

Integrated Report 2025

POWERING GROWTH, COMMUNITIES AND CAPITAL

Integrated Value for Business, People and Investors



أدنوك للتوزيع
ADNOC DISTRIBUTION



Content

Message from the Chairman 2

Message from the CEO 5

Introduction 8

About The Report 9

Boundary, Frameworks/Standards, Reporting Period and Boundary, Forward Looking Statement	9
--	---

Integrated Thinking at ADNOC Distribution 12

Powering Growth, Communities, and Capital: About ADNOC Distribution	13
Legacy of Progress	14
What We Do	15
Where We Operate	16
2025 in Focus	17
Key Partnerships Launched in 2025	18
Performance Dashboard	19
Honors & Recognition	20
Our Investment Case	21
Shareholders Information	22
Dividend Policy	24

Message from the CSTSO 25

Business Review 28

Retail Business 29

Overview	30
Operational Review	33
Financial Review	35
Outlook	37

Commercial Business 38

Overview	39
Operational Review	40
Financial Review	42
Outlook	43

Value Creation Story 44

Value Creation Model 45

Business Strategy 46

Strategy Overview	48
Building International Platforms	53
Our 2028 Ambition	54
Future-Proof Our Business	54

Corporate Governance 55

Introduction	55
Our Corporate Governance Overview	56
Share Dealings	58
ADNOC Distribution's Board of Directors	59
Executive Management	64
Transactions with Related Parties	67
External Auditor	68
Audit Committee	69
Nomination and Remuneration Committee	70
Executive Committee	71
Insider Dealing Committee	72
ESG Subcommittee to Executive Committee	72
Internal Control System	73
Corporate Social Responsibility	75
General Information	76

Risk Management 79

Message from the ESG Subcommittee Chairwoman 83

Sustainability Strategy 85

ESG Agenda and Strategy Overview 86

Our Six Pillar Framework and SDG Alignment	88
--	----

ESG Governance 92

Sustainability Targets and Commitments 96

Stakeholder Engagement 98

Double Materiality Assessment 103

Net Zero Pathway 109

Decarbonization Roadmap	109
-------------------------	-----

Capitals 113

Driving Sustainable Growth (Financial Capital) 114

Financial Review	115
Our Financial Strategy	118
Tax Strategy	119
Way Forward	119

Building Resilience (Manufactured Capital) 120

Our Approach to Manufacturing Excellence	121
Our Product Portfolio	122
Way Forward	124

Protecting the Planet (Natural Capital) 125

2025 Sustainability Update: Progress, Challenges, and Forward Strategy	126
Climate Change Management	127
Climate Governance	129
Emissions	130
Decarbonization Initiatives	132
Innovating for Clean Energy and Sustainable Mobility	133
Energy Efficiency	135
Water Stewardship	139
Waste	141
Biodiversity	143
Oil Spill Response	146
Way Forward	146

Empowering People (Human Capital) 147

Employee Engagement & Wellbeing	149
Respecting Human & Labor Rights	151
Training & Development	152
Diversity & Inclusion	153
Emiratization and Developing Future Emirati Leaders	155
Health & Safety	156
Asset Integrity Process Safety (AIPS)	159
Way Forward	160

Strengthening Communities (Social and Relationship Capital) 161

Our Approach	162
Community Engagement	163
Our CSR Initiatives	164
Supplier Sustainability and Responsible Procurement	167
Strengthening Customer Relationships	168
Way Forward	169

Advancing Innovation (Intellectual Capital) 170

AI-Enabled Strategy Execution	171
Data Privacy and Cyber Security	174
Cyber Security Governance	175
Research and Development	177
Way Forward	178

Looking Ahead 179

Appendices 181

GRI Content Index 182

ADNOC Distribution Alignment With ADX ESG Guide and IFRS S1 and S2 187

TCFD Index 191

TNFD Index 192

ESG Performance Index 193

Independent Assurance Statement 199

Abbreviations 201

Statutory Financial Information 202

Independent Auditor's Report	202
Directors' Report	202
Consolidated Statement of Financial Position	206
Consolidated Statement of Comprehensive Income	207
Consolidated Statement of Profit or Loss	207
Consolidated Statement of Cash Flows	208
Consolidated Statement of Changes in Equity	208
Consolidated Statement of Cash Flows	209
Notes to the Consolidated Financial Statements	209

MESSAGE FROM THE CHAIRMAN





Chairman's Message

Dr. Sultan Ahmed Al Jaber
Chairman, ADNOC Distribution

2025 was another defining year for ADNOC Distribution. The Company is rapidly evolving from a traditional fuel retailer into a leading mobility and convenience platform, serving customers across fuel, retail, and emerging mobility solutions. In a dynamic operating environment, this transformation strengthened the resilience of our business and positions us for sustainable long-term growth.

20+

AI-enabled initiatives
underway across retail



litres

15.7 billion
fuel volumes



In 2025, ADNOC Distribution delivered its strongest performance on record. EBITDA reached AED 4.28 billion, increasing by more than 11% year-on-year, while net profit rose by more than 15% to AED 2.79 billion. This performance reflects disciplined execution across our core fuel business, the growing contribution of non-fuel retail, and continued international expansion. In line with our dividend policy, we delivered a total dividend of AED 2.57 billion for 2025, reinforcing our commitment to attractive, predictable, and sustainable shareholder returns.

Operationally, 2025 was a year of disciplined execution. We surpassed the milestone of 1,000 service stations across the UAE, Saudi Arabia, and Egypt ahead of schedule, delivering against our annual expansion targets and reinforcing the scalability of our platform.

Building on this momentum, **we accelerated our long-term growth ambitions.** We revised our medium-term network expansion guidance upward from 1,000 to 1,150 service stations by 2028, underscoring our confidence in the Company's growth trajectory and our disciplined deployment of capital into high-return opportunities across priority markets.

In parallel, **we remain focused on value-accretive expansion, both domestically and internationally,** as we evaluate new markets that can enhance long-term shareholder value. Our ambition is to build ADNOC Distribution as a leading global mobility and convenience platform, expanding selectively where our scalable model and operational expertise create sustainable returns.

At the same time, **we sharpened our focus on scaling higher-margin convenience and mobility services.** We announced a revised target to double non-fuel retail transactions by 2030 compared to 2023 levels. Non-fuel retail gross profit increased 14.4% year-on-year, supported by a 9.3% rise in transactions, reinforcing its growing contribution to our diversified earnings base.



Concepts such as The Hub by ADNOC and the refreshed Oasis by ADNOC brand exemplify our shift toward higher-margin,

experience-led retail. In 2025, we relaunched the Oasis by ADNOC brand, with a renewed focus on expanding our premium fresh food and beverage assortment, strengthening one of the UAE's most recognized convenience brands.

We also launched six locations of The Hub by ADNOC, a next-generation roadside retail format integrating fuel, EV charging and car care with lifestyle offerings. **In support of the UAE Year of Family**, these destinations are designed to serve communities and families as welcoming places to pause, recharge and reconnect. With customized facilities designed to serve their surrounding community. We plan to expand The Hub to 30 locations by 2030 and expect it to generate approximately AED 110 million in annual EBITDA by the end of the decade.

This growth is reinforced by ADNOC Rewards, our mobility and convenience loyalty program.

Membership surpassed 2.6 million in 2025, with more than 350,000 new members joining during the year. Today, ADNOC Rewards reaches over half of the UAE's drivers, strengthening retention, increasing transaction frequency, and reinforcing its position as the largest mobility and convenience retail loyalty program in the UAE.

Technology and AI are now central to our operating model.

By year-end, we had more than 20 AI-enabled initiatives deployed or under development across pricing analytics, supply optimization, asset management and customer engagement, strengthening operational efficiency and supporting margin resilience.

Our advanced Fuel Demand Prediction model allows us to forecast needs with 95% accuracy, resulting in significant cost savings. This AI-led transformation enhances performance today, while positioning the Company to compete effectively in a rapidly evolving mobility landscape.

Looking ahead, 2026 will be a year of sustained momentum and disciplined growth.

We have recently launched one of the world's largest superfast EV charging hubs and unveiled our roadmap to electrify the UAE eight key highway network by the end of 2027. With 20 highway charging hubs planned by 2027, including 15 expected to be operational by the end of 2026, ADNOC Distribution is building the backbone of long-distance electric mobility across the country.

Alongside this, we plan to add 60 to 70 new service stations and 50 to 60 additional EV charging points, further strengthening our integrated mobility platform. We will also continue to scale The Hub by ADNOC, accelerating non-fuel earnings growth.

In the second quarter of 2026, we will launch one of the UAE's largest retail media networks: an entirely new frontier for ADNOC Distribution and a key step in our digital transformation. The network brings together in-store digital screens, in-app advertisements as well as offsite digital advertising to help brands reach customers at scale when they are best receptive backed up with customer analytics arm and ability to measure returns. With ADNOC Distribution accounting for two out of three fuel transactions in the UAE, our stations see millions of customer visits every week, providing us with a platform to turn dwell time into an incremental profit source. The retail media network has the potential to unlock up to AED 36.7 million in cumulative EBITDA over five years, creating a new, scalable revenue stream while strengthening our position as a digitally enabled retailer.

In the second quarter, we will also deploy the cutting-edge, AI-enabled SWIFT self-checkout system at fifty of our top Oasis by ADNOC locations. Developed in the UAE, SWIFT self-checkout machines use computer vision and machine learning to recognize multiple products at once, visually in milliseconds, reducing average checkout times by 60% and enhancing operational efficiency.

Our confidence in the long term resilience of our business model was demonstrated last year by extending our dividend policy through 2030. Under this policy, shareholders will continue to receive a payout of AED 2.57 billion or minimum 75% of net profit, whichever is higher.

In 2026, we are reinforcing our commitment to strong and consistent returns by moving to quarterly dividend payments. Shareholders will receive the H2 2025 dividend in April, followed by the first quarterly dividend in June as we transition to quarterly payments, returning approximately AED 1.9 billion to shareholders, equivalent to 15.4 fils per share, providing enhanced returns.

ADNOC Distribution's progress is underpinned by a strong commitment to enhancing our team's capabilities.

In 2025 alone, we delivered more than 800,000 training hours to employees across our value chain, instilling core skills and values to improve safety, performance, and accountability. In 2026, we will continue to foster UAE talent through meaningful growth and development opportunities, reinforce local supply chains, and champion local entrepreneurs. With a workforce of over 13,700 employees representing 81 nationalities, we continue to invest heavily in developing the capabilities that drive performance, innovation, and long term value.

Our people remain at the core of our success. I thank our employees, management, and Board for their commitment and leadership, and our partners, customers, and communities for their continued trust.

With a strong foundation and a clear strategic direction, ADNOC Distribution is well positioned to continue delivering sustainable value for shareholders and stakeholders alike.

MESSAGE FROM THE CEO





Message from the CEO

Eng. Bader Saeed Al Lamki
CEO, ADNOC Distribution

**Delivering growth today,
shaping mobility for tomorrow**

Reflecting on ADNOC Distribution's progress in 2025, this was a year defined not only by record performance, but by the continued strengthening of the platforms, capabilities, and disciplines that underpin long-term value creation and resilience.

As we advanced our transformation into a futureready mobility and convenience retailer, our focus remained firmly on disciplined execution, capital efficiency, and delivering sustainable growth for our shareholders, customers, and communities.

AED

4.28 billion
EBITDA



15.4% YoY
increase in net profit



Disciplined growth and capital efficiency

We achieved another year of record-breaking results in 2025. EBITDA reached a new high of AED 4.28 billion, up 11.1% year on year, while net profit increased by 15.4% to AED 2.79 million. This strong performance was driven by growth across fuel, non-fuel retail, and international platforms. Fuel volumes rose to 15.7 billion litres, supported by higher customer traffic and network expansion.

In 2025, we continued to scale the business while maintaining a strong focus on returns and efficiency. Network expansion was executed with discipline, supported by capital light structures where appropriate and underpinned by a clear focus on efficient capital allocation. This approach has enabled the business to increase its rate of expansion while ensuring profitability and protecting balance sheet strength.

Operational efficiency remained a core priority. Building on the progress achieved in prior years, ADNOC Distribution realized additional like-for-like OPEX savings of AED 24 million in 2025, keeping us firmly on track to deliver up to AED 184 million in cumulative OPEX savings between 2024 and 2028. Cost control remains embedded across the organization, with OPEX tightly managed relative to gross margin, reinforcing resilience through market cycles.

Capital expenditure during the year remained focused on high return growth. This approach allowed us to achieve an industry-leading 33% return on capital employed (ROCE) in 2025, ensuring that growth is scalable and value-accretive over the long term.

AI-first by design, AI-native at scale

At ADNOC Distribution, we are becoming an AI-native organization that embeds intelligence across our operations and decision-making. With more than 20 AI-enabled initiatives deployed or under development, we are applying advanced analytics to improve demand forecasting, optimize pricing and inventory, enhance network planning, and enable predictive maintenance across our sites.

Beyond operational gains, these capabilities are reshaping how we deliver customer experiences, enabling more personalized, seamless interactions across fuel and non-fuel retail.

Building momentum through international growth

Our international platforms continued to mature in 2025. In Saudi Arabia, network development progressed under a value-accretive, capital light Dealer-Owned Company-Operated model, supporting rapid scale up while preserving returns. Over the course of the year, we doubled the size of our network in the country to 199 service stations, strengthening our footprint and creating a scalable platform for long-term growth.

In Egypt, our subsidiary with TotalEnergies achieved a key milestone with the national launch of locally manufactured ADNOC Voyager lubricants. This marks both the first time the brand has been produced in country and distributed through third party retailers; by the end of 2026, Voyager products will be available at 3,000 points of sale across Egypt.

ADNOC Voyager lubricants are now marketed in 52 countries worldwide, reinforcing the brand's international brand strength.

A Seamless ecosystem: The Hub, Oasis by ADNOC, and ADNOC Rewards

The launch of The Hub by ADNOC in November represented a critical milestone for our non-fuel retail strategy and the customer experiences we create. Each Hub offers, on average, three times the retail footprint of a traditional service station, integrating fuel, EV charging, car care, food and beverage, fitness, and family oriented lifestyle offerings into a single destination. ADNOC Distribution plans to scale this platform to 30 locations by 2030, which will contribute approximately AED 110 million to EBITDA annually.

This year, we also introduced a refreshed Oasis by ADNOC identity for the UAE's most popular convenience store, bringing an upgraded experience and enhanced food and beverage offerings aligned with evolving customer expectations.

This refreshed retail proposition is designed to work seamlessly with our broader customer ecosystem, with ADNOC Rewards playing a central role in connecting every

touchpoint on the customer journey. ADNOC Rewards now reaches more than half of the UAE's driver population with over 2.6 million members, up from 2.3 million at the end of 2024, reinforcing its role as a powerful enabler of engagement, personalization, and loyalty across our network.

Sustainability at the heart of Corporate Governance

In 2025, we strengthened ESG governance at Board and executive level and completed our first double materiality assessment, which has sharpened our focus on the most material impacts, risks, and opportunities across our value chain. ADNOC Distribution also continued to climb key ESG ratings lists, achieving top quartile performance across leading global ESG assessments, including being ranked #1 in the Middle East retail sector by S&P Global ESG Ratings and #2 globally in our subindustry by Sustainalytics.

We remain on track to achieve our 2030 target of a 25% reduction in operational emissions intensity (scope 1 and 2 emissions) compared to 2021. During the year, we opened our first highway EV hub - the largest superfast EV charging hub across the Middle East, Africa and Turkey - which marked a significant milestone in our expansion of lower carbon mobility infrastructure.

Our people and the future we are building

Our transformation is powered by our people. Today, our workforce of over 13,700 employees, representing 81 nationalities, reflects the diversity and depth of talent across the organization. We continue to invest heavily in building the capabilities of our people, delivering over 800,000 training hours to foster a culture anchored in safety, accountability, and performance. UAE nationalization remains a core priority, with a strong focus on developing Emirati talent and creating meaningful, long-term career pathways across the business.

At the same time, we are proud to support national initiatives that extend beyond commercial performance. Through Oasis by ADNOC, we actively champion Made in the Emirates products, working closely with the UAE Youth Authority and local entrepreneurs to give homegrown brands and youth led

enterprises greater visibility and access to market.

We are also committed to local sourcing in our operations: our service stations are constructed using materials that are 70% locally sourced. Taken together, these efforts reflect our focus on fostering innovation, strengthening local manufacturing, and creating meaningful opportunities for the next generation of Emirati talent.

Looking ahead

As we move forward, our priorities are clear: disciplined growth, strong returns on capital, continued efficiency gains, and the development of future ready platforms that

support evolving mobility and convenience retail needs.

By executing with consistency and purpose, ADNOC Distribution is well positioned to deliver sustainable long-term value for shareholders, support national priorities, and serve the communities at the heart of our network.

I would like to thank our staff partners, and stakeholders for their commitment and collaboration. Together, we will continue to shape the future of mobility and convenience retail, strengthening ADNOC Distribution as a resilient, high performing, and future ready business.



INTRODUCTION

About The Report

Boundary, Frameworks/Standards,
Reporting Period and Boundary,
Forward Looking Statement

Integrated Thinking at ADNOC Distribution

Powering Growth, Communities, and
Capital: About ADNOC Distribution

Legacy of Progress

What We Do

Where We Operate

2025 in Focus

Key Partnerships Launched in 2025

Performance Dashboard

Honors & Recognition

Our Investment Case

Shareholders Information

Dividend Policy



ABOUT THE REPORT

Boundary, Frameworks/Standards, Reporting Period and Boundary, Forward looking Statement

At ADNOC Distribution, our purpose is to deliver reliable mobility and convenience for our customers while creating long-term value for our stakeholders. Grounded in an integrated approach to value creation, we are publishing our first Integrated Report, and bringing together our financial, environmental and social performance in a single, connected overview of how our strategy, governance and business model create value today and longer term.

This report strengthens our transparency and accountability. It sets out the strategic context for our business, the trends shaping our markets, and the issues that matter most to our stakeholders. We present our value creation model, our priorities and targets, performance against key metrics, and the choices and tradeoffs we make to deliver sustainable growth. The Report also explains our approach to risk and opportunity, and how we are advancing responsible operations and shared value for customers, employees, investors, partners and the communities we serve.

Frameworks, standards and guidelines

Our Integrated Report is prepared in alignment with the International Integrated Reporting Council (<IIRC>) framework established by the International Financial Reporting Standards Foundation (IFRS). It connects our strategy, governance, operational performance and outlook to show how ADNOC Distribution creates value. In developing this report, we have referenced the Global Reporting Initiative (GRI) Standards 2021, United Nations Sustainable Development Goals (UN SDGs), Sustainability Accounting Standards Board (SASB), and Abu Dhabi Securities Exchange (ADX) ESG Guide.

We are also aligning our disclosures with IFRS S1 (General Requirements) and IFRS S2 (Climate-related Disclosures) to enhance transparency and integrate sustainability into our financial reporting.

Scope and boundary

This Integrated Annual Report covers ADNOC Distribution PJSC (the "Company") and its consolidated subsidiaries for the financial year from 1 January 2025 to 31 December 2025. Unless stated otherwise, information is presented in UAE dirhams (AED). Figures presented are approximations and may not always equal to 100.

Entities and consolidation

Financial information reflects the results and position of the Company and its subsidiaries in accordance with International Financial Reporting Standards (IFRS), including IFRS 10 Consolidated Financial Statements and applicable Abu Dhabi Accountability Authority regulations. Interests over which the Company has joint control or significant influence are included in line with IFRS requirements for joint arrangements and associates (e.g., equity accounted), with narrative and operational disclosures provided where relevant.

Non financial ESG disclosure scope

Unless specified otherwise, ESG performance data and assured metrics relate to ADNOC Distribution's UAE operations. Selected ESG indicators have undergone limited assurance by Bureau Veritas in accordance with ISAE 3000 (Revised) as described in the independent assurance statement herein.

Reporting period and subsequent events

The reporting period is from 1 January 2025 to 31 December 2025, unless otherwise indicated.

Our approach to materiality

This year marks our first Double Materiality Assessment (DMA). Building on our integrated approach to value creation, we have applied a double materiality standard to identify the topics that most affect our ability to create and protect value for stakeholders over the short, medium and long term, and to understand where our business has the most significant impacts on the economy, environment and people.

Our DMA brings together two lenses

Impact (inside-out): Our actual and potential positive and negative impacts on the economy, environment and people, in line with GRI 2021 and ESRS concepts.

Financial (outside in): Sustainability related risks and opportunities that could reasonably influence enterprise value, cash flows and access to capital, aligned with IFRS/ISSB and TCFD principles.

For further details on our double materiality approach, refer to the Double Materiality Assessment section on page 103.

ESG commitments

ADNOC Distribution is embedding sustainability at the core of its strategy as it continues to evolve into a multi energy, convenience and mobility leader. Guided by a Sustainability Framework aligned with ADNOC Group, we are executing a

balanced transformation to deliver lower carbon energy and superior customer experience while creating long term value for the UAE, its people, and its businesses.

Our decarbonization roadmap targets a 25% reduction in operational emissions intensity by 2030, compared to 2021 setting a pathway consistent with ADNOC's Net Zero by 2045 ambition and supporting the UAE's Net Zero by 2050 strategy.

We are scaling practical solutions across our network intended to reduce emissions and enable cleaner mobility choices, including expanding electric vehicle charging points, deploying biofuels, developing hydrogen refueling infrastructure, and leveraging solar energy. For further details on our decarbonization roadmap, see page 109.

Task Force on Climate-Related Financial Disclosures (TCFD)

To meet growing stakeholders and regulatory expectations, we have adopted the Task Force on Climate-related Financial Disclosures (TCFD) recommendations. Our disclosures are structured around TCFD's four pillars: governance, strategy, risk management, and metrics and targets to provide a clear, decision useful view of our climate resilience and transition readiness.

Adopting TCFD enables us to align with the International Sustainability Standards Board (ISSB) requirements that evolved from TCFD; specifically, IFRS S1 (General Requirements for Disclosure of Sustainability-related Financial Information) and IFRS S2 (Climate-related Disclosures).

Assurance

The consolidated financial statements presented in this Report have been audited by Grant Thornton UAE. Selected sustainability metrics disclosed in this report have undergone limited independent assurance by Bureau Veritas in accordance with ISAE 3000 (Revised) and the IESBA Code of Ethics. An independent assurance statement is included in this report. Please refer from pages 199 - 200.



Our capitals

Financial Capital

Our financial capital strategy is grounded in maintaining a robust balance sheet while delivering growth and consistent, long-term returns for our stakeholders. This disciplined approach enables us to navigate dynamic market conditions with confidence and agility.



Intellectual Capital

Our intellectual capital powers our customer centric mobility leadership. Using AI driven insights, advanced analytics, and digital platforms we strive to deliver seamless, personalized experiences across fuel and non fuel retail, advancing innovation, accessibility, and sustainable mobility through strategic partnerships.



Human Capital

Our growth is driven by our people - our greatest asset. We aim to foster an inclusive, bias-free environment that champions continuous learning, well-being, and personal growth, empowering every employee to shape transformative progress.



Manufactured Capital

We seek to optimize our manufactured capital to deliver safe, reliable, lower carbon mobility. By embedding efficiency, digitalization, and sustainability into these assets, we integrate rooftop solar panels, biofuel logistics, and AI optimization to reduce energy use and emissions across our network.



Natural Capital

We are working to help protect the environment and champion sustainability across our operations. By embedding environmental considerations into our processes and decisions, we are shaping a more resilient and inclusive future.



Social and Relationship Capital

We foster long-term value creation for our stakeholders by building strong relationships with communities, customers, and suppliers - driving positive social impact through inclusive development, service excellence, and sustainable sourcing.



Forward-looking statements

This report includes forward-looking statements that are not historical facts, including statements about our financial and market position, strategy, plans, goals and future performance. Words such as "anticipates," "expects," "intends," "may," "will," "believes," "estimates," "outlook," and similar expressions identify such statements.

These statements reflect our current views and reasonable assumptions, and are subject to risks, uncertainties and external factors that could cause actual results to differ, possibly materially, from those expressed or implied.

Readers should not regard forward-looking statements as guarantees of future performance and are cautioned against undue reliance on them. We do not undertake to update any forward-looking statements, except as required by applicable law.



Feedback

We strive to continuously enhance the quality and transparency of our financial and sustainability disclosures through integrated reporting. To achieve this, we actively engage with our stakeholders and greatly value your feedback in shaping our goals and sustainability ambitions.

We invite you to share your comments or inquiries regarding the report by emailing us at ir@adnocdistribution.ae. Your input is essential as we advance our transformation journey.



INTEGRATED THINKING AT ADNOC DISTRIBUTION



Led by **Our Vision**

to be a leading, customer-centric, international mobility retailer.



Led by **Our Purpose**

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



Led by **Our Values**

Please refer to page no 12.



What We do and **Where** **We Operate**

Please refer to page no 15 and 16.



What we **Focus** on: **Material Topics**

Material topics are the issues that most affect our ability to create and protect value and where ADNOC Distribution has significant impacts on the economy, environment and people guiding our strategy, risk management and reporting.



Who we **Benefit**

Customers, communities, vendor, employees, shareholders government and regulatory bodies.



How we measure performance **Our** **Performance** **Snapshot**

Please refer to page no 19.

Our values



Progressive

Our **Progressive** approach ensures that we remain at the forefront of innovation, evolving to meet emerging trends and customer needs.



Collaborative

By cultivating a **Collaborative** spirit, we work with partners, communities, and stakeholders to deliver mutually beneficial outcomes and solidify our leadership in the global energy transformation.



Respectful

Through **Respectful** engagement, we cultivate a culture of inclusivity and mutual respect, upholding the highest professional and ethical standards in all our operations. This commitment underpins our dedication to community development and environmental responsibility, ensuring that our growth supports broader societal progress.



Responsible

We are committed to future-proofing our business by embracing **Responsible** practices that prioritize sustainable and environmental stewardship. Through investments in alternative fuels and innovative technologies we are committed in operational efficiency and enabling cleaner, more sustainable energy solutions.



Efficient

Our focus on **Efficient** practices drives us to maximize value for our people, local community, partners, and the nation by contributing to the UAE's vision for growth innovation, and environmental protection, while maintaining a sharp focus on delivering superior customer experiences.



Powering Growth, Communities, and Capital: About ADNOC Distribution



Since 1973, ADNOC Distribution has evolved into the UAE's leading mobility retailer, serving customers across fuel, convenience, and sustainable mobility. Since this time, the Company has regularly been at the forefront of providing the best in customer service.

Today, ADNOC Distribution can enable, enhance, and energize every customer journey, thanks to digitally enabled, innovative customer experiences and high-quality non-fuel retail products.

We have a network of 1010 service stations across the UAE, Saudi Arabia, and Egypt. Our non-fuel retail ecosystem complements our core fuel offering and strengthens customer engagement. We manage 536 convenience stores and 37 vehicle inspection centers, alongside services such as car wash and lube change. We also curate and manage retail space within our stations through concepts such as The Hub, creating destination-led environments that broaden choice and enhance customer experience.

As an enabler of sustainable mobility, we have 402 fast and super-fast EV charging points installed under our E2GO brand across the UAE, supporting the country's

energy transformation and addressing customers' demand.

Beyond retail, ADNOC Distribution is the leading marketer and distributor of fuels to commercial, industrial, and government customers in the UAE. Our ADNOC Voyager lubricants are marketed in 52 countries, extending our brand and technical expertise internationally.

Our strategic ambition is to be the mobility retailer of choice in our markets, to enable sustainable mobility, and deliver exceptional customer experience. We will leverage our scale, trusted brand, and operational excellence to deepen customer relationships, expand our footprint, and accelerate the transition to cleaner mobility solutions.

Legacy of Progress

52 Years of Inspiring Journeys: Fueling everyday journeys for over five decades

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.



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.



1970s

1980s

1990s

2000s

2010s

2020s

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.



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.

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).

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 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.

2025

Exceeded 1000 stations milestone.

Launched "The Hub by ADNOC" concept, redefining roadside retail concept, and launched "Oasis by ADNOC" refreshed brand.

What We Do

Products and services portfolio

ADNOC Distribution offers a comprehensive range of fuel products, such as gasoline (91, 95, 98 octanes), diesel, CNG, and LPG, alongside premium lubricants under the ADNOC Voyager brand. Convenience stores and our non-fuel services - such as car care services and rental properties - cater to diverse customer needs. Additionally, we operate refueling services at key airports, solidifying our reputation as a trusted fuel partner for aviation clients.



B2C: Retail Business

Fuel

(61% of total Gross profit)

Core fuel

ADNOC Distribution is the largest fuel retailer in the UAE, operating 567 stations nationwide. Beyond the UAE, the Company has a network of 199 retail fuel stations in Saudi Arabia and 244 stations in Egypt through its 50% stake in TotalEnergies Marketing Egypt.

EV Charging and alternative fuels

The Company's retail proposition centers on reliable, high-quality fuels and service. To meet evolving customer needs, ADNOC Distribution has installed 402 EV fast and super-fast charging points across its UAE stations and dedicated EV hubs, to address current EV demand. In parallel, the Company is building capabilities in alternative fuels, including biofuels and hydrogen, positioning the business for energy transformation. 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 384 convenience stores in the UAE. It also operates 15 stores in Saudi Arabia and 137 stores in Egypt through its 50% stake in TotalEnergies Marketing Egypt.

Car care 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 37 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 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. Tenants occupy nearly 1,150 properties, including quick-service restaurants and providers of supplementary products and amenities such as banking services and automobile insurance. Major tenants include global and local brands such as McDonald's, Starbucks, KFC, and Al Baik.

Fuel volume breakdown by business



B2B: Commercial Business

Corporate

(20% of total Gross profit)

ADNOC Distribution is the largest supplier of gasoline 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 52 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.

Where We Operate



 **52**
Markets

ADNOC Voyager lubricants
exported to 52 markets

567
UAE

244*
EGYPT

199
SAUDI
ARABIA

* through a 50% stake in TotalEnergies Marketing Egypt

2025 in Focus

A Year of Record Performance and Strong Strategic Progress



Operational

15.7 billion liters
Record-Total fuel volume sold

+5%
compared to 2024

200 million
Fuel transactions

+6%
compared to 2024

+119
New service stations added

Including 99 in KSA, bringing the total network to 1010

+13%
compared to 2024

On track to reach **1,150** target by 2028

+182
New fast and super-fast EV charging points installed

Taking the total Company's network in the UAE to 402

+83%
compared to 2024

On track to reach **500-750** charging points by 2028

+9%
YoY increase in non-fuel transactions to 54 million

On track to achieve a target of **100%** increase in transactions by 2030 vs. 2023

26.6%
Convenience store conversion rate

+50 bps
compared to 2024



Financial

AED
4.28 billion
EBITDA,
historical level

+11%
compared to 2024

33%
Record-level return on capital employed

Industry-leading rate of return driven by efficient capital allocation

AED
2.57 billion
Dividend distributed in 2025

Offering attractive yield

AED
2.79 billion
Net Profit,
historical level

+15%
compared to 2024

0.7x
Net debt to EBITDA

Reflecting a strong balance sheet

AED
1.05 billion
Capital expenditure



Strategic

97%
Customer satisfaction score, a record-high score

Reflecting years of progress in enhancing customer experience maturity and reinforcing our commitment to excellence.

Launched **The Hub by ADNOC**

A new concept that integrates fuel, ultra-fast EV charging, car care, dining and family-friendly spaces, creating community destinations and new revenue streams, with six flagship sites launched in 2025.

2.61 million
rewards members

+16%
compared to 2024, scaling the platform and integrating loyalty more deeply across fuel, convenience retail and car care, reinforcing ADNOC Rewards as a core driver of customer engagement, repeat visits and data-led marketing.

20+
AI-enabled initiatives

either deployed or in advanced development, spanning personalization, productivity enhancements, improving service quality and operational efficiency.

Launched **Oasis by ADNOC**
refreshed brand and retail proposition

Driving exceptional C-store performance and strengthening brand recognition.

Key Partnerships Launched in 2025



Emerge (Masdar & EDF Group)

Installing solar PV panels on over 100 Abu Dhabi service stations to generate renewable energy, reducing emissions and costs.

Landmark Group

Connecting ADNOC Rewards and Shukran and extending customer value across one of the UAE's largest retail networks.

noon minutes

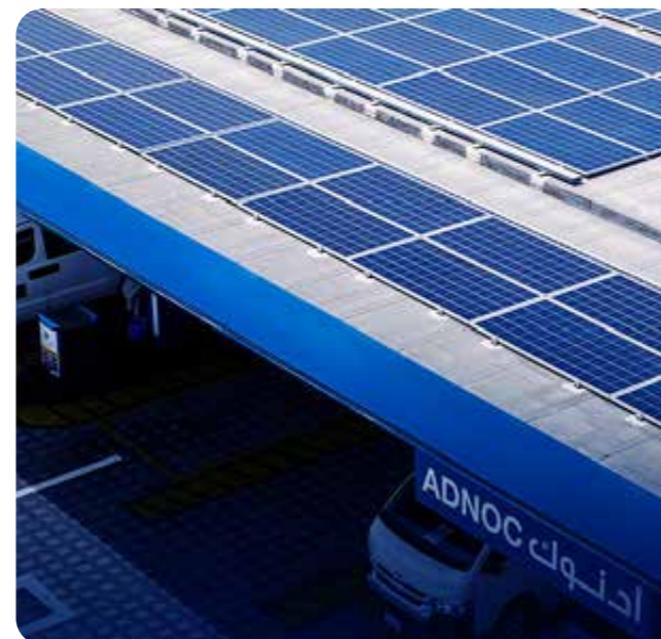
Strategic alliance to create smart convenience hubs, using AI for logistics, introducing 15-minute delivery to more customers, and positioning ADNOC Distribution service stations as Noon Minutes fulfilment hubs across the UAE's largest retail network.

FAB and Mastercard

Launched the ADNOC Rewards Co-Branded Credit Card, offering 15% value back on ADNOC purchases and delivering one of the UAE's most compelling fuel and mobility value propositions.

Shory, a digital insurance platform

Allowing ADNOC Rewards members to earn up to 60,000 points when purchasing car insurance through Shory for a seamless, rewards-driven digital experience.



"ROX Automobile" and "One Road Group"

Expanding ADNOC Voyager's reach into new customer segments and reinforcing ADNOC Distribution's position in the automotive aftermarket.

Local suppliers

Partnership with the UAE Federal Youth Authority (FYA) to highlight Emirati-owned SMEs through its Youth Corner initiative, featuring brands such as Emirates Beekeepers, Banna Brothers, LIWA Hot Sauce and NUWA. Products from these home-grown brands were made available for sale as part of a three-month pilot at select UAE locations.

Al Ain Farms Group

To supply dairy ingredients for ADNOC Oasis coffee, beverages and quick-service food, underscoring ADNOC Distribution's continued commitment to elevating the UAE's industrial capabilities, empowering local talent, and promoting homegrown businesses.

Associations

- American Petroleum Institute (API)
- International Air Transport Association (IATA)
- Joint Inspection Group (JIG)
- International Association for Stability
- Handling and Use of Liquid Fuels (IASH)



Performance Dashboard

Financial

AED
35,897 million
Total Revenue

AED
4,282 million
EBITDA

AED
2,794 million
Net profit

AED
0.224
Earnings Per Share



Operational

44
New products introduced in 2025
across our lubricants portfolio

100%
of our UAE fleet
operates on biofuels

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



Environmental

2%
Share of renewable energy in
total energy consumption

24.8
tCO₂e/million AED
Reduction in emissions intensity
in 2025 vs. **26.2** for 2024

99%
Total hazardous
waste recycled

5,481 tCO₂e
Abated through PV solar,
biodiesel (B20 & B5), and energy
efficiency projects and on track
to achieve a **25%** operational
emissions intensity reduction
by 2030



Social

AED
8.6 million
Total CSR
expenditure

213
Average hours of training
provided to male

278
Average hours of training
provided to female

45001:2018
Certified
All sites are Occupational Health
and Safety Management System
(45001:2018) certified



Governance

100%
Independent directors
on the board

14.3%
Female representation
in board

Zero
Instances of data breach
in the reporting year

Zero
Complaints with respect to data
privacy, advertising, cyber-security

No Fines/Penalties
Related to anti-competitive,
anti-competitive monopoly
and anti-trust practices

ISO:27001
Information Security
Management System
(ISO:27001) certified



Honors & Recognition

Winner
Most Innovative Company
AI & Mobility

Fast Company Middle East, Most Innovative Companies Middle East 2025 Awards

December 2025
Intellectual Capital

Winner
2025 Images RetailME Awards - Most Admired Retail Innovation & Transformation

September 2025
Intellectual Capital

Winner
Arabia Sustainability & CSR Award 2025
in the Energy Category, by the Arabia CSR Network

October 2025
Social & Relationship Capital

Our
"ADNOC Voyager" lubricants recognized by the American Petroleum Institute as the first company in the Middle East for achieving the latest API SQ/ILSAC GF-7 certification

November 2025
Intellectual Capital

Top 10
World Class
Customer Experience Maturity Rating by Abu Dhabi Executive Office

Ranked among Top 10 in UAE Government and Semi-Government Entities

December 2025
Intellectual Capital
Social & Relationship Capital

5th
Most valuable Emirati brand
KANTAR BRANDZ Rank 2025

September 2025
Intellectual Capital
Social & Relationship Capital

Awarded
ESG Label for Responsible Business by Dubai Chamber of Commerce
for the 2nd consecutive year

November 2025
Social & Relationship Capital
Governance Capital

Winner
Social Initiative of the Year
by CARE 2025 ESG Awards

Our Adopt-a-Mangrove and Ghaf program was awarded Social Initiative of the Year

November 2025
Natural Capital
Social & Relationship Capital

Winner
The National Energy Globe Award (UAE)
with the
PV project at ADNOC Service Stations

June 2025
Natural Capital

Awarded
United Nations Global Compact Sustainable Development Goals (SDG) Ambition

May 2025
Social & Relationship Capital
Governance Capital

Winner
HR Analytical Excellence", "Best Talent Management and Acquisition Strategy" and "Best Practices HR Team" Awards

At the Global Digital HR Transformation & Analytics Forum and Awards 2025

February 2025
Human Capital

Winner
Best use of AI in Oil Sector
by the AI World Series Artificial Intelligence Awards 2025

October 2025
Intellectual Capital

ESG Ratings

- Recognized as an **ESG leader** by Bloomberg
- Ranked #1** in ESG Invest rating by Sustainability Excellence
- Ranked #2** in Sustainalytics ESG rating within the sub-industry
- Ranked #1** in S&P Corporate Sustainability Assessment (CSA) rating within Middle East
- MSCI ESG** rating improved to BBB



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

+116%⁽¹⁾

Robust 5-year ROCE of

28%

driven by efficient capital allocation and value-accretive investments

Attractive 2024-30 dividend policy⁽²⁾

Supported by visible cashflow profile and strong balance sheet:

AED 2.57 billion

or min. **75%** of net profit, whichever is higher, offering a **>5%** dividend yield⁽¹⁾

Part of MSCI EM and FTSE EM indices

Free float of

23%

Robust performance and cashflow visibility

Demonstrable solid business performance

reinforced by record operating results and double-digit EBITDA and net profit growth in 2025

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

accelerating sustainable and profitable growth domestically and internationally through efficient capital allocation

Doubling down on non-fuel retail offerings

and transforming our service stations into destinations of choice

Actively progressing on AI initiatives

to drive growth, improve operational efficiency and enhance customer experience

Future-proofing the business

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

(1) At share price of AED 3.90 on December 31, 2025

(2) Extension of 2024-28 dividend policy to 2030 is subject to the Shareholders' approval. Dividends subject to the Board and Shareholders' approval

Shareholders 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.

