note 30).

The recoverable amount of the CGUs were determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period. The present value of the expected cash flows of each segment was determined by applying a suitable discount rate reflecting current market assessments of the time value of money and risks specific to the segment. The major assumptions used in the calculations include a discount rate in the range of 7% to 30% and growth rate of up to 3%.

It was concluded that the estimated recoverable amount of the CGUs exceeded their carrying values. As a result of this analysis, no impairment has been charged against goodwill in the current year.

7. Inventories

	31 December 2024 AED'000	31 December 2023 AED'000
Finished goods	**1,401,111**	1,099,902
Spare parts and consumables	**140,804**	135,869
Lubricants raw materials, consumables, and work in progress	**48,490**	36,781
LPG cylinders	**38,106**	32,263
	1,628,511	1,304,815
Allowance for net realisable value	**(1,447)**	-
Allowance for slow moving and obsolete inventories	**(7,177)**	(10,392)
	1,619,887	1,294,423

The cost of inventories recognised as expense and included in direct cost amounted to AED 28,968,280 thousand (2023: AED 28,503,924 thousand) (note 20). During the year, a direct write off in inventory was recognised as expense amounting to AED 2,285 thousand (2023 AED 4,018 thousand) (note 23).

Movement of the Group's allowance for slow moving and obsolete raw materials, spare parts, consumables and LPG cylinders is as follows:

	31 December 2024 AED'000	31 December 2023 AED'000
As at 1 January	**10,392**	17,048
Acquisition of subsidiary	**-**	943
Provision during the year (note 23)	**1,303**	445
Reversal	**(3,994)**	(8,000)
Exchange differences	**(524)**	(44)
	7,177	10,392

8. Trade receivables and other current assets

	31 December 2024 AED'000	31 December 2023 AED'000
Trade receivables	**2,754,329**	3,323,246
Less: Allowance for expected credit losses	**(113,453)**	(90,264)
	2,640,876	3,232,982
Prepaid expenses	**51,300**	50,631
Receivable from employees	**110,648**	109,918
VAT receivables	**32,726**	32,010
Other receivables	**100,432**	93,872
	2,935,982	3,519,413

Receivables from employees consist of staff car loans, furniture loans, personal loans and staff advances. As at 31 December 2024, the Group had significant concentration of credit risk with five customers (2023: four) accounting for 52% (2023: 49%) of its trade receivables outstanding as at that date. Management is confident that this concentration will not result in any loss to the Group considering the credit history of these customers. The average credit period on sales and services is between 30-60 days. The receivables from certain customers are secured by the bank guarantees. Trade receivables from related parties are disclosed under note 9.

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

	Collectively assessed AED'000	Individually assessed AED'000	Total AED'000
Balances at 1 January 2023	**28,305**	**37,708**	**66,013**
Acquisition of subsidiary	505	2,020	2,525
Reversals/recovery made during the year	(5,833)	(92)	(5,925)
Charge for the year (note 23)	13,387	14,379	27,766
Exchange differences	(23)	(92)	(115)
Balances at 1 January 2024	**36,341**	**53,923**	**90,264**
Reversals/recovery made during the year	(19,589)	(287)	(19,876)
Charge for the year (note 23)	3,583	51,656	55,239
Write-offs	-	(11,153)	(11,153)
Exchange differences	(265)	(756)	(1,021)
Balance at 31 December 2024	**20,070**	**93,383**	**113,453**

Amounts charged to expected credit loss allowance of trade receivables are generally written off when there is no realistic expectation of recovery. The carrying amounts of the Group's trade receivables are denominated in UAE Dirham, US Dollars and EGP and approximate to their fair value as at 31 December 2024. The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable mentioned above.

Allowance for expected credit losses as at 31 December 2024

	<60 days	61-90 days	91-365 days	>1 year	Total
Expected credit loss rate (%)	0-1%	2-3%	3-4%	22-24%	
Estimated total gross carrying amount (AED'000)	2,095,930	72,127	259,346	326,926	2,754,329
Lifetime Expected credit loss (AED'000)	(23,254)	(2,176)	(9,954)	(78,069)	(113,453)

Allowance for expected credit losses as at 31 December 2023

	<60 days	61-90 days	91-365 days	>1 year	Total
Expected credit loss rate (%)	0-1%	5%	6%	7%	
Estimated total gross carrying amount (AED'000)	2,179,173	137,440	403,055	603,578	3,323,246
Lifetime Expected credit loss (AED'000)	(20,356)	(6,213)	(23,308)	(40,387)	(90,264)

