

**Date:** 22 February 2021

التاريخ: 22 فبراير 2021

**Mr. Hamad Abdulla Al Ali**  
**Acting Head of Listed Companies Affairs**  
**Department**  
**Abu Dhabi Securities Exchange**  
**PO Box 54500**  
**Abu Dhabi, UAE**

السيد/ حمد عبد الله العلي  
رئيس إدارة شؤون الشركات المدرجة بالإتابة  
سوق أبوظبي للأوراق المالية  
صندوق بريد 54500  
أبوظبي، الإمارات العربية المتحدة

Greetings,

تحية طيبة وبعد،

Notice is hereby given that the Securities and Commodities Authority (SCA) has approved the request to open the nomination process for the membership of the Board of Directors of ADNOC Distribution, as well as the Company's General Assembly Meeting date and agenda. The meeting will be held, virtually, on Tuesday, 16<sup>th</sup> March 2021 at 2:00 p.m.

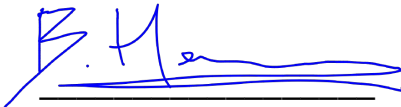
نحيط عنايتكم علماً بموافقة السادة/ هيئة الأوراق المالية والسلع على طلب فتح باب الترشيح لعضوية مجلس إدارة الشركة، وعلى موعد وجدول أعمال اجتماع الجمعية العمومية السنوي لشركة أدنوك للتوزيع والذي سيعقد يوم الثلاثاء الموافق 16 مارس 2021 في تمام الساعة الثانية والنصف ظهراً، عن طريق استخدام تقنية الحضور عن بعد.

Please find attached the approved announcement of opening the nomination for the membership of the Company's Board of Directors, and the General Assembly invitation and agenda. The two announcements will be published in Alittihad newspaper and The National newspaper, on Tuesday, 23<sup>rd</sup> February 2021.

مرفق لكم طيه إعلان فتح باب الترشيح لعضوية مجلس إدارة الشركة ودعوة وجدول أعمال اجتماع الجمعية العمومية السنوي الموافق عليهما، علماً بأنه سيتم نشر الإعلانين في كل من صحيفة الاتحاد وذا ناشونال يوم الثلاثاء الموافق 23 فبراير 2021.

Best regards,

مع فائق الاحترام والتقدير،



بن هينيسي  
المستشار القانوني وسكرتير مجلس الإدارة  
**Ben Hennessy**  
**General Counsel & Corporate Secretary**

## **ANNOUNCEMENT OF THE OPENING OF NOMINATIONS FOR MEMBERSHIP OF THE BOARD OF DIRECTORS OF ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC**

The Board of Directors of Abu Dhabi National Oil Company for Distribution PJSC (the Company) is pleased to inform the shareholders of the opening of nominations to membership of the Company's Board of Directors from Tuesday 23 February 2021 until 2:00pm on Thursday 4 March 2021. Each person fulfilling the requirements of nomination to the Board of Directors may send an application (which is available on the Company's website [www.adnocdistribution.ae](http://www.adnocdistribution.ae)) to the management of the Company by email at [ir@adnocdistribution.ae](mailto:ir@adnocdistribution.ae). The application shall be accompanied by a brief about the applicant and the membership capacity for which he/she wishes to nominate himself/herself (being an executive member, non-executive member or independent member).

### **General conditions:**

1. The number of Board members required to be elected is seven members.
2. The nomination period for Board membership shall remain open for at least 10 days from the date of this announcement pursuant to the requirements of Article (9) of the Corporate Governance Guide issued by Resolution of the Chairman of the SCA No. (3/R.M) of 2020.
3. Nominees for the Board of Directors shall meet the requirements of the Federal Law No 2 of 2015 concerning Commercial Companies, the Corporate Governance Guide issued by Resolution of the Chairman of the SCA No. (3/R.M) of 2020 and the Company's Articles of Association.
4. The documents referred to in Article 20 of the Company's Articles of Association and paragraph 7 of Article (10) of the Corporate Governance Guide issued by Resolution of the Chairman of the SCA No. (3/R.M) of 2020 should be attached to the nomination application.
5. The nominee may not, after closing the nomination, assign his/her nomination in favor of another person.
6. The Company will submit the nominees' application forms to the Supreme Petroleum Council for approval. The names of the approved nominees and their nomination information will be published on the Company's website ([www.adnocdistribution.ae](http://www.adnocdistribution.ae)) and on its page on ADX's website ([www.adx.ae](http://www.adx.ae)) on Saturday 13 March 2021. The voting and election will take place electronically at the general assembly due to be held on Tuesday 16 March 2021.
7. The Securities and Commodities Authority and the Market will be provided with a list of nominees after closing the nomination.