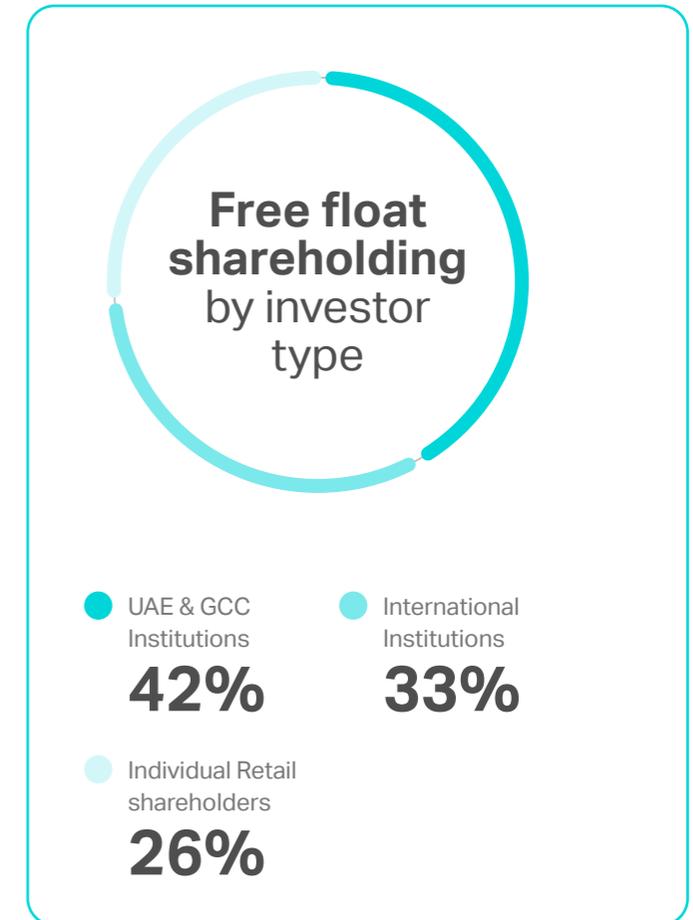
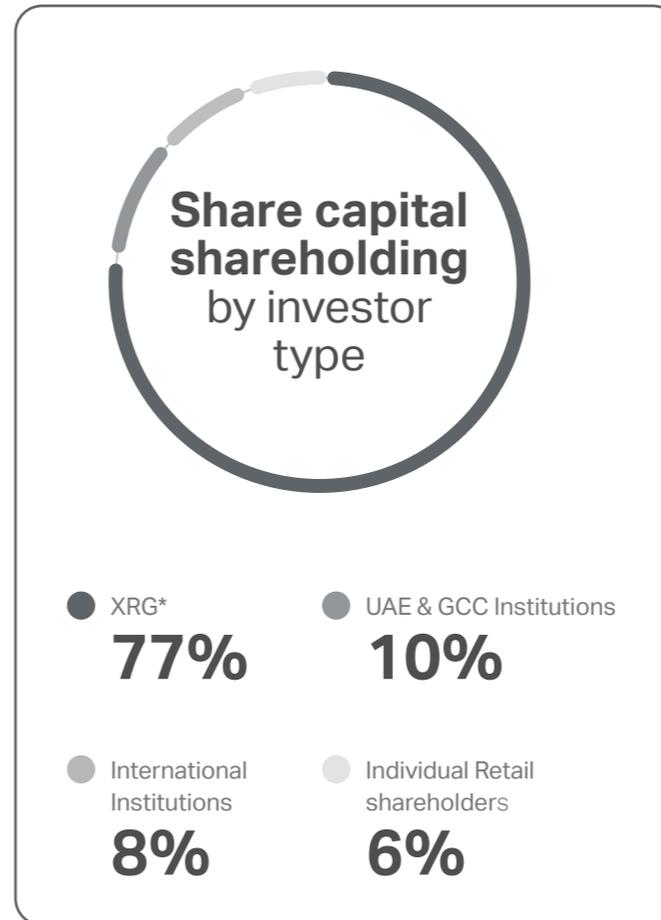
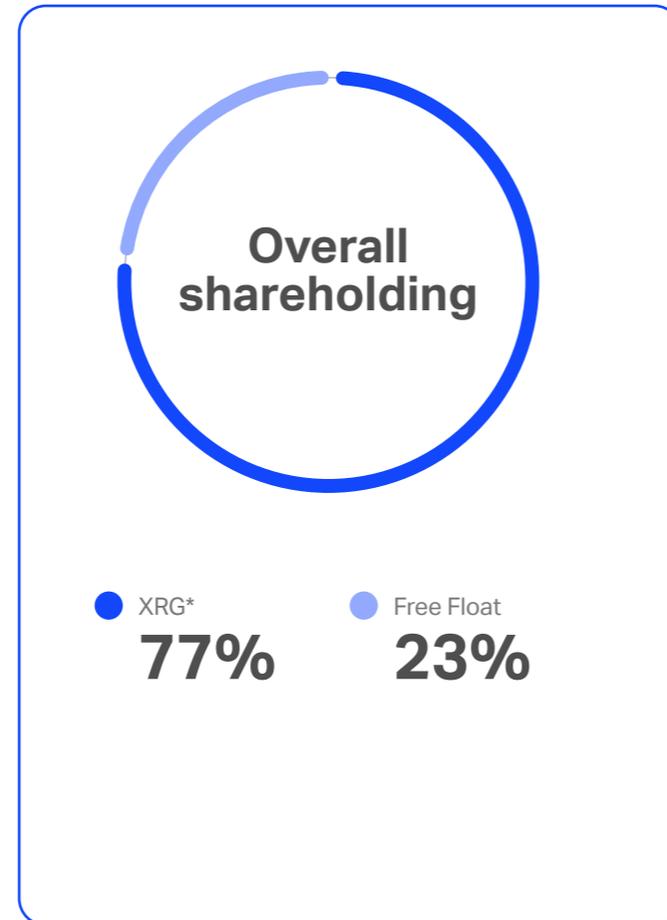
The Company's paid-up share capital is **AED 1 billion**, divided into **12.5 billion** shares, each with a nominal value of **AED 0.08**. ADNOC Distribution's shares are compliant with Shari'a as verified by the Unified Committee of Islamic Banks for Shari'a Screening of Equities (UAE).



>16,000
Number of total
shareholders*

* Data source: ADNOC Distribution share register as of December 31, 2025

ADNOC Distribution share ownership structure*



* A 100% owned subsidiary of ADNOC

ADNOC Distribution daily share performance, 2025

(Prices at daily close)



ADNOC Distribution share credentials

Share Figures (2025)

Share Price at close (AED)	3.90
52-Week high (AED)	4.02
52-Week low (AED)	3.16
Average daily trading volume (million shares)	7.4
Average daily trading value (AED million)	27.2
Market capitalization (AED billion)	48.8
Total shareholder return in 2025	17%
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*



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



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



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



S&P UAE Domestic Shariah Liquid 35/20 Capped Index

* Source: Bloomberg, ADX, MSCI, FTSE, S&P

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



Dividend Policy

Our dividend policy provides payback visibility and upside from future earnings growth.



AED
18.7 billion
Dividend distributed since IPO

>5%

Annual dividend yield⁽²⁾

Dividend policy (2024-2030)⁽¹⁾

AED
2.57 billion
Equivalent to AED 0.2057 per share

or minimum
75%
of net profit
whichever is higher

Dividend payment framework

Since its IPO in 2017, the Company paid its dividends twice each fiscal year (first payment in October and second payment in April of the following year).

Effective from first quarter of 2026, the Company intends to pay its dividend quarterly, each fiscal year.

(1) Extension of 2024-28 dividend policy to 2030 is subject to the Shareholders' approval. Dividends are subject to the Board and Shareholders' approval
(2) At share price of AED 3.90 on December 31, 2025

ADNOC Distribution is strongly committed to fulfill its strategic goals and provide long-term attractive returns to its shareholders. This commitment is underpinned 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.



MESSAGE FROM THE CSTSO





Message from the CSTSO

Athmane Benzerroug
Chief Strategy, Transformation,
and Sustainability Officer
ADNOC Distribution

As we evolve and drive transformative change, sustainability remains central to our strategic vision and everyday decisions. We advanced our decarbonization roadmap, expanding solarization across our network, and furthered the rollout of fast and superfast EV charging while embedding AI across the value chain to enhance efficiency and reduce emissions.

Publishing our first Integrated Report,

I am proud to share how we are transforming our company into a future-ready mobility and convenience leader anchored in integrated thinking, disciplined execution, and long-term value creation for all our stakeholders. It is a transparent articulation of how our strategy connects to measurable outcomes, how our business model converts our resources and relationships into multi-capital value, and how our ambitions are underpinned by a clear roadmap with defined milestones and accountabilities.

This transformation is anchored in our decarbonization commitments aligned with the UAE's Net Zero 2050 strategy and ADNOC Group's 2045 ambition, including our target to reduce operational emissions intensity by 25% by 2030 from a 2021 baseline.

We are future-proofing the business

with attractive, on the go EV charging, the expansion of biofuels and the solarization of our network, while embedding AI and digital tools across operations to personalize experiences, optimize performance and scale efficiently. Underpinning this transformation is our commitment to decarbonize with intent, targeting a 25% reduction in operational emissions intensity by 2030 versus our 2021 baseline across Scope 1 and Scope 2 emissions.

Our strategic context remains resilient and differentiated.

Integrated thinking guides how we navigate trade-offs and dependencies across our capitals. We balance growth and distributions, near-term performance and long-term positioning, and the scaling of our core with the incubation of new revenue streams. Financial capital is supported by double-digit EBITDA and net profit growth, strong cash generation and healthy leverage. We remain aligned with the parameters of our Sustainability Linked Loan, having successfully delivered against both performance indicators in 2025, and continue to anchor capital allocation to measurable ESG outcomes.

We are becoming AI-native, with more than 20 initiatives deployed or under development across the business to drive operational efficiencies, avoid costs, and create industry-leading customer experiences to drive growth. Our social and relationship capital deepens through partnerships across KSA DOCO stations, retail tenants, suppliers and a growing base of loyal customers and Voyager lubricant distributors. We doubled the size of our network in Saudi Arabia to nearly 200 service stations in 2025, further developing a scalable platform for long-term growth, and extended the reach of Voyager lubricants to more than 50 countries worldwide. We are reimagining the service station as a destination of choice.

27,000

Mangrove trees
adopted by
customers to date



Non-fuel retail (NFR) continued to demonstrate consistent growth, with non-fuel transactions increasing by nearly 20% over 2024-2025.

Sustainability is embedded in performance,

not positioned alongside it. We steward natural capital through a clear decarbonization roadmap, including station solarization, energy efficiency improvement, use of green materials and the scaling of low-carbon offerings such as biofuels and EV charging. We continued to expand solarization with nearly 50 PV enabled stations energized and plan to install solar at over 100 Abu Dhabi stations, intended to avoid more than 13,000 tonnes of CO₂ emissions annually. We are involving our customers directly in our sustainability efforts through initiatives they can take part in. Since 2024, we have planted more than 27,000 mangroves and 1,800 Ghaf trees across four Emirates, with customers able to adopt these plantings through the ADNOC Distribution app.

We are also encouraging customer participation in recycling

through reverse vending machines and community recycling centers at our service stations, making it easier for people to contribute to positive environmental outcomes as part of their daily routines.

In 2025, we continued to scale lower carbon mobility solutions as a core enabler of our decarbonization roadmap.

Over the year, we installed 182 new EV charging points, expanding the E2GO network to 402 chargers nationwide, representing 83% year-on-year growth and strengthening coverage across urban, commuter and highway corridors. This progress was anchored by the opening of a flagship super-fast EV highway megahub on the E11 corridor. With plans to scale E2GO to 500-750 charging points by 2028, we are supporting long distance EV travel, enabling customer adoption at scale, and advancing our contribution to the UAE's Net Zero ambitions by building infrastructure to meet current needs while planning for increased demand in the future.

Looking ahead, we expect 2026 to be a year of sustained growth as we plan to add 60-70 new service stations, alongside 50-60 additional EV charging points in 2026. By 2028, we aim to grow to around 1,150 service stations and to double non-fuel transactions by 2030 versus a 2023 baseline.

Our strategy is stakeholder-centric by design.

For customers, we are enabling safer, faster, more convenient journeys with personalized offers and unified loyalty. For employees, we are nurturing a safety-led, performance-driven culture empowered by training and digital tools. For partners and suppliers, we provide long-term, standards-based collaboration to elevate the fuel, retail and mobility ecosystem. For communities, we contribute to safer roads, cleaner air and local employment. For regulators and government, we align with national ambitions on energy transformation safety and economic development. And for shareholders, we offer clarity on strategy, disciplined capital deployment and visible earnings and distributions.

Integrated reporting is a commitment to how we run the business:

one narrative, multi-capital outcomes, measurable progress and open dialogue. We intend to continue to report with transparency, to share our trade-offs and dependencies with candor, and to invite feedback to strengthen our roadmap. Thank you for your trust and partnership as we build a future-ready mobility and convenience platform that delivers sustainable value to all our stakeholders.



BUSINESS REVIEW

Retail Business

- Overview
- Operational Review
- Financial Review
- Outlook

Commercial Business

- Overview
- Operational Review
- Financial Review
- Outlook



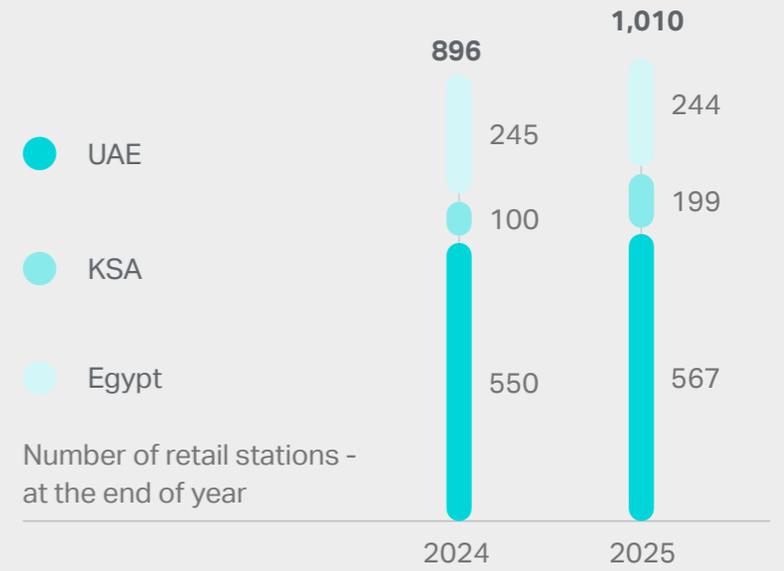
RETAIL BUSINESS



Fuel stations network

2025

1,010



Convenience stores network

2025

536



Overview

ADNOC Distribution's retail segment is an integrated, customer centric platform designed to meet the full spectrum of mobility and convenience needs.

We operate across three core businesses:

- Fuels, providing gasoline, diesel, compressed natural gas (CNG), and liquefied petroleum gas (LPG) for everyday journeys;
- Sustainable Energy Solutions, including electric vehicle (EV) charging and alternative fuels, to enable lower carbon mobility; and
- Non Fuel, encompassing convenience stores, car care services (car wash, lube change and vehicle inspection centers), and property management that enhances site performance and customer experience

Together, these businesses deliver reliable energy today, build the energy solutions of tomorrow, and grow resilient, margin accretive non fuel earnings.

Retail segment

Fuel



1,010

Retail fuel stations across UAE, KSA and Egypt



402

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 in the UAE, operating an integrated, multi energy network that serves customers across conventional and lower carbon solutions. We own and operate 567 fuel service stations across all seven emirates, making us the largest operator in Abu Dhabi and the Northern Emirates. Internationally, we operate 199 stations in Saudi Arabia and 244 in Egypt, with 12 sites in Egypt under the ADNOC Distribution brand.

Our retail fuel business is highly cash generative, supported by stable, regulated unit margins in the UAE, strong brand equity, strategically located sites, and a long term fuel supply agreement with our parent company, ADNOC. This agreement provides supply certainty and operational continuity, supporting efficient operations and reliable service to customers. Our extensive fuel distribution infrastructure, the largest in the UAE, provides inherent advantages in availability, reach, and operating efficiency.

We offer three grades of gasoline (91, 95, and 98 octane), diesel, lubricants, compressed natural gas (CNG), and liquefied petroleum gas (LPG). Voyager, our proprietary lubricant brand, is certified by the American Petroleum Institute and the European Automobile Manufacturers' Association, signaling quality and performance. CNG remains an affordable option for public transport, commercial fleets, and private vehicle owners, with sustained demand particularly in the Northern Emirates. LPG is the primary domestic and commercial cooking fuel in the UAE; we supply 25 and 50 pound cylinders to residential customers and bulk deliveries to corporate and industrial users.

In sustainable mobility, we operate 402 fast and super fast EV charging points across our UAE network, including dedicated EV hubs, to meet growing charging demand. We are building capabilities in alternative fuels such as hydrogen.

Non-fuel



ADNOC Distribution operates a scaled, multi-market convenience retail platform of 536 stores: 384 in the UAE, 15 in Saudi Arabia, and 137 in Egypt. Located primarily at our service stations with a few in standalone locations, these stores provide consistent, quick, and quality experience for customers on the move.

The offerings span premium coffee, fresh food to go, refreshments, groceries, snacks and confectionery, alongside other everyday services designed to meet immediate needs, increase visit frequency, and enhance the overall customer journey.

#1

convenience retailer in the UAE

by number of sites, with 384 convenience stores
in the UAE



#1

Homegrown coffee

brand in the UAE



>15 million

barista- prepared drinks

sold to customers
in 2025

ADNOC Distribution is reinventing its convenience stores as foodvenience destinations that serve both on- the- go customers and longer stay EV charging users. In 2025, we launched the refreshed Oasis by ADNOC brand with a premium On- the- Gourmet concept, elevating our offer with expanded, higher quality food and beverages, barista crafted coffee, gourmet sandwiches, matcha, and more prepared by trained baristas. The proposition emphasizes UAE made products and supports local entrepreneurs. This evolution is designed to enhance customer experience, differentiate our network, and accelerate margin accretive non-fuel growth.



#1

**car wash brand
in the UAE**by number of sites, with 184 car wash sites
in the UAE

37

vehicle inspection
and testing centers
in the UAE

#1

**lube change brand
in the UAE**by number of sites, with 157 lube change sites
in the UAE**Leading property
management
player**

>1,150

occupied and awarded
units in the UAE

ADNOC Distribution is building a one-stop car care destination across its network, integrating core services to deliver convenience, quality, and speed. In the UAE, customers can access car wash services at 184 locations and lube change services at 145 locations. We complement these services with partner- and tenant-led offerings such as vehicle servicing, repairs, and tire changes at select sites, expanding choice and convenience.

We also operate 37 light vehicle inspection and testing centers in Abu Dhabi and the Northern Emirates, providing a broad range of inspection and certification services in a single visit.

ADNOC Distribution actively monetizes its service station real estate by leasing space to third party operators across a range of retail formats, including The Hub by ADNOC, our latest destination-led concept. We maintain a healthy occupancy rate across the network and are transitioning our tenancy structure from fixed rent to revenue sharing models in an effort to maximize revenue and profitability.

Our strategy focuses on elevating site appeal and returns by attracting more Quick Service Restaurant (QSR) brands to drive incremental footfall, optimizing tenant mix and existing site formats, and scaling franchise operations.



Operational Review

As a leading fuel and convenience retailer, ADNOC Distribution runs its business with agility, efficiency, and an unwavering focus on the customer.

We seek to consistently deliver high quality products and services by combining format innovation with disciplined operational excellence, elevating the forecourt, convenience retail, and car care into a seamless experience.

Our goal is to transform service stations into destinations of choice, where customers trust the quality, value the speed and convenience, and return because the experience keeps getting better.



Retail segment

Network expansion

ADNOC Distribution accelerated its network growth in 2025, adding 119 gross new stations across the UAE, Saudi Arabia, and Egypt, exceeding its target of 90–100. After selective portfolio optimization, the total network reached 1,010 stations at year-end 2025, up 13% from 896 at year-end 2024.

In the UAE, we opened 17 new stations, bringing the domestic network to 567 sites a 3% increase year-on-year. Four new Abu Dhabi locations were designed specifically to serve trucks, and our network in Dubai expanded to 57 stations.

In Saudi Arabia, we grew our operational network to 199 stations and advanced a capital-efficient expansion by contracting 99 sites under a Dealer Owned–Company Operated (DOCO) model. By year-end, 31 DOCO stations had been upgraded and were operating under the ADNOC Distribution brand, with the remaining contracted sites scheduled for phased conversion.

In Egypt, following the addition of three stations and the closure of four, we operated 244 service stations at year-end. The Egypt portfolio also includes aviation fuel, lubricants, and wholesale fuel operations, supported by approximately 140 convenience stores, 230 lube change points, and 130 car wash locations.

Rollout of EV charging points

ADNOC Distribution continued to scale its EV charging capability in 2025, adding 182 fast and super-fast charging points across the UAE, including dedicated EV hubs.

By year-end, the network reached 402 charging points under the E2GO brand, an 83% increase versus 220 at the end of 2024.

Chargers are deployed at service stations and dedicated mobility hubs in strategic locations, reinforcing our ambition to be the destination of choice for charging and convenience. Rollout is structured to be disciplined and profitability-led, calibrated quarterly to actual EV uptake and enabled by best-in-class technology to provide reliability and strong customer experience.



119

new stations





Non-fuel retail

In 2025, ADNOC Distribution advanced its non-fuel strategy to elevate customer experience and grow higher-margin revenues. Key initiatives included modernizing store environments, launching targeted marketing campaigns, using AI-driven convenience store clustering to optimize format and assortment, strengthening category management, and introducing new fresh food and premium coffee products. The Company also expanded its digital ordering and payment channels to increase convenience and engagement.

As part of its innovation agenda, ADNOC Distribution is deploying advanced technologies and artificial intelligence to streamline journeys and set a new bar for service quality. AI-powered Fill and Go, using computer vision for license plate recognition, simplifies and speeds up the refueling experience, reinforcing the Company's leadership in digital transformation.

Network enhancements supported this strategy. ADNOC Distribution opened 13 new convenience stores in the UAE and benefited from the 2024 - 2025 rollout of six high-capacity car wash tunnels. Nearly 50% of existing automatic car wash facilities were upgraded, with a focus on Tier 1 locations.

The vehicle inspection network expanded to 37 centers, adding two sites since end 2024. Fresh vehicle inspections increased by 7.0% year on year, supported by network growth, new services, and promotional activity.

Property management remained a strong contributor. As of year end 2025, ADNOC Distribution had 1,148 occupied and awarded rental units, stable versus the prior year. New properties were launched with leading international and local brands, including McDonald's, Domino's Pizza,

Dunkin' Donuts, Costa Coffee, and others - anchor tenants that drive incremental footfall and help transform sites into destinations of choice.

The Company also operated 20 Burger King outlets under a franchise model, delivering approximately 2.5x yield compared to a conventional rental model. To further integrate lifestyle with mobility and capture growing dwell time, ADNOC Distribution launched The Hub by ADNOC - an expanded roadside retail concept that combines fuel and E2GO EV charging with diverse F&B, family recreation (play zones, fitness), and coworking spaces.

The Hub by ADNOC aims to redefine convenience and accelerate non fuel retail growth across the UAE.



13

**new
convenience**

stores opened in
the UAE

Financial Review

Retail Segment

Fuel volumes

ADNOC Distribution delivered record retail fuel volumes in 2025, up 6.7% year-on-year to 11,042 million liters, supported by robust mobility trends and disciplined network expansion. Growth was broad-based across markets:

- **GCC (UAE and KSA):** Volumes rose 8.4% to 8,355 million liters, driven by continued economic momentum, higher mobility, and new station additions including CAPEX-light DOCO conversions in Saudi Arabia and targeted openings in the UAE
- **Egypt:** Volumes increased 1.7% to 2,687 million liters, reflecting resilient demand alongside ongoing portfolio optimization

The GCC accounted for approximately 75% of total retail fuel volumes, with Egypt contributing about 25%, underscoring a well-organized multi-market platform.

Other operating metrics

In 2025, ADNOC Distribution strengthened customer engagement and non-fuel monetization across its UAE network, reflecting disciplined execution and an elevated offer. Fuel transactions in the UAE increased 5.6% year-on-year, supported by network expansion, improved customer sentiment, and ongoing growth in economic activity and mobility.

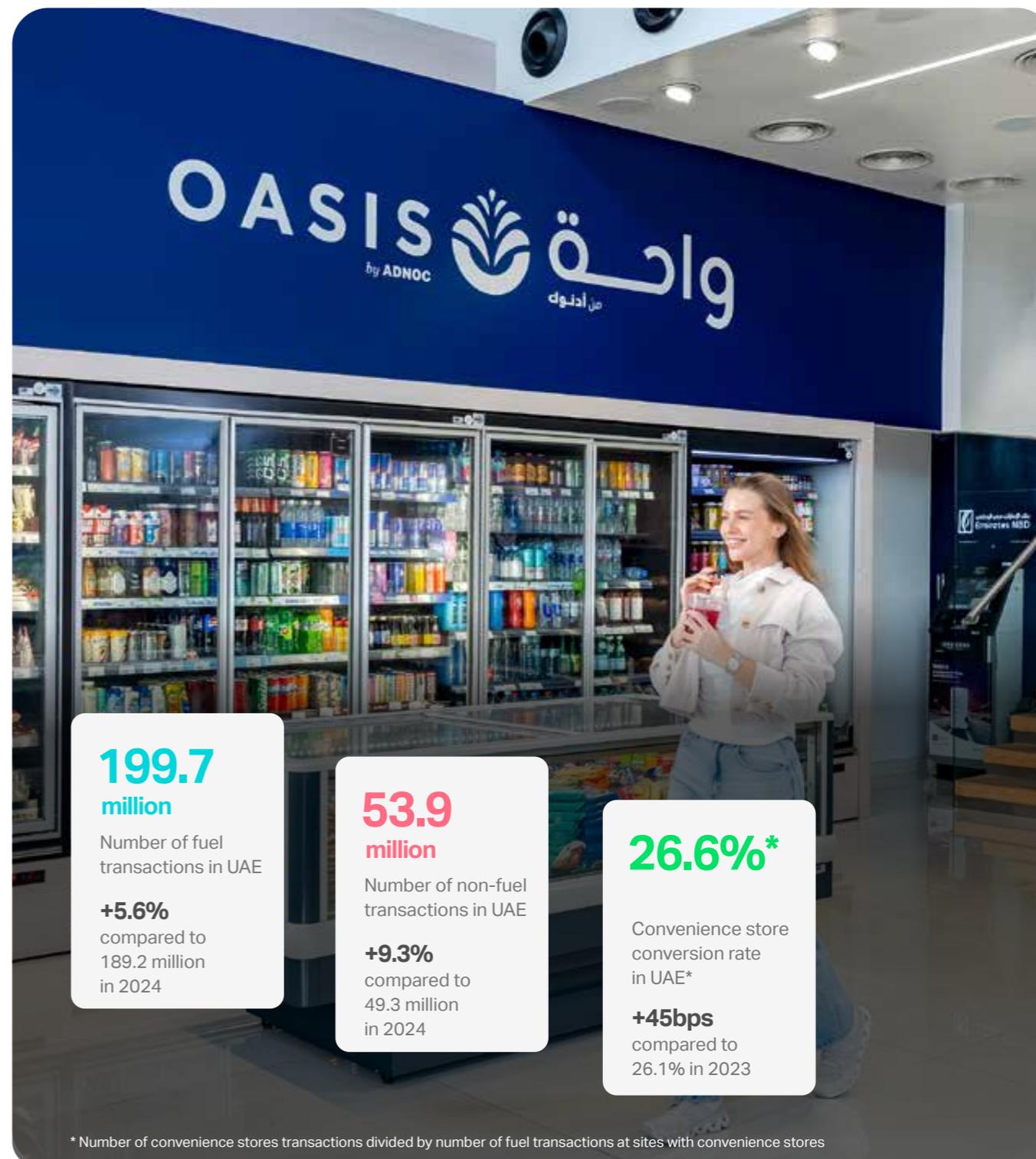
Non-fuel transactions rose 9.3% year-on-year, driven by enhanced customer propositions, the introduction of high-capacity car wash tunnels, and upgrades to automatic car washes.

Retail effectiveness continued to improve. The convenience store conversion rate increased by 45 basis points to 26.6%, underpinned by revitalized store formats, sharper category management, targeted marketing and promotions, and forecourt delivery of convenience items by dedicated service personnel.

The Company sold more than 15 million barista-prepared drinks - a 20% increase versus 2024 - reflecting the success of the foodvenience strategy and the expanded premium food and beverage range.

While average gross basket size decreased by 1.9% year-on-year, this was more than compensated by strong growth in non-fuel transactions and consistent convenience store gross margin expansion.

Property management performance remained resilient as the Company continued transitioning to revenue-sharing agreements to align incentives and maximize returns. Occupied and awarded properties remained unchanged year-on-year. In car care and inspection, fresh vehicle tests grew 7.0% year-on-year, supported by network expansion and new services.



199.7
million

Number of fuel transactions in UAE

+5.6%
compared to 189.2 million in 2024

53.9
million

Number of non-fuel transactions in UAE

+9.3%
compared to 49.3 million in 2024

26.6%*

Convenience store conversion rate in UAE*

+45bps
compared to 26.1% in 2023

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



Results

In 2025, ADNOC Distribution delivered resilient retail segment performance, balancing strong demand and mix improvements against lower pump prices.

Retail segment revenue grew 3.3% year-on-year to AED 24,581 million, supported by robust fuel volume growth and partially offset by lower pump prices reflecting softer oil prices.

Retail segment gross profit increased by 10.9% to AED 5,217 million, driven by higher fuel volumes, growing contribution from non-fuel activities, and international operations in Saudi Arabia and Egypt. Gross profit also benefited from higher inventory gains of AED 321 million versus AED 276 million in 2024.

Inventory movements reflect timing differences between procurement costs and retail price changes and can be volatile.

Fuel retail segment gross profit rose 10.1% year-on-year to AED 4,233 million, primarily on the back of higher volumes and the positive effect of inventory gains.

Excluding inventory movements, fuel retail segment gross profit increased by 9.6% year-on-year, reflecting strong underlying business profitability.

Non-fuel retail gross profit increased by 14.4% to AED 984 million, underpinned by a higher number of non-fuel transactions, improved convenience store conversion (up 45 bps to 26.6%), expanded premium food and beverage sales, and a stronger car wash contribution supported by new tunnels and upgraded automatic facilities.

Growth in other car services further reinforced margins and diversification.

Retail segment EBITDA increased by 15.2% to AED 3,142 million, mainly driven by higher fuel volumes and the positive impact of inventory gains.

Excluding inventory movements, retail segment EBITDA increased by 15.0% year-on-year, highlighting improved operating efficiency, and a richer non-fuel mix.

Retail segment

Key financials (AED million)

	2025	2024	YoY %
Revenue	24,581	23,798	3.3%
Revenue – fuel	22,797	22,225	2.6%
Revenue – non-fuel	1,784	1,574	13.2%
Gross Profit	5,217	4,704	10.9%
Gross profit – fuel	4,233	3,844	10.1%
Gross profit – non-fuel	984	860	14.4%
EBITDA	3,142	2,728	15.2%
Operating profit	2,476	2,046	21.0%
Capital expenditure	797	849	-6.2%

Outlook

Retail Segment

Fuel

New stations

ADNOC Distribution exceeded its upgraded guidance to add 90-100 stations to its network in 2025 by launching 20 stations and contracting 99 new stations in KSA. The Company targets to add 60-70 stations in 2026 across the three markets of its operations. The Company remains on track to achieve its target to reach 1,150 service stations by 2028.

Saudi Arabia

With a fully operational team on the ground, ADNOC Distribution accelerated growth on a large and dynamic KSA market by contracting 129 stations under a DOCO model (30 stations in 2024 and 99 stations in 2025). At the end of December 2025, 31 DOCO stations were operational under ADNOC Distribution brand following the upgrades.



Egypt

ADNOC Distribution's acquisition of a 50% stake in TotalEnergies Marketing Egypt in 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.

Following an upgrade, twelve service stations operate under ADNOC Distribution brand.

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

EV Charging

ADNOC Distribution remains committed to future-proofing its business through the disciplined and profitable rollout of fast and super-fast EV charging infrastructure.

Chargers are being deployed across the Company's service stations and dedicated mobility hubs at strategic locations throughout the UAE. This rollout is designed to meet current EV charging demand while enhancing the overall customer value proposition. Deployment is calibrated quarterly, based on actual EV uptake and supported by best-in-class technology.

The Company has made significant progress in expanding its EV charging network as part of its broader strategy to address the growing demand for electric mobility solutions. As of the end of 2025, ADNOC Distribution had 402 EV charging points, an increase of 1.8x or 182 charging points compared to the end of 2024, above guidance. This includes 60 EV charging points at the region's largest EV Hub which was launched on a key highway connecting Abu Dhabi and Dubai. The network includes both fast and super-fast charging options, strategically covering key highways and urban centers.

ADNOC Distribution aims to further increase its network by 50-60 EV charging points by the end of 2026, cementing its position as a leader in the growing On-the-Go EV charging market.



Non-fuel

Aligned with its growth strategy, ADNOC Distribution is reallocating capital towards enhancing convenience and mobility offerings. The Company continues to invest in delivering a modern, engaging retail experience, transforming its service stations into destinations of choice.

The ongoing convenience store revitalization program and introduction of the refreshed Oasis by ADNOC brand are enabling ADNOC Distribution to capture the benefits of its customer-centric initiatives, supporting consistent growth in the convenience retail segment.

Enhancements include a modernized store environment and repositioning the convenience retail offer around a "On-The-Gourmet" proposition with upgraded food, beverage and barista-crafted coffee offerings, reinforcing a consistent, higher-quality customer experience across the network.

After launching six new flagship retail destinations under The Hub by ADNOC brand in 2025, ADNOC Distribution plans to launch five new hubs in 2026 and have 30 sites by 2030.



COMMERCIAL BUSINESS

ADNOC Distribution is the leading marketer, supplier, and distributor of bulk refined petroleum products to commercial, residential, industrial and government customers in the UAE.

Commercial Fuel Volumes



2025

4,668
million liters

-0.3%
compared to 4,680
million liters in 2024

Corporate Fuel Volumes



2025

4,181
million liters

-1.8%
compared to 4,260
million liters in 2024

Aviation Fuel Volumes



2025

487
million liters

+15.8%
compared to 420
million liters in 2024



Overview

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

The Company continues to expand its international footprint through its proprietary ADNOC Voyager lubricants, currently exported to 52 countries across the GCC, Africa, Europe, and Asia, with more countries in the pipeline.

The Company's aviation business 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, and technical services across multiple airports.

ADNOC Distribution also holds a 50% stake in TotalEnergies Marketing Egypt, extending its aviation presence to key airports in Egypt.

Within its Corporate Segment, ADNOC Distribution provides gasoline, gasoil, and LPG to core sectors aligned with national economic activity, including small to medium enterprises, large commercial logistics, construction, manufacturing, marine, and power generation.

Its Voyager lubricants portfolio comprises of 520 products and more than 200 approvals from major OEM's and International Standards, supported by high quality Group III base oils, produced in the UAE and recognized globally for its exceptional quality, and designed to meet the needs of fleet, industrial, and marine customers lubricants.

ADNOC Distribution is also the exclusive reseller of ADBase for the GCC and Africa regions.



ADNOC Voyager lubricants, exported to

52
countries



Egypt operations

50% stake in TotalEnergies Marketing Egypt, operating aviation services at

2 airports

In aviation, the Company continues to deliver reliable fuel supply and specialized operational services 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 airports in the country.

Operational Review

Corporate segment

We have maintained a strong and established corporate presence in Abu Dhabi while continuing to focus expand our customer reach in Dubai and the Northern Emirates.

In 2025, ADNOC Distribution continued to operate in a competitive domestic market and delivered a stronger and more resilient performance by sharpening execution around value-driven operations. While total volumes moderated reflecting a deliberate rebalancing of the corporate customer portfolio, the business strengthened its commercial portfolio by prioritizing high-quality, credit-disciplined, and strategically aligned customers. This approach allowed the Company to maintain market relevance while improving product mix and the average profitability of the corporate customer base across its core segments.

The Company also advanced its channel optimization program, reducing exposure to lower-efficiency and shifting volumes toward sectors with higher reliability and contribution potential. This was supported by enhanced commercial governance, improved contract renewal processes, and closer customer engagement.

Operational efficiencies were further reinforced through better logistics utilization, refined transport planning, and improved demand forecasting. Together, these actions contributed to a more stable and predictable operating environment and supported the business's transition from volume-led growth to value-led performance.

The expansion of the MyStation mobile fueling platform - now comprising of a diversified fleet of fuel trucks, skids, over ground tanks, and micro stations - further strengthened ADNOC Distribution's ability to serve medium and large fleet customers with flexible, on site fueling solutions.

The LPG business strengthened its performance through continued digital innovation, enhanced customer accessibility, and expansion of high-value product offerings.

MyStation cylinder sales recorded double-digit volume growth compared to 2024, driven by rising adoption of digitally enabled ordering and seamless delivery through the ADNOC App and ADNOC Rewards ecosystem.

A major advancement in 2025 was the introduction of composite LPG cylinders through 17 LPG vending machines across the emirate of Abu Dhabi, giving customers a safe, convenient, and fully automated way to obtain cylinders around the clock. This innovation reflects ADNOC Distribution's commitment to improving customer experience, enhancing safety standards, and supporting sustainable, lightweight alternatives to traditional cylinders. The vending platform integrates with the Company's digital systems, enabling cashless payments and real-time inventory management to support reliability and ease of use.

The lubricants business delivered strong international momentum, expanding its export footprint to 52 countries and enhancing its product portfolio with 44 new additions, bringing the total to 520 products, significantly strengthening the Company's ability to address diverse customer needs across automotive, industrial, and specialty segments. The business line's portfolio now covers a comprehensive range of lubricants, greases, base oils, drilling fluids, and white oils, with continued investment in R&D and technology.

Significant progress was made in product quality and certification, including over 200 new approvals, first in region API SQ / ILSAC GF 7 certification for ADNOC Voyager, 80 API approved products, 19 JASO approvals, 97 OEM approvals, WinGD certification for marine oils, and ISO 22241 certification for ADNOC Blue. Additionally, in 2025, ADNOC

Distribution's renewed its In-Country Value (ICV) Certificate for Lube Manufacturing with an exceptional score of 96%, ranking among the highest in the UAE.

Internationally, The Company strengthened its technical capabilities through partnerships with three global laboratories and expanded production in Egypt including national launch of the Voyager brand and increased local lubricant manufacturing through its partnership with TotalEnergies Marketing Egypt supporting a targeted expansion to 3,000 points of sale by 2026.

In addition, in 2025, the Company established partnerships with 3 global testing laboratories to strengthen international toll blending quality assurance and oil condition monitoring programs, initially supporting customers across Saudi Arabia, Philippines, and Africa, and positioned for full global deployment in 2026.

44
New Additions



to lubricants product portfolio, bringing the total to 520 products

96%
In-Country Value Score



for lube manufacturing



Sustainable products

As part of its commitment to support B2B customers with decarbonizing their operations, ADNOC Distribution is actively exploring lower-carbon products.

Alongside its existing composite LPG cylinders, the Company introduced new LPG vending machines to provide customers with safer, lighter cylinders through convenient, digitally enabled self-service points.

Together, these initiatives reinforce ADNOC Distribution's commitment to sustainability and innovation, helping customers reduce emissions while benefiting from enhanced safety, accessibility, and operational efficiency.

Aviation segment

The aviation business strengthened its performance by enhancing fuel distribution and refueling services for ADNOC's civil aviation customers, while continuing to support a broad base of strategic aviation partners across major UAE airports.

Improved engagement with key customers and operational efficiencies contributed to a stronger uptake of aviation fuel and refueling services compared to the prior year.

In 2025, ADNOC Distribution aviation fuel sales distribution and refueling services increased in the UAE, driven by higher uptake from its strategic aviation customers.

In Egypt, the business continued to expand its presence in Egypt by building on the rights secured in 2024 and supplying additional airlines at Cairo International Airport, reinforcing ADNOC Distribution's growing role in regional aviation fuel markets.



Financial Review

Commercial segment

Volumes

- Total commercial fuel volumes were nearly unchanged YoY around 4,668 million liters, as a result of a strategic shift toward value-driven operations and supported by higher aviation volumes
- GCC (UAE & KSA) volumes decreased by 1.4% YoY to 4,104 million liters, due to the targeted rationalization of low-margin and tail-end customers. They were supported by the aviation volumes growth of 9.8% year-on-year
- Egypt volumes expanded 9.4% YoY to 564 million liters, propelled by a tourism activity-driven growth of 21.2% in the aviation volumes to 268 million liters

Results

- **Revenue:** Commercial segment revenue decreased 2.9% YoY to AED 11,316 million, as a result of lower average prices
- **Gross profit:** Increased 14.3% YoY to AED 1,729 million, supported by the higher margins as a result of dynamic pricing and proactive corporate fuel margin management as well as a larger contribution from international operations. Inventory impact: 2024 incurred AED 22 million losses; 2025 recorded AED 14 million gains. Excluding inventory movements impact, gross profit grew 11.9% YoY
- **EBITDA:** Up 3.0% YoY to AED 1,163 million. A reduction of 2.7% in the corporate business EBITDA, mainly as a result of impairment provisions, was more than offset by 18.9% growth in the aviation business. Excluding inventory movements impact, EBITDA was flat YoY

Key financials (AED million)

	2025	2024	YoY %
Revenue	11,316	11,655	-2.9%
Revenue - Corporate	9,572	10,085	-5.1%
Revenue - Aviation	1,744	1,570	11.1%
Gross profit	1,729	1,512	14.3%
Gross profit - Corporate	1,360	1,184	14.8%
Gross profit - Aviation	369	327	12.7%
EBITDA	1,163	1,129	3.0%
EBITDA - Corporate	808	831	-2.7%
EBITDA - Aviation	355	298	18.9%
Operating profit	1,053	1,026	2.7%
Capital expenditure	8	47	-82.4%



Outlook

Commercial segment

The business is expected to continue advancing its transition toward a full B2B solutions model by expanding integrated offerings such as fuels, lubricants, fleet services, MyStation mobile fueling, and sustainable energy products.