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 December 2024 AED'000	31 December 2023 AED'000
Due from related parties		
ADNOC Logistics and Services	**272,692**	228,480
Abu Dhabi National Oil Company (ADNOC)	**150,984**	131,972
ADNOC Drilling	**142,321**	242,981
ADNOC Onshore	**65,647**	78,157
ADNOC Offshore	**27,476**	24,205
ADNOC Gas Processing	**10,514**	15,352
ADNOC Sour Gas	**1,761**	5,095
ADNOC others	**31,611**	33,412
TotalEnergies & its affiliates	**47,717**	45,904
	750,723	805,558
Due to related parties		
Abu Dhabi National Oil Company (ADNOC)	**4,404,684**	4,611,600
ADNOC Logistics and Services	**3,949**	305
ADNOC others	**721**	-
TotalEnergies & its affiliates	**29,991**	215,726
	4,439,345	4,827,631

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 2,822,876 thousand (31 December 2023 AED 2,872,237 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 2023: AED 4,131,563 thousand).

Amounts relating to TotalEnergies and its affiliates pertain to the related party balances and transactions of the Group's subsidiary, TotalEnergies Marketing Egypt LLC (note 30).

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 (note 15).

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.

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

Related party balances:

	31 December 2024 AED'000	31 December 2023 AED'000
ADNOC Group		
Revenue	**1,744,496**	1,877,621
Purchases	**22,797,728**	23,483,366
Vessel hire and port charges	**92,418**	36,769
Dividends paid (note 33)	**2,571,250**	2,571,250
Rendering of service (note 19)	**187,042**	174,356
Recovery of expenses incurred related to City Gas	**-**	904
TotalEnergies and its affiliates		
Revenue	**635,620**	579,742
Purchases	**187,423**	154,434
Management Fee & services	**61,372**	67,273
Dividends paid	**42,450**	-

Compensation of key management personnel

	31 December 2024 AED'000	31 December 2023 AED'000
ADNOC Group		
Short term benefits	**48,171**	51,439
Pension contribution	**481**	688
	48,652	52,127
TotalEnergies and its affiliates		
Short term benefits	**877**	1,443
Pension contribution	**412**	678
	1,289	2,121

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 of Abu Dhabi related entities on disclosing transactions and related outstanding balances with government related parties owned by the Government other than the Parent Company and entities it owns and controls.

In September 2017, the Group entered into an agreement with the Parent Company and ADNOC Distribution Assets LLC (the "SPV"), to provide support services relating to the Parent Company's civil aviation fuel supply business and to operate and maintain certain assets belonging to the SPV. The SPV will compensate the Group on the basis of an 8% return over and above the operating expenditure incurred by the Group for such support services and operations. In 2023, this agreement was renewed for a term of five years.

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 has 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.

10. Right-of-use assets

Group as a lessee

The Group leases leasehold properties. The average lease term is 15 - 40 years (2023: 15 – 40 years). The dismantling cost related to the leasehold properties to return the land to its original condition is also included in the cost. The Group's obligations are secured by the lessor's title to the leased assets for such leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

	31 December 2024 AED'000	31 December 2023 AED'000
Opening balance	**1,778,418**	1,373,338
Additions related to land lease	**158,427**	511,560
Additions to decommissioning (note 18)	**7,610**	9,394
Acquisition of subsidiary (note 30)	**-**	98,694
Reversal due to terminated contracts	**(23,776)**	(51,316)
Depreciation charge during the year	**(151,669)**	(146,412)
Modifications during the year	**1,767**	(9,173)
Exchange differences	**(44,426)**	(7,667)
Closing balance	**1,726,351**	1,778,418

Amounts recognised in profit and loss

	31 December 2024 AED'000	31 December 2023 AED'000
Depreciation expense on right-of-use assets	**151,669**	146,412
Interest expenses on lease liabilities	**95,870**	95,567
	247,539	241,979

The total cash outflow for leases amounted to AED 208,300 thousand (2023: AED 200,322 thousand) (note 14).

Additions during the year relate to the lease of plots of land and equipment across the United Arab Emirates, Egypt and Kingdom of Saudi Arabia for construction of retail service stations.

11. Cash and bank balances

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

	31 December 2024 AED'000	31 December 2023 AED'000
Cash and bank balances	**2,734,038**	2,993,937
Term deposits with original maturities greater than three months	**200,225**	200,225

Cash and bank balances include short-term and call deposits amounting to AED 2,622,651 thousand (2023: AED 2,672,013 thousand) carrying interest rate ranging from 0.30% to 5.25% (31 December 2023: 0.30% to 5.40%) per annum.

12. Share capital

The original share capital of the Company as per the Law No. 13 of 1973 was AED 30 million divided into 300,000 shares, each valued at AED 100. By virtue of the decision of the Board of Directors of the Parent Company dated 17 October 1984, the share capital of the Company was increased to AED 200 million divided into 2 million shares, each valued at AED 100.