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

The Board of Directors of Abu Dhabi National Oil Company for Distribution PJSC (the Company) invites the Shareholders to attend the annual general assembly meeting virtually through an electronic link for the meeting which will be sent to the Shareholders via SMS, email (as available) and through ADX portal to enable the Shareholders to attend the meeting virtually and discuss the agenda and vote on the proposed resolutions in real time, on Tuesday 16 March 2021 at 2:00pm to consider the following agenda:

## Firstly: Special resolution agenda item:

1. Approve by Special Resolution the amendment to Articles 1, 16, 17, 19, 20, 22, 25, 26, 31, 37, 38, 39, 41, 45, 46, 47, 49, 50, 55 and 62 of the Articles of Association of the Company as published at the Company's page at ADX and uploaded to the Company's website under the following link:  
<https://www.adnocdistribution.ae/en/investor-relations/>
2. To authorise the Board of Directors of the Company, and/or any person so authorised by the Board of Directors, to adopt any resolution or take any action as may be necessary to implement the ordinary and special resolutions to be adopted by the general assembly in this meeting including agreeing any changes to any of the above amendments to the Articles of the Company which the SCA or other regulatory authorities may request.

## Secondly: Ordinary resolutions agenda items:

1. Consider and approve the Board of Directors' report on the Company's activity and its financial position for the financial year ended 31 December 2020.
2. Consider and approve the auditor's report for the financial year ended 31 December 2020.
3. Consider and approve the Company's balance sheet and profit and loss account for the financial year ended 31 December 2020.
4. Approve the interim cash dividend of AED 1.285 Billion (10.285 fils per share) for the first half of 2020 which was distributed to shareholders by virtue of a resolution of the Board of Directors adopted on 29 September 2020.
5. Consider and approve the Board of Directors' recommendation regarding the distribution of a cash dividend amounting to AED 1.285 Billion (10.285 fils per share) for the second half of 2020, to bring the total cash dividend for the year ended 31 December 2020 to AED 2.57 Billion (20.57 fils per share, 257.1% of the Company's share capital).
6. Absolve the members of the Board of Directors of liability for the financial year ended 31 December 2020 or dismiss them and file claim against them.
7. Absolve the auditors of liability for the financial year ended 31 December 2020 or dismiss them and file claim against them.
8. Approve the Board of Directors remuneration for the financial year ended 31 December 2020.
9. Appoint the auditors for the financial year 2021 and determine their fees.
10. Ratification of all resolutions, decisions and actions adopted by the current Board of Directors of ADNOC Distribution between 16 November 2020 until the convening of this annual general assembly.
11. Appoint two representatives for the shareholders and determine their fees in accordance with paragraph (4) of Article (40) of the Corporate Governance Guide issued by Resolution of the Chairman of the SCA No. (3/R.M) of 2020.
12. Consider and approve the Board of Directors' recommendation to amend the dividend policy of the Company for 2022 setting a minimum of AED 2.57 billion dividend or 20.57 fils per share (compared to minimum 75% of distributable profits as per current policy); the years thereafter remain unchanged at a dividend equal to at least 75% of distributable profits. All other sections of the dividend policy remain the same and the above changes shall be subject to them.
13. Elect the Board of Directors for three years.