Strengthening higher-value relationships and enhancing solution-led capabilities are expected to support margin improvement and long-term, customer-centric growth.

Gasoil & Gasoline

ADNOC Distribution intends to advance its solutions-driven strategy by scaling Key Account Management, Fleet Management services, and the MyStation platform across priority sectors.

The business plans to leverage digital transformation to integrate fueling, fleet services, ordering, tracking, and billing into a seamless, one-stop solution for commercial and government customers. Growth efforts will focus on strengthening the Abu Dhabi base and capturing targeted opportunities in the Northern Emirates, supported by an optimized hub-and-spoke operating model. These combined initiatives should enhance service convenience, improve customer retention, and support higher-margin, solution-led growth.

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.

LPG

The LPG business intends to prioritize product premiumization by expanding higher-value bulk offerings such as propane, while enhancing customer experience across retail sites and on-demand delivery channels. Growth is expected to be supported through increased adoption of composite cylinders and wider deployment of vending platforms, alongside continued digital enhancements to streamline ordering, delivery, and operational efficiency.



"As a leading fuel and convenience retailer, we continue to drive performance through operational efficiency and customer-centric execution. In 2025, we accelerated our non-fuel retail strategy by expanding our convenience store offerings, enhancing car care services, and maximizing value across our real estate portfolio, including through The Hub by ADNOC. In parallel, we expanded our EV charging network, supporting sustainable growth and future mobility."

Klaas Mantel
Chief Operating Officer



VALUE CREATION STORY

Value Creation Model

Business Strategy

- Strategy Overview
- Building International Platforms
- Our 2028 Ambition
- Future-Proof Our Business

Corporate Governance

- Introduction
- Our Corporate Governance Overview
- Share Dealings
- ADNOC Distribution's Board of Directors
- Executive Management
- Transactions with Related Parties
- External Auditor
- Audit Committee
- Nomination and Remuneration Committee
- Executive Committee
- Insider Dealing Committee
- ESG Subcommittee to Executive Committee
- Internal Control System
- Corporate Social Responsibility
- General Information

Risk Management

ALBANK البنك

STARBUCKS

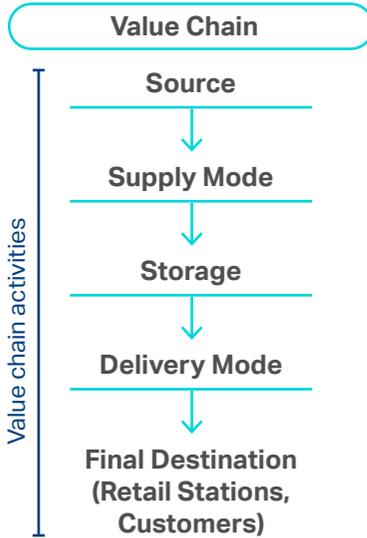
STARBUCKS

KFC

دجاج

VALUE CREATION MODEL

Our Inputs and Drivers



Natural Capital

- ▶ **1,382,182 GJ** Total Energy Consumption
- ▶ **2,289,355 m3** Water Consumed
- ▶ Solid ESG framework
- ▶ Dedicated sustainability function to implement sustainability across the organization

Human Capital

- ▶ **13,717** total employees
- ▶ **889,543** training hours
- ▶ **126+** wellbeing initiatives
- ▶ Strong leadership team
- ▶ Diverse workforce from **81** nationalities

Intellectual Capital

- ▶ Strong Brand
- ▶ **120+** Partners in ADNOC Rewards Program
- ▶ **20+** AI initiatives
- ▶ **AED 122 million** Invested in Technology Infrastructure
- ▶ ISO Certified

Manufactured Capital

- ▶ Largest fuel retail and convenience retail network in the UAE

1,010 Service stations across UAE, KSA and Egypt

536 Convenience stores across UAE, KSA and Egypt

402 fast and super fast EV charging points

1,148 property units awarded/occupied in the UAE

Financial Capital

- ▶ **AED 120 million** CAPEX on environment-related investments
- ▶ Solid business model
- ▶ Strong balance sheet
- ▶ Robust cash flow generation

Social and Relationship Capital

- ▶ **AED 8.6 million** CSR Community Investment
- ▶ Operations in three markets, with lubricants being exported to **52** countries

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.

Vision



To be a leading, customer-centric, international mobility retailer.

Values



- ▶ Efficient
- ▶ Progressive
- ▶ Collaborative
- ▶ Respectful
- ▶ Responsible

Policies

Targets

Actions

Metrics

Output

Natural Capital

- ▶ **2,039 tonnes** of total waste diverted from disposal (recycling)
- ▶ **3,237 tCO_{2e}** emissions saved as a direct result of solar project
- ▶ During 2025, usage of biofuel resulted in **2,079 tCO_{2e}** emissions abated
- ▶ **306,767 m3** water recycled

Human Capital

- ▶ **>70%** emiratization rate
- ▶ **78%** employee engagement score
- ▶ **14%** women in Board

Intellectual Capital

- ▶ **#5** most valuable Emirati brand by KANTAR BRANDZ awards 2025
- ▶ 2025 Images RetailME Awards - Most Admired Retail Innovation & Transformation

Manufactured capital

- ▶ **119** new service stations added across the network
- ▶ **182** new EV charging points across the UAE

Financial Capital

- ▶ **AED 4.28 billion** record-high EBITDA, an **11%** increase compared to 2024
- ▶ **AED 2.79 billion** record-high net profit, a **15%** increase compared to 2024

Social and Relationship Capital

- ▶ **97%** Customer Satisfaction Index
- ▶ **69** Net Promotor Score (NPS)
- ▶ **12+** CSR community engagement initiatives

SDGs



Value Created for Stakeholders

Communities & Planet

- ▶ 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)

Employees

- ▶ Consistent industry-leading HSE performance
- ▶ Gender pay ratio of **1:1**

Investors

- ▶ Total shareholder return in 2025: **+17%** and since IPO: **+116%**
- ▶ Track-record of sustainable dividend distribution since IPO (total **AED 18.7 billion**)
- ▶ Industry-leading return on capital employed 5-year average of **28%**
- ▶ Robust net debt to EBITDA **0.7x**

Customers

- ▶ **~700,000** retail customers served per day
- ▶ Large membership base of **2.6 million** members in ADNOC Rewards program
- ▶ **#1** fuel retailer in the UAE
- ▶ **#1** convenience retailer in the UAE
- ▶ **#1** car wash and lubricants brand the UAE
- ▶ **#1** homegrown coffee brand in the UAE

External Environment

BUSINESS STRATEGY

Our growth strategy is designed to deliver sustainable earnings growth and long-term shareholder value through disciplined capital allocation, operational excellence, and value-accretive growth. Launched at the Company's 2024 Investor Day and reinforced during the Investor Majlis in 2025, the strategy provides a clear roadmap to strengthen ADNOC Distribution's position as a leading, customer-centric international mobility retailer.

The strategy is anchored in future-proofing the business amid an evolving energy and mobility landscape. It focuses on optimizing the network, accelerating non-fuel retail growth, scaling new mobility solutions, and enhancing customer experience through digitalization and innovation, transforming our service stations into destinations of choice. These priorities are underpinned by strong cost discipline and operational efficiencies, supporting resilient earnings and cash flow generation.

The strategy is executed through an integrated and disciplined approach to investment and operations, aligning growth initiatives with defined priorities and return thresholds. While we remain agile in responding to changing consumer needs and market dynamics, our strategic objectives remain consistent: expanding earnings in priority segments and channels, strengthening the quality of the earnings mix, and delivering attractive returns.

Together, this integrated approach should enable ADNOC Distribution to adapt with resilience, maintain focus on measurable outcomes, and deliver on its 2028 ambitions with discipline. It defines how we create sustainable long-term value and forms the foundation of our Unique Value Proposition.

Our unique value proposition



Solid business performance and cash flow visibility



Delivering incremental and sustainable growth



Track record of shareholder value creation

In practice, we execute this integrated strategy through three reinforcing pillars. First, we deliver profitable domestic growth by enhancing returns in our UAE retail core, redeploying capital to convenience and mobility to make our stations destinations of choice and expanding our commercial business to gain share while driving enhanced margins.

Second, we build international platforms by scaling retail assets in KSA and Egypt, entering new accretive markets, and growing lubricants and LPG into a cash-generative growth vertical.

Third, we future-proof the portfolio and unlock new revenue streams through premium-margin, on-the-go EV charging, a targeted decarbonization plan to reduce operational emissions intensity by 25% by 2030 (compared to 2021), pilots in biofuels and hydrogen, and proactive mobility solutions.

These pillars are integrated: strong domestic cash flows fund disciplined expansion and innovation; international scale diversifies earnings; and future-proofing protects relevance and margins together driving revenue growth, mix-led margin expansion, and superior cash conversion.



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 operational emissions intensity by 2030 compared to 2021 baseline

New revenue streams

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

Enablers



People



OPEX & CAPEX optimization



AI & technology



Strong free cash flow & balance sheet



Business transformation



Robust operating model



Station network & land bank

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

Domestic Fuel

We are focused on delivering profitable and sustainable domestic growth in the UAE, a resilient and attractive energy market supported by population growth rising mobility trends, and a growing car parc. Our leadership position, extensive network, and the UAE's strong regulatory environment underpin visible and durable economics, with industry leading retail fuel margins and high station throughputs.

Our plan Fuel retail business

To capture this opportunity, we intend to grow fuel volumes through smart network expansion, disciplined CAPEX deployment, and broader customer reach via digitally enabled mobile assets. At the same time, we seek to enhance network efficiency by upgrading existing stations and transforming them into destinations of choice, expanding non-fuel retail offerings to improve same station productivity and deepen customer loyalty. Profitability and resilience will remain central to the strategy.

A five-year auto renewal supply contract with ADNOC, renewed in 2023, provides stable retail fuel margins, protection against inventory losses, and exposure to inventory gains. With an extensive domestic network of 567 retail fuel stations at the end of 2025, we are well positioned to sustain market leadership and efficiently capture demand.

Network strategy Maintaining and growing our leading market position

Network strategy is anchored in high return growth corridors. Dubai offers some of the region's highest retail fuel throughputs per station and compelling non-fuel retail potential, enabling expansion without cannibalizing existing volumes; in 2025, we increased our presence in Dubai to 57 stations.

We also aim to maintain our leading position in Abu Dhabi and the Northern Emirates, continuing to expand and enhance the network to meet growing demand, protect market share, and provide convenient access to fuel and non-fuel services. Expansion in these markets is prioritized to generate attractive returns while preserving our customer experience.

Our plan Commercial fuel

We are positioned to capture sustained growth in the UAE as the country's robust economic outlook, expanding industrial base, and growing population drive demand for commercial fuels, LPG, aviation fuel, and lubricants.

In this context, we are evolving from a traditional supplier into a partner of choice for commercial energy solutions - combining market leadership, a reliable supply chain, and an expanding suite of value-added, digital, and lower-carbon offerings.

Our strategy is disciplined and margin-accretive: we deepen customer relationships, broaden channel reach, and help customers transition to more sustainable fuels, domestically and abroad.

Domestic corporate main fuel business

We are scaling our core commercial fuels portfolio in the UAE through long-term contracts, direct customer access, and tailored B2B services, while selectively growing aviation and bulk fuels in markets where our capabilities provide clear advantages. To enhance convenience, speed, and safety for corporate customers, we continue to expand mobile and digital channels. Across all segments, we seek to enable customer decarbonization through more sustainable fuels such as biofuels and operational efficiency solutions.

Our competitive edge is grounded in our leadership and scale in the UAE, trusted product quality, and consistent supply. We bring integrated logistics and diversified delivery channels, underpinned by fully digitized mobile assets that elevate customer experience. Our commercial capabilities data-driven pricing, long-term contracting, and sector-specific service models are complemented by our commitment to safety, reliability, and sustainability.

In corporate main fuels, our priority is Abu Dhabi and the Northern Emirates, the largest markets where gasoil demand is supported by construction and industrial activity. We expect to sustain volume and margin growth by capturing underlying market demand, signing new strategic long-term supply contracts, and strengthening direct access to customers. We will seek to differentiate through fully digitized mobile fueling solutions for fleets and sites and by supporting customers' decarbonization journeys with more sustainable fuels such as biofuels and tailored efficiency services.



Mobile assets

Our mobile assets diversify supply channels and elevate convenience with safe, reliable, and digitally enabled fueling. Today, our fleet comprises 225 ADNOC MyStation trucks and trailers, including 130 LPG cylinder delivery units supported by four micro-stations offering gasoline and LPG. We plan to extend coverage across priority segments and locations, enhance scheduling and routing through analytics, and integrate end-to-end digital ordering, tracking, and billing for corporate accounts.

LPG business across UAE

In LPG, we see attractive growth in Dubai and the Northern Emirates, building on a strong base in Abu Dhabi. We intend to gain share in these markets and scale profitability in Abu Dhabi through an enhanced digital distribution model leveraging the ADNOC Dist mobile application. Our customer proposition includes direct-to-customer delivery, innovative vending machines for on-demand access, and lightweight composite cylinders that improve safety and ease of use.



225

ADNOC MyStation trucks



130

LPG cylinder delivery units

Domestic lubricants business

In lubricants, we maintain our number one position in the UAE by sales volume across automotive, industrial, and marine segments. Growth is supported by a rising vehicle parc, ongoing industrial and construction activity, and increased commercial and marine transportation. We intend to protect and grow our leading domestic position while accelerating exports, expanding our portfolio into specialty and next-generation fluids including EV fluids and immersion cooling solutions to meet evolving customer needs.

In aviation and bulk fuels, we will build on our operational track record to pursue targeted growth domestically and internationally through high-service, value-added B2B offerings. Our approach emphasizes selective market entry, disciplined risk management, long-term partnerships, and a consistent focus on reliability, safety, and product quality.

Our sustainability impact will be evidenced by uptake of biofuels and other lower-carbon solutions and by measurable support for our customers' emissions-reduction objectives. Overall, we are transforming our commercial business into a full-spectrum energy partner - delivering reliable supply, superior convenience, and lower-carbon solutions. With the right scale, channels, and capabilities, we are well positioned to capture growth across main fuels, LPG, aviation, and lubricants in the UAE and select international markets, creating long-term value for our customers and shareholders.

Domestic non-fuel retail

ADNOC Distribution is transforming from a fuel-led network into a convenience and mobility leader, leveraging its national scale, trusted brand, and prime real estate to capture the highly profitable non-fuel retail opportunity. Longer-stay EV charging is increasing dwell time, creating a clear pathway to convert visits into higher-value transactions across food and beverage, convenience retail, car care, and quick service restaurants.

Reinvent convenience stores as 'foodvenience' destinations

We are the largest convenience store operator in the UAE, with 384 stores, and the leading food FMCG player in the UAE convenience market. We aim to expand our convenience network by 25% by 2028 versus the 2023 baseline, following a disciplined growth approach. In 2025, we added 13 new convenience stores in the UAE, including stand-alone locations, to capture non-fuel retail growth beyond service stations and leverage our strong brand recognition.

To elevate the customer experience and margins, we are transforming our stores from traditional "convenience" destinations into F&B-led 'Foodvenience' hubs - shifting the mix toward high-margin categories and doubling the volume of barista-prepared drinks by 2028 versus the 2023 level. In 2025, we introduced our refreshed convenience brand, Oasis by ADNOC, featuring the premium On-the-Gourmet concept with elevated food and beverage offerings. New ranges include healthy fruit pots, ready meals, power bowls, and innovative wellness categories such as protein and nutrition corners.

This transformation is underpinned by advanced analytics and segmented offerings: using AI tools, we cluster stores by location and customer profile to optimize assortment, pricing, freshness, and waste, while personalization is scaled through ADNOC Rewards. We are integrating e-commerce, Click &

The strategy is anchored in disciplined, returns-focused growth, supported by data-driven personalization through ADNOC Rewards and the optimization of the real estate footprint to enhance margins, cash generation, and customer satisfaction.



Collect, and drive-thru options to extend convenience, and in 2025 we partnered with noon Minutes to enable ultra-fast delivery of Oasis by ADNOC products - reinforcing quick-commerce capabilities and catering to both on-the-go customers and longer-stay EV charging visits.



In 2024–2025

6

high-capacity
tunnel car washeswere launched
featuring best-in-class
technology

Create one-stop destination for car care services

We are evolving our Car Care business to deliver a seamless, modern experience across car wash, lube change, and vehicle inspection services, positioning our stations as one-stop destinations for vehicle needs. Over 2023–2024, we introduced a new car wash layout at multiple sites in the UAE, combining premium design with improved equipment to enhance throughput and customer satisfaction.

In 2024–2025, we launched six high-capacity tunnel car washes featuring best-in-class technology, providing significantly greater capacity than conventional facilities, with additional tunnels planned for 2026.

We are embedding digital enablement across the journey, including streamlined booking, contactless payment, and loyalty integration, to improve convenience, reduce wait times, and support cross-selling into Foodvenience and retail offerings turning routine car care into a higher-value visit.

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

We are sweating our assets through real estate optimization at service stations to diversify revenues, drive footfall, and grow profitability. Our property strategy focuses on monetizing our land bank by building Community Hubs and a QSR platform to capture a larger value pool; upgrading tenant mix to enhance yields; and selectively operating franchises to extract more value across the chain and generate franchising growth.

As of the end of 2025, we operated 20 Burger King outlets under a franchise model, achieving a 2.5x yield improvement versus a conventional rental approach. To fast-track non-fuel retail growth and maximize value, we launched The Hub by ADNOC in 2025 - a community anchor that triples the non-fuel retail footprint at select stations and brings together Fuel, Fast Charge, Food, Fix, Fun, and Family.

We launched six flagship Hubs in 2025 and have a clear roadmap to scale nationally, targeting 30 sites by 2030. This EV-ready format is designed to meet evolving expectations for convenience, speed, and lifestyle, deepen customer engagement, and unlock new revenue streams by turning our service stations into destinations of choice.

we operated

20

Burger King outlets

under a franchise
model, achieving a
2.5x yield improvement
versus a conventional
rental approach

Strategy in action

Redefining roadside retail with 'The Hub by ADNOC'

As customer expectations evolve toward integrated, lifestyle-oriented experiences, ADNOC Distribution sought to diversify beyond traditional fuel services and accelerate non-fuel retail growth.

In November 2025, ADNOC Distribution launched 'The Hub by ADNOC', a pioneering roadside retail concept that combines essential services - fuel, EV charging, and car care - with lifestyle offerings such as dining, fitness, and family recreation. Each hub features a retail footprint three times larger than conventional service stations, creating vibrant community destinations. 'The Hub by ADNOC' will feature play zones for children, public fitness areas, and a variety of recreational and athletic facilities - including padel courts and gyms - placing family fun at the heart of the concept and offering compelling reasons for visitors to stay longer.

The first six 'The Hub by ADNOC' locations hosted leading retail and dining partners including Lulu Hypermarket, McDonald's, Starbucks, KFC, Hardee's, and Al Baik, as well as ADNOC Distribution's signature 'Oasis by ADNOC' convenience stores - providing customers with a wide range of choice and convenience.

In addition, select 'The Hub by ADNOC' locations will include pop-up retail markets designed with seasonal, rotating concepts, offering an ever-changing variety of products and experiences to keep the customer journey fresh and engaging.

Impact

1. First location opened in Shawamekh, Abu Dhabi; **six sites** opened by end-2025 and **30** expected by 2030
2. **90%** of retail units at initial sites already leased to leading brands
3. Expected to contribute **AED 110 million** EBITDA annually by 2030, where with **90%** coming from secured rental income, reinforcing ADNOC Distribution's commitment to double non-fuel retail transactions by 2030

Key Differentiator

'The Hub by ADNOC' transforms service stations into multi-purpose destinations, leveraging ADNOC Distribution's extensive land bank and retail partnerships to deliver convenience, community, and growth.



Building International Platforms



International retail: expand the assets

ADNOC Distribution's international growth strategy focuses on disciplined capital allocation, capex-light models, and select partnerships and M&A to deliver attractive risk-adjusted returns. We aim to increase the earnings contribution from our international operations and maximize value from our established platforms in Saudi Arabia and Egypt, leveraging our integrated fuel retail and high-quality non-fuel offerings to scale efficiently and profitably.

Saudi Arabia – smart expansion in accelerated mode

Saudi Arabia is a large, fragmented fuel retail market with over 7,000 service stations, where our operating experience and integrated model provide a clear competitive advantage. After entering the Kingdom in 2018 with two stations, we built a fully operational team and, in 2025, accelerated expansion to 199 stations doubling the network versus end-2024. This included 99 contracted retail stations using a capex-light, value-accretive Dealer Owned Company Operated (DOCO) model. We plan to continue organic growth through DOCO, driving efficient capital allocation while capturing share in both fuel and non-fuel categories.

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

Our presence in Egypt through a 50% stake in TotalEnergies Marketing Egypt LLC, acquired in 2023, provides a diversified platform with 244 retail fuel stations, aviation fuel, lubricants, wholesale fuel operations, approximately 140 convenience stores, over 200 lube change bays, and more than 130 car wash locations. Egypt offers attractive growth potential across retail, lubricants, and aviation, supported by tourism and a growing industrial base. Between 2023 and 2025, twelve stations in Cairo were rebranded to ADNOC. We are leveraging dual-brand strength to grow lubricant market share and expand aviation services to more airlines. ADNOC Voyager lubricants local blending started in 2024, positioning Egypt as a regional export hub.

Other markets

Beyond Saudi Arabia and Egypt, we are actively exploring inorganic opportunities in high-potential markets where fuel demand is expected to grow. Our strong balance sheet and ample liquidity enable step-change expansion through value-accretive transactions, while maintaining disciplined capital allocation and clear return thresholds.

International expansion for lubricants

Wholesale lubricants is a high-potential growth engine that supports domestic and international expansion across the Middle East, Africa, and Asia. Our export network grew to 52 markets by end-2025, up from 46 in 2024. We plan to increase sales by introducing new formulations and specialty products using ADBase (a world-class base oil supplied by ADNOC Group), modernizing packaging, and expanding a portfolio benchmarked to global leaders. We are prioritizing both organic and inorganic growth in KSA and Egypt, supported by local blending in Egypt to serve regional demand efficiently.



Future-proof our business

Capitalize on opportunities created by the energy transformation

We are committed to creating incremental shareholder value by leading in sustainable mobility and unlocking new revenue streams from the energy transformation. Our approach spans EV charging, hydrogen, and biofuels, and is underpinned by operational decarbonization initiatives that enhance efficiency and resilience.

Lead in EV charging services and alternative fuels

We are rolling out profitable fast and super-fast EV charging points across our UAE service stations and dedicated mobility hubs, calibrated quarterly to match actual EV uptake and supported by best-in-class technology. By end-2025, we reached 402 charging points across strategic highways and urban locations, equivalent to an 83% increase versus 2024 cementing our leadership in on-the-go EV charging. We target 500–750 charging points by 2028 and aim for similar profitability as our fuel retail business, assuming the on-the-go segment captures approximately c.20% of EV charging customer demands. The network is integrated with ADNOC Rewards to offer an accessible, reliable, and convenient charging experience. In parallel, we are exploring hydrogen and biofuels transport solutions to support the UAE's cleaner mobility ambitions.



New adjacencies and business models

We are extending our core strengths into vehicle servicing, fleet solutions, master franchising for quick service restaurants, food and grocery convenience, and sustainability solutions. These adjacencies will be scaled organically and through acquisitions or partnerships, broadening our revenue base beyond fuel, improving margins, and building durable platforms for long-term growth.



Decarbonizing our operations

We have committed to reduce the carbon intensity of our operations by 25% by 2030 across Scope 1 and Scope 2 emissions compared to 2021.

Our decarbonization roadmap includes installing solar panels across our UAE service station network, using biofuels to power our fleet, and implementing energy optimization initiatives.

From 2023 to 2025, we began solar installations across Dubai stations and signed an agreement to start solarization in Abu Dhabi.

Additionally, 100% of our UAE heavy fleet now runs on biofuel, aligning our operational footprint with national sustainability goals while improving energy efficiency.



Our 2028 ambition

ADNOC Distribution is committed to continue delivering EBITDA growth from 2024 to 2028 through its identified key strategic initiatives and focus areas, aiming to transform into a multi-energy, convenience, and mobility leader.

Key performance indicators

On track to deliver against key strategic growth targets for 2028

KPI	2028 Target
Expand fuel retail network	1,150 stations
Expand EV charging points network in the UAE	10-15x growth*
Achieve like-for-like OPEX savings	Up to AED 184 million over 2024-28
Increase number of convenience stores	+25%*
Increase number of non-fuel transactions	+100%**
Double number of barista-prepared drinks	+100%*
Growth in car wash transactions	3x*
Growth in number of lube change transactions	2x*
Growth in number of vehicle inspection centers	1.3x*
Scale up franchise operations	50+
Increase quick service restaurant brands	~2X*

*Compared to 2023 level

** 2030 target compared to 2023 level

CORPORATE GOVERNANCE

Introduction



ADNOC Distribution is committed to adhering to sound principles of corporate governance. As a result, it has implemented and continues 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 (now known as the Capital Market Authority, or "CMA") of the UAE, as amended (the "Corporate Governance Rules") relating to accountability, equity (the fair treatment of shareholders), transparency and disclosure, and responsibility, ADNOC Distribution 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 ADNOC Distribution's reach and influence continue to expand across the UAE and internationally, so does our corporate responsibility. ADNOC Distribution strives to maintain operational and governance excellence, and is committed to enhancing management accountability, creating value for shareholders, and safeguarding the interests of its employees and customers in the communities it serves.

Designed and implemented in line with ADNOC Distribution culture and values – which are progressive, collaborative, respectful, responsible, and efficient – the corporate governance framework aims to ensure the long-term sustainability of the Company's business, with the broad ambition of helping ADNOC Distribution achieve its goals and guide 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, 2025.

H.E. Dr. Sultan Ahmed Al Jaber
Chairman of the Board of Directors
Date: March 2026

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

Mr. Khaled Al Zaabi
Chairman of the Executive Committee

Ms. Paula Disberry
Chairwoman of the Nomination and Remuneration Committee

Mr. Ali Siddiqi
Acting Chief Financial Officer*

* The Chief Financial Officer is responsible for, and oversees, the ADNOC Distribution's internal control function.

Our Corporate Governance Overview

Corporate Governance Policy

ADNOC Distribution's Corporate Governance Policy provides clear guidance on:

- The Company's corporate governance structure and the interface between the Company and its stakeholders;
- The authorities and decision-making mechanisms within the Company and between its stakeholders; and
- The role and responsibilities of the Company's corporate governance function.

Code of Conduct

ADNOC Distribution's Code of Conduct demonstrates its commitment to compliance and ethical behavior in everything it does. The Board of Directors approves and oversees the Code of Conduct, which outlines the Company's principles and expectations. The Company reviews the Code of Conduct annually and conducts regular training sessions, including mandatory annual training for its employees. The Company's Code of Conduct: (i) sets out the minimum standard of conduct that ADNOC Distribution expects from employees, suppliers, contractors, partners, and, anyone else working for or on behalf of the Company; 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.

Supplier and Partner Code of Ethics

In alignment with its commitment to uphold integrity in all its operations, ADNOC Distribution has established the Supplier and Partner Code of Ethics. Suppliers and partners of the Company are required to adhere to the Supplier and Partner Code of Ethics, ensuring ethical alignment across the supply chain. The Code lays out fundamental rules and standards for conducting business with ADNOC Distribution in an ethical and compliant manner.

Dividend Policy

ADNOC Distribution's Dividend Policy sets out clear and transparent criteria and methodology for distribution of the Company's profits, ensuring the interests of both the Company 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, any level or payment of dividends will depend on, among other things, future profits and the business plan of the Company, and be at the discretion of the Board of Directors and approval of the shareholders.

Under its Articles of Association, ADNOC Distribution may distribute quarterly, semi-annual and/or annual dividends to shareholders from operating profits and/or accumulated profits of ADNOC Distribution.

Since its Initial Public Offering, ADNOC Distribution has been paying a dividend twice each fiscal year, with an initial interim payment in October of that year and a second payment in April of the following year. Going forward, the Company intends to pay dividends on a quarterly basis effective from the first quarter of 2026.

WE ARE

Responsible

Respectful

Progressive

Collaborative

Efficient



Related Party Transactions Policy

ADNOC Distribution's Related Party Transaction 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 which supports the relevant related party transactions, including their arm's length nature.

In accordance with this policy, the Company may not enter into a related party transaction unless it has been approved by: (i) its Board of Directors, where the transaction's value does not exceed 5% of the value of our share capital; or (ii) its 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.

However, for so long as ADNOC owns more than 50% of Company's shares, directly or indirectly, ADNOC Distribution may not enter into transactions with ADNOC or other ADNOC Group companies unless such transactions have been approved by the Board of Directors, including a majority of the independent members and subject to applicable exemptions and the thresholds established in the relevant 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, the Company has implemented an Insider Dealing Policy to ensure that the obligations and responsibilities of its employees, officers and directors with respect to dealings in Company's securities are clearly defined. In accordance with the Insider Dealing Policy, there is an Insider Dealing Committee to oversee the ongoing implementation of this policy. To support compliance, regular training and awareness sessions on detecting and avoiding insider dealing are provided by the Company.

Anti-Bribery and Corruption Policy

ADNOC Distribution is committed to doing business lawfully, ethically and with integrity, and all of its employees and representatives are expected to act accordingly. Consistent with this commitment, the Company takes a zero-tolerance approach to fraud, bribery, money laundering and all other forms of corruption. The Anti-Bribery and Corruption Policy sets forth the Company's requirements to ensure that none of its employees or representatives engage in any of these activities.

Compliance Investigations Policy

ADNOC Distribution's commitment to operating with integrity includes investigating, where necessary, allegations of ethical misconduct. The Company's 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, policies and procedures relating to ethical business practices and integrity. The policy requires that all personnel must cooperate fully and truthfully with investigations and that confidentiality is maintained throughout the process.

To preserve the integrity of an investigation, employees must not withhold evidence, influence witnesses, or take any other action that might hinder or interfere with the inquiry.

Conflicts of Interest Policy

ADNOC Distribution understands that its employees, officers and directors will engage in legitimate social, financial and business activities outside the scope of their work.

The Company's Conflicts of Interest Policy sets forth the 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 merely 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 to protect the Company's interests.

Whistleblowing Policy

As part of its commitment to integrity, ADNOC Distribution maintains an open, honest and transparent culture. The Whistleblowing Policy encourages our employees to report concerns about unethical behavior in connection with our business by assuring confidentiality and protecting good faith whistle-blowers from retaliation.

Employees can submit reports through multiple channels: a dedicated hotline; email; or the anonymous reporting portal named "Takallam". All reports are handled with utmost seriousness and investigated promptly to ensure transparency and accountability.

Gender Diversity Policy

ADNOC Distribution is committed to promoting gender equality across all levels of the organization, upholding its position as an equal-opportunity employer and enhancing transparency. All employees receive fair and equal treatment, regardless of gender. To support this commitment, the Company ensures equal opportunities for both female and male candidates in all vacancies, with a particular focus on building a strong talent pipeline of female candidates throughout the recruitment cycle. This approach is reinforced by the Gender Diversity Policy, which covers Board-level appointments and sets out a company-wide strategy for gender inclusion.

Furthermore, female employees have access to all necessary training and development opportunities to reach their full potential, in alignment with ADNOC Distribution's high-performance standards. To promote employees' retention, ADNOC Distribution offers flexible work arrangements and provides gender-specific leaves, including maternity, paternity, and Al Uddah leaves.

Compensation and benefits are also regularly reviewed to maintain pay parity for men and women in equivalent roles, encompassing salary, allowances, benefits, and performance incentives.



Share Dealings

As noted above, the purchase and sale of the Company's shares and other transactions involving our securities by employees, officers and directors are governed by the Insider Dealing Policy which prohibits the use of inside information for personal gain.

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

The following table sets forth the details of all purchases and sales of shares during 2025 by the members of the Board of Directors that served in 2025, their spouses and their children:

Director	Position	Shares held as of December 31, 2025	Total Purchase Transactions	Total Sale Transactions
H.E. Dr. Sultan Ahmed Al Jaber	Chairman	-	-	-
H.E. Ahmed Jasim AlZaabi	Deputy Chairman	-	-	-
Mr. Khaled Salmeen	Director	-	-	-
Mr. Khaled AlZaabi	Director	-	-	-
Mr. Saif Al Falahi	Director	-	-	-
Mr. Marwan Nijmeh	Director	-	-	-
Ms. Paula Disberry	Director	-	-	-

ADNOC Distribution's Board of Directors

The Board of Directors provides strategic direction and exercises oversight over the Company's business, performance, risk management and governance framework. In 2025, our Board of Directors comprised seven Directors elected by the General Assembly for a three-year term 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 CMA dated March 4, 2024, regarding Paragraphs 1 & 9 of Article 19 (Lack of Board Member Independence). All of the Directors bring relevant industry experience, including finance and risk management.

Pursuant to the Company's Articles of Association, each Director serves a three-year term, after which a Director may be elected to a successive term or terms. The General Assembly elects the Board members by secret cumulative voting. In accordance with the Company's Articles of Association, it is not permitted for the same person to simultaneously hold the position of the Chairperson of the Board and managing director or any other executive position in the Company.

The General Assembly may dismiss all or any of the Board of Directors and open the nomination for Board membership and elect new Board Directors in accordance with the Articles of Association. Dismissed or removed Board members may not be re-nominated or proposed as a Board candidate within three years from the date of dismissal or removal.

All members of the Board of Directors, Executive Management and other employees serve in the best interests of the Company, independently from any other roles they may hold.

Composition of the Board of Directors

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

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 Al Zaabi	Director	Since March 2024
Mr. Nasser Omair Al Muhairi	Director	Since February 2026 ⁽²⁾
Mr. Saif Al Falahi	Director	Since March 2024
Mr. Marwan Nijmeh	Director	Since March 2024
Ms. Paula Disberry	Director	Since March 2024
Mr. Khaled Salmeen	Director	From February 2019 to February 2026

(1) H.E. Dr. Sultan Ahmed Al Jaber was appointed in February 2016 as the Chairman of the Board of Directors of ADNOC Distribution. He was reappointed as the Chairman of the Board (i) in November 2017 at the time of the IPO, (ii) in March 2021 and (iii) in March 2024 when the current Board was elected.

(2) Mr. Nasser Omair Al Muhairi was appointed to the Board of Directors on February 2, 2026 following Mr. Khaled Salmeen's resignation on the same day. Mr. Al Muhairi will serve the remainder of Mr. Salmeen's term on the Board of Directors, subject to ratification of his appointment at the next annual General Assembly meeting.



Our Board of Directors



H.E. Dr. Sultan Ahmed Al Jaber
Chairman

H.E. Dr Sultan Al Jaber is the UAE Minister of Industry and Advanced Technology, contributing to the advancement of the country's industrial development, diversification and competitiveness. Dr Al Jaber also holds prominent positions across the UAE's energy and investment landscape, serving as Managing Director & Group CEO of ADNOC, Executive Chairman of XRG and Chairman of Masdar.

Dr Al Jaber is driving the integration of energy and AI. He is Chairman of Presight, one of the region's leading generative AI companies, and serves on Abu Dhabi's AI and Advanced Technology Council and Advanced Technology Research Council.

In addition, he serves as Chairman of several ADNOC Group companies, Chairman of Emirates Development Bank, Chairman of FAB Misr, Alterra, and RIQ, while also holding board positions on the Abu Dhabi Supreme Council for Financial and Economic Affairs, the Mubadala Investment Company, First Abu Dhabi Bank (FAB), Emirates Investment Authority (EIA), and Emirates Global Aluminium (EGA). Dr Al Jaber is also Chairman of IMI, a privately-owned, global media group with operations across 19 countries.

Dr Al Jaber received a Bachelor of Science in chemical engineering from the University of Southern California in 1997. He received a Master of Science in Business Administration (MBA) from California State University, Los Angeles in 2001, and he was awarded the degree of Doctor of Philosophy in Economics by Coventry University in 2007.



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

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 Abu Dhabi Investment Office, Abu Dhabi Customs, Hub 71, Khalifa Fund for Enterprise Development, Abu Dhabi Chamber of Commerce, UAE Chambers and Abu Dhabi Quality & Conformity Council. Additionally, he serves as a board member of ADNOC Distribution, Emirates Investment Authority, Al Jazira Investment Company, and Financial Stability Board. Moreover, H. E. AlZaabi also chairs government committees such as the Executive Management Committee and Economic Affairs Committee and also sits on the Supreme Committee for HH Sheikha Fatima Bint Mubarak Excellence & Community Intelligence Program and Smart and Autonomous Systems Council (SASC).

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, United Kingdom.



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

Mr. Al Zaabi is ADNOC Group Chief Financial Officer and oversees the formulation and execution of 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.

He has successfully managed major equity market transactions, publicly listed several ADNOC companies, completed M&As, and secured ADNOC's first green financing. Mr. Al Zaabi led the issuance of ADNOC's Murban first corporate bond, establishment of the region's first large-scale In-House Bank, and execution of financial restructuring deals.

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

Mr. Al Zaabi holds a bachelor's degree in finance from Deakin University, Australia.



Nasser Omair Al Muhairi

Director
Member of the Executive Committee
Member of the Nomination and Remuneration Committee

Nasser Al Muhairi is the Acting CEO of Downstream at ADNOC, where he is responsible for driving value across one of the world's most integrated and diversified energy portfolios. He oversees a value chain that moves molecules from processing to conversion to market delivery, maximizing value creation and impact, while leading the performance, growth and strategic direction of the portfolio. A seasoned energy executive, Nasser brings over 15 years of experience in commercial operations, strategic planning, and portfolio optimization. He has played a central role in shaping ADNOC's downstream transformation, enhancing customer centricity, expanding international reach, and unlocking synergies across the value chain. Previously, Nasser served as Executive Vice President of Downstream Business Management, where he oversaw the commercial performance of ADNOC's portfolio and led cross-functional alignment between Group entities, operating companies, and strategic partners. He played a key role in strengthening governance, embedding a sharper shareholder mindset, and enabling agile decision-making across ADNOC's downstream platforms. Nasser also serves as Chairman of Ruwais LNG, the first LNG export facility in the Middle East and Africa to be powered by clean energy, as well as Chairman of TA'ZIZ, a world-scale chemicals and transition fuels hub in the heart of the United Arab Emirates. Additionally, Nasser sits on the Boards of ADNOC Gas Processing, ADNOC LNG, ADNOC Distribution, ADNOC Global Trading, Borouge, Navig8, Fertiglobe, Masdar and NMDC Energy, reflecting his active leadership in corporate strategy and external partnerships across the energy value chain. He holds a Bachelor's degree in Chemical Engineering and Master's degree in Business Administration, and has completed executive development programs in leadership and energy strategy.



Saif Al Falahi

Director
Member of the Executive Committee

Mr. Saif Al Falahi currently serves as Acting Director overseeing the People, National Identity, and Business Support mandate for the entire ADNOC Group. In this expanded role, he is driving a strategic human capital agenda that ensures talent development, workforce engagement, and leadership capability aligns with ADNOC's corporate vision. He is also mandated to embed the Emirati identity and cultural values into ADNOC's ways of working, reinforcing the organization's commitment to national priorities. In addition to the people strategy, Mr. Al Falahi oversees Business Support functions, ensuring operational resilience and safety of assets, workforce well-being, good governmental relations, and impactful community programs.

A change leader throughout his career, he champions innovation and organizational agility. Some of his impactful transformations include real estate assets of ADNOC becoming profit centers, optimization of services contracts and finding new revenue streams amongst others.

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



Marwan Nijmeh

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

Marwan Naim Nijmeh is the Chief Legal Officer for the ADNOC Group, 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 Moeve, ADNOC Distribution and ADNOC L&S.

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



Paula Disberry

Director
Member of the Executive Committee
Chairwoman of the Nomination and Remuneration Committee
Chairwoman of the ESG Subcommittee

Ms. Disberry has served as a member of the Board of Directors of Pepkor Holdings (S. Africa) since 2021. Until recently she also served on the boards of Sefalana Holdings (Botswana), Sundry Markets (Nigeria) and Banhoek Chilli Oil (UK), and was a managing partner of Retailigence, a tech start-up providing AI/ML-based software to retailers. She acts as Retail Advisor to African PE funds – Phatisa, Tana Africa, and Sango Capital – consulting on investment projects.

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 (Africa, Europe, South America) and global remits.

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

Women's representation on the Board of Directors

Ms. Paula Disberry was appointed to the Board of Directors on March 27, 2024. There is currently one female member of the Board, which is compliant with the Corporate Governance Rules and in line with the Company's commitment to have at least one female on its Board of Directors.

During 2025, the Company had 14% female representation on the Board of Directors and 33% of Board Committee chairpersons were female.