By virtue of the decision of the Supreme Petroleum Council dated 6 October 1998, the share capital of the Company was increased to AED 600 million divided into 6 million shares, each valued at AED 100. By virtue of the decision of the Supreme Petroleum Council dated 9 July 2006, the share capital of the Company was increased to AED 1,000 million divided into 10 million shares, each valued at AED 100.

In accordance with the Article of Association of the Company which became effective on 22 November 2017, the authorised capital and number of ordinary shares was amended as follows:

	31 December 2024 AED'000	31 December 2023 AED'000
Authorised:		
25,000,000,000 ordinary shares of AED 0.08 each	**2,000,000**	2,000,000
Issued and fully paid up:		
12,500,000,000 ordinary shares of AED 0.08 each	**1,000,000**	1,000,000

13. Statutory reserve

In accordance with the UAE Federal Decree Law No. 32 of 2021 and the Articles of Association of the Company, 10% of the profit is transferred to a non-distributable statutory reserve. Such transfers are required to be made until the reserve is equal to 50% of the paid up share capital.

Movement during the year pertains to the Group's subsidiary in Egypt whereby in accordance with the subsidiary's articles of association 5% of the profits of the year is transferred until the reserve reaches 50% of the paid up share capital.

14. Lease liabilities

	31 December 2024 AED'000	31 December 2023 AED'000
Opening balance	**1,747,264**	1,314,327
Additions	**158,427**	511,560
Acquisition of subsidiary (note 30)	**-**	98,694
Accretion of interest	**95,870**	95,567
Reversal due to terminated contracts	**(28,062)**	(55,515)
Payments	**(208,300)**	(200,322)
Modifications	**1,767**	(9,173)
Exchange differences	**(44,344)**	(7,874)
Closing balance	**1,722,622**	1,747,264
Current	**181,728**	183,013
Non-Current	**1,540,894**	1,564,251
Closing balance	**1,722,622**	1,747,264

	31 December 2024 AED'000	31 December 2023 AED'000
Maturity Analysis:		
Not later than 1 year	**181,728**	183,013
Later than 1 year and not later than 5 years	**691,345**	617,739
Later than 5 years	**849,549**	946,512
Closing balance	**1,722,622**	1,747,264

The Group does not face a significant liquidity risk with regard to its liabilities. Lease liabilities are monitored within the Group's finance function.

15. Borrowings

	31 December 2024 AED'000	31 December 2023 AED'000
Short term borrowing	**95,785**	-
Term loan - noncurrent	**5,494,859**	5,492,280
	5,590,644	5,492,280

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 7,408 thousand (31 December 2023: AED 10,558 thousand) are presented as other non-current assets.

During the year, 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 December 2024, an amount of 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.

The table below details changes in the Group's liabilities arising from financing activities. Liabilities arising from financing activities are those which cash flows were, or future cash flows will be, classified in the Group's financial statements of cash flows as cash flows from financing activities.

	31 December 2024 AED'000	31 December 2023 AED'000
As at 1 January	**5,492,280**	5,482,124
Acquisition of subsidiary	**-**	3,756
Payments made	**(1,284)**	(1,725)
Net proceeds from borrowings	**97,996**	2,788
Other charges (i)	**1,652**	5,337
As at 31 December	**5,590,644**	5,492,280

(i) Other charges include amortisation of transaction costs of the term loan and translation movement.

16. Provision for employees' end of service benefit

Movement in the provision recognised in the consolidated statement of financial position is as follows:

	31 December 2024 AED'000	31 December 2023 AED'000
As at 1 January	**192,271**	194,439
Charge for the year (note 24)	**31,157**	30,989
Transfer from related party	**1,151**	-
Payments	**(23,583)**	(33,157)
As at 31 December	**200,996**	192,271

17. Trade and other payables

	31 December 2024 AED'000	31 December 2023 AED'000
Trade payables	**543,211**	583,141
Capital accruals	**517,652**	610,117
Operating accruals	**355,520**	289,098
VAT payable	**301,282**	317,956
Income tax payable	**250,877**	171
Coupon and prepaid card sales outstanding	**129,753**	114,831
Contract retentions payable	**170,366**	122,535
Advances from customers	**61,514**	67,539
Other payables	**466,879**	435,967
	2,797,054	2,541,355

18. Provision for decommissioning

The provision for decommissioning obligation is mainly with respect to dismantling obligation of the service stations built on leased lands in Dubai and Northern Emirates in UAE and Egypt. The discount rate used to determine the obligation at 31 December 2024 is 4.44-4.78% (2023: 5.13-5.92%).

