



Date: 15 March 2020

التاريخ: 15 مارس 2020

**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 ADNOC Distribution's General Assembly Meeting date and agenda. The meeting will be held on Tuesday, 31<sup>st</sup> March 2020 at 2:30 p.m., at ADNOC Business Center, Abu Dhabi.

نحيط عنايتكم علماً بموافقة السادة/ هيئة الأوراق المالية والسلع على موعد وجدول أعمال اجتماع الجمعية العمومية السنوي لشركة أدنوك للتوزيع، والذي سيعقد يوم الثلاثاء الموافق 31 مارس 2020 في تمام الساعة الثانية والنصف ظهراً، في مركز أعمال أدنوك، أبوظبي.

Please find attached the approved General Assembly invitation and agenda.

مرفق لكم طيه دعوة وجدول أعمال اجتماع الجمعية العمومية السنوي الموافق عليه.

Best regards,

مع فائق الاحترام والتقدير،

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

# ABU DHABI NATIONAL OIL COMPANY FOR DISTRIBUTION PJSC INVITATION TO ATTEND THE GENERAL ASSEMBLY MEETING TO BE HELD ON TUESDAY, 31 MARCH 2020

The Board of Directors of Abu Dhabi National Oil Company for Distribution PJSC (the Company) is pleased to invite shareholders to attend the Company's General Assembly Meeting on Tuesday, 31 March 2020, at 2:30 pm to be held at ADNOC Business Center, Zayed The First Street, Abu Dhabi. The meeting will consider the following:

1. Review and approve the report of the Board of Directors on the Company's activities and its financial position for the year ended 31 December 2019.
  2. Review and approve the report of the Company's independent auditor for the year ended 31 December 2019.
  3. Discuss and approve the Company's financial statements for the year ended 31 December 2019.
  4. Consider and approve the appointment of Mr. Ahmed Jasim Al Zaabi as a new Board member in replacement of Mr. Matar Hamdan Al Ameri who resigned from the Board on 30 April 2019.
  5. Approve the interim cash dividend of AED 1.194 Billion (9.55 fils per share) for the first half of 2019 which was distributed to shareholders by virtue of a resolution of the Board of Directors adopted on 29 September 2019.
  6. Consider and approve the Board of Directors' recommendation regarding the distribution of a cash dividend amounting to AED 1.194 Billion (9.55 fils per share) for the second half of 2019, to bring the total cash dividend for the year ended 31 December 2019 to AED 2.39 Billion (19.10 fils per share, 239% of the Company's share capital).
  7. Consider the proposal of the Board of Directors regarding the remuneration of the Board Directors for the year ended 31 December 2019, and to determine such remuneration.
  8. Absolve the Board of Directors of liability for their activities for the year ended 31 December 2019 or remove them or file a legal claim against them.
  9. Absolve the independent auditor of liability for their activities for the year ended 31 December 2019 or remove them or file a legal claim against them.
  10. Appoint the Company's independent auditor for 2020 and determine their remuneration.
  11. Authorise the Chairman of the Board of Directors and any person so authorised by the Chairman to carry out any action as may be required to implement the resolutions adopted by the General Assembly Meeting.
- Notes:**
1. Each shareholder may authorize a representative of their choice (other than a member of the Company's Board of Directors) to attend the General Assembly Meeting on behalf of the shareholder by means of a written proxy in the prescribed form sent to the shareholders. The representative must not, in such capacity, hold more than 5% of the Company's shares on behalf of several shareholders. Persons of incomplete legal capacity will be represented by their legal representatives and minors will be represented by their parent or guardian. 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 Meeting, and the delegated person will have the powers as determined in the delegated resolution. The proxy form must be submitted and delivered to Abu Dhabi Securities Exchange Head Office (Al Ghaith Tower - ground floor - Hamdan Bin Mohammed Street, Al Markaziyyah District, Abu Dhabi, UAE) not less than two days prior to the date of the meeting. Only original proxies will be accepted.
  2. Shareholders that are registered in the Company's share book on Monday, 30 March 2020 will be entitled to attend the General Assembly Meeting and vote.
  3. Shareholders registered in the Company's share book on Sunday, 12 April 2020 shall be entitled to receive dividends if the General Assembly Meeting convened on its first meeting on Tuesday, 31 March 2020. Shareholders who are registered on Wednesday, 15 April 2020 shall be entitled to receive the dividends if the General Assembly Meeting does not convene until its second meeting on Sunday, 5 April 2020.
  4. Shareholders can review the Company's financial statements and 2019 corporate governance report on Abu Dhabi Securities Exchange website and on the Company's website [www.adnocdistribution.ae](http://www.adnocdistribution.ae), prior to the Annual General Meeting. Hard copies will be available at the meeting which can be obtained upon registering for the meeting.
  5. The General Assembly Meeting will only be valid if attended by shareholders (or their proxies) who represent at least 50% of the Company's capital. If this quorum is not achieved at the first meeting on Tuesday 31 March 2020, a second meeting will be held on Sunday, 5 April 2020 at the same place and time. The second meeting will be considered valid if attended by one or more shareholders. Shareholders who are registered in the Company's share book on Thursday, 2 April 2020 will be entitled to attend the second meeting and vote at such meeting. All duly completed proxy forms shall continue to be valid and in full force for any adjourned meeting unless revoked by the relevant shareholder by written notice to the registrar Abu Dhabi Securities Exchange Head (Al Ghaith Tower, Hamdan Bin Mohammed Street, Al Markaziyyah District, Abu Dhabi, UAE) two days prior to the meeting.
  6. Shareholders are required to update their bank account details at Abu Dhabi Securities Exchange to ensure that dividends are delivered properly. Dividends will be distributed through the Abu Dhabi Securities Exchange.
  7. Shareholders can review the investors' rights in securities guide on the homepage of the Securities and Commodities Authority's official website: <https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>.