Where vacancies on the Board of Directors arise, the Company 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 2025, the shareholders approved a total remuneration of AED 22.64 million which was paid to the members of our Board of Directors for 2024.

It is proposed that the total remuneration for the Board of Directors for 2025, to be paid in 2026, will be AED 34.72 million plus any applicable VAT. This will be presented to the shareholders at the Company's upcoming annual General Assembly meeting for approval.

Additionally, in 2025 ADNOC Distribution 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 1,056,249 was paid to Mr. Pedro Miro, and Mr. Jassim Al Sidiqqi.

Statement of allowances paid to Board Committee members for 2025

In 2025, no allowances, salaries or additional fees were paid to Board committee members.

Board and Board Committees annual performance evaluation

In 2025, the Board of Directors conducted the evaluation of its performance, and the performance of its members and committees, for the year 2024.

Board meetings – attendance records

ADNOC Distribution's 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 held by the Board of Directors in 2025:

Board Member	Position on the Board	Jan 10, 2025 ⁽¹⁾	Feb 10, 2025	Mar,12 2025 ⁽²⁾	May 5, 2025	Jun 3, 2025 ⁽³⁾	Aug, 6 2025	Sep 22, 2025 ⁽⁴⁾	Oct 8, 2025 ⁽⁵⁾	Oct 30, 2025
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	A	P	A	P	P	P
Mr. Khaled Salmeen	Director	P	P	P	P	P	P	P	P	P
Mr. Khaled Al Zaabi	Director	P	P	P	P	P	P	P	P	P
Mr. Saif Al Falahi	Director	P	P	P	P	P	P	P	P	P
Mr. Marwan Nijmeh	Director	P	P	P	P	P	P	P	P	P
Ms. Paula Disberry	Director	P	P	P	P	P	P	P	P	P

P = Present; A = Absent

(1) Meeting held by circulation to appoint a new board of directors for a subsidiary of ADNOC Distribution.

(2) Meeting held by circulation to approve a proposal to pay the Board of Directors a total of AED 22.64 million as remuneration for the financial year ended December 31, 2024.

(3) Meeting held by circulation to approve the appointment of a liquidity provider.

(4) Meeting held by circulation to approve payment of the 2025 interim dividend.

(5) Meeting held by circulation to approve a proposal to amend the dividend payment framework to quarterly dividends commencing Q1 2026 and to extend the existing dividend policy from 2028 until 2030.



Matters reserved to the Board of Directors and delegated to management

The Board of Directors has issued a Delegation of Authority to the Chief Executive Officer of the Company, Mr. Bader Saeed Al Lamki, pursuant to which the Board 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 regularly required to 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

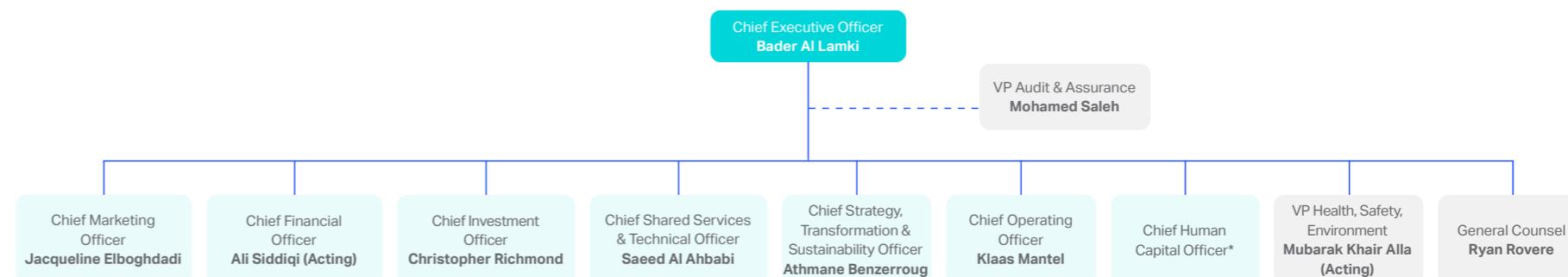


Executive Management

Under the Delegation of Authority, and in consultation with the Board of Directors, the Chief Executive Officer has sub-delegated some of the powers given to him to members of the ADNOC Distribution executive management team. The Company's 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 current organization chart of ADNOC Distribution as of December 31, 2025:



*Mr. Tareq Al Hosani (VP HC) is currently managing all activities of the Human Capital function

Executive management remuneration

Details of the total salaries and benefits paid to the senior members of our executive management team in 2025 are provided in the table below:

Position	Appointment Date	Total Salaries and Allowances paid in 2025	Total Bonuses paid in 2025	Other Benefits for 2025 or due in the Future ⁽¹⁾
Chief Executive Officer	May 2021	2,882,187	2,000,000	
Chief Operating Officer	July 2023	1,960,872	800,000	
Chief Strategy, Transformation & Sustainability Officer	Sep. 2018	1,939,080	1,050,000	
Chief Shared Services & Technical Officer	June 2019	2,066,484	680,000	
Chief Investment Officer	Dec. 2024	1,572,000	390,000	
Chief Marketing Officer	Sep. 2024	1,512,000	700,000	

(1) Bonuses for 2025 that are payable in 2026 are yet to be determined or awarded.



Bader Saeed Al Lamki

Chief Executive Officer

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.



Ali Siddiqi

Acting Chief Financial 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 an undergraduate degree in Finance from the University of Wisconsin, USA.



Athmane Benzerroug

Chief Strategy, Transformation and Sustainability 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.



Klaas Mantel

Chief Operating 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 transformation-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.



Saeed Nasser Al Ahababi

Chief Shared Services & Technical Officer

Eng. Saeed Nasser Al Ahababi 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 Ahababi served in various leadership positions at ADNOC since 2007, including Vice President, Civil Projects, since 2011.

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



Christopher Richmond

Chief Investment 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.



Jacqueline Elboghhdadi

Chief Marketing Officer

Mrs. Jacqueline Elboghhdadi 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. Elboghhdadi holds a Bachelor of Arts in Mass Communications from the American University in Cairo.



Ryan Rovere

General Counsel

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 25 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.

Transactions with Related Parties

In accordance with the Related Transactions Policy, ADNOC Distribution may not enter into a related party transaction unless it has been approved by: (i) the Board of Directors, where the transaction's value does not exceed 5% of the value of our share capital; or (ii) the 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, directly or indirectly, 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 2025 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's dedicated UAE Team includes subject matter experts in Oil & Gas, Financial Services and Government Sector and has been operating in the UAE for over 55 years. Details of the fees paid to Grant Thornton, UAE for the 2025 auditing services are provided in the table below:

Number of years served as an external auditor for ADNOC Distribution	5 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	2 years. The partner has rotated at the start of 2024 as per the applicable regulatory requirements.
Total fees for auditing the financial statements of 2025 (in AED), including provision of reasonable assurance report on the effectiveness of internal financial controls over financial reporting	AED 1,050,000
<ul style="list-style-type: none"> • Fee for auditing the annual financial statement 	AED 255,000
<ul style="list-style-type: none"> • Fee for quarterly review of the financial statement 	AED 370,000
<ul style="list-style-type: none"> • Other relevant audit services in relation to the annual audit of the Company's departmental financial statements and the provision of reasonable assurance report on the effectiveness of internal financial controls over financial reporting 	AED 425,000
Fees and costs of other private services other than auditing the financial statements for 2025 (AED)	Approx AED 95,000
Details and nature of other services provided (if any)	Agreed Upon Procedures engagement for Excise Tax purposes
Statement of the other services performed by an external auditor other than ADNOC Distribution's auditor in 2025 (if any)	Agreed Upon Procedures engagement for Excise Tax purposes

Grant Thornton, UAE, issued an unmodified audit opinion for the Company's annual financial statements for the year ended December 31, 2025.



Audit Committee

The Audit Committee assists the Board of Directors in discharging its responsibilities with respect to its 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 quarterly, interim, and annual financial statements, including related-party transactions and compliance with IFRS and UAE Corporate Tax requirements.



Overseeing the independence and performance of external auditors, including:

- Advising on appointment/reappointment.
- Reviewing non-audit services to prevent conflicts of interest.
- Evaluating audit quality and effectiveness.



Approving internal audit strategies, annual risk-based audit plans, and budgets.



Monitoring internal control frameworks (including ICFR) and risk management systems.



Ensuring unrestricted access for the Audit & Assurance Division to all relevant information.



Providing recommendations to the Board of Directors, which retains ultimate responsibility for approving financial statements and the annual report.

The Audit Committee is comprised of three members who are non-executive directors and independent members. The members of the Audit Committee during 2025 were as set forth in the table below.

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 Committee met four times in 2025. Details of those meetings (including attendance records) are provided in the table below.

In 2025, all recommendations of the Audit Committee were accepted by the Board. The Committee continues to ensure compliance with evolving regulatory requirements, including those related to the CMA, Abu Dhabi Accountability Authority (ADAA), and ADX governance standards.

Board Member	Position on the Board	Feb 5, 2025	Apr 28, 2025	Jul 30, 2025	Oct 28, 2025
H.E. Ahmed Jasim Al Zaabi	Chairman	P	P	P	P
Mr. Khaled Al Zaabi	Member	P	P	P	P
Mr. Marwan Nijmeh	Member	P	P	P	P

P = Present; A = Absent

The Board of Directors appointed Mrs. Abeer Al Shaibani and Mrs. Thuraya Al Maskari as additional members to the Audit Committee on January 16, 2026.

Annual Report of the Audit Committee (2025 Activities)

During 2025, the Audit Committee undertook the following actions:

- **Financial Oversight:** Reviewed and endorsed quarterly, half-yearly and annual financial statements for Board approval, ensuring IFRS compliance and transparency in related-party transactions.
- **External Audit:** Evaluated statutory auditor independence using ADAA's SAAR checklist; endorsed reappointment of Grant Thornton UAE for FY2026 and approved their engagement for ADGC subsidiaries' tax compliance audits.
- **Significant Accounting Matters:** Discussed key topics with management and auditors, including:
 - Revision in useful lives of property plant and equipment.
 - Accounting and Reporting for Treasury Shares.
 - UAE Corporate Tax implementation.
 - Implementation of IFRS Sustainability Disclosure Standards S1 and S2.
- **Risk & Controls:** Reviewed top enterprise risks, ICFR updates, ethics and compliance reports, and governance developments.
- **Internal Audit:** Monitored execution of the 2025 risk-based audit plan, reviewed quarterly audit reports, key findings, and remediation status; approved the 2026 Internal Audit Plan and budget.
- **Performance Evaluation:** Assessed Audit & Assurance Division performance on periodic basis and confirmed alignment with ADAA and CMA standards.

Nomination and Remuneration Committee

The 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 Remuneration Committee is responsible for evaluating the balance of skills, knowledge and experience and the size, structure and composition of the Board of Directors and committees of the Board of Directors and for monitoring the independence 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 (other than the Chairman) or other persons. The members of the Nomination and Remuneration Committee during 2025 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 2025, the Nomination and Remuneration Committee met once, and additionally considered a number of matters by circulation. Details of the meeting (including the attendance record) are provided in the table below:

Committee Member	Position in Committee	Oct 20, 2025
Ms. Paula Disberry	Chairwoman	P
Mr. Marwan Nijmeh	Member	P
Mr. Khaled Salmeen	Member	P
Mrs. Ayesha Mohamed Al Hammadi	Member	P

P = Present; A = Absent

The Board of Directors appointed Mr. Nasser Omair Al Muhairi to the Nomination and Remuneration Committee on January 16, 2026, to replace Mr. Khaled Salmeen.

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 to fulfill its functions.

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 2025 were as set forth in the table below.

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

In 2025, the Executive Committee met five times. Details of those meetings (including the attendance records) are provided on the table below:

Committee Member	Position in Committee	Jan 27, 2025	Mar 26, 2025	Apr 21, 2025	Jul 21, 2025	Oct 20, 2025
Mr. Khaled Salmeen	Chairperson	P	P	P	P	P
Mr. Khaled Al Zaabi	Member	P	A	P	P	P
Ms. Paula Disberry	Member	P	P	P	P	P
Mr. Marwan Nijmeh	Member	P	A	P	P	P
Mr. Saif Al Falahi	Member	P	P	P	P	P
Mr. Nasser Al Muhairi	Member	A		P	P	P
Mrs. Fatema Al Nuaimi ⁽¹⁾	Member	P	A	A		
Ayman Dabash ⁽²⁾	Member				P	P

P = Present, A = Absent

(1) Served as a member of the Executive Committee until April 22, 2025.

(2) Appointed as a member of the Executive Committee on April 22, 2025.

On January 16, 2026, the Board of Directors (i) appointed Mr. Omar Alnuaimi to the Executive Committee to replace Mr. Khaled Salmeen; and (ii) appointed Mr. Khaled Al Zaabi as the Chairperson of the Executive Committee



ESG Subcommittee to Executive Committee

The Environmental Social and Governance (ESG) Subcommittee advises the Executive Committee on ESG and climate strategy and oversees delivery of the Company's ESG and climate related targets and practices progress.

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 people, provided that the Subcommittee includes at least one independent non-executive director. The members of the ESG Subcommittee during 2025 were Ms. Paula Disberry (Chairwoman), Mr. Ibrahim Al Zu'bi, Mr. Ayman Dabash, and Mrs. Thuraya Al Maskari. The Subcommittee held four meetings in 2025.

During 2025, the Subcommittee reviewed key sustainability topics, advanced over ten strategic priorities, notably approving the Corporate Social Responsibility and biodiversity strategy, and dealt with key risks and opportunities in an evolving environment of climate risks and resilience.

Insider Dealing Committee

The Insider Dealing Committee oversees compliance with the Insider Dealing Policy and the Share Dealing Code.

Under the Share Dealing Code, all directors, officers, and employees who possess inside information (defined as material non-public information that could influence the price of ADNOC Distribution's shares) are strictly prohibited from dealing in ADNOC Distribution's shares during designated restricted periods.

Outside of these periods, individuals must obtain prior approval from the Insider Dealing Committee before purchasing, selling, or otherwise dealing in ADNOC Distribution's shares. Approval will only be granted if the Committee is satisfied that the individual is not in possession of inside information at the time of the request.

The Insider Dealing Committee must always consist of at least three members, with the General Counsel serving as Chairman. The current members are Mr. Ryan Rovere (Chairman), Mr. Ali Siddiqi, and Mr. Athmane Benzerroug.

The Committee met twice in 2025 to, among other things: (i) review and discuss the Share Dealing Code and its application; and (ii) consider requests from staff to deal with ADNOC Distribution's shares.

All decisions and approvals are documented to ensure transparency and accountability.

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 the Company's internal control system.



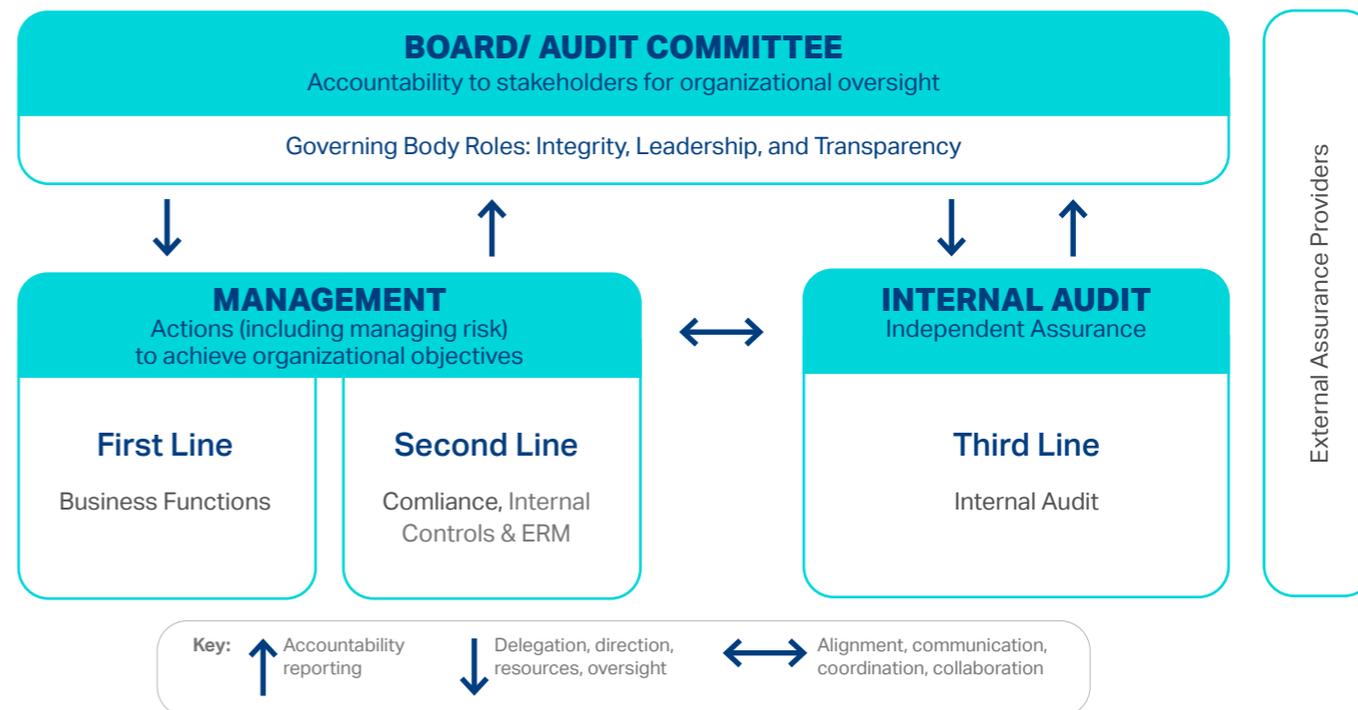
The Company's internal control system

The key objectives of the internal control system are:

- **Creating** control mechanisms that ensure efficient business processes and the implementation of ADNOC Distribution's objectives;
- **Ensuring** the safety of ADNOC Distribution's assets and efficient use of its resources;
- **Protecting** the interests of ADNOC Distribution's shareholders and preventing and resolving conflicts of interest;
- **Creating** conditions for timely preparation and submission of reliable reports and other information that is legally required to be publicly disclosed; and
- **Ensuring** ADNOC Distribution's compliance with applicable laws and requirements of regulators.

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

- Level 1:** the heads of the various departments and divisions within ADNOC Distribution 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 the appropriate policies, processes and procedures; and
- Level 3:** ADNOC Distribution's Audit and Assurance function conducts independent assessments of the efficiency of the internal control system.



Audit and assurance function

The Audit & Assurance Division operates independently, reporting functionally to the Audit Committee and administratively to the CEO, as mandated by ADAA and CMA governance frameworks. Its objectives include:

- Providing assurance on internal controls, governance, and risk management.
- Executing a risk-based audit plan approved by the Audit Committee.
- Leveraging advanced Audit Management Systems (AMS) for planning, execution, reporting, and client feedback.

- Maintaining independence through periodic external quality reviews and continuous improvement programs.
- Ensuring team competency via structured learning and development frameworks.

The Division is led by Vice President Audit & Assurance, Mr. Mohamed Salum Saleh, who regularly communicates audit outcomes and recommendations to executive management and the Audit Committee.

Risk management

ADNOC Distribution has established a comprehensive and integrated Enterprise Risk Management (ERM) framework, underscoring its commitment to safeguarding business continuity and protecting the interests of all stakeholders. This framework is designed to embed strategic risk assessment and risk awareness across the organization and enable proactive decision-making.

Key features of the ERM framework include:

- **Risk-Informed Strategic Planning:** Supporting the achievement of business objectives by integrating risk considerations into strategic planning and identifying potential opportunities.
- **Comprehensive Risk Identification and Management:** Addressing strategic, operational, investment, and project-related risks through an objective-driven approach.
- **Impact Assessment:** Evaluating identified risks and their potential implications on ADNOC Distribution's performance and strategic goals.
- **Performance Enhancement:** Promoting risk-aware processes and robust internal controls to strengthen operational efficiency.
- **Resilience Building:** Enhancing ADNOC Distribution's ability to adapt to market disruptions and evolving business practices.

In addition to providing quarterly reports to the Audit Committee and the Board of Directors—ensuring transparency and informed governance—the ERM unit employs horizon scanning techniques to identify emerging risks and market trends proactively.

To strengthen executive awareness and decision-making, the ERM department issues executive briefings to the Executive Management Team (EMT).

These briefings summarize critical risk developments, emerging issues, and strategic implications, serving as a basis for further discussion and timely action at the leadership level.

Compliance and control

ADNOC Distribution 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 ADNOC Distribution; (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.

ADNOC Distribution'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, ADNOC Distribution's internal control practices are fully compliant with the 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 ADAA regulations, ADNOC 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 ADNOC Distribution 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 ADNOC Distribution oversees ADNOC Distribution's Legal, Compliance and Governance functions. The Compliance Officer from 31 January, 2025 was Karine Relander, who holds a Master's degree from the University of Brest, France and a Master's degree from the University of Helsinki, Finland.

The Chief Financial Officer of ADNOC Distribution oversees the Internal Control function and Enterprise Risk Management function. The Head of Internal Audit as of December 31, 2025 was Mohamed Salum Saleh, who is a Certified Internal Audit (CIA), Certified Fraud Examiner (CFE), Certified Risk Management Assurance and (CRMA) and holds a Master's Degree in Finance from Birmingham City University, United Kingdom. Mr. Salum Saleh was appointed to this role in December 2017.

Together, the General Counsel and Chief Financial Officer are responsible for ensuring that, through the input of these functions, the Company consistently operates in accordance with the highest international standards. They ensure that these functions provide continued oversight of our control system, helping to ensure that our control system is embedded in all of our key processes 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 2025.

Violations committed during 2025

No violations were committed by ADNOC Distribution in 2025.

Corporate Social Responsibility

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, the Company has embedded corporate social responsibility into its DNA. We have implemented several operational policies dedicated to strengthening our contributions as a socially responsible company while meeting stakeholders and employee expectations. We have also developed a CSR charter to govern corporate social responsibility.



AED
~8.6 million

Our total expenditure on social development and related sponsorship projects for 2025



General Information



2025 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 2025:

Month	High (AED)	Low (AED)	Close (AED)
January 2025	3.60	3.39	3.60
February 2025	3.64	3.43	3.49
March 2025	3.52	3.36	3.40
April 2025	3.40	3.16	3.37
May 2025	3.67	3.38	3.63
June 2025	3.72	3.47	3.67
July 2025	3.73	3.66	3.71
August 2025	3.82	3.70	3.76
September 2025	3.82	3.66	3.80
October 2025	3.77	3.59	3.59
November 2025	3.89	3.61	3.85
December 2025	4.02	3.89	3.90

Statement of shareholders who held 5% or more of ADNOC Distribution's capital as of December 31, 2025

The following table shows the name of shareholders who held 5% or more of ADNOC Distribution's capital at the end of 2025 and the percentage of such shareholdings:

Name	Number of Shares held	% of the Shares held of ADNOC Distribution's capital
XRG, PJSC	9,624,972,535	77%

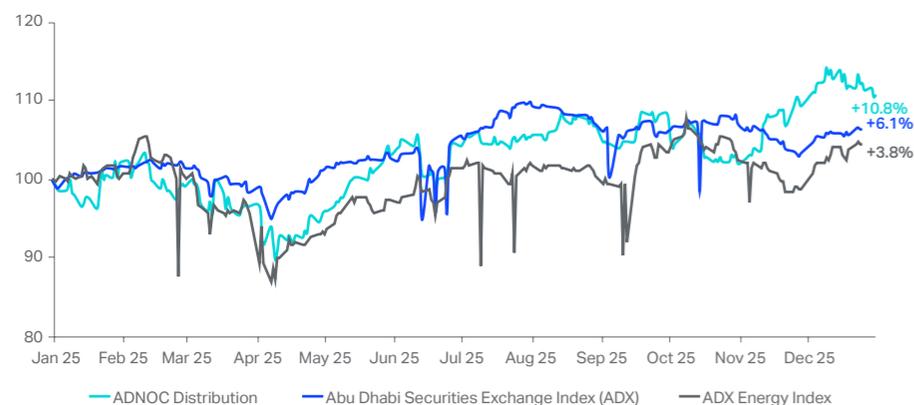
Statement of shareholding distribution by the size of equity as of December 31, 2025

The following table shows the shareholding percentage to capital as at the end of 2025:

Share(s) Owned	Number of Shareholders	Number of Shares held	% of total Shares held
Less than 50,000	14,882	50,263,745	0.4%
From 50,000 to less than 500,000	1,032	171,616,625	1.4%
From 500,000 to less than 5,000,000	400	645,361,121	5.2%
More than 5,000,000	91	11,632,758,509	93.1%

2025 share performance compared to sector index

The following graph shows ADNOC Distribution's share performance comparative to our sector index during 2025:



Breakdown of shareholdings as at December 31, 2025

The following table shows the percentage of the shares owned by different categories of shareholders as at the end of 2025:

Shareholder Category	Percentage of Shares held			
	Individual	Companies	Government	Total
Local	5.2%	85.6%	0.0%	90.8%
GCC	0.3%	1.0%	0.0%	1.2%
Arab	0.2%	0.0%	0.0%	0.2%
Foreign	0.3%	7.5%	0.0%	7.8%
Total	5.9%	94.1%	0.0%	100%



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 ADNOC Distribution's attractive value proposition among listed companies. It also provides updates on ADNOC Distribution's growth strategy and performance.

ADNOC Distribution holds earnings conference calls and webcasts to communicate its quarterly and annual results to analysts, shareholders and investors, discussing financial performance and outlook. Copies of all presentations, releases and investor information are available on its investor relations website.

In 2025, ADNOC Distribution continued to enhance ARIF, an AI-powered chatbot dedicated to investor relations launched in 2024, demonstrating the Company's commitment to leveraging cutting-edge technology to enhance investor engagement and transparency. Additionally, ADNOC Distribution's Investor Relations program was ranked among the top three in the Emerging EMEA Oil & Gas sector by Extel, based on votes from investors and analysts, underscoring the Company's commitment to best-in-class investor communication.

ADNOC Distribution's Investor Relations function is overseen by Mr. Athmane Benzerroug, who brings over 20 years of experience in equity capital markets, 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 ADNOC Distribution website at www.adnocdistribution.ae/en/investor-relations/.

General Assembly and special resolutions presented to the General Assembly in 2025

ADNOC Distribution held its annual General Assembly on March 25, 2025, 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 ADNOC Distribution's General Assembly by shareholders owning not less than three-quarters of the shares represented in that General Assembly.

In 2025 there was no special resolution passed by the shareholders.

The Secretary to the Board of Directors

Mr. Ryan Rovere serves as Secretary to the Board of Directors of ADNOC Distribution in addition to his role as General Counsel. He was appointed as Secretary on February 10, 2025.



Statement of significant events

Management changes in relation to ADNOC Distribution's subsidiary, Abu Dhabi Global Company, (ADGC)

On January 10, 2025, the Board of Directors of ADNOC Distribution approved (i) the resignation of Mr. Wayne Beifus from the position of director and General Manager of ADGC; and (ii) the appointment of Mr. Ali Siddiqi as director and General Manager of ADGC.

Appointing Al Ramz Capital LLC as Liquidity Provider for ADNOC Distribution

On June 17, 2025, ADNOC Distribution appointed Al Ramz Capital LLC, a licensed financial institution and market maker, as a liquidity provider for the Company's shares listed on the Abu Dhabi Securities Exchange.

Transfer of ADNOC's Shareholding in ADNOC Distribution to XRG

On September 11, 2025, Abu Dhabi National Oil Company (ADNOC) PJSC, the principal shareholder of the Company, transferred its shares in the Company to its wholly owned subsidiary, XRG PJSC. The transfer of shares has not had any impact on the day-to-day operations, leadership teams, or strategic direction of the Company.

Changes to the Company's Dividend Policy:

On October 8, 2025, the Board of Directors of ADNOC Distribution approved the following:

1. A proposal to amend the dividend payment framework of the Company to quarterly payouts starting first quarter of financial year 2026.
2. A proposal to extend the existing dividend policy of the Company by an additional two years, until financial year 2030. The policy sets a dividend per financial year of AED 2.57 billion, equivalent to 20.57 fils per share, or minimum 75% of net profit, whichever is higher. All other sections of the dividend policy will remain the same.

This proposal will be submitted to the Company's shareholders for approval at the upcoming General Assembly Meeting to be held on or around March 2026.

Statement of transactions the company made in 2025 which equal or exceed 5% of the company's share capital

For 2025, no transactions were made which equaled or exceeded 5% of ADNOC Distribution's share capital.

Emiratization percentage as of December 31, 2025

Developing our human capital is a strategic priority and part of our commitment to achieve 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 the UAE nationals are spread across different layers of the organization and their career development is given utmost importance.

As of December 31, 2025, our Emiratization rate was 70.20%, which is higher compared to our peers in the market. Our Emiratization rate was 62.37% and 62.51% in 2024 and 2023, respectively, demonstrating ADNOC Distribution's continued commitment to supporting national talent and contributing to the broader objectives of Emiratization within the UAE.

Innovative projects and initiatives undertaken or under development in 2025

In 2025, ADNOC Distribution continued to advance innovation across its business through a focused set of strategic initiatives aimed at enhancing customer experience, operational efficiency and long-term value creation. Key developments included the ongoing enhancements of ARIF, an AI-powered investor relations chatbot, alongside the development of over 20 AI-focused projects to create a smart retail model. These advancements are transforming the service station experience in the UAE by leveraging AI and advanced digital technology to drive digital transformation.

The Company further expanded its non-fuel retail proposition through the launch of The Hub by ADNOC, a new integrated destination concept and refreshing its Oasis brand. It also strengthened its ecosystem through strategic partnerships with leading retailers such as noon and Landmark Group, the introduction of a co-branded credit card and a partnership with Al Maryah Community Bank to introduce AE Coin across the Company's UAE retail network.

These initiatives demonstrate ADNOC Distribution'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.

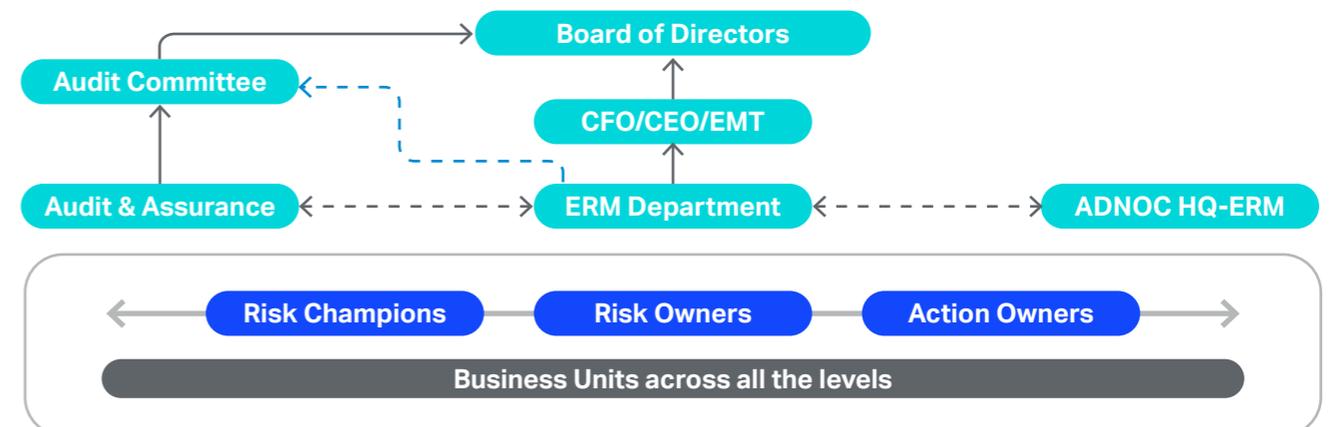


RISK MANAGEMENT

At ADNOC Distribution, we view enterprise risk management as foundational to safeguarding stakeholder value and enabling sustainable growth. ADNOC Distribution's Enterprise Risk Management (ERM) framework embeds a forward-looking, proactive approach to identifying, assessing, and managing uncertainty arising from global trends, environmental realities, and unforeseen scenarios.

We align our ERM policy with national requirements and leading international standards, including ISO 31000, and the Company integrates risk considerations into strategy, planning, capital allocation, and day-to-day decision-making across core business segments.

Structure



Roles and responsibilities

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

- **Risk owners:** Responsible for managing specific risks within their departments
- **ERM champions:** Ensure adherence to risk management practices and promote a culture of risk awareness. The ERM training ensures that all employees are aware of the risks associated with their roles and the measures needed to mitigate them
- **Audit and assurance:** Provide independent evaluation of the ERM framework



assurance is provided by the audit and assurance function, which evaluates the design and operating effectiveness of controls and the ERM process.

Our framework and process follow a continuous cycle. We identify risks through structured assessments, horizon scanning, incident learnings, and stakeholder feedback; evaluate likelihood, impact, and velocity; and prioritize against the Company’s risk appetite. Responses include risk avoidance, reduction, transfer, or acceptance, each with clear ownership, milestones, and performance measures.

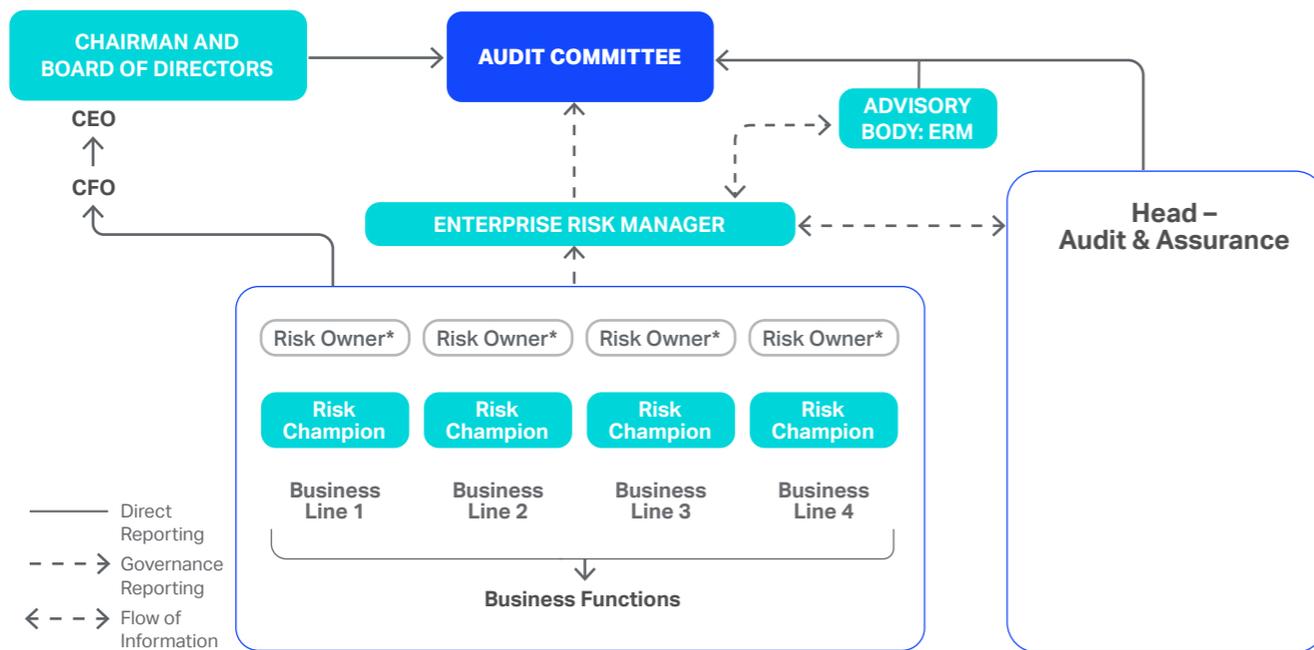
ADNOC Distribution integrates scenario analysis, stress testing, and business continuity and crisis management to strengthen preparedness for low-probability, high-impact events. Key risk indicators (KRIs), control self-assessments, and management action plans are monitored through standardized dashboards, enabling timely escalation and data-driven decisions.

In 2025, the ERM carried out risk evaluations for various departments within the Company. The results of these assessments were documented in risk registers that detailed identified risks, controlling measures, risk rating, and action plans for risk mitigation.

These risk-reducing strategies are linked with corporate KPI’s constantly evaluated and reviewed with individual departments each month, enabling us to monitor advances made and confirm successful implementation. The Company also integrates risk management metrics into its financial incentive structures to promote a culture of safety and responsibility.

Culture and capability underpin ERM effectiveness. We promote a speak-up environment in which emerging risks are surfaced early and lessons learned are shared quickly. Targeted communications and training reinforce accountability, while leadership tone sets expectations for safety, compliance, and ethical conduct.

By combining robust governance with transparent reporting and practical tools, ADNOC Distribution ensures that substantial business risks are recognized, measured, and navigated to levels consistent with our risk appetite and tolerance, reinforcing resilience and long-term value creation for stakeholders.



*Risk Owners can be identified as Department Heads

First and Second Lines of Defense

Third Line of Defense

Governance and oversight are anchored by the Board of Directors, which sets risk appetite and tolerance, monitors and oversees the effectiveness of the risk-management system. We report to the Board on a quarterly cadence with comprehensive risk updates, and the Board holds management accountable for adherence to policies and controls. The Board of Directors plays a crucial role in the implementation of the Company’s risk management objectives. Regular training and awareness sessions are conducted for the Board and executive leadership to strengthen risk competency and reinforce transparency.

The Audit Committee provides independent oversight of ERM, reviewing risk assessments, key mitigation plans, and material changes to the risk profile. Executive management is responsible for execution; we ensure risk responses are embedded in business plans, contracting, pricing, and operational controls. A dedicated ERM function designs and maintains the framework, facilitates enterprise-wide risk identification and assessment, aggregates risk information, and reports to management and the Board. Independent



ERM Integration and Improvement

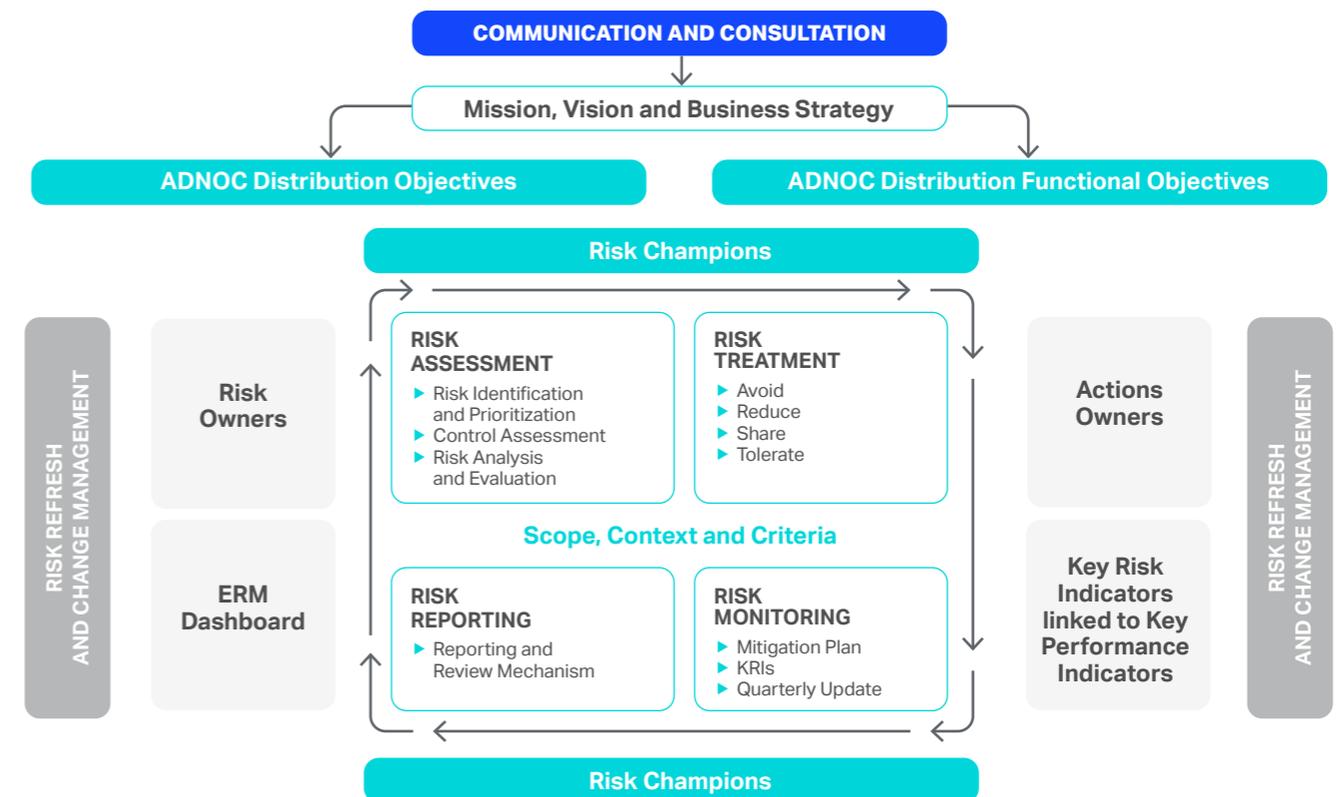
Risk management embedded in decisions: ADNOC Distribution conducted a new ERM maturity assessment based on emerging trends and needs and developed an improvement plan to enhance risk management practices. Key initiatives included:

- Conducting risk awareness workshops with the executive management team, including the CEO, across business units to identify emerging risks and strengthen mitigation of current risks.
- Preparing an opportunity assessment framework, updating the risk maturity assessment, running a risk culture survey, and defining Key Risk Indicators (KRIs) linked to organizational KPIs.
- Integrating ADNOC climate risk frameworks for ESG and climate risk assessments.
- Implementing a risk quantification tool to refine evaluation, prioritization, and resource allocation.
- Monitoring and continuous improvement of ERM effectiveness across ADNOC Distribution, including an ERM system update (data quality, dashboards, reporting cadence).