	31 December 2024 AED'000	31 December 2023 AED'000
Opening balance	**149,362**	134,532
Additions during the year	**7,610**	9,394
Accretion of interest (note 25)	**5,955**	5,436
Exchange differences	**(650)**	-
Closing balance	**162,277**	**149,362**

19. 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 29):

	31 December 2024 AED'000	31 December 2023 AED'000
Retail (B2C)		
Fuel	**22,223,252**	21,794,445
Non-fuel	**1,575,410**	1,422,726
Commercial (B2B)		
Corporate	**10,084,840**	9,872,507
Aviation	**1,570,214**	1,539,500
	35,453,716	34,629,178

Management expects that AED 25,884 thousand (2023: AED 34,010 thousand) is the remaining performance obligations as of the year ended 31 December 2024, which will be recognised as revenue during the next reporting period.

In connection with the transfer of the sales and purchasing activities of the Civil Aviation Division, the Company entered into a service agreement (the "Aviation Service Agreement"), pursuant to which the Parent Company reimburses the Company for and pays an additional margin of 8% of the total distribution and administrative costs of the Division incurred by the Company for handling the operations and providing certain aviation refuelling and other related services to its civil aviation customers.

The cost plus the margin of handling the civil aviation operations amounting to AED 187,042 thousand (2023: AED 174,356 thousand) was recognised as revenue (note 9).

20. Direct cost

	31 December 2024 AED'000	31 December 2023 AED'000
Materials (note 7)	**28,968,280**	28,503,924
Staff costs (note 24)	**269,404**	288,969
	29,237,684	28,792,893

21. Distribution and administrative expenses

	31 December 2024 AED'000	31 December 2023 AED'000
Staff costs	**1,588,613**	1,461,227
Depreciation and amortisation	**785,807**	696,565
Repairs, maintenance and consumables	**191,629**	202,869
Utilities	**218,252**	210,268
Distribution and marketing expenses	**110,917**	65,279
Insurance	**11,272**	9,658
Others	**288,452**	270,672
	3,194,942	2,916,538

22. Other income

	31 December 2024 AED'000	31 December 2023 AED'000
Gain on disposal of property, plant and equipment	**8,467**	2,608
Miscellaneous income	**129,592**	143,037
	138,059	145,645

Miscellaneous income consists mainly of convenient store income for the consigned goods and sales of scrap items, used oil, batteries, tires.

23. Impairment losses and other operating expenses

	31 December 2024 AED'000	31 December 2023 AED'000
Inventories written off (note 7)	**2,285**	4,018
Provision for slow moving inventories (note 7)	**1,303**	-
Impairment charge/losses on receivables (note 8)	**55,239**	27,766
Expected credit losses of bank balances	**22**	155
Impairment of capital work-in-progress (note 5)	**5,748**	5,152
Miscellaneous expenses	**25,657**	45,052
	90,254	82,143

24. Staff costs

	31 December 2024 AED'000	31 December 2023 AED'000
Salaries and allowances	**1,599,923**	1,471,391
Other benefits	**247,906**	271,765
Employees' end of service benefit (note 16)	**31,157**	30,989
	1,878,986	1,774,145
Staff costs are allocated as follows:		
Distribution and administrative expenses (note 21)	**1,588,613**	1,461,227
Direct costs (note 20)	**269,404**	288,969
Capital work-in-progress	**20,969**	23,949
	1,878,986	1,774,145

Other benefits consist mainly of medical expenses, trainings, leave and travel expenses and uniforms.

25. Finance costs

	31 December 2024 AED'000	31 December 2023 AED'000
Finance charges on bank facilities	**355,286**	331,754
Interest expense on lease liabilities (note 14)	**95,870**	95,567
Interest expense on provision for decommissioning (note 18)	**5,955**	5,436
	457,111	432,757

26. Taxation

a) Income tax expense

The Group calculates the period income tax expense using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax expense in the consolidated statement of profit or loss are:

	31 December 2024 AED'000	31 December 2023 AED'000
Income taxes		
Current income tax expense	**261,054**	27,118
Deferred income tax expense	**22,340**	(8,281)
Income tax expense recognised in statement of profit or loss	**283,394**	18,837

Income tax reconciliation schedule as follows:

	31 December 2024 AED'000	31 December 2023 AED'000
Profits subject to income tax	**2,755,677**	2,649,326
Income tax using the domestic corporate tax rate @ 9% (2023 – 9%)	**248,011**	238,439
Income which is exempt from taxation	**3,662**	-
Non-deductible expenses/income	**6,115**	10,631
Transfer pricing adjustment	**2,872**	-
Loss/(income) earned in tax free jurisdictions	**-**	(236,743)
Difference in overseas tax rates (Egypt)	**22,734**	6,510
Income tax expense	**283,394**	**18,837**

b) Deferred tax asset and liabilities

The following are the major deferred tax assets and liabilities recognised by the Group. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

	31 December 2024 AED'000	31 December 2023 AED'000
Deferred tax		
Fair value adjustments	**(73,966)**	(134,962)
Accelerated depreciation	**(5,152)**	(3,538)
Provisions	**2,298**	3,626
Foreign currency translation	**(1,311)**	2,078
Deferred tax on dividend receivable	**(1,933)**	-
Net deferred tax liability	**(80,064)**	**(132,796)**
Reflected in the statement of financial position as follows:		
Deferred tax asset	**-**	2,166
Deferred tax liabilities	**80,064**	134,962

c) OECD Pillar Two model rules

The Organisation for Economic Co-operation and Development (OECD)/G20 Inclusive Framework on Base Erosion and Profit Shifting published the Pillar Two model ("Pillar Two") rules designed to address the tax challenges arising from the digitalisation of the global economy.