## Notes:

1. At the direction of the Securities and Commodities Authority, the Company's shareholders who will attend the general assembly virtually should register their attendance electronically to be able to vote on the items of the general assembly. Registration is open from 2pm on Monday 15 March 2021 and closes at 2pm on Tuesday 16 March 2021. For electronic registration, please visit the following website: [www.smartagm.com](http://www.smartagm.com). Holders of proxies must send a copy of their proxies to the email address [is@bankfab.com](mailto:is@bankfab.com) with their names and mobile number to receive text messages for registration.
2. Any Shareholder registered entitled to attend the general assembly meeting may delegate any person other than a member of the Board of Directors, employees of the Company, a broker or employees of such broker under a special written proxy. In such capacity, no proxy may represent a number of shareholders who hold more than 5% of the shares in the capital of the Company. Persons of incomplete capacity or incapable shall be represented by their legal representatives. (provided that the requirements set forth in items 1 and 2 of Article (40) of Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning the Approval of Joint Stock Companies Governance Guide are taken into account). Shareholders may review the disclosure posted on the Company's page at ADX in respect of the requirements to be adopted to approve a proxy.
3. The passing of a special resolution requires the consent of shareholders representing three quarters of the shares represented at the meeting.
4. A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the general assembly of the Company. The delegated person shall have the powers as determined in the delegating resolution.
5. Shareholders registered in the shareholders register on Monday 15 March 2021 shall be entitled to vote in the general assembly meeting.
6. The meeting of the general assembly shall not be valid unless attended by Shareholders who hold or represent by proxy at least (50%) of the Company's share capital. In case quorum is not reached in the first meeting, the second meeting shall be convened on Tuesday 30 March 2021 at the same time and place and the proxies issued for the second meeting shall be valid. The second meeting shall be valid if attended by at least one shareholder.
7. Shareholders registered in the shareholders register on Sunday 28 March 2021 shall be entitled to receive the dividends if the quorum is achieved on 16 March 2021, and shareholders registered in the shareholders register on Sunday 11 April 2021 shall be deemed to be entitled to receive the dividends if the general assembly is held on 30 March 2021.
8. Shareholders are required to update their contact details at the Abu Dhabi Securities Exchange to ensure that dividends are delivered properly. Dividends will be distributed through the Abu Dhabi Securities Exchange.
9. The virtual meeting will be recorded. Shareholders are entitled to discuss the items listed in the agenda and ask questions to the Board of the Directors and the auditors of the Company.
10. The Company's consolidated financial statements for the year ended 31 December 2020 and the Company's corporate governance report are available via the Company's page on the Abu Dhabi Securities Exchange and the Company's website <https://www.adnocdistribution.ae/en/investor-relations/investor-relations/downloads/>
11. The Shareholders can view and download the Investors Rights Guidelines on the Securities and Commodities Authority's website through the following link <https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>

The Board of Directors

## إفصاح توضيحي بشأن اعتماد التوكيلات

بناءً على متطلبات البندين 1 و 2 من المادة رقم 40 من دليل الحوكمة، نود أن نلفت السادة المساهمين إلى ما يلي:

1. يجوز لمن له حق حضور الجمعية العمومية أن ينيب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها. ويجب ألا يكون الوكيل -لعدد من المساهمين- حائزاً بهذه الصفة على أكثر من (5%) من رأس مال الشركة المصدر. ويمثل ناقصي الأهلية وفاقديها النائبون عنهم قانوناً.

2. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (1) هو التوقيع المعتمد من/لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.

- (أ) الكاتب العدل.
- (ب) غرفة تجارة أو دائرة اقتصادية بالدولة.
- (ج) بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما.
- (د) أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.

## Clarifying disclosure regarding the approval of agencies

According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders with the following:

each shareholder who has the right to attend the general assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the Company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.

2. The shareholder signature on the power of attorney referred in clause No. (1) shall be the signature approved by any of the following entities:

- A. Notary Public.
- B. Commercial chamber of economic department in the state.
- C. Bank or company licensed in the state, provided that the agent shall have account with any of them.
- D. Any other entity licensed to perform attestation works.