ADNOC Distribution’s ERM process comprises six key stages:

<p>Scope, context, and criteria</p> <p>Defining the internal and external risk environment</p>	<p>Risk evaluation</p> <p>Prioritizing risks based on their significance to organizational objectives</p>
<p>Risk identification</p> <p>Pinpointing potential risks, including ESG and climate-related factors</p>	<p>Risk treatment</p> <p>Implementing measures such as avoidance, reduction, sharing, or tolerance</p>
<p>Risk analysis</p> <p>Assessing the likelihood and impact of identified risks</p>	<p>Monitoring and review</p> <p>Continuously evaluating mitigation strategies and their effectiveness</p>

At the operational level, Business Units execute the framework through Risk Champions, Risk Owners, and Action Owners who identify, mitigate, and report risks. The structure creates a closed loop from frontline risk management to independent assurance and Board oversight.





Integration of ESG and climate mitigation and adaptation risk

We integrate environmental, social and governance (ESG) factors and climate related mitigation and adaptation risks directly into the Enterprise Risk Management (ERM) process to safeguard long term value. The process begins with the identification and assessment of current and emerging risks, evaluating potential impacts on operations in the short, medium, and long term. Each regulation, event, or incident including ESG and climate matters is examined for likelihood, potential impact, key uncertainties, and underlying risk sources, ensuring that material issues are captured early and addressed systematically.

The Company's risk management incorporates a defined ESG financial risk appetite, ensuring that environmental, social, and governance risks are systematically identified, assessed, and managed in all strategic decisions, including mergers and acquisitions.

Communication and consultation are central to how we manage risk. We are committed to keep stakeholders informed about our risk drivers and potential impacts on our people, local communities, business partners, and the environment, and further details are covered under natural capital section of the report. This transparency is especially important for ESG and climate risks, where sustained stakeholder engagement supports informed decision making and long term sustainable value creation.

To mitigate ESG risks, we have embedded a thorough risk identification approach that explicitly includes ESG considerations across the business. For climate related risks, the Company has a more systematic assessment approach, enabling clearer visibility of both threats and opportunities and their implications for technology, operations, financial performance, legal and regulatory exposure, market position, and reputation. ADNOC Distribution has identified long-term climate-related risks associated with global scenarios for clean energy adoption and economy-wide decarbonization. In response to these two, we have initiated mitigation through renewable energy investments, energy efficiency initiatives,

and sustainable partnerships, aligning near term actions with longer term transition pathways.

We have woven ESG and climate considerations into our overall risk assessment and evaluation process, applying consistent criteria for likelihood and impact and aligning responses to the Company's risk appetite. This integration improves prioritization and supports the selection of appropriate treatments whether avoidance, reduction, transfer, or acceptance with clear ownership and timelines. By embedding ESG and climate risk into ERM in this way, ADNOC Distribution strengthens its ability to identify, assess, and manage material risks more effectively, enhancing resilience and enabling sustainable value creation for all stakeholders.

Looking ahead, we remain committed to continuous improvement of the ERM process and will continue to prioritize ESG and climate risk management in strategic planning and decision making, so that ADNOC Distribution maintains agility in a changing external environment while delivering on its long term objectives.

Assurance coordination

We take a systematic, integrated approach to align risk based internal audits, compliance checks, risk assessments, and performance reviews so all assurance functions work in concert. This coordination provides a comprehensive, timely view of the organization's risk landscape to inform decision making and strategic planning.

In addition, we conduct Business Impact Analyses (BIA), Crisis Management exercises, and Business Continuity Management (BCM) to strengthen preparedness and response.

Continuous improvement

We continuously refine the ERM system applying best practices and proactive risk management to enhance resilience, support sustainable growth, and drive operational excellence at ADNOC Distribution.

MESSAGE FROM THE ESG SUBCOMMITTEE CHAIRPERSON





Message from the ESG Subcommittee Chairwoman

Paula Disberry
Chairwoman, ESG Subcommittee
ADNOC Distribution

At ADNOC Distribution, sustainability is a central consideration for how we operate, anchoring our responsibilities today and driving sustained value for tomorrow. As Chairwoman of the ESG Subcommittee and an Independent Non-Executive Director, I have been encouraged to see sustainability become embedded more deeply across strategy, governance, and day-to-day operational decision-making, reinforcing the company's leadership in mobility and convenience retail.

Over
13,700
employees



The ESG Subcommittee was established in 2024, reporting to the Executive Committee and, ultimately, to the Board of Directors. This governance structure supports the incorporation of ESG considerations at the highest decision-making levels. The Subcommittee's initial focus was a comprehensive review of the Company's ESG strategy, targets, and practices; a structured assessment of feedback from ESG rating agencies; and the adoption of additional environmental initiatives in waste and water, coupled with a strengthened emphasis on social governance.

In 2025, ADNOC Distribution completed its first double materiality assessment, aligned with the original ESRS/EFRAE guidance and the GRI Standards. The process provided a sharpened view of the Company's most potential material impacts, risks, and opportunities across the value chain and established transparent thresholds for both impact and financial materiality. Senior management validated the resulting materiality matrix, which now directly informs enterprise risk management, strategic priorities, and external disclosures. This year, ADNOC Distribution is also issuing its inaugural Integrated Report drawing on the IIRC and GRI frameworks to present a clear, cohesive picture of performance and long-term value creation.

Environmental stewardship remains a central consideration for our operations. ADNOC Distribution advanced resource efficiency and decarbonization initiatives and expanded

Representing
81
nationalities



customer-facing sustainability through circularity solutions and lower-carbon product offerings. These actions complement ongoing improvements in operational practices, product quality, and service delivery across the network. Our people agenda continues to strengthen inclusion and performance. With over 13,700 employees representing 81 nationalities, we strive to foster workplace equity and an environment where individuals feel valued and empowered. Leadership visibility, engagement forums, and capability-building support a culture anchored in safety, excellence, and accountability.

External engagement stayed robust and transparent. ADNOC Distribution maintained regular dialogue with customers, suppliers, regulators, and investors through multi-channel communications and reporting, ensuring that stakeholder expectations, regulatory developments, and market insights are reflected in strategy and execution. This approach supports disciplined capital deployment, system improvements, and consistent performance management.

ADNOC Distribution's ESG approach is designed to be aligned with the UAE's national vision, the ADNOC Group's sustainability strategy, and global standards. By integrating material impacts, risks, and opportunities into governance and operations, the Company continues to create value for employees, customers, investors, suppliers, and communities and to contribute to resilient, high-quality outcomes across its network.

SUSTAINABILITY STRATEGY

ESG Agenda and Strategy Overview

Our Six Pillar Framework
and SDG Alignment

ESG Governance

Sustainability Targets and
Commitments

Stakeholder Engagement

Double Materiality Assessment

Net Zero Pathway

Decarbonization Roadmap

ESG AGENDA AND STRATEGY OVERVIEW

ADNOC Distribution is executing a defined, long-term strategy to evolve from a fuel retailer into the UAE's leading convenience and mobility company. We are leveraging the energy transformation to expand into lower carbon fuels and smart mobility, while elevating customer experience and embedding sustainability across our operations and supply chain. Supported by innovation and AI, our ambition is to be the brand of choice for customers.

We are pursuing a balanced transformation: improving today's performance while scaling tomorrow's energy solutions. Our decarbonization roadmap targets a 25% reduction in operational emissions intensity by 2030 (compared to 2021 baseline) and supports our ambition to achieve to Net Zero by 2045.

We are building leadership in sustainable mobility through a growing network of fast and super fast EV charging points in the UAE and by increasing the availability of cleaner fuels, including hydrogen and biofuels.



25%
reduction
by 2030 in
operational
emissions
intensity



Pathway to
**Net
Zero**
by 2045

Sustainability strategic framework

ADNOC Distribution's Sustainability Strategic Framework is aligned with ADNOC Group's sustainability strategy, reflecting a shared commitment to provide responsible, lower carbon energy and create lasting value for the UAE, its people and its businesses. Sustainability sits at the core of our corporate strategy and is embedded across governance, operations, supply chains and customer offerings. We strive to uphold top tier Health, Safety and Environment (HSE) standards, invest in our communities, enable sustainable economic growth and channel capital toward cleaner, cutting-edge energy and mobility solutions.

To deliver this ambition, we have set defined short, medium and long-term objectives to help advance our decarbonization roadmap (including our 2030 operational carbon intensity reduction target and pathway to Net Zero by 2045), elevate customer experience and expand access to lower carbon fuels and services. Our framework is designed to support the UAE's strategic vision and ADNOC Group's commitments, driving disciplined execution and regular reporting on outcomes.



Strategic design & planning



Implement a double materiality assessment and commence a stakeholder engagement activity

Formulate the Sustainability Strategic Framework in accordance with global, regional and ADNOC Group Sustainability Goals and respective reporting frameworks

Governance



Secure approval from the management, Executive Committee and Board of Directors for the sustainability framework and targets

Drive sustainability agenda through a dedicated "Chief Strategy, Transformation and Sustainability Officer"

Appointed a dedicated "Chief Strategy, Transformation and Sustainability Officer" to drive sustainability agenda

Established an ESG Subcommittee at the Board level. The Subcommittee, which reports to the Executive Committee and, ultimately, the Board of Directors, ensures that sustainability is at the heart of strategic decision-making at the highest levels

Established a Sustainability Committee responsible for steering the sustainability strategy and supervising its implementation. Key agenda items of the Sustainability Committee include coordinating emission reduction efforts and setting a carbon reduction pathway

Manage CSR and direct the CSR strategy and its execution

Create additional Subcommittee as required

Include a continuous sustainability agenda in quarterly Board meetings for review

Incorporate key objectives into the organization's performance scorecard, which is being updated for review of sustainability performance by the Board

Implementation & supervision



Organize a task force to facilitate the execution of sustainability and CSR projects

Establish a specialist Sustainability Project Management Office (PMO) to track progress and offer feedback to Sustainability and CSR committees

Create initiative cards for execution, planning and supervision

Implement Collaborative Project Management Services (an online project management and reporting tool)

Disclosure



Begin internal quarterly sustainability KPI reporting

Start external ESG reporting and annual disclosure mechanisms

Perform external assurance of the ESG disclosures

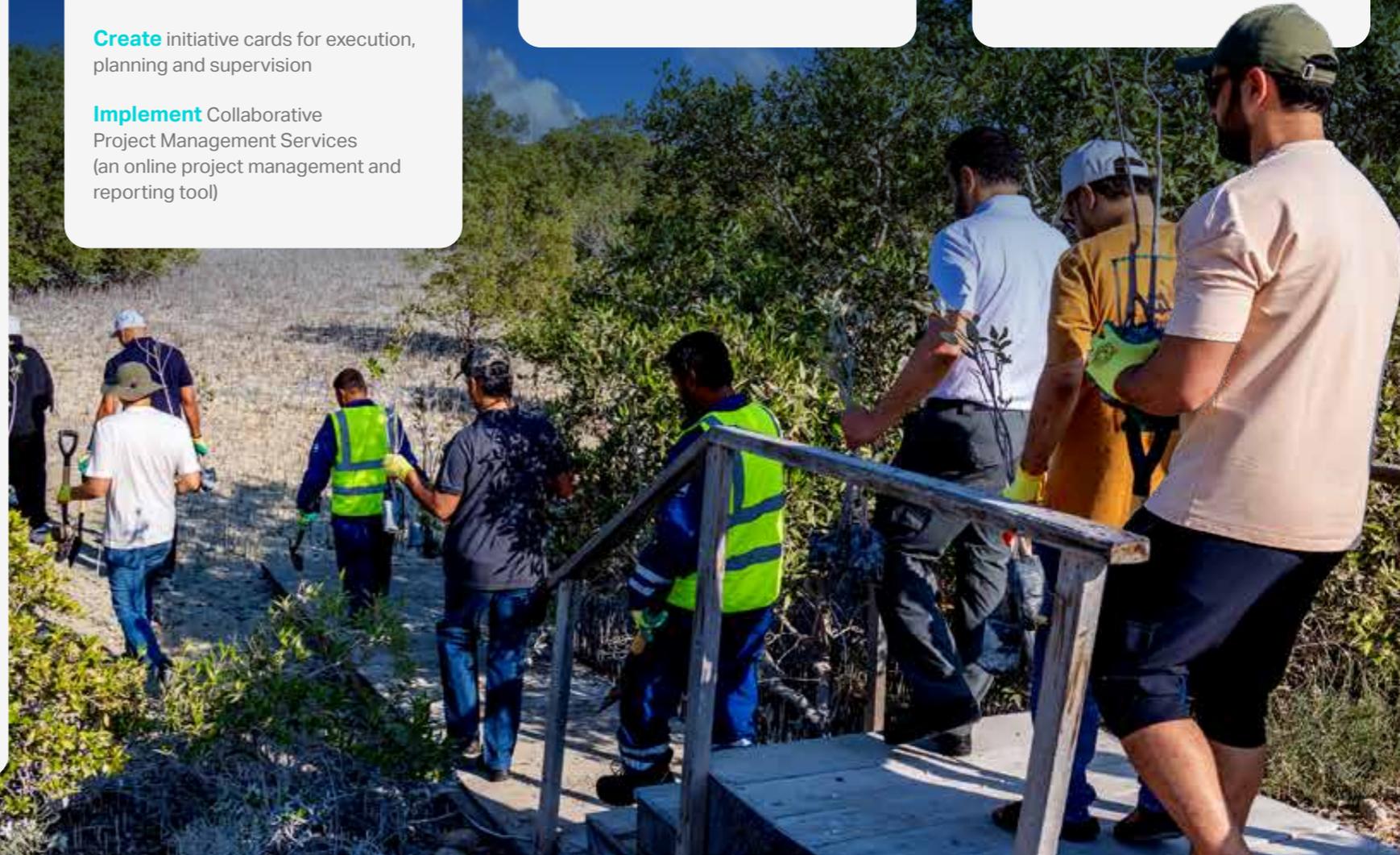
Evaluation



Comprehend the impact of initiatives

Understand the development of strategic priorities

Identify feedback or enhancement



Our Six Pillar Framework and SDG Alignment



Climate, emissions and energy

In 2025, we advanced our Decarbonization Roadmap with clear progress across three priorities: reducing our own operational emissions, enabling lower carbon mobility for customers and piloting future energy solutions. These actions align with the UAE's Net Zero by 2050 Strategic Initiative and position the Company to compete in a lower carbon energy system while maintaining reliable, affordable service.



2025 DELIVERY AND IMPACT

Biofuels in our fleet

We converted 100% of our company-owned road fleet to biofuel, avoiding an estimated 2,079 tCO₂e of Scope 1 emissions in 2025 versus conventional diesel and demonstrating near term, scalable decarbonization of our operations.

EV charging network

We expanded our electric vehicle charging infrastructure to 402 installed charging points across the UAE, up from 180+ at year end 2024. We are continuing to progress toward our goal to exceed 500 charging points by 2028, and intend to prioritize high demand locations and network reliability to support customer adoption.

Energy efficient design

We integrated energy efficient systems and energy optimized building designs across our network (MEP, HVAC, retail and service equipment), delivering measurable energy savings and an estimated emissions reduction of 370 tCO₂e in 2025 for the scope covered.

Digital efficiency

We use AI as part of our efforts to optimize end-to-end operations intelligent assortment and C store clustering tune inventory and pricing to local demand, while AI-led site selection helps to identify new stations using traffic, spend and competitor signals.

Fuel demand prediction right-sizes replenishment to prevent runouts and reduce OPEX. Preference-based fueling and in-app F&B ordering speed throughput cut wait times, turning data into faster decisions, lower costs and a smoother customer experience.

Climate and Energy (E)



Solarization

Started in 2024 and continuing thereafter, we have been installing solar PV at additional ADNOC Distribution stations to increase renewable electricity consumption and reduce Scope 2 emissions, building on our broader energy efficiency program.



Local environment

Biodiversity, circularity and resource efficiency

Sustainable business transformation is core to our strategy and complements our decarbonization agenda with nature protection and responsible resource use. In 2025, we advanced programs that are designed to strengthen biodiversity, cut waste, conserve water and engage customers in our sustainability journey.



2025 DELIVERY AND IMPACT

Biodiversity restoration

Since 2024, we planted over 27,000 mangroves and over 1,800 Ghaf across four Emirates (Abu Dhabi, Dubai, Ajman, Ras Al Khaimah).

Each planting is recorded on a blockchain ledger and can be adopted through the ADNOC Distribution app. The program contributes to ADNOC Group's goal of planting 10 million mangroves by 2030 and creates biodiversity co benefits, including shoreline protection and habitat enhancement.

Environment and Circularity (E)



Waste and water management

We expanded solutions to help reduce waste and conserve water, including recycling water from car wash facilities and installing aerators across washrooms and mosque ablution areas to lower consumption.

We deployed Reverse Vending Machines (RVMs) at 25 service stations and 2 offices, enabling the recycling of 18.2 million bottles and cans and preventing nearly 2,733,905 kg of CO₂e emissions through avoided virgin material production and disposal.



Economic social contribution

We prioritize national economic development and community well being through programs that strengthen our workforce, support vulnerable households and advance public health.

Kasr al Siyam

is a Ramadan community initiative by ADNOC Distribution to help people on the move break their fast safely and on time during Maghrib. Employees distributed 300,000 Iftar boxes at and around more than 83 stations across the UAE, including streets and traffic signals near high need areas, for fasting communities and working laborers.

Energy access for families (LPG donation)

With the Khalifa bin Zayed Al Nahyan Foundation, we supported the National Families initiative during Ramadan by donating LPG cylinders to families across Abu Dhabi, helping to reduce household energy costs during a period of peak demand.



2025 DELIVERY AND IMPACT

Liwa Moreeb

Dune Festival included cash sponsorship and full fueling operations of one main hub with eight fuel trucks plus MyStation trucks across six secondary zones providing capacity for 8,000 vehicles daily. We enhanced the fan village with two ADNOC Oasis Stores & Cafés, E2GO EV charging and a Fleet Smart Solution hub for RFID tag setup and wallet activation and amplified reach via station advertising and social media, generating 52 million views to promote sport, community engagement and wellbeing.

Customers and Communities (S)



Local community and youth employment

As we expanded our network, we created jobs at multiple levels and invested in UAE National talent.

Our focus included recruiting experienced UAE Nationals from the local market, hiring fresh UAE National graduates, offering internships to local students and collaborating with ADNOC on youth changemaker initiatives and the Youth Committee to build a strong future workforce.



Health, safety and security

Safety is one of our foremost priorities. We aim for zero harm across our operations and supply chain, protecting employees, contractors, customers and communities. Our programs focus on process safety and asset integrity, road safety and workforce wellbeing.

Health, Safety and Wellbeing



Workforce, diversity and development

Sustainable social transformation is a pillar of our strategy. We are building a skilled, inclusive and future ready workforce that supports our growth, strengthens performance and aligns with UAE national priorities.

People and Culture (S)



2025 DELIVERY AND IMPACT

Asset Integrity and Process Safety (AIPS)

We embedded a risk based approach across terminals and service stations designed to systematically identify, assess and mitigate hazards. Key elements include control of work, management of change, safety critical equipment inspection and testing, emergency response drills and periodic assurance.

Joint safety campaign on fueling practices

In collaboration with the Ministry of Interior (MOI) and the Ministry of Education (MOE), we launched a nationwide awareness campaign on safe fueling. The initiative emphasizes speed compliance within stations, prevention of nozzle pull incidents and adherence to UAE safety regulations.

Road safety in operations

We advanced fleet safety through journey planning, defensive driving training and telematics to monitor speed, harsh braking and distraction indicators. These measures aim to lower vehicle incident rates and protect employees and the public on and around our sites.

Workforce health and wellbeing

We continued occupational health programs including medical screenings, heat stress prevention and hydration protocols, PPE compliance, ergonomics improvements and mental health awareness. These actions are meant to enhance fitness for work, reduce absenteeism and support a resilient, engaged workforce.

Contractor safety management

We strengthened alignment with contractors via pre qualification, HSE requirements in contracts, onboarding and toolbox talks and joint audits to support consistent standards across our supply chain.



2025 DELIVERY AND IMPACT

Emiratization and youth

We contributed to the UAE National Employment Strategy 2031, achieving >70 % Emirati representation across our organization. We prioritized hiring experienced UAE Nationals, created pathways for graduates and interns and expanded targeted learning to accelerate development into supervisory and leadership roles.

Diverse and inclusive workforce

Our people represent 81 nationalities. In 2025, we recruited 1,100 employees from more than 30 nationalities across our markets, strengthening capabilities in retail operations, mobility services, logistics and digital.

Employee experience

We achieved a 78% employee experience score, reflecting progress in engagement, inclusion, wellbeing and manager effectiveness.

Gender balance and pay equity

A CEO chaired Gender Balance Committee steers our agenda. In 2025, we increased women's representation to 14% in top management, 15% in STEM roles and 4% in junior management. We achieved a 1:1 median gender pay ratio (total compensation, including bonuses and incentives) for the measured population and strengthened policy foundations for equal pay and equitable career progression.





Business sustainability

We believe a sustainable future is built on a robust governance foundation. Our approach combines strong ethics and compliance, defined ESG oversight and discipline, sustainability linked financing to manage risk, meet stakeholder expectations and support long-term value creation.



2025 DELIVERY AND IMPACT

Ethics and compliance

We continued to embed global good practices through a comprehensive framework that includes our Code of Conduct, Antibribery and Corruption, Gifts and Entertainment and Conflicts of Interest policies. These are operationalized via management and reporting systems that support policy rollout, employee training, third-party due diligence, disclosures and registers (e.g., gifts and conflicts) and incident reporting and investigation. The program reinforces a culture of integrity across our operations and supply chain.

Sustainability governance

To accelerate delivery of our ESG agenda, the Executive Committee established an ESG Subcommittee in 2024. The Subcommittee is responsible for coordinating cross-functional initiatives, monitoring performance against targets and ensuring consistent reporting and accountability across the business.

Sustainable finance

We converted an existing AED 5.5 billion facility into a Sustainability Linked Loan (SLL), linking a portion of our financing costs to the achievement of defined sustainability performance indicators. In 2025, we achieved the two KPIs associated with this SLL, underscoring our commitment to environmental responsibility and financial discipline.



ESG GOVERNANCE

For ADNOC Distribution, governance is not just a compliance exercise, it is the way we create resilient, sustainable growth. Our governance framework is designed to comply with the UAE Capital Market Authority Corporate Governance Rules and regulations applicable to publicly listed companies in the UAE.

Guided by national priorities and informed by international good practice, we embed ethics, transparency and accountability into decision-making across the Company. This enables disciplined execution, effective risk management and long-term value creation for shareholders and stakeholders.

The Board of Directors sets the Company's strategic direction and oversees performance, risk and culture. The Board is responsible for oversight across key areas of our business including sustainability. It reviews robust systems of internal control and compliance, prudent capital allocation and responsible conduct throughout the organization.

Supported by its committees, the Board monitors the Company's sustainability priorities and key risks, including health and safety, operational reliability, market and financial resilience and technology and cybersecurity.



Priorities & Key risks

- Health and safety
- Operational reliability
- Market and financial resilience
- Technology and cybersecurity

Embedding sustainability within governance

The Board of Directors of ADNOC Distribution provides oversight of sustainability, climate and broader ESG performance across the Company and its supply chain. The Board approves the Company's sustainability strategy, reviews that goals and targets align with relevant local, national, regional and international guidelines and oversees execution through regular performance reviews and transparent disclosures.

This approach embeds sustainability into strategic decision-making, risk management and operational planning.



ESG Subcommittee to Executive Committee

In September 2024, the Executive Committee established an ESG Subcommittee to advance the Company’s ESG agenda. The ESG Subcommittee advises the Executive Committee on effectiveness of the Company’s ESG strategy, integration of the sustainability agenda across the board, and oversees delivery of ESG-related targets and practices.

Composition: The ESG Subcommittee must have at least four members, all with the expertise and competence relevant to its remit. Members may be non executive directors or other qualified individuals, provided the Subcommittee includes at least one independent, non executive director.

2025 ESG Subcommittee members are:

- Ms. Paula Disberry (Chairwoman)
- Mr. Ibrahim N Al Zubi
- Mr. Ayman Dabash
- Mrs. Thuraya Al Maskari

Activities and cadence: In 2025, the Subcommittee met to review and discuss the Company’s sustainability strategy, decarbonization targets, climate risk assessment, and energy management updates and planning for 2026. The ESG Subcommittee typically meets quarterly.

Sustainability Committee

The Sustainability Committee, a management level committee comprising of members of executive management, leads implementation of the ESG strategy.

Its remit includes decarbonization, energy and water efficiency, waste reduction, tenant metering, climate related risks, local community engagement, CSR and sustainability policies and procedures. Meeting monthly or as required, the Committee embeds sustainability goals across operations, oversees implementation of key initiatives and frameworks and strengthens proactive systems to integrate sustainability throughout the value chain. It also supports identification, assessment and monitoring of strategies and material risks that could impact the Company’s sustainable performance.

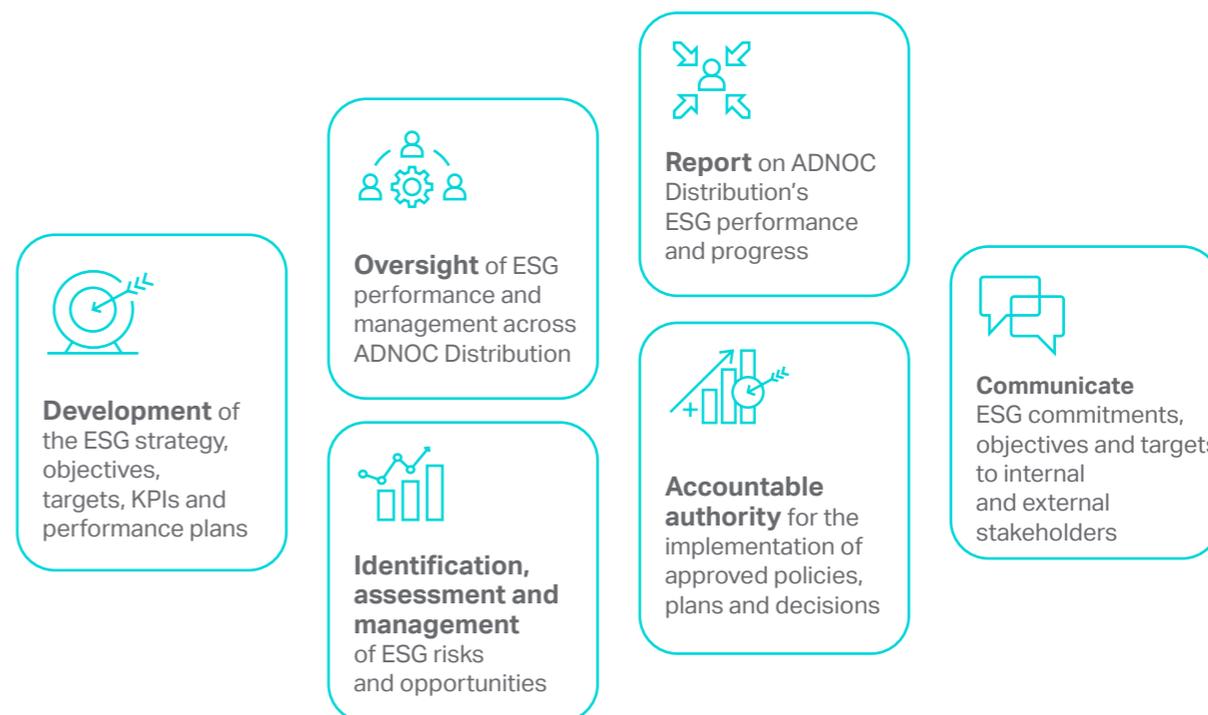
The Chief Executive Officer of ADNOC Distribution oversees the formulation and execution of the Company wide Sustainability Strategy and reports on progress across economic, environmental and social priorities.

The CEO delegates certain responsibilities to members of the Executive Management team to drive implementation of our sustainability strategy, track performance and report on key initiatives.



ADNOC Distribution further strengthened its sustainability governance with Athmane Benzerroug, Chief Strategy, Transformation and Sustainability Officer. In this role, he steers sustainability vision, identifies key priorities and navigate the targets and champions a sustainability focused culture across the Company and among stakeholders enhancing cross functional alignment, execution discipline and transparent performance reporting.

Key objectives of the Sustainability Committee



Implementation and evaluation of the framework

We manage enterprise performance through a single Organizational Performance Scorecard that integrates sustainability priorities into how we plan, execute and measure results. The scorecard focuses on indicators that are material to our business and stakeholders, supporting accountability and informed decision-making across the company. The firm has incorporated key sustainability objectives such as reducing greenhouse gas emissions, energy intensity, enhancing health and safety performance, fostering employee engagement, embedding artificial intelligence, increasing customer satisfaction, endorsing Emiratisation, contributing to in-country value and corporate governance into its yearly performance scorecard.

Governance and oversight are embedded into this approach. Sustainability and climate risk are standing agenda items at quarterly Board of Directors meetings and monthly Executive Committee meetings. These forums review performance against our scorecard, evaluate progress and steer initiatives to address risks and capture opportunities. By integrating these objectives into our enterprise scorecard and subjecting them to regular Board and Executive Committee oversight, we align sustainability with strategy, strengthen resilience in a changing energy landscape and deliver long-term value for our stakeholders and the UAE economy.

Values in action

Our policies for ethics, energy and human right

- **Code of conduct**

Approved and overseen by the Board, our [Code of Conduct](#) translates our values into clear behavioral and legal standards for employees, suppliers, contractors and partners. Reviewed annually, it covers business integrity (including anti bribery and conflicts of interest), fair competition, data protection, human rights and labor practices and HSE.

We embed the Code through mandatory training and annual attestations for employees and suppliers. We intend for concerns to be raised confidentially without

fear of retaliation; our policies require that breaches be investigated and subject to consequence management.

The Code underpins trusted, compliant operations and sustainable value.

- **Energy management policy**

We seek to prioritize energy efficiency across our operations in an effort to maximize the value of our resources while minimizing environmental impact.

Anchored in our core values, we intend to optimize energy use to enhance profitability, strengthen our market position and deliver high-quality services. This commitment creates shared value for our employees, customers, the communities where we operate and the nation.

- **Human rights policy statement**

We strive to respect and promote human rights across our operations and value chain. In line with the UN Global Compact Human Rights Principles, we expect all employees, suppliers and business partners to comply with our Code of Ethics and Supplier Code of Conduct.

Concerns can be raised confidentially and anonymously, 24/7, without fear of retaliation, through our ethics helpline and other reporting channels.

- **Non-discrimination**

In accordance with the Company's Code of Conduct, ADNOC Distribution maintains zero tolerance for discrimination, harassment and bullying across all operations.

We aim to foster a respectful, inclusive workplace for employees, customers, contractors, partners and suppliers. We are required to make employment decisions based on merit and to not tolerate adverse treatment on the basis of characteristics such as gender, nationality, ethnicity, religion, age, disability or any other status protected by law. The guidelines on non-discrimination, reflected in its policies, processes and activities actively foster equality and diversity through various initiatives.

We embed behavior change principles in customer service training, including explicit guidance on preventing discrimination and harassment.

Concerns can be raised through our established reporting channels, including options for confidentiality and anonymity, with strict non retaliation protections.

- **Gender diversity**

ADNOC Distribution is committed to gender diversity and equality across our Board and our workforce. We focus on increasing female representation especially in leadership while providing equal opportunities, development and advancement for all employees.

Our Gender Diversity Policy covers Board nominations and a comprehensive approach to gender diversity, equal pay and equal opportunity within the Company. In line with UAE Securities and Commodities Authority requirements for listed firms, we aim to include at least one female member on our Board of Directors.

- **Sustainability-related compensation and incentive schemes**

Our annual performance scorecard incorporates ESG KPIs into its executive compensation structure, linking variable pay to performance on environmental, social and governance objectives. The significant KPIs include reducing greenhouse gas emissions, energy intensity, enhancing health and safety performance, fostering employee engagement, embedding artificial intelligence, increasing customer satisfaction, endorsing Emiratisation, contributing to in-country value and corporate governance. The variable compensation of CEO and executive management is determined by the Remuneration Committee of the Company's Board of Directors, based on the score of the annual performance scorecard. The performance scorecard includes predefined corporate performance indicators on efficiency, operation, peoples, finance and sustainability.



Human rights

Respect and promote human rights across operations and value chain; concerns can be raised confidentially 24/7



Anti-corruption and fraud management

ADNOC Distribution maintains a zero-tolerance policy towards bribery and corruption, as detailed in its Anti-Bribery and Corruption Policy. Additionally, the Fraud Risk Management Policy provides rigorous oversight and controls to help prevent fraudulent activities. Integrity Due Diligence (IDD) assessments are conducted for third-party engagements, underscoring the company's diligence in maintaining ethical transactions. In 2025, the Company also performed a detailed risk assessment within its operation with procedures in place to address corruption that are assessed to be low, medium, and high risk. The risk assessment encompassed corruption, ethics, bribery, fraud, falsification of data, manipulation, business ethics, improper use of employee and customer data, kickbacks, unauthorized disclosure of confidential information, money laundering, among other issues. The audit was conducted by an independent external consultant.

Whistleblower protections

The Takallam platform, governed by the Whistleblowing and Non-Retaliation Policy, provides employees and stakeholders with a confidential channel to report unethical behavior. This mechanism promotes transparency and encourages reporting on issues such as financial misconduct, corruption, bribery, fraud, falsification of data, manipulation, discrimination, harassment, improper use of employee

and customer data, kickbacks, unauthorized disclosure of confidential information and money laundering. The platform offers safe, confidential and retaliation-free reporting.

Critical issues are communicated to the highest governance body during monthly Executive Committee meetings and quarterly Board meetings. In addition to using the Takallam portal, employees can report ethical violations directly to their supervisors or the compliance department. There is also a register for logging received gifts and entertainment, which is reviewed collectively by line managers and the Compliance Department. Line managers approve conflict of interest, gift and entertainment declarations based on advice from the Ethics and Compliance department.

When a potential violation is raised, our processes expect that the Ethics and Compliance team appoints an investigation focal point and lead investigator based on the nature of the complaint. A fact-finding exercise is conducted to determine the root cause of the issue. If required, a full investigation is launched. An Investigation Committee, led by Ethics and Compliance and comprising relevant stakeholders, reviews the case, interviews witnesses and suspects and creates an investigation report.

This report is presented to the Investigation Review Board (IRB), which reviews the findings and makes disciplinary recommendations and corrective actions to the CEO. The Ethics and Compliance team then follows up with the relevant business units to review for implementation of the corrective actions.

Anti-competitive behavior

The Competition Compliance Policy is designed such that ADNOC Distribution's operations adhere to local and international anti-competitive laws, establishing a fair marketplace.

The pricing in the Company's commercial business is based on global and regional market trends. Given the presence of multiple operators in the UAE commercial fuel sector which is governed by the UAE's Ministry of Energy and Infrastructure, there is minimal scope for anti-competitive conduct.

ADNOC Distribution seeks to consider the impact of relevant competition laws on its daily operations. Although its primary base is in the UAE, the Company has expanded into international jurisdictions. Consequently, we have implemented measures to drive compliance with the competition laws and regulations in these new regions.

Refresher courses are provided to educate all employees of ADNOC Distribution about competition compliance policies and adhere to both local and international competition laws. Specific employees, who are directly involved in or can significantly impact competitive strategies, receive focused compliance training, which can be completed either in-person or via e-learning.

Integrity and ESG due diligence on M&A

The Company performs ESG Integrity Due Diligence (IDD) on third-party financial transactions. Our M&A activities include thorough IDD assessments focusing on financial integrity with environmental, social and governance criteria. ADNOC Distribution includes the completion of necessary Anti-Trust filings within pertinent jurisdictions in its processes.

This action highlights the Company's dedication to transparency throughout these transactions and compliance with Anti-Trust regulations, while also aligning with the Company's ESG financial risk appetite, which is critical for effective risk management and the successful execution of M&A transactions.

Integrated Management System (IMS)

The Integrated Management System certifications of ADNOC Distribution encompass areas such as environmental management, data collection for maintenance, business continuity management, occupational health and safety management, energy management and asset management. The implementation of the IMS is an organization-wide initiative covering all functional processes within the Company at the following set of ISO Standards:

● ISO 14001

Environmental management

● ISO 14224

Collection and maintenance of data

● ISO 22241

Diesel engines — NOx reduction agent AUS 32

● ISO 55000 and ISO 55001

Asset management

● ISO 17025

Testing & calibration laboratories

● ISO 22301

Business continuity

● ISO 19650

Building Information Modelling – BIM

● ISO 50001

Energy management

● ISO 9001

Quality management systems

● ISO 45001

Occupational Health and Safety

● ISMS ISO 27001

Information security management systems

● ISO 45001

Occupational Health and Safety (OH&S) management system

SUSTAINABILITY TARGETS AND COMMITMENTS

AND ALIGNMENT WITH NATIONAL PRIORITIES

Environment vision 2030 (Abu Dhabi)

GOALS

- To preserve and enhance Abu Dhabi's natural heritage in the efficient use of resources and contributing to a better quality of life for all. Solidify and unify local responses to sustainability through focused action on climate change, air and noise pollution and waste management
- Capability for sustainability across environmental and societal sectors

ADNOC Distribution's impact and contributions

- Enhanced the Sustainability strategic framework to elevate overall performance
- Formulated a path to decarbonization to expedite progress and set a goal to decrease operational emissions intensity by 25% by 2030 compared to a 2021 baseline
- Developed and invested in sustainable mobility infrastructure including EV, Hydrogen, Biofuel

Demand Side Management (DSM) and Energy Rationalization Strategy (ERS)

GOALS

- Plan to cut electricity use by 22% and water use by 32% in Abu Dhabi by 2030
- Raise awareness about water and energy conservation and adopting recycling initiatives across operations

ADNOC Distributions impact and contributions

- Promoted awareness and training on waste, water and energy preservation through numerous campaigns and mandatory ESG training and about implementation of water saving and recycling programs in our operations and assets, including using recycled water at service stations
- Integrated energy and water efficient systems and implementation of sustainable building designs and automatic car washes to reduce emissions, water usage and waste generation

UAE Net Zero by 2050

GOALS

- Attain Net Zero emissions by the year 2050
- Align with international decarbonization plans, such as the Paris Agreement

ADNOC Distributions impact and contributions

- Formulated a decarbonization strategy and pathway to steer a successful shift towards a decarbonized economy
- Expanded the business line to sustainable mobility to contribute to UAE's Net Zero ambition with clean energy, electric vehicle charging stations and introducing Biofuel in own fleet

UAE centennial 2071

GOALS

- Empowering the next generation through skill development and enhancing local employment opportunities
- Raising productivity of the national economy

ADNOC Distributions impact and contributions

- Implemented forward-thinking learning and development programs, enhanced employment opportunities for local communities and supported ongoing social endeavors in the UAE
- Implemented local community engagement initiatives and programs

Abu Dhabi economic vision 2030

GOALS

- Building an open, efficient, effective and globally integrated business environment
- Developing a sufficient and resilient infrastructure capable of supporting anticipated economic growth
- Developing a highly skilled, highly productive work-force
- Adopting a disciplined fiscal policy that is responsive to economic cycles

ADNOC Distribution's impact and contributions

- Developed and invested in sustainable mobility infrastructure including EV, Hydrogen, Biofuel
- Increased employment opportunities for the local workforce and increased In-Country-Value contribution

Abu Dhabi Securities Exchange (ADX) guidelines

GOALS

- Enhance ESG performance through transparent and robust disclosures
- Ensure disclosures comply with leading standards like GRI, UN SDGs, WFE, verified by independent third party for accuracy
- Instruct the disclosure of key ESG indicators to maintain global benchmarks

ADNOC Distributions impact and contributions

- Published annual ESG disclosures following GRI Standards and ADX ESG indicators
- Obtained limited assurance from independent third-party on ESG disclosures

UAE Energy Strategy 2050

GOALS

- Triple the contribution of the renewable energy and invest AED 150 to AED 200 billion by 2030 to meet the country's increasing demand for energy as a result of a rapidly growing economy
- To reduce emissions from the water and energy sectors to ensure the achievement of net zero by 2050

ADNOC Distributions impact and contributions

- Reduce the carbon footprint by amplifying the contribution of renewable energy through Solarization and utilization of Biofuel
- The Company is executing initiatives aimed at optimizing energy usage to moderate energy consumption

United Nations Sustainable Development Goals

GOALS

- Institute a developmental framework comprising 17 wide-ranging topics, including affordable and clean energy, as well as climate action
- Direct organizations in reporting their performance on each topic's indicators

ADNOC Distributions impact and contributions

- Aligned ADNOC Distribution's key performance indicators (KPI), objectives and sustainability strategy with UN SDGs
- Leverage disclosures, like the annual ESG Reporting, to promote UN SDGs among stakeholders

UAE Strategy for Artificial Intelligence

GOALS

- Achieve the objectives of UAE Centennial 2071
- Boost government performance at all levels
- Use an integrated smart digital system that can overcome challenges and provide quick efficient solutions
- Make the UAE the first in the field of AI investments in various sectors
- Create new vital market with high economic value

ADNOC Distributions impact and contributions

- We are becoming an AI native business, with 20+ initiatives
- From personalizing and optimizing how we operate from Fill & Go's computer vision refueling and AI based store clustering to our Fuel Demand AI Model, which delivers >95% forecast accuracy, reduces runouts, and cuts fuel truck emissions by 10% through smarter deliveries

STAKEHOLDER ENGAGEMENT

At ADNOC Distribution, stakeholder engagement sits at the center of our business and sustainability strategies. We are committed to actively engaging with stakeholders to identify and address concerns, adapting our operations to reflect stakeholders' expectations. This approach supports sustained performance and strengthens trust across our ecosystem.