On 9th December 2024, the UAE announced, it will implement a "Domestic Minimum Top-up Tax" (DMTT) effective from 1 January 2025. As the UAE has only recently published the relevant regulations, the Group is currently reviewing the impact of the overall Pillar Two tax position and does not anticipate material exposure.

The Group applies the IAS 12 exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

27. Foreign currency translation reserve

	31 December 2024 AED'000	31 December 2023 AED'000
Balance at the beginning of the year	**(2,995)**	-
Exchange differences on translating the net assets of foreign operations	**(427,100)**	(5,990)
Relating to non-controlling interests	**131,827**	2,995
Balance at the end of the year	**(298,268)**	(2,995)

28. Basic and diluted earnings per share (EPS)

Earnings per share amounts are calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of share outstanding during the year.

	31 December 2024 AED'000	31 December 2023 AED'000
Earnings (AED'000)		
Profit for the year attributable to equity holders of the Company	**2,420,275**	2,601,421
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)	**0.194**	0.208

There are no dilutive securities, therefore diluted EPS is the same as basic EPS.

29. 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 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.

31 December 2024	Commercial (B2B)AED'000	Retail (B2C) AED'000	Unallocated AED'000	Consolidated AED'000
Revenue	11,655,054	23,798,662	-	35,453,716
Direct costs	(10,143,360)	(19,094,324)	-	(29,237,684)
Gross profit	**1,511,694**	**4,704,338**	**-**	**6,216,032**
Distribution and administrative expenses	(452,130)	(2,742,668)	(144)	(3,194,942)
Other income	4,953	110,404	22,702	138,059
Impairment losses and other operating expenses	(38,900)	(26,508)	(24,846)	(90,254)
Operating profit	**1,025,617**	**2,045,566**	**(2,288)**	**3,068,895**
Interest income				143,893
Finance costs				(457,111)
Income tax expense				(283,394)
Profit for the year				**2,472,283**

31 December 2023	Commercial (B2B)AED'000	Retail (B2C) AED'000	Unallocated AED'000	Consolidated AED'000
Revenue	11,412,007	23,217,171	-	34,629,178
Direct costs	(10,074,973)	(18,717,920)	-	(28,792,893)
Gross profit	**1,337,034**	**4,499,251**	**-**	**5,836,285**
Distribution and administrative expenses	(384,156)	(2,530,849)	(1,533)	(2,916,538)
Other income	36,915	82,793	25,937	145,645
Impairment losses and other operating expenses	(25,910)	(17,764)	(38,469)	(82,143)
Operating profit	**963,883**	**2,033,431**	**(14,065)**	**2,983,249**
Interest income				98,834
Finance costs				(432,757)
Income tax expense				(18,837)
Profit for the year				**2,630,489**

Geographical segments

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

	31 December 2024		31 December 2023	
	KSA AED'000	Egypt AED'000	KSA AED'000	Egypt AED'000
Revenue (external customers)	**917,989**	**3,670,475**	798,583	3,494,012

	31 December 2024		31 December 2023	
	KSA AED'000	Egypt AED'000	KSA AED'000	Egypt AED'000
Property, plant and equipment	**262,171**	**142,548**	262,501	192,629
Right of use assets	**625,940**	**66,686**	617,679	101,822
Intangibles	**1,128**	**598,178**	1,128	1,052,683
	889,239	**807,412**	881,308	1,347,134

30. Business combination

Acquisitions in 2023

30.1 TotalEnergies Marketing Egypt LLC.

On 28 July 2022, the Company entered into a quota purchase agreement with TotalEnergies Marketing Afrique SAS to acquire a 50% stake in TotalEnergies Marketing Egypt LLC (TEME), a limited liability company registered in Cairo, Egypt.

On 6 February 2023, pursuant to the quota purchase agreement, all major conditions precedent to completion were completed and the Group acquired control over TEME for a total consideration of AED 720,580 thousand.

The TEME equity stake was acquired as part of the growth strategy of the Company to accelerate international expansion in Egypt.

The acquisition has been accounted for using the acquisition method of accounting, and accordingly, the identifiable assets acquired, and liabilities assumed, have been recognised at their respective fair values. No financial information was available as of the acquisition date of 6 February 2023 therefore it was impracticable to consolidate the entity as of the acquisition date.

There were no significant transactions or events from 1 February 2023 to the acquisition date, therefore management decided to consolidate from 1 February 2023.

The amounts recognised in respect of the fair values at the date of acquisition of the identifiable assets acquired and liabilities assumed are set out in the table below:

	AED'000
Assets	
Property, plant and equipment	150,760
Right-of-use assets	98,694
Intangibles	680,114
Cash and bank balances	169,462
Trade receivables and other current assets	82,706
Advance to contractors	4,223
Inventories	95,590
Due from related parties	44,730
Total assets	1,326,279
Liabilities	
Trade and other payables	280,450
Deferred tax liability	141,028
Due to related parties	135,971
Lease liabilities	98,694
Long term deposits	5,780
Borrowings	3,756
Total liabilities	665,679
Total identifiable net assets at fair value	660,600
Non-controlling interests	(330,802)
Group's share of net assets acquired	329,798
Purchase consideration	720,580
Goodwill	390,782

The Group measured the acquired lease liabilities using the present value of the remaining lease payments at the date of acquisition. The right-of-use assets were measured at an amount equal to the lease liabilities and adjusted to reflect the favourable terms of the lease relative to market terms.

The deferred tax liability mainly comprises the tax effect of the accelerated depreciation for tax purposes of tangible and intangible assets.

The goodwill of 390,782 thousand comprises the value of expected synergies arising from the acquisition. Goodwill is allocated to the Group's CGUs for Retail, Corporate and Aviation. None of the goodwill recognised is expected to be deductible for income tax purposes.

The non-controlling interests (50% ownership interest in TEME) recognised at the acquisition date was measured by reference to the proportionate share of net assets acquired and amounted to AED 330,802 thousand.

From the date of acquisition until 31 December 2023, TEME contributed revenue of AED 574,444 thousand and profit of AED 9,176 thousand. The non-controlling interests (50% ownership interest in TEME) recognised at the acquisition date was measured by reference to the proportionate share of net assets acquired and amounted to AED 330,802 thousand.

Purchase consideration

	AED'000
Cash paid	708,562
Contingent consideration liability	12,018
	720,580

Analysis of cashflow on acquisition

	AED'000
Cash paid for the acquisition	
Cash paid for the acquisition	(708,562)
Net cash acquired on business combination	169,462
Net cash outflow on acquisition	(539,100)
Transaction cost of the acquisition	(11,456)
Net cash outflow on acquisition	**(550,556)**

31. Contingencies and litigation

As at 31 December 2024, the Group has contingent liabilities amounting to AED 299,125 thousand (31 December 2023: AED 230,052 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 consolidated financial statements if concluded unfavorably.

32. Commitments

The capital expenditure contracted for at the reporting date but not yet incurred amounted to AED 430,695 thousand (31 December 2023: AED 368,216 thousand).

33. 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 an interim dividend of 10.285 fils per share to the shareholders in respect of the first half of 2024. The dividend comprised of AED 1,285,625 thousand, which was approved during the Board of Directors Meeting held on 20 September 2024 and paid on 2 October 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 2022. The dividend comprised of AED 1,285,625 thousand, which was approved at the General Assembly Meeting held on 15 March 2023 and paid on 29 March 2023.

The Board of Directors approved an interim dividend of 10.285 fils per share to the shareholders in respect of the first half of 2023.

The dividend comprised of AED 1,285,625 thousand, which was approved during the Board of Directors Meeting held on 25 September 2023 and paid on 3 October 2023.

The General Assembly of the Group's subsidiary, TotalEnergies Marketing Egypt LLC, approved a dividend of AED 41,057 thousand to its shareholders in respect of the year ended 31 December 2023.

The dividend is allocated to the Group and non-controlling interest on a 50% basis and was approved at the General Assembly Meeting held on 23 April 2024.

The General Assembly of the Group's subsidiary, TotalEnergies Marketing Egypt LLC, approved a dividend of AED 64,788 thousand to its shareholders in respect of the year ended 31 December 2022.

The dividend is allocated to the Group and non-controlling interest on a 50% basis and was approved at the General Assembly Meeting held on 4 April 2023.

34. Financial instruments

Capital risk management

The primary objective of the Group's capital risk management activities is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholder value. The Group manages its capital structure, and makes adjustments to it, in light of changes in economic conditions.

The Group monitors capital using a leverage ratio, which is net debt divided by total capital defined as equity plus net debt. The capital structure of the Group consists of total debt (including current and non-current borrowings as shown in the consolidated statement of financial position), less cash and cash equivalents and equity comprising share capital, statutory reserve and retained earnings.