Our Executive Leadership Team maintains regular oversight of stakeholder engagement. The Team meets monthly through the Executive Committee Meetings of the Board of Directors and quarterly through Board Meetings, providing timely discussion of stakeholder matters and management responses.

Guiding principles

Our approach to stakeholder engagement is guided by the following principles:



Transparency

We provide regular, clear and accessible communication to stakeholders.



Inclusivity

ADNOC Distribution engages a diverse range of stakeholders across key touchpoints.



Responsiveness

We implement solutions aligned with stakeholder needs and interests.



OUR KEY STAKEHOLDERS



Employees



Supplier &
Partners



Customers



Local
Communities,
NGOs



Investors &
Shareholders



Government
and Regulatory
Authorities



Stakeholder engagement process



Employees

MODE OF ENGAGEMENT

- ▶ Culture & employee wellbeing initiatives
- ▶ People Connect sessions
- ▶ Employee engagement surveys and an ESG engagement survey
- ▶ Ask HC portal and email communications
- ▶ Training, workshops and leadership touchpoints
- ▶ Physical and virtual town halls and awareness sessions

TOPICS OF INTEREST

- ▶ Targeted engagement and wellbeing initiatives
- ▶ Promoting gender diversity, inclusion and equality
- ▶ Updates on policies, engagement plans, career progression and rewards
- ▶ Action on suggestions submitted via engagement surveys and People Connect sessions

HOW ADNOC DISTRIBUTION ADDS VALUE

- ▶ **Culture & wellbeing governance**
We implemented a comprehensive culture and wellbeing strategy with monthly outcome reviews; ADNOC Distribution also activated divisional "people champions" and engagement committees (Sport, Gender Balance, Youth) to sustain desired behaviors
- ▶ **Employee voice & transparent communication**
We act on feedback from engagement surveys and People Connect sessions, with actions tracked and communicated; ADNOC Distribution maintains regular updates via newsletters, emails, Yammer, town halls and CEO communications
- ▶ **Talent growth & mobility**
We offer career development, digital upskilling and role rotations to broaden capabilities and support internal mobility
- ▶ **Inclusive, high performance culture**
ADNOC Distribution fosters a value-driven, inclusive environment that supports development and strengthens retention
- ▶ **Flexible work & leadership access**
We support flexible remote work to promote work-life balance and enhance leadership visibility through town halls and People Connect sessions improving day-to-day engagement and trust



Customers

MODE OF ENGAGEMENT

- ▶ ESG engagement survey
- ▶ Point of sale touchpoints
- ▶ Social media
- ▶ Corporate website and mobile application
- ▶ Customer call centers
- ▶ Customer satisfaction surveys

TOPICS OF INTEREST

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

HOW ADNOC DISTRIBUTION ADDS VALUE

- ▶ **Safety & quality**
ADNOC Distribution maintains strong health, safety and quality management systems in order to deliver consistent, high-quality products and services
- ▶ **Access & convenience**
We expanded and operate a broader network of stations, EV charging, convenience stores and care facilities to improve accessibility and service consistency
- ▶ **Personalized experience**
ADNOC Distribution uses AI and customer insights to tailor preferences and address identified needs
- ▶ **Service excellence through people**
We elevate day-to-day interactions via workforce talent initiatives and professional development
- ▶ **Continuous improvement**
ADNOC Distribution sustains system enhancements that help the Company better meet customer expectations



Investors & shareholders

MODE OF ENGAGEMENT

- ▶ ESG engagement survey
- ▶ General Assembly meetings
- ▶ Investor roadshows
- ▶ Physical and virtual meetings
- ▶ Investor feedback surveys
- ▶ Participation in equity conferences
- ▶ Annual report; quarterly earnings materials
- ▶ ARIF: ADNOC Distribution AI chatbot

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 and
- ▶ Efficient capital allocation
- ▶ EV strategy and economics

HOW ADNOC DISTRIBUTION ADDS VALUE

- ▶ **Transparent, frequent disclosure**
We communicated the five-year growth strategy at Investor Day (2024) which was reinforced during the Investor Majlis in 2025, provide annual guidance and KPI outlook and issue regular progress updates through results materials, roadshows and investor meetings
- ▶ **Disciplined capital deployment**
ADNOC Distribution applied efficient capital allocation, including value-accretive M&A, with clear reporting on actions and outcomes
- ▶ **Energy transformation delivery**
We launched a sustainability roadmap to decarbonize operations and invested in EV charging solutions to meet the current needs of EV customers nationwide
- ▶ **Shareholder returns framework**
ADNOC Distribution proposed to extend the dividend policy until 2030 to enhance visibility on shareholder returns and will implement a quarterly dividend framework effective from 2026
- ▶ **Performance tracking**
We report progress against annual and mid-term guidance and strategic initiatives, including energy transformation and adoption of low-carbon products and have reported sustained earnings growth



Suppliers & partners

MODE OF ENGAGEMENT

- ▶ ESG engagement survey
- ▶ Bids and tenders
- ▶ Supplier portals
- ▶ Post-award communications
- ▶ Periodical engagement meetings

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 ADDS VALUE

- ▶ **Efficient Processes**
We continually assess and improve supply chain and inventory management and ADNOC Distribution enhances tendering through regular SAP module updates
- ▶ **Transparency**
Centralized announcements and clear tender procedures in SAP give suppliers consistent, accessible information
- ▶ **Timely Communication**
We follow updated internal guidelines to respond within approved timelines and provide on-time replies via meetings and email
- ▶ **Collaborative Engagement**
ADNOC Distribution hosts regular meetings with suppliers to address performance, system issues and in-country value initiatives
- ▶ **Process Discipline**
Standardized timelines and channels improve responsiveness and clarity for suppliers across the procurement cycle



Government & regulatory authorities

MODE OF ENGAGEMENT

- ▶ Annual and quarterly reports
- ▶ Public reporting
- ▶ Virtual and face-to-face meetings

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 supporting national policies

HOW ADNOC DISTRIBUTION ADDS VALUE

- ▶ **National infrastructure & access**
We expanded the network of stations, fast and super-fast EV charging infrastructure and renovated convenience stores strengthening national infrastructure, creating jobs and improving access to fueling and convenience services
- ▶ **Low-carbon solutions & product efficiency**
ADNOC Distribution provided and developed low-carbon and green offerings, including CNG, EV charging, hybrid/green lubricants and premium fuels such as Octane-98 that support engine efficiency
- ▶ **Digital convenience**
We invested in customer-centric digital solutions contactless payments, digital/online ordering and self-service checkouts to streamline the customer experience
- ▶ **Regulatory compliance & governance**
ADNOC Distribution has processes in place to support compliance with applicable regulations and supports a strong industry governance framework



Local communities, NGOs

MODE OF ENGAGEMENT

- ▶ ESG engagement survey
- ▶ Employee volunteering
- ▶ Community program sponsorships
- ▶ CSR events

TOPICS OF INTEREST

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

HOW ADNOC DISTRIBUTION ADDS VALUE

- ▶ **Local economic impact**
Achieved 68% in-country value (ICV) across overall contracts supporting local suppliers, jobs and national economic development
- ▶ **Community & health**
We supported communities through CSR, Ramadan community iftars and charitable contributions that strengthen social cohesion
- ▶ **Environmental stewardship**
ADNOC Distribution engaged customers in environmental protection by launching reverse vending machines at stations and adding an "Adopt a Mangrove" and "Adopt an Ghaf tree" option in the app
- ▶ **Social development**
We invest in local employment and health-focused initiatives that uplift communities and enhance quality of life



DOUBLE MATERIALITY ASSESSMENT

In 2025, ADNOC Distribution conducted our first double materiality assessment (DMA) in line with consideration for the process outlined in the original European Sustainability Reporting Standards (ESRS) and EFRAG implementation guidance and GRI Standards.

Conducting this assessment has enabled us to identify and report upon the key material impacts on both people and the environment as a result of our operations, as well as understanding the main sustainability related risks and opportunities that could influence our financial performance and enterprise value. This holistic approach allows us to integrate these insights into our strategy, risk management and due diligence moving forward.

What double materiality covers

Impact materiality

We assessed the actual and potential impacts, both positive and negative, due to our own operations and full value chain over the short, medium and long term. We considered severity, which is dependent on scale and scope, as the primary criterion for assessing actual positive impacts. For actual negative impacts, the additional element of irremediability was considered. In case of potential impacts, likelihood was also considered along with severity.

Financial materiality

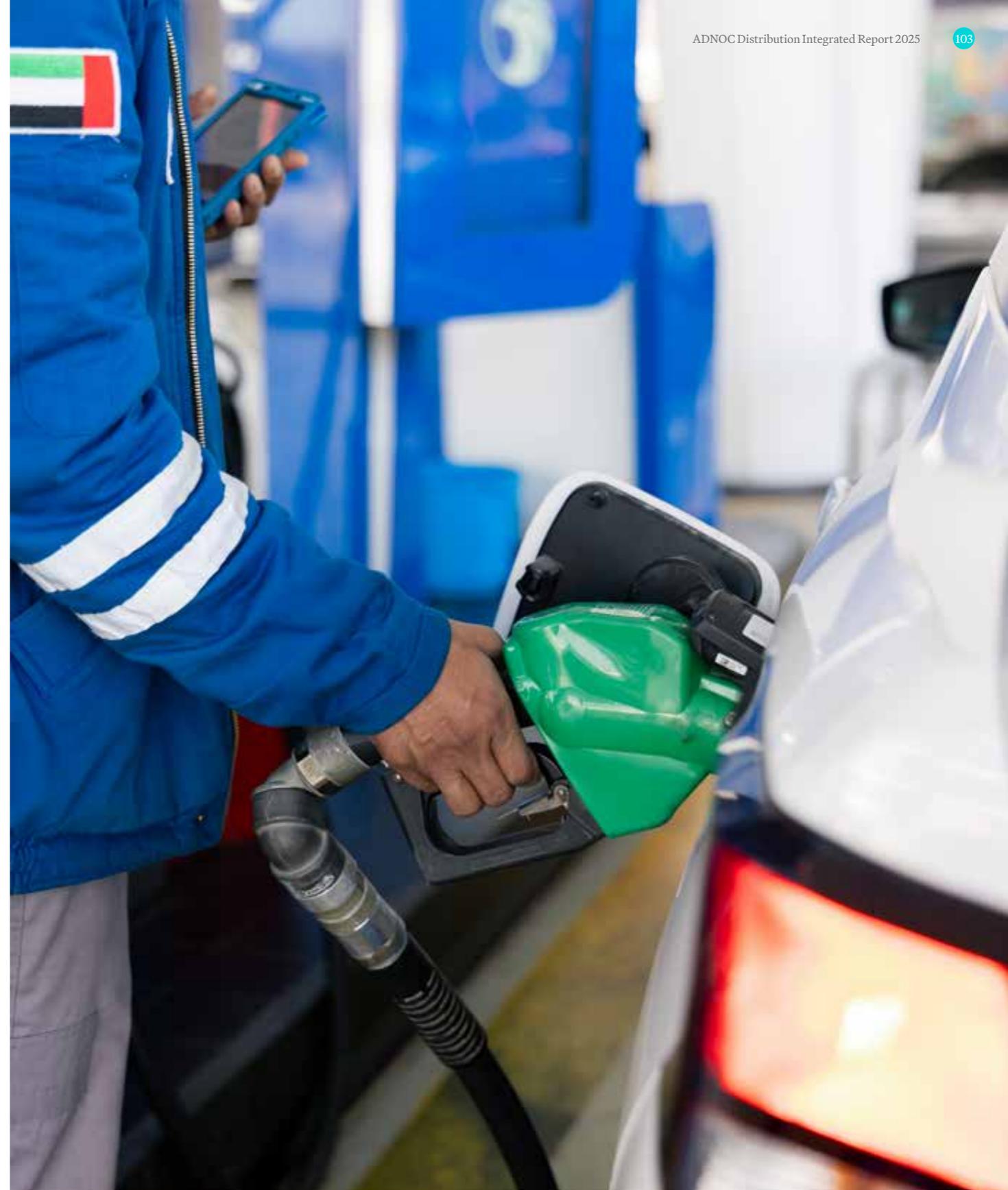
ADNOC Distribution evaluated the likelihood and magnitude of sustainability related effects on our financial performance, position, cash flows, access to finance, or cost of capital, including effects not yet reflected in financial statements.

Governance and stakeholder engagement

Our DMA was undertaken with oversight by the administrative, management and supervisory bodies at ADNOC Distribution.

We conducted extensive discussions to gain insights into our material topics. Internal stakeholders across our business units provided comprehensive inputs on the activities, value chain links and sustainability linked Impacts, Risks and Opportunities (IROs).

We also engaged with key external stakeholders such as suppliers/contractors, investors, government authorities, NGOs, customers and other partners for their feedback.



KEY ACTIVITIES



Reviewing understanding of our operations and value chain mapping

We mapped our operations and value chain in detail, including the business model, segments, major sites and markets and key relationships.

We also reviewed external regulations along with leading industry practices and benchmarks in our sector.



Identifying impacts, risks, and opportunities (IROs)

Based on our understanding of our value operations and value chain, we identified a list of sustainability linked IROs.

To support the comprehensiveness of this exercise, we considered several sources including internal documents, industry leading practices, sustainability standards and frameworks (GRI, SASB etc.).

The key IROs along with their mapping to material topics are shown in next page.



Material topic	Description of IRO	IRO type	Positive/negative (Impacts)	Actual /potential (Impacts)	Time horizon
Climate Change & GHG	Delayed energy transformation may reduce competitiveness and lead to long-term traditional fuel-demand decline	Risk, Impact	Negative	Potential	Long Term
	Failure to sufficiently reduce operational GHG emissions may prevent ADNOC Distribution from meeting its decarbonization commitments, resulting in regulatory, financial and reputational consequences	Risk, Impact	Negative	Potential	Medium to Long Term
	Physical climate risks & extreme weather disruption	Risk, Impact	Negative	Potential	Short to Medium Term
	Energy efficiency and cost-saving opportunity	Opportunity, Impact	Positive	Potential	Short Term
	Long-term carbon sequestration opportunity	Opportunity	NA	Potential	Long Term
Climate Adaptation, Resilience & Transition	Scaling clean mobility solutions strengthens market position and supports UAE Net Zero goals	Opportunity, Impact	Positive	Potential	Long Term
	Nature-based design opportunity for climate resilience	Opportunity, Impact	Positive	Potential	Medium Term
Biodiversity	Biodiversity	Opportunity, Impact	Positive	Potential	Medium to Long Term
Circular Economy/ Resource Management	Circularity, water efficiency & resource optimization	Opportunity, Impact	Positive	Potential	Medium Term
Energy Management	Opportunity to improve energy performance through real-time monitoring	Opportunity	NA	Potential	Short Term
Occupational Health and Safety	Road fuel transport safety and operational disruption risk	Risk, Impact	Negative	Potential	Short Term
Supply Chain Sustainability	Supply chain resilience through proactive commodity management	Opportunity	NA	Actual	Long Term

Material topic	Description of IRO	IRO type	Positive/negative (Impacts)	Actual /potential (Impacts)	Time horizon
Technological Innovation & Digitalization	Station solarization and AI energy optimization reduce Scope 2 emissions and improve energy efficiency and cost performance	Opportunity, Impact	Positive	Actual	Long Term
Waste, Water and Effluent Management	Non-compliance with water use and effluent discharge standards may lead to regulatory penalties, operational disruptions and reputational impacts	Risk	NA	Potential	Short Term
Business Ethics	Ethical conduct & responsible business practices	Opportunity, Impact	Positive	Potential	Short to Medium Term
Economic Performance	Strengthening economic performance to enable strategic growth	Impact, Opportunity	Positive	Potential	Medium to Long Term
Risk Management	Enterprise risk intelligence & data-driven decision-making	Opportunity, Impact	Positive	Actual	Medium to Long Term
Emiratization	Enabling workforce resilience and National talent development through Emiratization	Impact, Opportunity	Positive	Potential	Short to Medium Term
Employment Practices, Development and Wellbeing	Challenges in attracting, retaining and engaging employees across all levels may increase costs, reduce performance and weaken organizational capability	Risk	NA	Potential	Medium Term
Local Community	Sustainable mobility & local economic development opportunity	Impact	Positive	Actual	Long Term
Diversity, Non- Discrimination and Equal Opportunity	Strengthening workforce diversity and inclusive talent development	Impact, Opportunity	Positive	Potential	Medium Term
Human and Labor Rights	Failure to maintain fair practices for frontline workers may lead to legal, reputational and workforce stability risks	Risk, Impact	Negative	Potential	Short Term
Anti-Corruption & Anti-Competitive Behavior	Enhanced ethical governance, anti-corruption & fair competition	Opportunity, Impact	Positive	Potential	Medium to Long Term



Assessing materiality and engaging with stakeholders

We undertook extensive stakeholder consultations to help us capture all relevant perspectives. We developed a customized survey which was circulated to both internal and external stakeholders. Our internal stakeholders include employees across our business functions, including board and senior management. The survey was also rolled out to external stakeholders including tier one, and two suppliers/contractors, investors, government authorities, NGOs, customers and other partners for their feedback. We received around 100 responses, comprising both internal and external stakeholders. The parameters of scale, scope and irremediability described above were used to assess impact materiality and magnitude and likelihood were considered for financial materiality. The result form the stakeholder survey were consolidated and quantified with consideration for the ESRS guidance.



Developing and validating the materiality matrix

Based on the results of the survey, we developed a double materiality matrix considering both **Impact Materiality and Financial Materiality**. The final matrix was reviewed and validated by the management.



Environmental

- Climate change & GHG
- Energy management
- Water, waste, effluent and non-GHG pollution management
- Circular economy/resource management
- Climate adaptation, resilience and transition
- Biodiversity



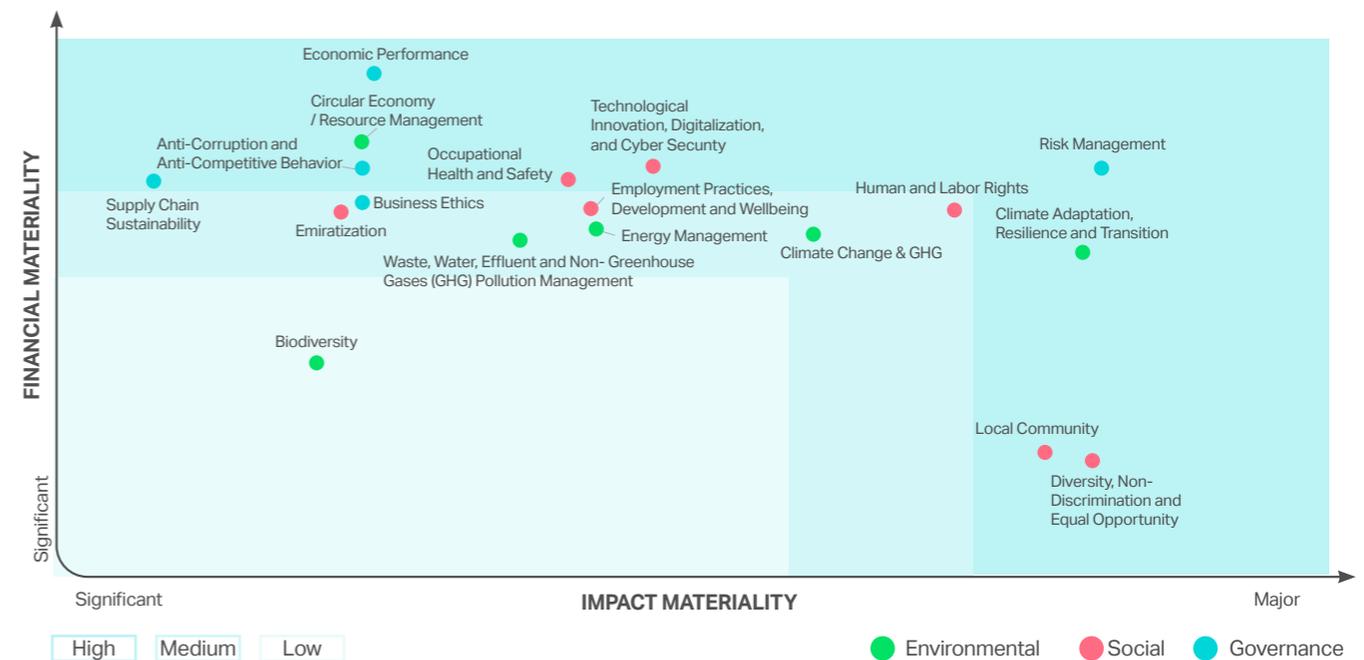
Social

- Emiratization
- Occupational health and safety
- Technological innovation, digitalization and cyber security
- Employment practices, development and wellbeing
- Human and labor rights
- Local community
- Diversity, non-discrimination and equal opportunity



Governance

- Economic performance
- Anti-corruption and anti-competitive behavior
- Risk management
- Supply chain sustainability
- Business ethics



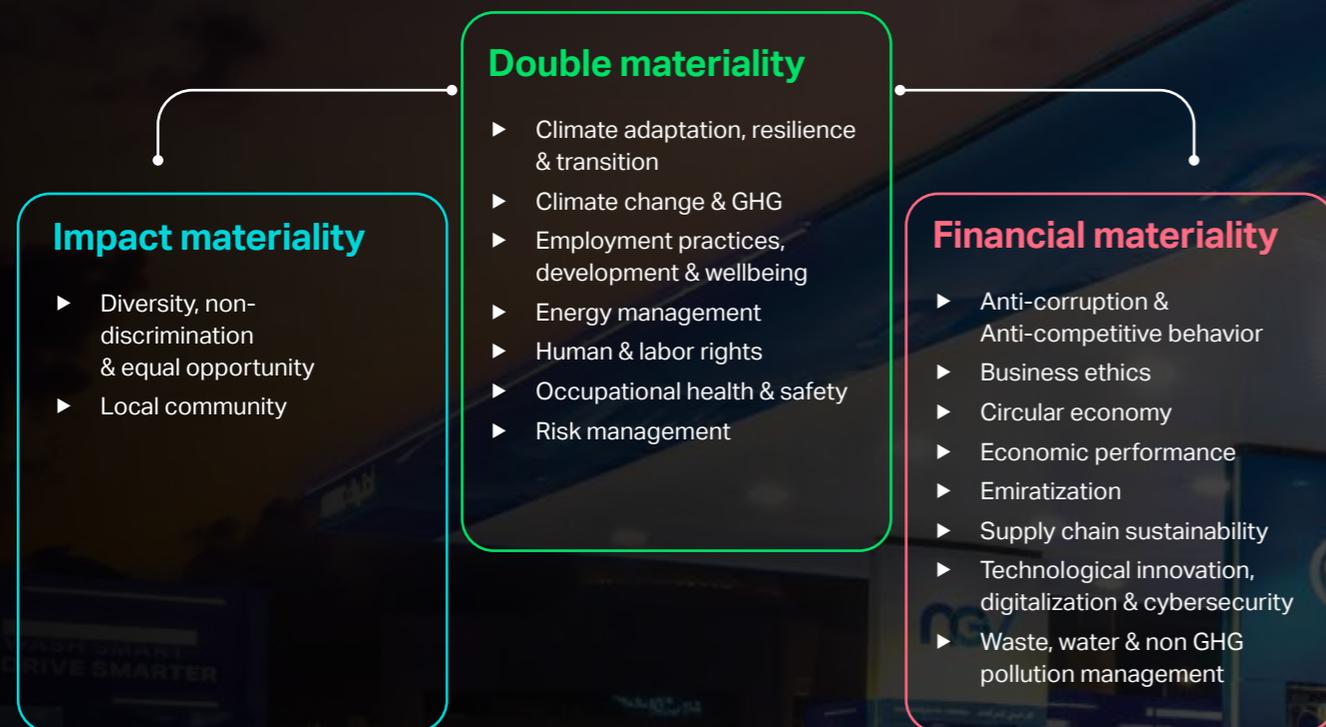
The above matrix provides an overview of the impacts, risks and opportunities related to our business. It gives us insights into the key material topics where we can maximize our outward positive impact. Simultaneously we seek to ensure that we mitigate risks and exploit opportunities for ADNOC Distribution to grow sustainably in the future.

The below diagram highlights our 'Double Material Topics'; Climate Adaptation, Resilience & Transition, Climate Change & GHG, Employment Practices, Development & Wellbeing.

Conducting our first Double Materiality Assessment has allowed us not only to identify actual or potential material issues but rather to capture varied perspectives from a wide range of internal and external stakeholders.

Energy Management, Human & Labor Rights, Occupational Health & Safety and Risk Management. These are highly relevant for us from both an Impact and Financial Materiality perspective and we intend to prioritize these topics moving forward.

We are taking steps to ensure that these insights enhance our sustainability strategy and implementation processes moving forward. The DMA will be reviewed and updated periodically, including when key triggers arise (e.g., major transactions, supply chain shifts, new regulations, significant incidents).



NET ZERO PATHWAY

Decarbonization roadmap

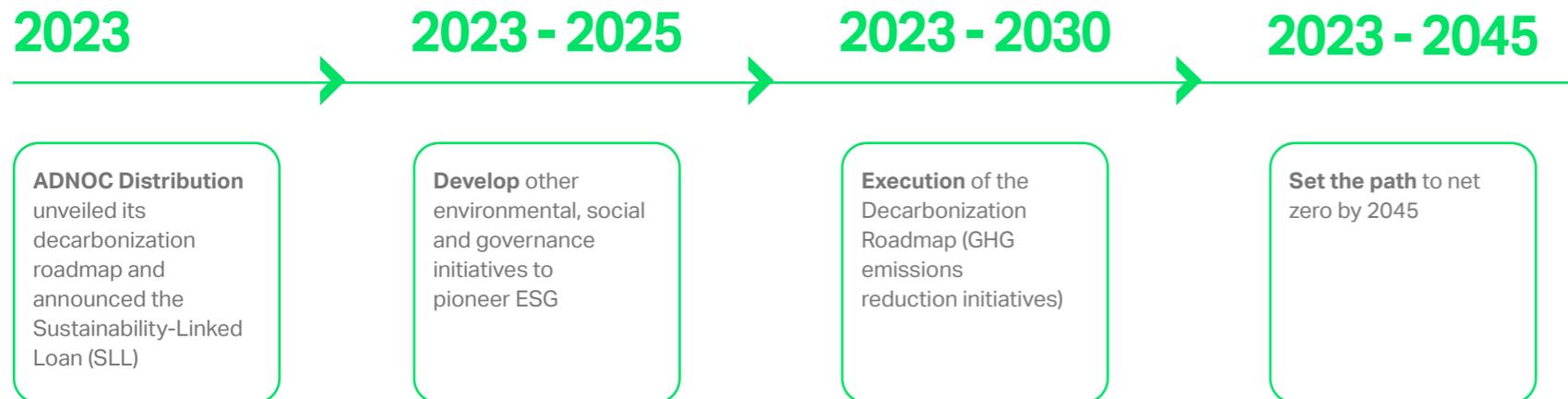
ADNOC Distribution is implementing a company-wide decarbonization roadmap to reduce our environmental footprint and operational greenhouse gas emissions, reinforcing our commitment to responsible growth and operational excellence.

Embedded in our business strategy and aligned with national and industry decarbonization goals, the roadmap positions us to enhance efficiency, strengthen resilience to climate-related risks covered in Natural Capital section and support the evolving needs of our customers and communities.

The roadmap sets defined governance, baselines and performance targets for Scope 1 and Scope 2 emissions. We are strengthening data quality and

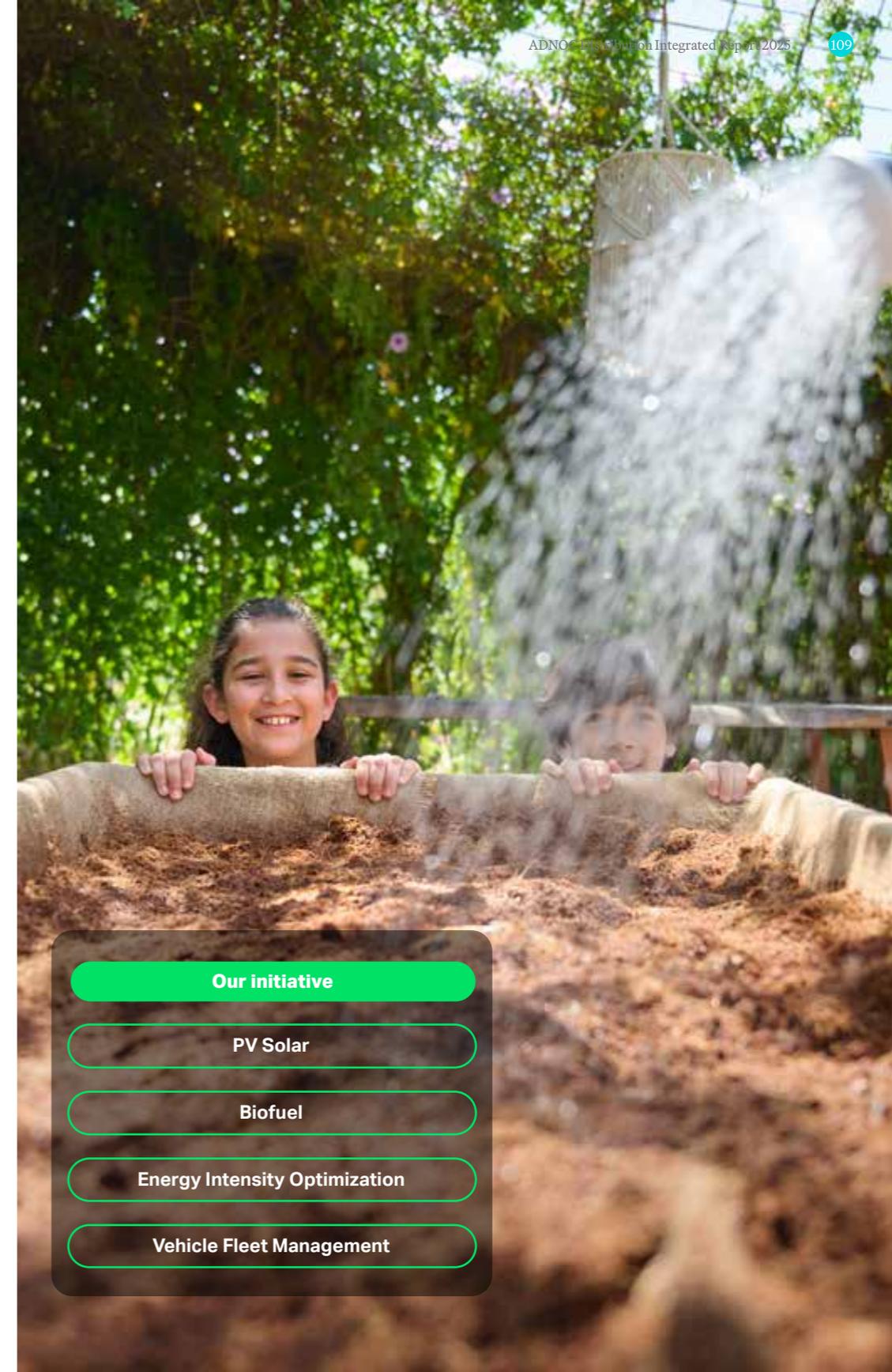
forecasting capabilities to measure future emissions, identify reduction pathways and integrate decarbonization criteria into investment decisions and day-to-day operations.

Key levers include energy efficiency across service stations and facilities, digital optimization of logistics, electrification where appropriate and the selective deployment of lower-carbon solutions.



ADNOC Distribution is committed to playing its part in the UAE's Net Zero by 2050 strategic initiative and the ADNOC Group ambition to reach Net Zero by 2045. Our decarbonization strategy prioritizes real, near-term emission reductions in our own operations, supported by a defined pathway to address residual emissions over the long term.

We are targeting a 25% reduction in our operational (Scope 1 and 2) emissions intensity by 2030 from a defined baseline year (2021) and we seek to translate efficiency gains and cleaner energy into tangible absolute emissions reductions as our business grows.



- Our initiative**
- PV Solar
- Biofuel
- Energy Intensity Optimization
- Vehicle Fleet Management

Decarbonization strategy

We are advancing a practical, operations-led decarbonization program to reduce greenhouse gas (GHG) emissions, improve energy efficiency and integrate renewable energy across our network.

We are targeting a 25% reduction in operational emissions intensity by 2030 against a 2021 baseline.

This pathway is expected to support national climate objectives, strengthens operational resilience, lower energy costs and align our brand with customer and stakeholder expectations for lower-carbon retail and logistics operations.

Our roadmap is grounded in robust data. We implemented a verified methodology for our 2021 energy and emissions baseline through an independent external consultant and we completed a comprehensive study covering emissions, water and waste to inform our priorities and investment decisions.

Scope 1

(direct emissions)

- Transition to lower-carbon fuels in our owned fleet and optimize operations to cut fuel use and idling time. For further details, please refer to the Natural Capital section of this report, which outlines our approach to fleet decarbonization
- Improve route planning, vehicle utilization and preventive maintenance to enhance combustion efficiency and reduce emissions
- Continue to pilot and adopt proven low-carbon technologies as they become commercially viable within our operating model

Scope 2

(indirect emissions from purchased electricity)

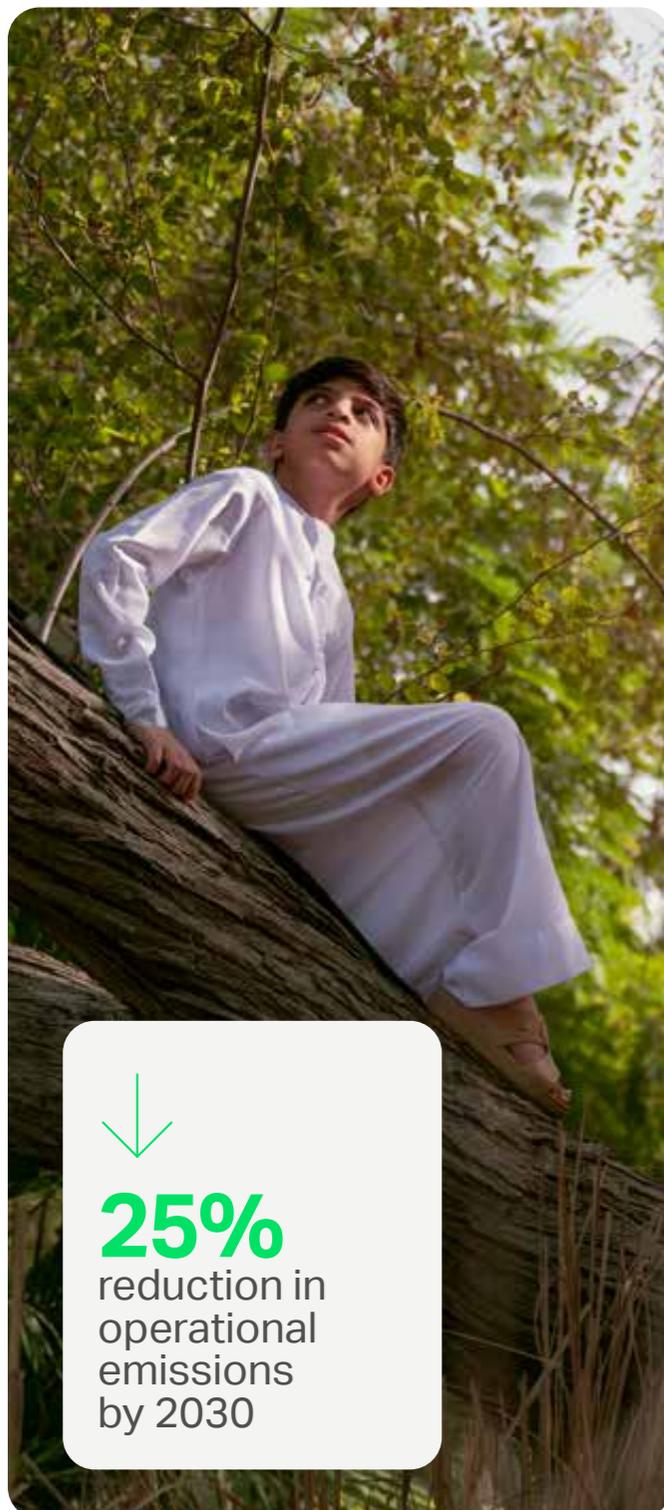
- Scale on-site solar generation across the UAE. By year-end 2025, 47 service stations were equipped with solar photovoltaic (PV) panels, with installations continuing through 2026 and beyond
- Enhance efficiency at the meter through LED lighting upgrades, high-efficiency Heating, Ventilation, and Air Conditioning (HVAC), optimized building design and retrofits and automated energy management systems
- Systematically identify and track Energy Conservation Opportunities (ECOs) across facilities to continually reduce total energy consumption

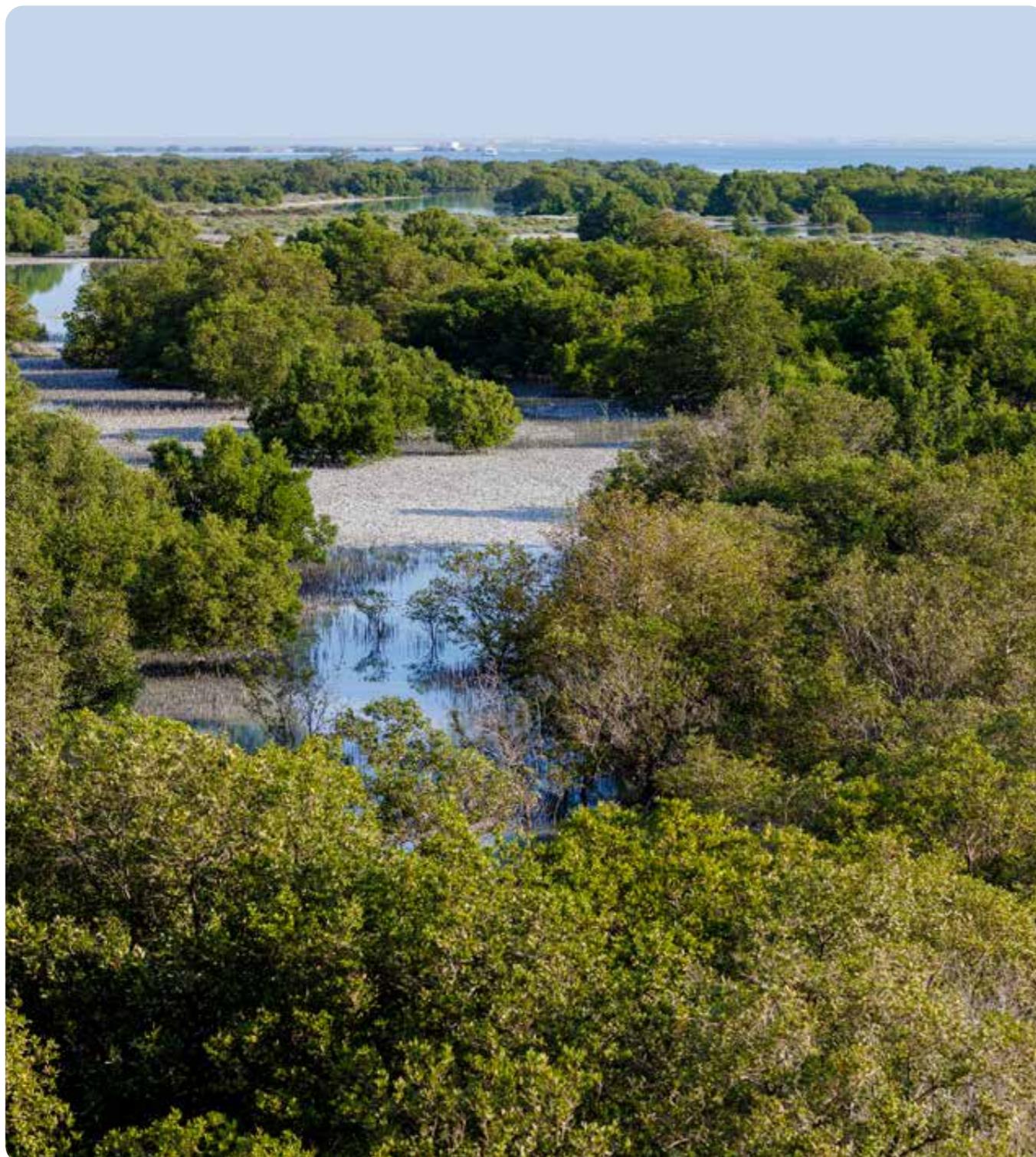


47
service stations
equipped with
PV panels by
end of 2025



25%
reduction in
operational
emissions
by 2030





Sustainability linked loan

We converted an AED 5.5 billion term loan into a Sustainability Linked Loan (SLL), directly tying our financing to progress on key environmental metrics. This approach embeds accountability into our capital structure and aligns our financial objectives with our sustainability strategy.