The leverage ratio, determined as net debt to net debt plus equity, at the year-end was as follows:

	31 December 2024 AED'000	31 December 2023 AED'000
Debt	**5,590,644**	5,492,280
Cash and cash equivalent (note 11)	**(2,734,038)**	(2,993,937)
Net debt	**2,856,606**	2,498,343
Net debt	**2,856,606**	2,498,343
Equity	**2,991,839**	3,472,066
Net debt plus equity	**5,848,445**	5,970,409
Leverage ratio	**48.8%**	41.8%

Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk and price risk), commercial and credit risk and liquidity risk.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk

vi. Foreign exchange risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rate. The Group may be exposed to currency and translation related risks on its borrowings denominated in US Dollars and its investments in a foreign subsidiary. In respect of the Group's transactions and balances denominated in US Dollars and Saudi Riyal, the Group is not exposed to the currency risk as the UAE Dirham and Saudi Riyal are currently pegged to the US Dollar.

The table below summarises the sensitivity of the Group's monetary assets and liabilities to changes in foreign currency movements at year end. The analysis is based on the assumptions that the relevant foreign exchange rate increased/decreased by 5% with all other variables held constant:

	Assets AED'000	Liabilities AED'000	Net exposure AED'000	Effect on net equity for +/- 5% sensitivity AED'000
2024				
Egyptian pound	**185,855**	**(465,577)**	**(279,722)**	**13,986**
Euro	**-**	**(3,078)**	**(3,078)**	**154**
	185,855	**(468,655)**	**(282,800)**	**14,140**
2023				
Egyptian pound	395,992	(734,999)	(339,007)	16,950
Swiss Franc	-	(2,225)	(2,225)	111
Euro	-	(15,305)	(15,305)	765
	395,992	(752,529)	(356,537)	17,827

vii. Cash flow and fair value interest rate risk

The Group is exposed to interest rate risk on its interest bearing assets and Group's debt obligations with floating interest rates. Consequently, the Group's income and operating cash flows are dependent on changes in market interest rates. Deposits or placements issued at fixed rates expose the Group to fair value interest rate risk. The Group's policy is to manage these risks based on management's assessment of available options and placing any surplus funds with ADNOC for treasury management or with creditworthy banks (note 11).

The deposits and placements are on rollover basis for three months or less, as such the carrying amounts have not been discounted as the impact of discounting is not deemed to be significant.

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates at the financial position date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the financial position date was outstanding for the whole year.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2024 would have decreased/increased by AED 27,953 thousand (2023: AED 27,416 thousand). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

viii. Price risk

The Group is exposed to commodity price risk arising from retail prices of the refined petroleum products. Gasoline and diesel prices are set by the UAE Ministry of Energy, which limits and may result in reductions in the profit margins on these products.

There can be no assurance that the UAE Ministry of Energy will continue to set retail prices at a level that provides the same or a similar profit margin, and any reduction in the profit margin on these products would have a material adverse impact on our results of operations and financial position. Under the new supply agreements, ADNOC will provide the Group protection against reduction in per-litre gross profits below certain specified levels (note 9).

ix. Credit risk

Credit risk arises from deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables, due from Subcommittee and committed transactions. Management assesses the credit quality of its customers, taking into account financial position, past experience and others factors. Individual risk limits are based on management's assessment on a case-by-case basis.

The Group's policy is to place cash and cash equivalents and term deposits with reputable banks and financial institutions and the Group's management does not expect any losses from non-performance of its counterparties as it believes that adequate allowance has been created against the impaired receivables.

The Group's trade receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. The maximum exposure is the carrying amount of the trade receivables as disclosed in note 8.

(b) Liquidity risk

The Group limits its liquidity risk by ensuring adequate cash from operations is available to meet its funding requirements. The Group monitors its risk of shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (e.g., bank deposits, trade receivables and other financial assets), and projected cash flows from operations. The Group's objective is to maintain liquidity through credit lines available from banks or with the Parent. As at 31 December 2024, the Group had access to a USD 375,000 thousand and AED 1,377,188 thousand credit facility which was fully unutilised (note 15).

The table below summarises the maturity profile of the Group's financial liabilities at 31 December 2024 and 2023 based on the contractual undiscounted payments.