The SLL is anchored on two KPIs that reflect our operational decarbonization priorities:

KPI 1

Reduce operational greenhouse gas (GHG) emission intensity per site, calculated as Scope 1 and 2 emissions (tCO₂e) divided by the number of sites. This intensity metric is designed to drive efficiency and emissions reduction as our network evolves.

KPI 2

Increase the utilization of renewable energy for our own consumption, measured by renewable electricity (MWh) used per year. This accelerates the transition of our operations to low-carbon energy sources.

We achieved both KPI targets for the year, reinforcing the credibility and ambition of our SLL framework. An independent second-party opinion confirmed the relevance and robustness of our targets and the alignment of the SLL with international principles for sustainability-linked financing.

Customer decarbonization

We launched the Customer Neutralization Project to mitigate GHG emissions associated with the energy we distribute starting with electric vehicle (EV) charging. This initiative is designed to make low-carbon choices easier and more accessible for our customers.

100 % of energy distributed for EV is sourced from renewable and clean energy sources. EV charging benefits over 25,000 EV users and demonstrates our commitment to credible, customer-centric decarbonization. By sourcing internationally recognized renewable energy certificates, we can provide verifiable claims and build trust in the environmental integrity of our offerings.

Our sustainability-by- design approach

ADNOC Distribution embeds sustainability criteria into the planning, design and delivery of both new-built and selected traditional service stations. Our priorities are clear: reduce energy and water consumption, improve thermal performance through passive design and advance circularity through responsible material selection and waste management. These design choices support our decarbonization roadmap and directly reinforce our sustainability-linked loan KPIs on emissions intensity and renewable energy use.

Our design principles



Efficiency first

Reduce operational energy and water demand through proven, cost-effective technologies.



Passive performance

Optimize the building envelope and shading to minimize heat gain and enhance thermal comfort at lower cost per square metre than conventional cooling-led solutions.



Compliance and credibility

Align with UAE building regulations and environmental requirements; integrate specifications into our standards and project controls for consistent implementation.



Circularity

Maximize reuse and recycled content and enable high-quality waste segregation to reduce resource depletion and landfill.

KEY SPECIFICATIONS

Energy and water

- ▶ **On-site solar readiness and integration**
Photovoltaic (PV) systems* integrated on selected traditional stations, with a target to equip 100% of feasible sites
- ▶ **Lighting**
~100% LED lighting across stations; occupancy sensors installed in back-of-house areas to reduce unnecessary energy use
- ▶ **Cooling systems**
Variable Refrigerant Flow (VRF) HVAC with a minimum 4 star efficiency rating for large Vehicle Inspection Center (VIC) buildings*
- ▶ **Water efficiency**
100% of water faucets are equipped with sensors to reduce potable water consumption
- ▶ **Effluent quality**
100% drainage water free from hydrocarbon content provided through effective oil water interceptors and grease traps to comply with regulatory standards

Envelope and passive design

- ▶ **High-performance envelope**
Target U values of 0.22 W/m²·K for walls and roofs and 1.8 W/m²·K double glazing to reduce heat gain
- ▶ **Shading and form**
Expanded shading canopies and solid side facades to improve thermal performance across all new stations, reducing direct solar exposure**
- ▶ **Daylighting**
Minimum window-to-floor ratio of 8% in habitable spaces to enhance natural light penetration while controlling glare and heat gain through appropriate glass specification and shading

Materials and construction waste

- ▶ **Waste segregation**
100% of new stations designed with dedicated segregation areas, protected within aluminum enclosures
- ▶ **Low-carbon concrete**
100% use of "green" concrete for structural elements (e.g., cement replacements and optimized mixes) to lower embodied carbon
- ▶ **Recycled content metals**
Structural steel and aluminum cladding specified with recycled content*

* This shall be implemented for traditional new stations as per feasibility assessment

** This shall be implemented for all new stations



CAPITALS

Driving Sustainable Growth (Financial Capital)

Financial Review
Our Financial Strategy
Tax Strategy
Way Forward

Building Resilience (Manufactured Capital)

Our Approach to Manufacturing Excellence
Our Product Portfolio
Way Forward

Protecting the Planet (Natural Capital)

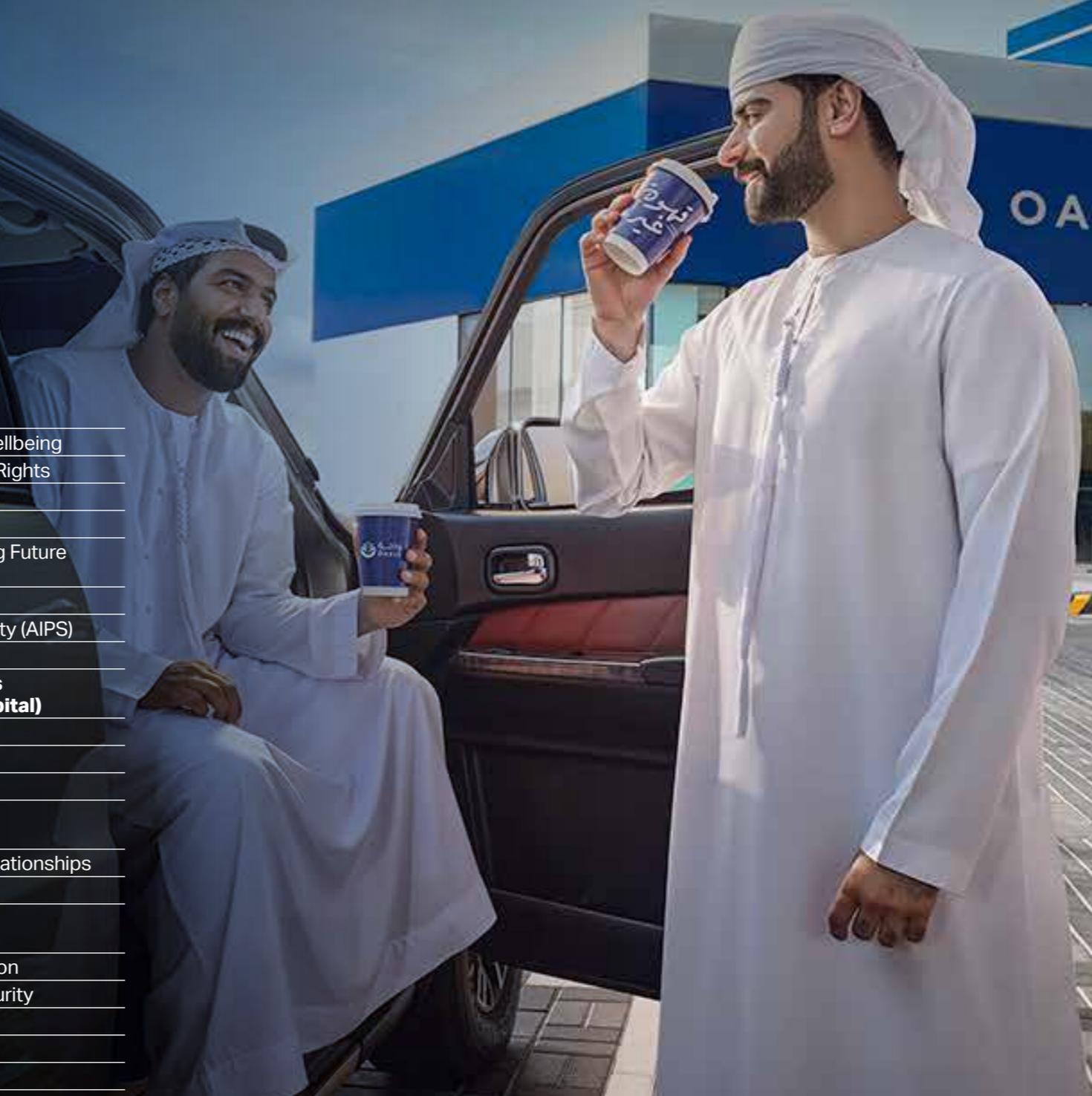
2025 Sustainability Update: Progress, Challenges, and Forward Strategy
Climate Change Management
Climate Governance
Emissions
Decarbonization Initiatives
Innovating for Clean Energy and Sustainable Mobility
Energy Efficiency
Water Stewardship
Waste
Biodiversity
Oil Spill Response
Way Forward

Empowering People (Human Capital)

Employee Engagement & Wellbeing
Respecting Human & Labor Rights
Training & Development
Diversity & Inclusion
Emiratization and Developing Future Emirati Leaders
Health & Safety
Asset Integrity Process Safety (AIPS)
Way Forward

Strengthening Communities (Social and Relationship Capital)

Our Approach
Community Engagement
Our CSR Initiatives
Supplier Sustainability and Responsible Procurement
Strengthening Customer Relationships
Way Forward
Advancing Innovation
(Intellectual Capital)
AI-Enabled Strategy Execution
Data Privacy and Cyber Security
Cyber Security Governance
Research and Development
Way Forward



DRIVING SUSTAINABLE GROWTH

(Financial Capital)

In 2025 we delivered record financial and operating performance, underpinned by the growth in fuel volumes, a higher contribution from non fuel retail, and continued progress across our international activities.

These results demonstrate the resilience and diversification of our model as we continue to shift toward higher-margin retail and services while capturing efficiencies across the network.

Looking towards 2026 and beyond, we expect solid performance to be sustained by healthy demand, further non fuel retail expansion, rising international contributions and cost efficiencies.

Mapping our innovation with UNSDGs

<p>8 DECENT WORK AND ECONOMIC GROWTH</p> 	<p>9 INDUSTRY, INNOVATION AND INFRASTRUCTURE</p> 	<p>10 REDUCED INEQUALITIES</p> 	<p>11 SUSTAINABLE CITIES AND COMMUNITIES</p> 	<p>12 RESPONSIBLE CONSUMPTION AND PRODUCTION</p> 
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Material Topics

Economic Performance



Financial Review

The following discussion and analysis of the Company's financial results is based on the audited financial statements for the year ended December 31, 2025. This information should be read together with the audited financial statements and accompanying notes, which are available on the Company's website.

Executing our strategy delivered record profitability, stronger cash generation and industry leading returns in 2025, while keeping us on track for disciplined growth and attractive shareholder distributions.

In 2025, ADNOC Distribution delivered broad based growth across operating and financial metrics as we executed our new strategy.

Our EBITDA grew at a double-digit rate of **11.1% to AED 4.28 billion** in 2025, while underlying EBITDA (excluding inventory movements and one off items) grew by 10.1% to AED 4.00 billion.

Headline net profit attributable to equity holders increased by **15.4% to a new record level of AED 2.79 billion**, operational execution and resilient business fundamentals. Growth was driven by:

- Fuel volumes up 4.5% year on year and continued expansion of the retail fuel network
- Non fuel retail continued to grow faster than fuel retail business, with gross profit up 14.4% year on year, transactions up 9.3% year on year and the highest convenience store conversion rate in six years at 26.6%
- Increasing contributions from international operations in KSA and Egypt

We continued to enhance efficiency, delivering **OPEX savings of AED 24 million** in 2025 and remaining well positioned to achieve up to **AED 184 million of cumulative savings over 2024–2028**.

ADNOC Distribution has demonstrated a proven track-record of value creation since IPO, by pursuing new opportunities in domestic and international markets and allocating cash towards growth. Through efficient capital allocation, the Company has consistently achieved robust rates of return, including record level of Return on Capital Employed of 32.7%, and a solid Return on Equity (ROE) of 86.5% in 2025. Robust free cash flow of AED 2.72 billion and a strong balance sheet (net debt/EBITDA of 0.70x) support value-accretive investments and attractive shareholder distributions.

Building on this momentum, we expect a solid outlook for 2026 and beyond, supported by ongoing growth initiatives, continued volume growth, resilient consumer confidence, further expansion in non fuel retail, higher contributions from international markets, and additional efficiency gains.

Continuous momentum in fuel volume growth

Total fuel volumes

15,710
million liters

+4.5% compared to 15,029 million liters in 2024

Marking a new record for the Company. Growth was driven by disciplined expansion of the retail fuel network, robust regional economic activity, higher mobility, and a growing contribution from international operations.

GCC fuel volumes (UAE and KSA)

12,459
million liters

+4.9% compared to 11,872 million liters in 2024

Performance is supported by ongoing growth in the region's economic activities and increased mobility as well as the network expansion.



Strong performance across our core fuel business and non-fuel retail, combined with disciplined network and EV charging expansion in 2025 underscores the resilience of our business model and our ability to adapt to changing customer needs. This has driven record financial results, supported by strong cash generation and a long-term investment approach that delivers sustainable shareholder value.

Ali Siddiqi
Acting Chief Financial Officer





Supporting solid financial results



Revenue

AED
35,897
million

+1.2% compared to AED 35,454 million in 2024

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



Gross profit

AED
6,946
million

+11.7% compared to AED 6,216 million in 2024

Driven by strong operational performance, with record-high fuel volumes, as well as higher contributions from Non Fuel Retail and international operations



Net profit**

AED
2,794
million

+15.4% compared to AED 2,420 million in 2024

Supported by solid EBITDA growth and lower finance costs



EBITDA

AED
4,282
million

+11.1% compared to AED 3,855 million in 2024

supported by higher inventory gains and like-for-like OPEX savings



Underlying EBITDA*

AED
4,001
million

+10.1% compared to AED 3,663 million in 2024

Highlighting strength of the company's business fundamentals



Revenue breakdown

- Retail (Fuel & Non-fuel)
AED
24,581 million
68%
- Commercial (Corporate & Aviation)
AED
11,316 million
32%



Gross profit breakdown

- Retail (Fuel & Non-fuel)
AED
5,217 million
75%
- Commercial (Corporate & Aviation)
AED
1,729 million
25%



EBITDA¹ breakdown

- Retail (Fuel & Non-fuel)
AED
3,142 million
73%
- Commercial (Corporate & Aviation)
AED
1,163 million
27%

* EBITDA excluding Inventory movements and one-offs

**Net profit attributable to equity holders

(1) EBITDA contribution excluding unallocated items of - AED 23 million

Robust free cash flow and balance sheet strength fuel growth and sustain dividends



Net cash generated from operating activities

AED
3,922
million



Total equity

AED
3,461
million



Capital expenditures

AED
1,051
million

(including accruals/provisions, excluding M&A)



Free cash flow*

AED
2,721
million



Net debt**

AED
2,985
million



Net debt to EBITDA ratio**

0.70x

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

Industry-leading return ratios



Return on capital employed (ROCE)

32.7%

Compared to **28.8%** in 2024



Return on equity (ROE)

86.5%

Compared to **80.9%** in 2024

*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



OASIS  واحة
by ADNOC من أدنوك

Our Financial Strategy



ADNOC Distribution's financial strategy is focused on delivering sustainable earnings growth, efficient capital allocation, and attractive, visible shareholder returns, underpinned by a resilient business model and strong free cash flow generation.

The Company prioritizes disciplined deployment of capital toward value accretive growth, including network expansion in the core UAE and international markets, scaling high margin non fuel retail and convenience offerings, and investing in future ready mobility solutions such as EV charging and digital capabilities. Capital discipline remains central to decision making, supported by a robust balance sheet, strong cash conversion, and industry leading returns on capital employed. Additionally, ADNOC Distribution maintains a clear focus on shareholder value creation, supported by a long term dividend policy that provides visibility on distributions while offering upside from future earnings growth.



Accelerate rollout of fast and superfast EV charging infrastructure across the UAE network and scale low-carbon solutions, including biofuels, EV and hydrogen, to support transport decarbonization.



Expand convenience, food and beverage, and other mobility- and lifestyle-linked services to broaden revenue streams and strengthen earnings resilience.



Invest in seamless, digital customer journeys and hyper-personalization to deepen engagement, drive footfall and enhance loyalty.



Maintain cost discipline and embed efficiencies to improve margins and fund growth.



Pursue value-accretive domestic and international opportunities with strong governance and rigorous return thresholds.



In 2024, the Company launched its 2024 - 2028 growth strategy at Investor Day, setting a clear transformation agenda. At the inaugural ADNOC Investor Majlis in October 2025, management reinforced the equity story and track record of value creation, highlighting continued execution against plan most notably the accelerated deployment of EV charging infrastructure, the scaling of low carbon energy solutions, and the expansion of non fuel retail formats and digital capabilities.

Measurable targets

- Increase fast and superfast EV charging points by 10–15x by 2028 versus a 2023 baseline
- Realize like for like operating expenses savings by up to AED 184 million over 2024–2028
- Expand the service station network to 1,150 sites by 2028
- Double non fuel retail transactions between 2023 and 2030

The Company remains committed to value accretive growth, applying rigorous capital allocation criteria, robust risk management and strong governance to sustain returns and protect balance sheet strength.

With a focused strategy, defined milestones and an execution track record, we believe ADNOC Distribution is well placed to navigate a dynamic energy landscape, deliver on its 2028 ambitions and create sustainable long term value for shareholders.

Tax Strategy

ADNOC Distribution views tax as a strategic enabler of value creation. Our tax function is designed to be resilient and adaptable, continuously reviewing its organization design and core processes across strategic, tactical, and operational activities.

This ensures we proactively anticipate and respond to changes in our business landscape and the rapid evolution of tax laws and policies in the UAE and globally. The tax team partners closely with cross-functional stakeholders and subsidiaries, embedding tax considerations into business planning and execution to support growth and protect value.

Tax governance is overseen by the Board, with approval of the Tax Policy and Tax Strategy delegated to the CEO and/or CFO under the Delegation of Authority. In line with our internal policy, these documents are reviewed annually. We are committed to transparency: applicable tax disclosures are included in our publicly available audited financial statements, and external auditors verify relevant tax information for our global operations.

We adopt a responsible approach to tax planning, complying with the letter and the spirit of the law. We do not transfer value created to low-tax jurisdictions for tax avoidance, and we do not use secrecy jurisdictions or structures lacking commercial substance. We have no presence in secret jurisdictions or so called tax havens. All tax planning is carried out within the boundaries of our Tax Policy and Tax Strategy, based on reasonable interpretations of applicable law, aligned with the economic substance of our activities, and designed to be tax efficient while supporting commercial objectives.

Our transfer pricing practices align with OECD guidelines and applicable local rules. Related-party transactions are priced to reflect commercial realities, value creation, and tax efficiency, and we maintain a formal Transfer Pricing Policy supported by benchmarking to ensure compliance with the arm's length principle.

We comply with tax filing and reporting obligations in the UAE and every jurisdiction in which we operate. We aim to foster cooperative relationships with tax authorities built on mutual respect and professionalism, engaging through appropriate formal channels and providing timely, accurate information. We do not publicly advocate policy positions on tax, nor solicit external stakeholder input to shape its views.

Our Tax Strategy rests on key pillars central to execution:

- **Tax Compliance and Reporting:** Meet all obligations timely and accurately in every jurisdiction of operation
- **Tax Governance and Risk Management:** Undertake responsible tax planning within policy boundaries, grounded in the letter and spirit of the law and aligned with the economic substance of our business

Way Forward

Looking ahead, ADNOC Distribution will continue to balance growth, resilience, and returns as it advances its journey into a leading mobility and convenience retailer.

Building on its track record of efficient capital allocation, the Company focuses on sustaining earnings growth momentum through disciplined execution of the growth strategy, extracting maximum value from its assets, increasing contribution from non fuel retail and international operations, ongoing cost discipline, and exploring value-accretive growth opportunities, supported by robust financial position and strong balance sheet.

At the same time, ADNOC Distribution remains committed to delivering attractive shareholder returns, supported by its extended dividend policy.

By executing its strategy with discipline and agility, the Company aims to strengthen long term value creation and remain well positioned to capture opportunities as the mobility and energy landscape evolves.



BUILDING RESILIENCE

(Manufactured Capital)

ADNOC Distribution's infrastructure and operating assets are designed around the needs of our stakeholders. Customers benefit from reliable, affordable access to fuel, EV charging, and convenience services across our network, enabling safe and efficient everyday mobility.

Commercial, industrial, and government clients rely on our dependable supply and aviation refueling services that support critical operations. Suppliers and tenants engage through fair, policy-compliant procurement and property leasing that foster local enterprise and enhance service choice at our stations.

Employees work within standardized, safety-focused environments that support consistent service quality.

For communities and regulators, we uphold transparent product information and labeling, grounded in up-to-date Material Safety Data Sheets (MSDS) along with responsible end-of-life practices through government-approved disposal channels. Active partnerships beyond our value chain help build local content and community initiatives. Together, these relationships inform operational decisions and strengthen socioeconomic stability in the regions we serve.

Mapping our innovation with UNSDGs



Key Highlights



44

new **products** introduced in 2025 across our portfolio of lubricants, **greases**, base oils, **drilling fluids**, and **white oils**.

Relevant Material Topics

Procurement Practices

Economic Performance



Our Approach to Manufacturing Excellence

Established in 1973, ADNOC Distribution has evolved into a leading mobility retailer in the UAE, underpinned by a scalable, integrated infrastructure. We complement our core fuel operations with a robust non-fuel footprint. We also manage retail space within our service stations to improve customer access and convenience.

Our sustainable mobility offering includes fast and super-fast EV charging points across the UAE, integrating new mobility needs into our station network.

Our manufactured capital supports a comprehensive product and service portfolio. We offer gasoline (91/95/98 octane), diesel, CNG, and LPG, alongside premium lubricants under the ADNOC Voyager brand. ADNOC Distribution is the leading marketer and distributor of fuels to commercial, industrial, and government customers in the UAE, and markets ADNOC Voyager lubricants in 52 countries, extending the reach of our brand and technical expertise. In aviation, we operate refueling services at key airports, underscoring our role as a trusted fuel partner for critical transport infrastructure.

Disciplined asset management standardized operating practices, and continued improvement across our station network and supply infrastructure help ensure reliability, safety, and service consistency. Results of these safety-related initiatives are highlighted in our Human Capital. Together, these assets and practices enable everyday mobility, support local commerce, and contribute to socioeconomic development, delivering tangible value for customers, communities, and stakeholders across the regions we serve.



Our Product Portfolio

Our diversified portfolio spans retail (B2C) and commercial (B2B) segments, anchored by a broad network of service stations, convenience stores, vehicle inspection centers, EV charging infrastructure, and aviation and wholesale fuel operations. The mix of activities contributes to a balanced earnings profile across fuel, non fuel, corporate, and aviation lines.

B2C (Retail Business)

ADNOC Distribution's retail business anchors everyday mobility in the UAE, KSA and Egypt through a market leading fuel network and consistent service standards. The forecourt offer is complemented by a broad non-fuel ecosystem convenience stores, car care, vehicle inspection centers, and onsite tenant services that create a one stop experience for customers and strengthens site productivity.

Our EV proposition adds fast and super fast charging across stations and dedicated hubs, addressing current EV customer demand and integrating seamlessly with the retail journey. In parallel, work on alternative fuels such as biofuel and hydrogen broadens energy options within the network where applicable which we have covered in detail in Natural Capital.

Digital enablement is embedded across the customer journey: Fill & Go supports seamless fueling via license plate recognition or QR scan with automatic in app payment; Click & Collect links in app orders to forecourt or in store pickup; an AI enabled self checkout pilot shortens in store transaction times; and Plug & Charge simplifies EV authentication and status updates. Together, these capabilities enhance speed, convenience, and service consistency. This helps to increase customer satisfaction and scores of the same have been highlighted in Social & Relationship capital.

For stakeholders, the proposition delivers reliable access to energy and everyday services for retail customers; supports partners and tenants with high traffic retail space; and maintains quality, safety, and transparency through standardized operations, compliant procurement, and clear product information and labeling. This integrated model underpins customer trust, operational reliability, and a resilient retail platform across our footprint.

B2B (Commercial Business)



Corporate

ADNOC Distribution is the largest supplier of gasoil, LPG and gasoline to commercial, residential, industrial, and government customers in the UAE's wholesale fuels market. We also sell and export lubricants including engine oils and greases to 52 countries under proprietary ADNOC Voyager lubricants have a total of 520 products and more than 200 approvals from major OEM's and International Standards. These products serve motor vehicles and are used across industrial, marine, and government applications for a wide range of engines, machinery, and equipment.



Aviation

We supply aviation fuel and provide refueling and related services to strategic aviation customers in the UAE. We also utilize our highly advanced facilities to provide refueling, defueling and other operational and technical-related services to ADNOC's civil aviation customers at multiple airports. Through our 50% stake in TotalEnergies Marketing Egypt, we also participate in aviation operations at two airports in Egypt, reinforcing our role as a trusted partner to critical transport infrastructure.

Fueling convenience

Overview

ADNOC Distribution leverages AI and digital technology to enhance the end-to-end forecourt and instore experience. By delivering hyper personalized offerings, improving store operations, and enabling seamless interactions, the Company simplifies key customer journeys across fuel, non-fuel retail, and EV charging.

What we delivered

- **Seamless fueling** via automatic license plate recognition or QR scan; after a one time setup, station staff fulfilled preferences, and payment automatically in the app. This app also helps customers to save their time by selecting UAE stations for car delivery or in store pickup, speeding service during busy periods
- **AI enabled self-checkout (pilot)** – A computer vision checkout that recognizes convenience store items in milliseconds, reducing transaction times to under **30 seconds** at pilot locations in the UAE
- **Plug & Charge for EVs** – Automatic vehicle recognition enables easy start/stop of charging without cards or manual authentication. Customers receive charging status updates on the app, on their phones, or on their Apple Watch

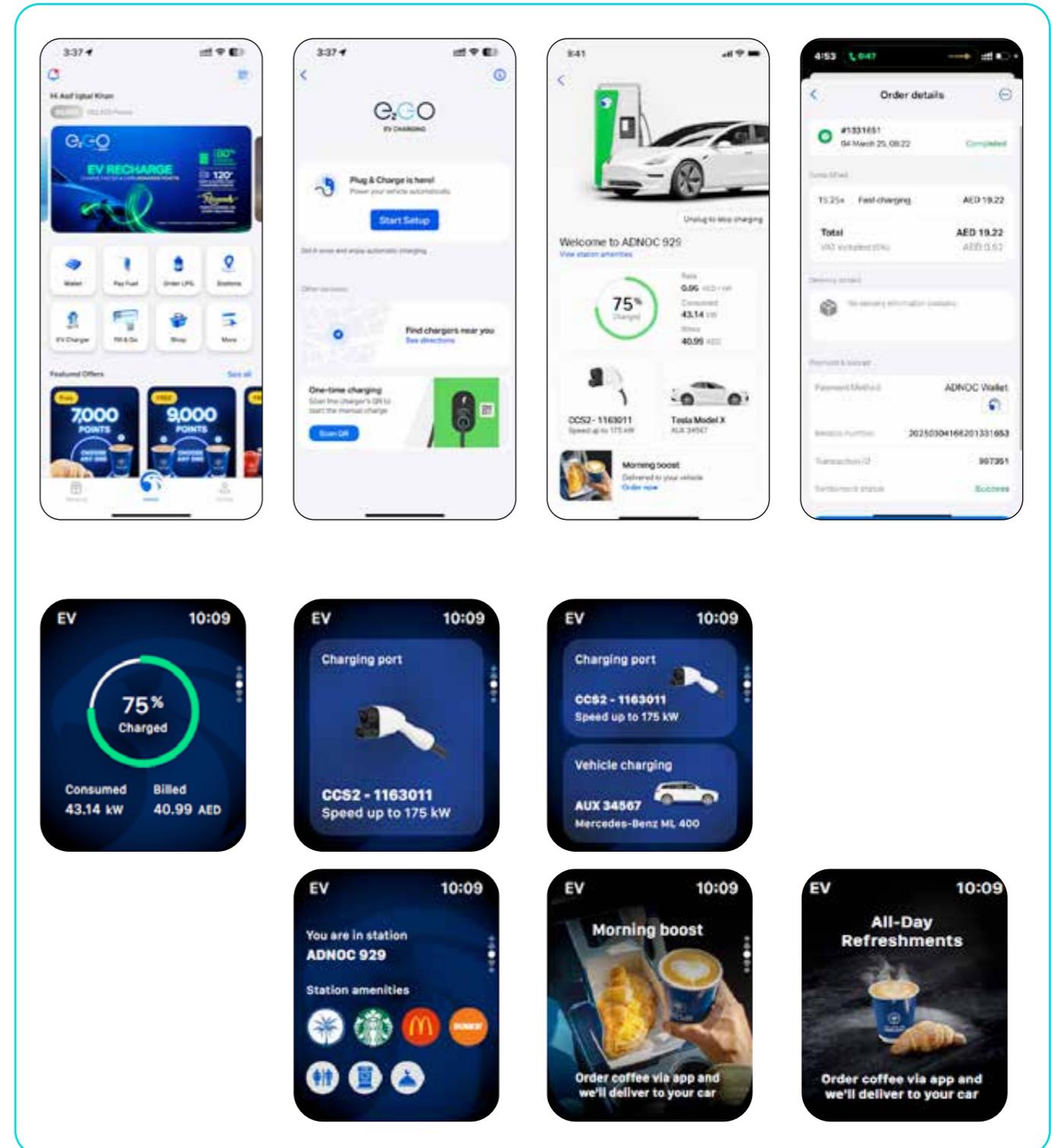
How it works for customers

- **Arrive** at the service station and be recognized via ALPR/QR (fuel) or Plug & Charge (EV)
- **Personalize** fueling and convenience orders in app (e.g., fuel grade, add on items).
- **Transact seamlessly** with automatic app payment or use AI self checkout for quick store purchases
- **Receive updates** on order/charging status directly in the app and wearable devices



Operational impact

- **Faster transactions** and reduced queuing through automated recognition and AI self checkout (under 30 seconds at pilot sites)
- **Consistent service delivery** as staff fulfill pre set customer preferences via Fill & Go
- **Integrated omnichannel retail** by linking in app ordering with forecourt and store operations
- **EV readiness with Plug & Charge** improving the charging experience across ADNOC Distribution's network



Marketing & labeling

ADNOC Distribution adopts ethical principles for its marketing and advertising activities by our efforts to provide accurate information and abstain from disinforming customers. In 2025 there were zero reported incidents of noncompliance, warning, fine, penalty, with marketing regulations or voluntary codes, demonstrating the organization's adherence to transparency and honesty in its communications.

ADNOC Distribution's procedures require clear, accurate product and service information across four areas: sourcing, content and hazards, safe use, and disposal. Raw materials are expected to be sourced at competitive rates from reputed global suppliers by our Procurement team, and to work only with vendors registered with ADNOC and who fully comply with ADNOC policies.

For lubricants, updated Material Safety Data Sheets (MSDS) for our components are used to generate the MSDS for ADNOC lubricants, with any identified hazards to be clearly disclosed on product labels. In the UAE, end-of-life disposal must be carried out exclusively through government approved disposal agencies, with completion documented by an official disposal certificate. These requirements guide our marketing and labeling practices to support transparency, safety, and responsible product stewardship.

Materials

ADNOC Distribution monitors material flows across our products and packaging to support transparent stewardship and responsible end-of-life handling. In 2025, material inputs comprised 3,133 tonnes of non-renewable materials and 456 tonnes of renewable materials (total 3,589 tonnes), with renewables representing 12.7% of total inputs.

In 2024, input totaled 2,876 tonnes, 2,487 tonnes non-renewable and 389 tonnes renewable with renewables at 13.5% of the mix. Renewable inputs increased by 17.2% year on year, reflecting progress in sustainable sourcing.

During the reporting period, 8% of products and their packaging were reclaimed across categories through take-back and recovery channels. These practices operate alongside our marketing and labeling procedures: updated MSDS inform content disclosure and hazard communication on labels; procurement is limited to ADNOC-registered, policy-compliant vendors; and in the UAE, end-of-life disposal is conducted via government-approved agencies with disposal certificates retained for verification.



Way Forward

Our way forward centers on ongoing priorities:

Maintaining network reliability and service consistency through disciplined asset management; embedding digital convenience across the forecourt, in-store, and EV journeys; advancing process optimization to improve speed, cost, and safety; sustaining transparent marketing and labeling with MSDS-based disclosures and certified end-of-life handling; and building in line with principles of circular economy in mind: monitoring materials stewardship, including renewable/non-renewable inputs and reclaimed products/packaging.

Together, these priorities reinforce operational resilience, customer convenience, and compliance across our footprint.

PROTECTING THE PLANET

(Natural Capital)

ADNOC Distribution integrates environmental sustainability into strategy and day-to-day operations as appropriate to support responsible growth and long-term resilience.

In alignment with ADNOC Group’s long-standing commitment to environmental and social stewardship, we focus on emissions reduction, decarbonization, protecting the environment, climate risk, and delivering positive outcomes for the communities in which we operate.

Our strategy emphasizes energy efficiency and digital transformation, anchored by measurable sustainability targets and regular performance monitoring to drive accountability and improvement.

A robust sustainability strategy with strong ESG governance framework embeds environmental considerations into decision-making so that commitments translate into consistent execution across the organization. We maintain policies, guidelines, processes, and management systems aligned with leading practices, standards, and regulatory requirements to strengthen performance, enhance resilience, and deliver positive environmental outcomes across our operations.

Mapping our environmental sustainability efforts with UN-SDGs



Material Topics

Climate Change and GHG	Waste, Water and Effluent Management	Climate Adaptation, Resilience, and Transition	Circular Economy/ Resource Management	Supplier Sustainability Assessment	Energy Management	Bio-Diversity
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2025 Sustainability Update: Progress, Challenges, and Forward Strategy

ADNOC Distribution has integrated sustainability into core operations and strategy, setting clear environmental goals for 2030 aligned with ADNOC Group's Net Zero by 2045 ambition.

Notable outcomes include improved water efficiency and recycling, community-centered conservation initiatives, stronger supplier engagement to elevate sustainable practices across the value chain, and measurable gains in circularity through reduced waste, and life-cycle integration in product design and operational processes.

Looking ahead, ADNOC remains focused on accelerating progress toward its long-term sustainability vision advancing decarbonization, fostering innovation, and creating shared value for stakeholders while supporting the UAE's transition to a lower-carbon future.

Climate Change Management

ADNOC Distribution is committed to aligning with ADNOC's strategic vision for responsible energy leadership by proactively mitigating climate-related risks and capitalizing on opportunities emerging from global energy transformation.

In line with this commitment, ADNOC Distribution is advancing its efforts to integrate a comprehensive climate change risk management framework into its key processes. The framework establishes a structured, enterprise-wide methodology for the identification, assessment, and management of climate-related risks and opportunities across operations, assets and future investments.

The framework's scope encompasses both physical and transition climate-related risks, featuring a comprehensive taxonomy of climate hazards and opportunities. It is supported by prioritization criteria and assessment guidelines the foundation for effective risk management. The framework includes the following key components:



Impact Evaluation

Systematic assessment of potential impacts, timescales, exposure, and organizational readiness to manage identified risks, considering both the magnitude and likelihood of effects.



Vulnerability and Capacity Assessment

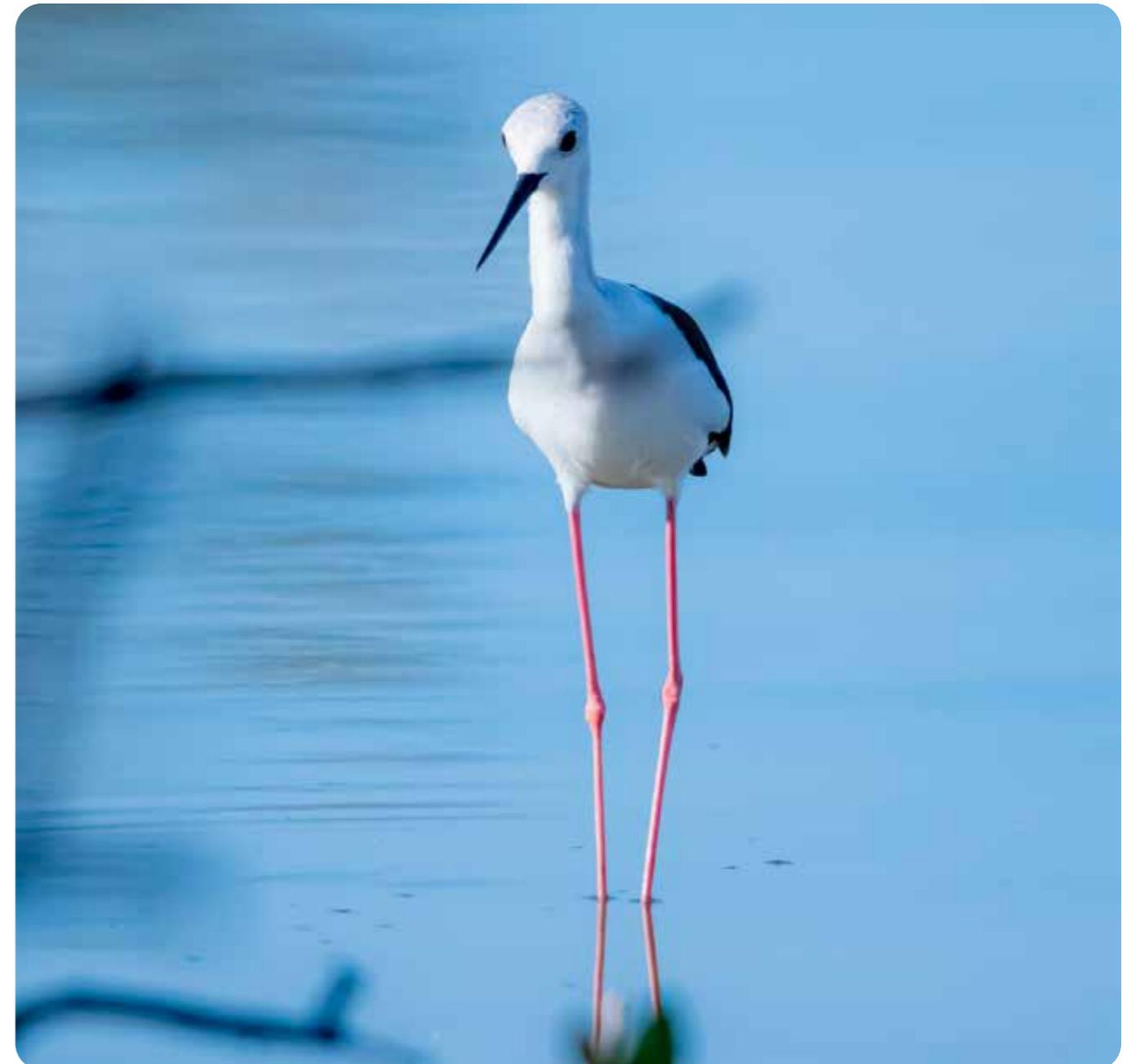
Evaluation of business segment vulnerabilities and the organization's overall capacity to respond to climate-related risks.

Moreover, the framework is designed to provide multiple scenario-based analysis using the latest Intergovernmental Panel on Climate Change (IPCC) Assessment Report (AR6) scenarios (SSP1-26, SSP2-45, SSP5-85) for physical risks, and the Network for Greening the Financial System (NGFS) models (2024) for transition risks. Assessments are conducted at 10-year intervals to ensure forward-looking resilience planning.

ADNOC Distribution is embedding the framework into the company's Enterprise Risk Management (ERM) system, establishing robust governance to initiate physical climate risk assessments across its asset portfolio.

This integration supports the systematic identification of climate-related hazard exposure and enables informed decision-making on appropriate adaptation measures.

These efforts aim to ensure that ADNOC Distribution's assets and operations remain resilient under a range of future climate scenarios, supporting the company's long-term sustainable growth and value creation objectives.