	< 1 year AED'000	> 1 year AED'000	Total AED'000
At 31 December 2024			
Borrowings	**-**	**5,494,859**	**5,494,859**
Short term borrowings	**95,785**	**-**	**95,785**
Due to related parties	**4,439,345**	**-**	**4,439,345**
Lease liabilities	**181,728**	**1,540,894**	**1,722,622**
Trade and other payables (excluding advances from customers,			
VAT payable, income tax payable and coupon and prepaid card sales outstanding)	**2,053,628**	**-**	**2,053,628**
	6,770,486	**7,035,753**	**13,806,239**
At 31 December 2023			
Borrowings	-	5,492,280	5,492,280
Due to related parties	4,827,631	-	4,827,631
Lease liabilities	183,013	1,564,251	1,747,264
Trade and other payables (excluding advances from customers,			
VAT payable, income tax payable and coupon and prepaid card			
sales outstanding)	2,040,858	-	2,040,858
	7,051,502	7,056,531	14,108,033

Whilst the Parent Company account is payable on demand or within agreed payment terms, the Parent Company considers the ability of the Group to pay, and its cash position prior to any payment request or transfer. The Parent Company account includes the cost of supplying the Group with its inventories as the Parent Company is the principal supplier of petroleum products to the Group (note 9).

Fair value estimation

The carrying value less any impairment provision of trade receivables and payables, approximate to their fair values as they are mainly short-term in nature. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate available to the Group for financial instruments.

Financial instruments by category

	31 December 2024 AED'000	31 December 2023 AED'000
Financial assets		
Cash and bank balances (including term deposits)	**2,934,263**	3,194,162
Due from related parties	**750,723**	805,558
Trade and receivables and other current assets (excluding prepaid expenses and VAT receivable)	**2,851,956**	3,436,772
	6,536,942	7,436,492

	31 December 2024 AED'000	31 December 2023 AED'000
Financial liabilities		
Trade and other payables (excluding advances from customers, VAT payable, income tax payable and coupon and prepaid card sales outstanding)	**2,053,628**	2,040,858
Due to related parties	**4,439,345**	4,827,631
Lease liabilities	**1,722,622**	1,747,264
Borrowings	**5,494,859**	5,492,280
Short term borrowings	**95,785**	-
	13,806,239	14,108,033

For the purpose of the disclosure, non-financial assets amounting to AED 84,026 thousand (2023: AED 82,641 thousand) have been excluded from trade receivables and other current assets and non-financial liabilities amounting to AED 743,426 thousand (2023: AED 500,497 thousand) have been excluded from trade and other payables.

35. Comparative figures

Certain comparative figures have been reclassified from prior year, wherever necessary, to conform to the presentation adopted in the current year of the consolidated financial statements.

36. Approval of financial statements

The consolidated financial statements were approved by the Board of Directors and authorised for issue on 10 February 2025.

Glossary

ADNOC	Abu Dhabi National Oil Company
ADNOC Distribution	Abu Dhabi National Oil Company for Distribution
ADNOCDIS UH	Bloomberg symbol for ADNOC Distribution
ADNOCDIST	ADX symbol for ADNOC Distribution shares
ADNOCDIST.AD	Reuters instrument code for ADNOC Distribution
ADNOC on the go	A compact ADNOC Distribution service station
ADX	Abu Dhabi Securities Exchange
ADBase	A world-class base oil supplied by ADNOC
AED	United Arab Emirates Dirham, the currency of the United Arab Emirates
AI	Artificial Intelligence
API	American Petroleum Institute
CAPEX	Capital Expenditure
CNG	Compressed Natural Gas
The Company	ADNOC Distribution
EBITDA	Earnings before Interest, Tax, Depreciation and Amortization
ERM	Enterprise Risk Management
EV	Electric Vehicles
ES	Environmental, Social and Governance
FAR	Fatal Accident rate, number of Fatalities / 100 million manhour
Fill & Go	An AI-backed solution that utilizes innovative tocology at ADNOC Distribution service stations
FCF	Free Cash Flow calculated as Net cash generated from operating activities less payments for purchase of property, plant and equipment and advances to contractors
FTSE	The Financial Times Stock Exchange, now known as FTSE Russel Group
GHG	Greenhouse Gasses
Grey Market	An unofficial market in goods that have not been obtained from an official supplier
H_2Go	ADNOC Distribution's Hydrogen refuelling station
HC	Human Capital
HSE	Health, Safety and Environment
ICV	In-Country Value
IPO	Initial Public Offering
ISIN	International Securities Identification Number
ISO	International Organization for Standardization
JIC	Joint Inspection Group
KSA	Kingdom of Saudi Arabia
LPG	Liquified Petroleum Gas
LTIF	Loss Time Injury Frequency, the number of loss Time Injuries / million manhours
MENA	Middle East and North Africa
MSCI	Morgan Stanley Capital International
My Station	ADNOC Distribution's fleet of mobile assets for fuel and LPG delivery
NIN	National Investor Number
NGV	Natural Gas Vehicles
OPEX	Operating Expenses
ROCE	Return of Capital Employed
ROE	Return of Equity
SCA	Securities and Commodities Authority
TRIR	Total Recordable Incident Rate, the umber of recordable incidents / million manhour
UAE	United Arab Emirates
USD	United States Dollar, the currency of the United States