Climate Strategy

Following the climate change risk management framework, identification and assessment of top climate change hazards and prospects were conducted. Below is an overview of the identified hazards that indicate key areas of risk and that require detailed asset-level studies.

Top Physical Climate Hazards are:

Hazard	Type	Risk	Mitigation
▶ Hot Days	▶ Chronic	▶ Accelerate wear and tear	▶ Elevated design thresholds
▶ Flash Flooding	▶ Chronic	▶ Increased risk of operational disruptions	▶ Flood-resilience infrastructure

Top Transition Climate Hazards are:

Hazard	Type	Risk	Mitigation
▶ Energy Supply	▶ Chronic	▶ Increased costs due to climate regulations	▶ Transition plan / decarbonization roadmap
▶ Energy Demand	▶ Chronic	▶ Increased capital expenditure risk due to electrification infrastructure investments	▶ Investment into energy efficiency measures

Top Transition Climate Prospects are:

Prospects	Type	Opportunity	Capitilization
▶ Market - Customers	▶ Chronic	▶ Increased sales volume through diversification into low-carbon products, meeting rising customer demand for sustainable goods	▶ R&D in energy low carbon technologies
▶ Energy Demand	▶ Chronic	▶ Decreased energy costs via fuel savings due to increased adoption in electric vehicles	▶ Fleet modernization



Climate Related Risks and Opportunities

Following the guidelines set in the framework, the hazards and prospects identification is done using a screening tool that assesses the relative impact and exposure of climate change based on a comprehensive climate taxonomy composed of 80 physical and transition hazards and prospects.



Climate Governance

ADNOC Distribution is integrating the framework into the company's Enterprise Risk Management (ERM) system, establishing a robust governance to initiate the physical climate risk assessments that will be conducted across ADNOC Distribution asset portfolio. This foundation supports the identification of climate-related hazard's' exposure and an informed decision-making of appropriate adaptation measures.

ADNOC is proactively embedding climate change risk management and adaptation into its operations to strengthen resilience and meet the rising expectations of investors and regulators. ADNOC Distribution demonstrated its leadership in climate change risk management by piloting comprehensive Climate Risk Assessments (CRAs) at two selected assets in 2025: the Hamriyah Fuel Terminal and Sharjah Service Station #573. These pilots – among the first within the ADNOC Group – showcase a forward-looking, solution-oriented approach to identifying climate risks and implementing adaptation measures, aligned with international frameworks like TCFD and ISO 14090.

By systematically assessing physical climate hazards and integrating the findings into strategic planning, ADNOC Distribution is creating climate-resilient operations in line with the national Climate Adaptation Strategy, and the adaptation actions that position ADNOC at the forefront of climate risk management.

Context and Governance

As part of ADNOC Distribution's ESG Strategy, climate risk management was identified as a top priority. The project was supported at the board level (ESG Subcommittee) and by ADNOC Group Climate Change function, ensuring alignment with corporate strategy. The completed assessments were presented back to the ESG Subcommittee and used as a foundation to develop a company-wide climate resilience strategy for ADNOC Distribution. In doing so, ADNOC Distribution not only complied with emerging frameworks like IFRS S2, GRI standards, and ADX guidelines but went a step further – demonstrating leadership among its peers by voluntarily tackling climate risks head-on.

Methodology Aligned with ADNOC & Global Frameworks: ADNOC's Climate Risk Assessment Framework (CCRF) provided the backbone for the 2025 pilot Climate Risk Assessment (CRA). This framework offers a structured, three-pillar approach – Identification, Assessment, and Response – mirroring best practices from TCFD

and ISO 14090 for climate resilience. The CRA methodology was consistent across both sites:

Hazard screening

Analysts began by reviewing CCRF ADNOC's taxonomy of 40 climate hazards, spanning acute events and chronic trends. Each hazard's potential impact, timeframe, and the asset's exposure and adaptive capacity were scored, yielding a shortlist of priority hazards for each site. This ensured focus on the most relevant climate threats.

Receptor analysis

In parallel, asset-specific receptors – the critical systems, infrastructure, and operations that could be affected by climate hazards were assessed.

Vulnerability matrix & risk modeling

Using data from hazards, receptors, and site input, the team developed a vulnerability matrix for each asset – mapping which asset components are exposed to which hazard, after factoring the existing controls in place.

Adaptation planning

For each high-ranked identified risk, the team identified potential adaptation measures and qualitatively rated their feasibility, effectiveness, lead time, and cost intensity following the CCRF criteria.

Throughout the process, stakeholder engagement was key. Internal stakeholders from Operations, HSE, Maintenance, Risk, and Finance were consulted to incorporate their expertise and to foster ownership of the outcomes. The CRA also emphasized external stakeholder considerations and coordination with local authorities and communities. In this way, the assessments echo the "All-of-society" approach of ISO 14090, involving relevant players in building climate resilience.



Climate Risk Assessments CRAs

demonstrated at two selected assets in 2025 among the first within the ADNOC Group.

Emissions

ADNOC Distribution is committed to reducing greenhouse gas emissions across its operations through disciplined measurement, transparent reporting and verification, and targeted decarbonization initiatives that underpins its policies, procedures, and objectives.

In 2023, we launched our decarbonization roadmap, which includes a commitment to reduce our operational emissions intensity by 25% by 2030 compared to 2021. Delivery is anchored in three levers:

1. Expanding clean energy for our own operations (including solar PV)
2. Optimizing energy use across facilities
3. Transitioning to lower carbon fuels and products

We are scaling sustainable infrastructure to support a balanced transition, with investments in lower carbon fuels and EV charging infrastructure. In the UAE, ~100% of our owned fleet now operates on biofuel, reducing direct emissions and air pollutants compared to traditional fuels. We also partnered with Emerge to install photovoltaic solar panels as part of a phased program to solarize our service stations across the UAE.

Since 2021, we have consistently reduced our emissions intensity across the UAE operations, based on gross profit, achieving 24.8 tCO₂e/million AED in 2025 compared to 26.2 tCO₂e/million in 2024.

Our approach to measurement and assurance follows recognized methodologies and local requirements. We use the US Environmental Protection Agency (EPA) GHG emissions calculator for Scope 1 sources and apply grid emission factors from Emirates Water and Electricity Company (EWEC) and TAQA Distribution (formerly Abu Dhabi Distribution Company) to calculate Scope 2 emissions. Fugitive emissions of volatile organic compounds (VOCs) are estimated using factors from Australia's National Pollutant Inventory.

We comply with Environment Agency - Abu Dhabi (EAD) regulations and maintain annual environmental monitoring across our facilities. Abatement projects are tracked quarterly through unified reporting and validation scheme.

We conduct Health, Safety and Environment Impact Assessments (HSEIA), including Environmental Impact Identification (ENVID) studies, to predict potential environmental impacts and implement control measures where needed.

The SO_x and NO_x increase was driven primarily by the usage of biodiesel in our newly added heavy vehicle fleet. These biodiesels related increase support ADNOC's Net Zero ambition and align with the UAE's National Climate Change Plan 2017–2050.

Total emissions (tCO₂e) for Scope 1 and Scope 2



Direct emissions, Scope 1 (tCO₂e) over the years



Scope 1 emissions refer to direct emissions that are the result of mobile combustion (i.e., company owned or controlled vehicles).



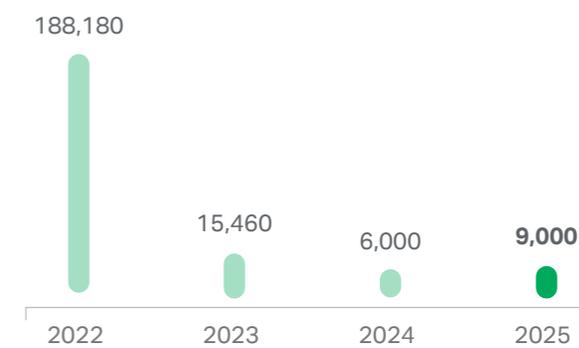


Indirect emissions, Scope 2 (tCO₂e) over the years

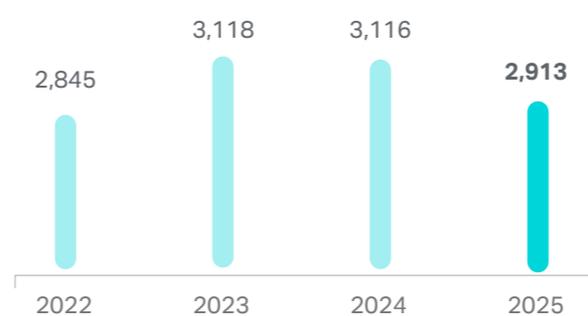


Scope 2 emissions refer to purchased electricity for the company's own use.

SO_x emissions (kg)



Non GHG emission intensity based on gross profit (Kg/million AED – based on gross profit in UAE)

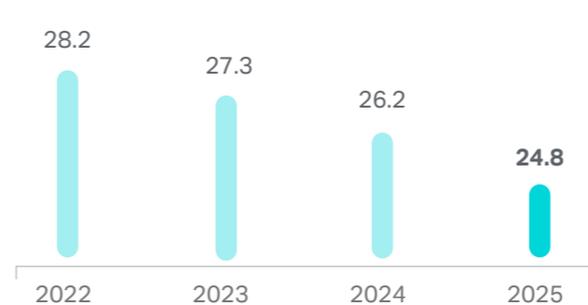


Non-GHG emissions are atmospheric pollutants other than greenhouse gases, including SO_x, NO_x, and non-methane VOCs, which affect air quality but are not classified as greenhouse gases. Non-GHG emission intensity is calculated as total non-GHG emissions divided by gross profit in UAE for the reporting period.

NO_x emissions (kg)

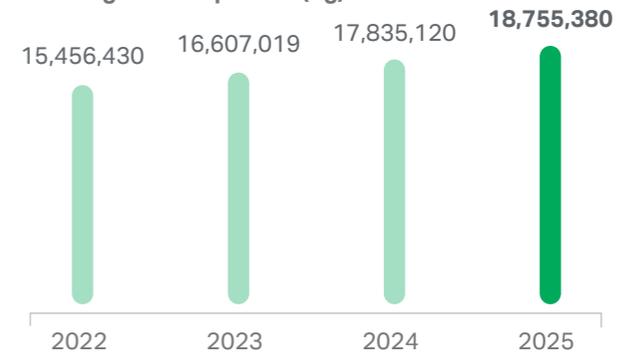


GHG emissions intensity ratio for the organization* (tCO₂e/million AED – based on gross profit in UAE)



*we identified and corrected a typographical error in last year's report

Volatile organic compounds (Kg)



Decarbonization Initiatives

ADNOC Distribution's decarbonization strategy aims to reduce operational greenhouse gas (GHG) emissions, enhance energy efficiency, and integrate renewable energy into operations. ADNOC Distribution implemented a verified methodology for its 2021 energy and emissions data through an external independent consultant and conducted a comprehensive study on emissions, water and waste management.

Decarbonizing our fleet and stationary equipment

In the UAE, 100% of our heavy vehicle fleet operates on biofuel B20, achieving reduction in lowering local air pollutants. We deploy a real-time fleet management system to optimize routing, utilization and fuel efficiency, further reducing emissions and operating costs. In 2025, we also pioneered the application of biodiesel B5 to generators at our stations, that subsequently contributed to decarbonization efforts.

Emissions reduction: Biofuel delivered a total emission reduction of **2,079 tCO₂e** in 2025.

Renewable energy adoption

We are solarizing our service stations across the UAE. By end-2025, 47 stations were equipped with photovoltaic solar panels, with installations continuing through 2025 and beyond to increase the share of renewable electricity in our energy mix and reduce grid consumption.

Emissions reduction: Solarization delivered a reduction of **3,237 tCO₂e** in 2025.

We are expanding rooftop solar PV across Abu Dhabi service stations in partnership with Emerge. The renewable energy target includes deploying solar systems across 123 stations in Abu Dhabi and Al Ain by 2030. To enable durable, safe solar PV deployment, we are repairing and waterproofing station roofs and applying heat reflective treatments as a

prerequisite. This dual measure is intended to reduce lifecycle maintenance needs, protect asset, and optimize solar PV performance, delivering an estimated \$7 million in savings versus traditional maintenance while accelerating solar rollout.

Energy efficiency upgrades (bridge and enduring measures)

In 2025, we initiated the proactive replacement of defective external lights with high efficiency LEDs, high-efficiency HVAC systems, improved building designs, retrofits of existing facilities, and automated energy management. We systematically identify Energy Conservation Opportunities and monitor performance to drive sustained reductions in energy use and associated emissions across stations to maintain safety and reduce energy use. This mitigates ESCO retrofit delays and was executed within the planned maintenance budget, with no additional CAPEX.

Emissions reduction: Implemented Energy Conservation Opportunities (ECOs) delivered a reduction of **165 tCO₂e** in 2025.

High efficiency cooling: We replaced defective cooling systems at multiple stations in 2025 to improve reliability, enhance customer comfort and lower electricity consumption. New units are integrated with our Energy Management System for continuous performance monitoring and optimization.

These initiatives advance ADNOC Distribution's energy intensity and GHG reduction targets and align with ADNOC's

2030 GHG intensity reduction pathway. Reduced energy demand, lower operating and maintenance costs, improved asset integrity and customer experience, and enhanced compliance with sustainability KPIs.

Non GHG Emissions

We are actively reducing non GHG emissions across our operations through targeted initiatives and stronger controls. We are tightening VOC management through rigorous HSE oversight, leak prevention, and asset integrity programs, and we have a policy that restricts use ozone depleting substances. We are further investing in energy efficiency, solarization, EV charging, and natural gas for vehicles to continue driving down local air pollutants.

Air Emissions

Floating roof storage tanks at depots

We operate floating roof storage tanks at our depots to help minimize the vapor space above stored product and reduce volatile organic compound (VOC) emissions during receipt, storage and tank breathing. This design measurably decreases fugitive vapors and improves local air quality.

Vapor Recovery Units (VRUs) at service stations

To further cut emissions at the point of sale, ADNOC Distribution has installed VRUs at three pilot service stations. These systems capture fuel vapors generated primarily during tanker offloading and tank breathing, compress and condense the hydrocarbons, and return them to storage as liquid fuel. The VRUs also treat BTEX compounds (benzene, toluene, ethylbenzene and xylenes), effectively eliminating these carcinogenic VOCs from vented streams

and supporting improved occupational and community health outcomes.

Pilot performance has been consistent across all three sites, with product recovery equivalent to approximately 0.1% of total petrol sales at each station.

In addition to reducing environmental impact, this directly improves fuel efficiency by reclaiming products that would otherwise be lost. Using our approved emissions factor for gasoline, the recovered volumes correspond to avoiding CO₂ if combusted.

These initiatives support ADNOC's decarbonization and methane/VOC reduction strategies and contribute to the Group's goal to reduce operational greenhouse gas intensity by 25% by 2030. They also deliver operational value through reduced product loss, improved air quality, and enhanced compliance with national regulations.

ADNOC Distribution does not procure or use chlorofluorocarbons (CFCs) or other ozone depleting substances, in line with the Montreal Protocol and UAE regulations.

Through our HSEIA program, we conduct Environmental Impact (ENVID) studies to predict potential environmental impacts and seek to implement controls where predicted levels approach or exceed regulatory limits. We perform regular audits and reviews to drive regular improvement in air quality management and reporting.

Innovating for Clean Energy and Sustainable Mobility

The transition to clean mobility is vital for cutting transport-related emissions and improving energy efficiency. Our strategy and investments focus on biofuel adoption, fleet management systems, electric vehicle charging infrastructure, green hydrogen, and natural gas for vehicles (NGV).

Biofuel

ADNOC Distribution produces biofuel from waste cooking oil for use in its own vehicle fleet, targeting reduction in CO₂ emissions. In 2024, the company converted its entire owned fleet to biofuel. During 2025, Biofuel resulted in a reduction of 1,900 tCO₂e from B20 and 179 tCO₂e from B5. The fleet currently uses a B20 biodiesel blend, whereas B5 is used in generators.



EV Charging

The EV charging network introduced as a low carbon mobility mechanism - another national and strategically viable project running on clean and renewable energy.

Charging infrastructure is periodically embedded with the latest technological advancements where appropriate (charge point management system, data analytics, plug and charge etc.) and a few select features (automated maintenance, dynamic load management) are under deployment, to enhance operational resilience, infrastructure reliability and performance, along with providing seamless customer experience.

The modular fast and super-fast charging infrastructure used in charger installations allows for rapid scaling across urban and highway corridors. ADNOC Distribution's E2GO network aims to expand to up to 500-750 EV charging points by 2028.



Natural Gas for Vehicles (NGV)

Since 2018, ADNOC Distribution has lowered its CO₂ footprint in part by supplying compressed natural gas (CNG) to natural gas vehicles (NGVs), providing a lower-carbon alternative to conventional fuels.

The company's clean mobility strategy includes expanding CNG service stations and establishing conversion centres that offer professional CNG vehicle conversions, helping to reduce emissions across the transport sector.

Vehicle fleet management

The fleet management system enables real-time monitoring, tracking, and route optimization to improve fuel efficiency and cut emissions. In 2025, the initiative delivered 186 tCO₂e of emissions abatement.

ADNOC Distribution regularly monitors driver behaviors, both live and offline, analyzing data daily, weekly and monthly to curb parameters such as Harsh Braking (HB) and Harsh Acceleration (HA) that significantly increase emissions.



Low carbon Hydrogen

As part of our strategy to decarbonize mobility and support the UAE's energy transformation we have implemented a phased hydrogen program that builds capabilities, validates demand, and prepares for scale. In 2023, we commissioned the UAE's first public hydrogen refueling pilot station in Masdar City.

In 2024–2025, we expanded the pilot with the Integrated Transport Centre to serve hydrogen buses in Abu Dhabi demonstrating the technology's performance in public transport and informing route-based network planning.

The station produced green hydrogen via alkaline water electrolysis powered by solar energy and desalinated water, delivering purity above 99.99%. It is engineered for demand-responsive operations, with on-site storage and digitally managed flow systems, and has a capacity of approximately 4 - 4.5 kg per hour (around 35,000 kg annually).

End-to-end emissions and product attributes are tracked on the I-TRACK (HX) blockchain platform. The hydrogen's carbon intensity is certified at 0.88 kg CO₂e per kg H₂ under ISO/TS 19870:2023, with third-party verification by Bureau Veritas and environmental assurance aligned to ISO 14071 providing transparent, internationally benchmarked performance.

Designed for modular replication across future service stations, this first-of-its-kind deployment in the UAE fuel retail and public transport establishes a scalable foundation for hydrogen-powered mobility.

Building on execution insights, the pilot was successfully concluded, and the project has been decommissioned.



Sustainable chemical additives

ADNOC Distribution deploys cleaner fuel additives to enhance combustion efficiency and support better fleet performance, helping to lower emissions. We have implemented an automated replenishment system across our retail lubricants network, reducing inventory gaps, improving operational efficiency, and helping to provide a consistent supply.

We also introduced ADNOC BLUE in 2024, produced from a high-purity virgin urea solution, reflecting our dedication to excellence in sustainable product offerings. ADNOC Blue rapidly established itself as a market leader, capturing 24% share of the UAE Diesel Exhaust Fluid (DEF) market within 24 months of launch.

During 2025, we introduced 44 new products across a comprehensive range of lubricants, greases, base oils, drilling fluids, and white oils, supported by ongoing investment in R&D and technology. Our premium lubricant brand, ADNOC Voyager, was recognized by the American Petroleum Institute – Global Industry Services at ADIPEC 2025 as the first brand in the Middle East to achieve the latest API SQ / ILSAC GF-7 certification, underscoring ADNOC's commitment to world-class product quality and innovation.

Sustainability related investments

Our strategy is to capitalize on opportunities arising from the transition to a low-carbon energy future while strengthening business resilience. This includes investing in R&D to develop low carbon fuel products and advance decarbonization initiatives. We are committed to supporting energy transformation and climate change mitigation, with a continued focus on environmental assessments and audits, as well as water and waste management. In 2025, the Company invested AED 120 million capital expenditures (CAPEX) projects, focusing on environmental, waste, water, energy, sustainability, and climate related infrastructure improvements. Within the total revenue generated from clean technology mobility solutions, Compressed Natural Gas (CNG) accounted for 71%, followed by Biodiesel at 18% and Electric Vehicle (EV) solutions at 11%, reflecting a diversified portfolio of lower-carbon mobility offerings.

Commitment to clean energy

ADNOC Distribution has established short, medium, and long-term goals to manage its commitments. We aim to help increase the share of clean energy in the UAE's total energy mix from 25% to 50% by 2050.

Short-term

- To increase energy efficiency of the Company's operations and assets
- Deliver training and promote awareness amongst employees and customers

Medium-term

- Increase contribution of clean energy through solar power and other clean energy solutions
- Increase investment in clean technologies across ADNOC Distribution stations
- Provide sustainable mobility solutions

Long-term

- Strive to transform into a leading multi-energy, convenience and mobility retailer



Energy Efficiency

We are enhancing the energy performance of our operations and services to reduce environmental impact, working closely with partners and suppliers to manage energy, water, and waste responsibly.

Environmental oversight is embedded in our governance through management-level discussions on sustainability, certified environmental operations, climate risk mitigation tools, and recycling measures. Performance is tracked through KPIs for energy, emissions, water, and waste.

With a clear commitment to sustainability, we are transitioning toward a more sustainable energy mix and integrating renewable energy where feasible. Our energy efficiency programs and strategic energy management are aligned with UAE national visions and strategies such as the UAE Energy Strategy 2050.

Energy management systems

At ADNOC Distribution, our business functions and services are guided by a commitment to environmental conservation, focused on protecting the local environment and addressing potential impacts from our operations. Central to this commitment is our ISO 50001-certified Energy Management System. Fully aligned with the standard, it combines regular ASHRAE-based audits to identify improvement opportunities with periodic internal reviews and annual external verification. This system helps optimize energy consumption across our operations and supports continual improvement by aligning our physical assets and operating practices with international best practices.

ADNOC Distribution energy management and position statement

As the UAE's leading mobility retailer, ADNOC Distribution is advancing efficient energy solutions and products, enabling the transition to cleaner mobility (including electric vehicles) and continually reducing organizational energy intensity. Our energy policies, programs, and strategic management approach are aligned with national priorities, notably the UAE Energy Strategy 2050.

We are reducing reliance on conventional energy by integrating renewables such as solar across our operations and implementing targeted energy optimization initiatives on both the supply and demand side.

These actions support our target to reduce operational emissions intensity by 25% by 2030, contribute to the UAE's Net-Zero pathway and ADNOC's Net-Zero ambition by 2045, and lower our energy costs.

Our execution is supported by our ISO 50001 certified Energy Management System which provides a recognized, structured framework for monitoring performance, driving continual improvement and ensuring compliance with international best practices for energy efficiency.

Our energy policy distinguishes two categories of consumption: Direct Energy (transport, including fleet and pool vehicles) and Indirect Energy (electricity from the grid). Energy Usage is monitored monthly through an ISO 50001-aligned Energy Management System and governed by ADNOC Group policy, UAE environmental regulations, and international best practices.

We maintain a robust audit cadence - regular energy audits following ASHRAE standards and annual external third-party verification - to optimize consumption, improve performance and proactively manage risks and opportunities.

In 2025, ADNOC Distribution achieved its energy intensity target. This was enabled by efficiency improvements across operations and assets, including smart metering, demand-side initiatives, and other optimization solutions. To embed a culture of efficiency, we delivered energy conservation training and awareness across the organization and ran awareness campaigns for employees and other key stakeholders.

Our Energy Management Policy commits us to:



Reducing energy consumption and greenhouse gas emissions across all operations



Investing in renewable energy, including installing solar systems at service stations



Ensuring transparency and accountability through regular audits, performance reviews, and stakeholder engagement

Environmental compliance

ADNOC Distribution is committed to environmental regulatory compliance, managing potential impacts in line with internationally recognized standards and local regulations. The company's assets undergo regular HSEIA and ENVID evaluations to identify and mitigate current and potential environmental impacts, including emissions and climate-related risks. These assessments and ongoing monitoring are reviewed by the HSE Department and overseen by the CEO led management-level Sustainability Committee to support the effectiveness of control plans.

The company routinely evaluates HSE impact studies to verify the performance of mitigation measures, and it

defines clear roles and responsibilities for environmental management across the organization.

ADNOC Distribution is committed to continuously improving environmental performance, maintaining full compliance with applicable laws and globally recognized HSE best practices, and developing systems and processes aligned with leading standards and frameworks to advance environmental leadership.

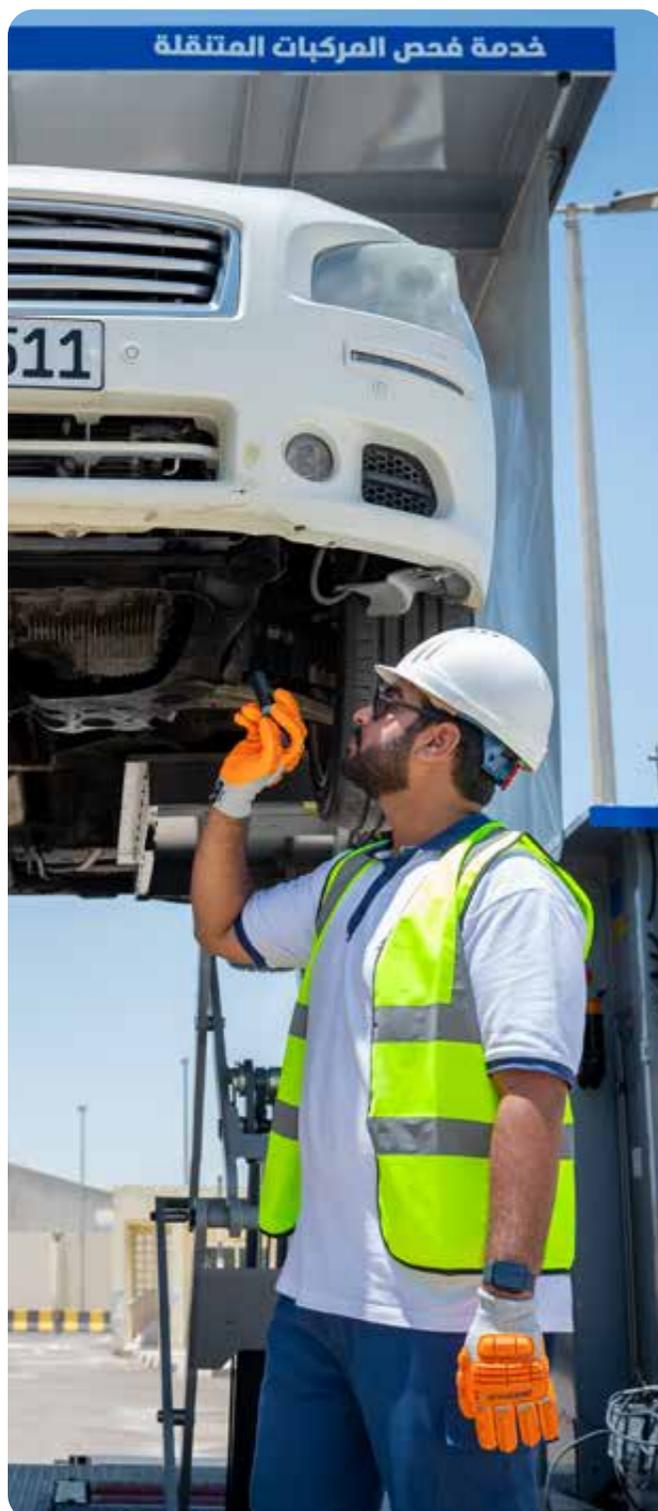
Environmental management and Policy

ADNOC Distribution sustains strong and innovative environmental policies, practices, reporting, and monitoring management systems under

the corporate-level Sustainability Committee chaired by the CEO to achieve the following:

- Oversee, assess, and evaluate the environmental impacts of its operations, encompassing waste, water, and biodiversity management
- Adhere to the guidelines set by regulatory bodies like the Environment Agency of Abu Dhabi and the Ministry of Climate Change and Environment; and
- Manage and reduce any adverse environmental impacts resulting from its activities and operations. Incorporate corrective actions to stimulate continual improvement





Our energy strategy: impact management and improvement

Actions to prevent or mitigate potential negative impacts	Energy-efficient technologies	Retrofit lighting systems with LEDs across service stations and retail outlets; lighting retrofit initiatives have been carried out at multiple service stations
		Install smart HVAC systems and energy-efficient appliances to reduce consumption
	Renewable energy integration	Deploy solar panels on station rooftops and assess wind energy feasibility
		Partner with renewable energy providers to run pilot projects
	Energy management system	Implement an ISO 50001-compliant EMS with AI-driven analytics for real-time monitoring and optimization
	Preventive audits	Schedule Level-1 energy audits to identify inefficiencies before they escalate
Actions to address actual negative impacts	Performance tracking and corrective measures	Continuously monitor energy KPIs and consumption against baselines
		Implement corrective actions when deviations occur, such as adjusting operational schedules, tuning controls or upgrading equipment
	ESCO projects	Engage external service providers for retrofits and advanced controls to remediate high-consumption areas Expected savings of 370 tCO ₂ in 2025
	Transparency and reporting	Detailed reports for ADNOC Energy Master Planning and Carbon Management teams to ensure accountability and support remediation planning
Actions to manage actual positive impacts	Integration into long-term strategy	Embed energy goals into ADNOC Distribution's 2026-2030 business plan to sustain positive impact
	Innovation and continuous improvement	Invest in emerging technologies and upgrade systems to amplify energy savings
		Expand the Command Control Center for centralized monitoring and optimization
	Continuous improvement culture	Feedback loops from audits and lessons learned drive revisions to energy management operations and execution procedures
		Emphasis on proactive risk management and efficiency optimization
	Integration into operational processes	Update Project Execution Plans (PEPs) and energy management procedures based on lessons learned
		Embed positive lessons and improvement opportunities into ADNOC's operational standards and future project guidelines
Structured lessons-learned process	Three stages: Reuse, Capture, and Continuous Improvement	
	Internal workshops at each project stage identify and apply lessons learned	

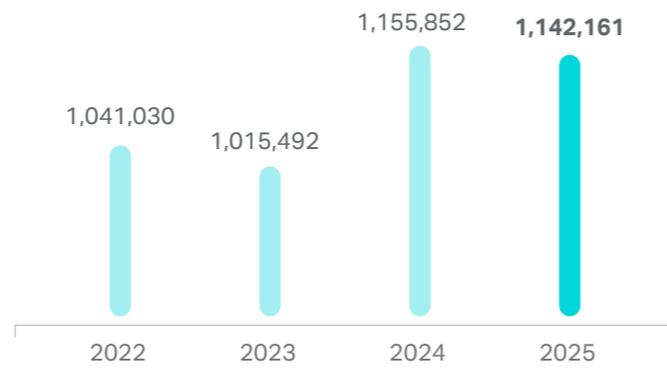


Energy mix

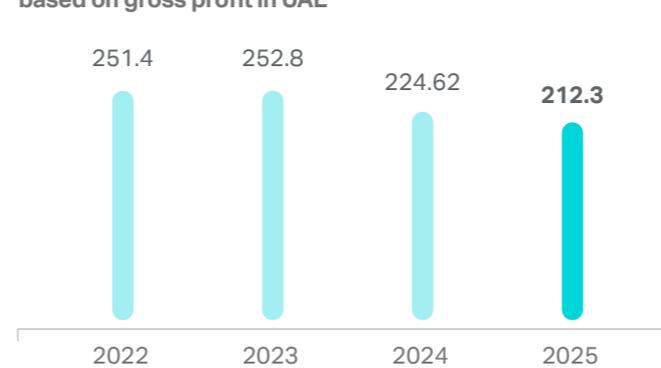
We are advancing a balanced energy transformation across our operations and customer offerings by diversifying our energy mix expanding the use of clean and renewable energy for our own consumption while providing lower carbon products to our customers. As outlined in our net zero pathway, we track annual renewable energy consumption (MWh) across our operations and are committed to increasing the share of renewable and clean energy in our energy mix.

We are scaling solar photovoltaic installations at service stations to reduce grid electricity use and associated emissions. By the end of 2025, solar PV systems were installed at 47 stations across the UAE. We will continue to expand solar installations across our network. In parallel, we are optimizing energy efficiency by identifying Energy Conservation Opportunities (ECOs) and retrofitting building services across our facilities. We maintain a sustainable energy mix across our fleet, supporting our broader transition to cleaner operations.

Total electricity consumption (GJ)



Energy intensity for the organization (GJ/million AED) – based on gross profit in UAE



Total energy consumption within the organization (GJ)



Reporting requirements

Reporting requirements	Unit	2022	2023	2024	2025
GHG Emission avoided by Solar Energy consumption	tCO ₂ e	291	296	2,287	3,237
Share of renewable energy in total consumption	%			1.56	2
Stations with solar PV panels	Number			31	47



Water Stewardship

Water is integral to ADNOC Distribution’s operations (service stations, car wash facilities, offices, LPG plants). Reducing freshwater use, maximizing reuse, and achieving safe wastewater management support sustainability goals, operational efficiency, regulatory compliance, and stakeholder expectations.

ADNOC Distribution is committed to responsible water stewardship across its operations. Our water stewardship commitment is reflected in measures to reduce freshwater consumption and prevent effluent discharge to natural water bodies, helping conserve resources and lower greenhouse gas emissions by reducing the energy required for desalination. Aerator water savers have been installed in washrooms and mosque ablution areas across service stations, offices, and other sites, and sensor-activated taps are used at selected service stations to further cut consumption.

Our car wash docks operate predominantly on treated recycled water, which accounts for about 80% of the water used in these facilities, with on-site treatment plants enabling reuse. Wastewater management is governed by strict HSE guidelines so that all discharges remain within legal limits. Water that meets domestic sewage parameters to be discharged directly to the municipal sewage network. If water exceeds these parameters, it is classified as hazardous effluent and to be safely transported to licensed third-party treatment facilities. This includes cylinder-wash water from LPG plants.

Health, Safety, and Environmental Impact Assessment (HSEIA) studies guide our understanding of the environmental impacts of water use, verify and monitor on-site recycling systems and recommend appropriate control measures to prevent lasting effects.

We verify all water related data for constituents of our discharged water (including water from Cylinder washing) through BOLISATY, Abu Dhabi’s integrated waste database managed by Tadweer. We assess the functionality of car-wash water treatment plants during HSEMS audits and maintain preventive maintenance contracts with qualified third-party providers to support reliable operation. In addition, we test car-wash water regularly at selected service stations to confirm compliance with applicable regulations.



Water consumption areas:

- Company’s offices
- Service stations
- Terminals
- Car wash facilities
- Vehicle inspection centers

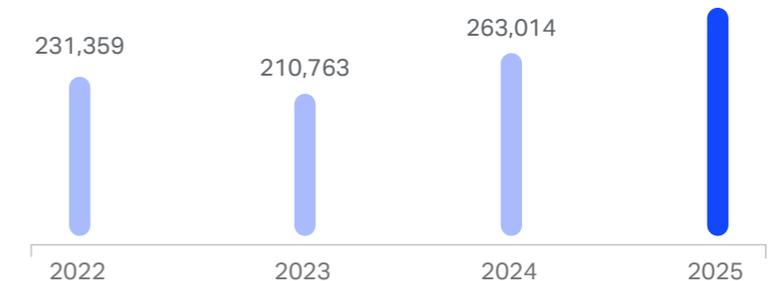
Total volume of water withdrawn cubic meter (m3)



Total water discharge into municipality sewage cubic meter (m3)



Total water recycled cubic meter (m3)



This refers to water that is treated and recycled through an on-site water treatment plant for reuse within operations.

Our approach to water stewardship

Our approach is embedded in the ADNOC Group Health, Safety and Environment (HSE) Policy and implemented through our Health, Safety and Environment Management System (HSEMS), driving robust governance, risk management, assurance, and continual improvement.

Avoid and reduce

Cut consumption at source through efficient fixtures and operating practices.

Recycle and reuse

Treat and reuse water where feasible and safe, prioritizing high-volume processes such as vehicle washing.

Segregate and treat specialized streams

Manage water streams with contaminants via appropriate treatment routes to prevent environmental harm.

Govern, monitor, and improve

Applying HSEMS controls, audits, data reviews, and HSEIA/ EIA studies to verify effectiveness and identify improvements.

In 2025, we recorded a total water consumption of 2289354.69 m³ across the organization. This includes both potable water and municipal water supplies, which we source directly from municipal authorities. We do not use water for any industrial or process related activities; most of our water consumption is similar to regular domestic use.

Our wastewater is discharged into the municipal sewage system. Any discharge that exceeds domestic sewage parameters is handled separately and sent to a third party treatment facility to handle proper treatment and compliance with ADNOC Group HSE policy, and HSEMS.

Water saving initiatives

Our approach to water conservation focuses on practical, high impact measures that help to optimize water use across our operations and support long term sustainability. Key initiatives include:

- Installing aerators in all washrooms and mosque ablution areas
- Using sensor activated taps at selected service stations
- Operating on site water recycling systems at car wash facilities, service stations, offices, and other sites
- Optimizing car wash chemicals and adopting new technologies to increase water use efficiency and enable greater reuse

These measures are implemented under our Health, Safety, and Environment Management System (HSEMS). On site recycling facilities are routinely monitored and verified during HSEMS audits. As part of our annual data compilation process, water consumption figures are critically reviewed, the effectiveness of control measures is verified, and opportunities for improvement are identified.

Environmental Impact Assessment (EIA) and HSE Impact Assessment (HSEIA) studies are used to assess water related impacts and define appropriate controls; recent EIA work found no additional significant opportunities beyond those currently in place.

We have process to manage different wastewater streams appropriately and implement actions aimed at improving wastewater quality. Water used for cleaning LPG cylinders, which contains elevated levels of total suspended solids (TSS) and biochemical oxygen demand (BOD), is classified as hazardous waste and sent to licensed treatment facilities. Wastewater from vehicle washing at service stations is treated in on site plants and reused. We successfully achieved the performance target of recycling 80% of the total water used in car washing operations in 2025. The volume of recycled water has consistently increased, primarily due to our on-site vehicle wash recycling systems.

306,767
m³ of water
was recycled/
reclaimed in
all car wash
operations
in 2025.

No water
consumption
from areas
with water stress
in 2025.

Zero
incidents
of non-
compliance
with discharge
limits set by
HSEMS /non-
compliance with
water quality/
quantity permits,
standards and
regulations in
2025.



Waste

ADNOC Distribution's waste management approach is governed by ADNOC Group's HSE Management System, guidelines, and the ADNOC Corporate Performance Standard on Waste Management, and is designed to comply with the requirements of the Abu Dhabi Waste Management Centre (Tadweer) and Dubai Municipality.

Our strategy combines regulatory compliance with end-to-end traceability in Abu Dhabi, rigorous contractor oversight, and a growing focus on circularity. We consolidate waste reports on an annual basis, highlighting data on waste generation and recovery trends, informing targeted actions - reinforcing our commitment to sustainable waste management and recycling initiatives that contribute to a circular economy.

ADNOC Distribution is registered on Tadweer's BOLISATY platform, which digitally tracks all waste from generation to the final point of disposal, enabling real-time monitoring, traceability, and compliance assurance across our operations. We integrate active waste management services via the TAMM platform for Abu Dhabi locations to align with Tadweer requirements. In Dubai, we strive to comply with Dubai Municipality regulations and collect waste data directly from licensed contractors. Our reporting consolidates BOLISATY data in Abu Dhabi with contractor-sourced data elsewhere to provide a comprehensive view of performance and areas for improvement.

Waste transport and disposal are carried out by Tadweer-approved Environmental Service Providers and other licensed contractors, who are obliged to adhere to applicable legal requirements. We monitor contractor performance and compliance level through audits and the BOLISATY portal in Abu Dhabi, driving traceability and adherence to permits and procedures. Operationally, the business closely manages inventory and engages licensed third-party contractors to handle solid waste and expired

chemicals, including firefighting foam, in line with regulatory obligations. Waste management contracts are in place with qualified providers to support consistent service quality and compliance.

Waste streams are managed to maximize compliance and recovery. Hazardous solid waste is sent to the Central Environmental Protection Facility (BeAAT) for treatment and final disposition in accordance with regulatory standards. For hazardous recyclable waste streams, we achieved a 99% recycling rate in 2025, reflecting stronger segregation practices and partnerships with approved facilities. Nonhazardous domestic waste is sent to landfill. Recyclable streams are segregated and handed over to authorized recyclers; these include used lube oil and office waste such as paper, cardboard, plastics and cans.

Our data, reporting, and assurance framework supports continuous improvement. Annual waste reports consolidate BOLISATY data from Abu Dhabi and contractor data from other jurisdictions, analyze generation trends, and guide targeted actions to reduce waste and increase recovery. To deepen our understanding of environmental impacts and inform future programs, we engage a third party service provider to conduct environmental evaluations and assess waste generated by our customers. The Company's commitment in adopting the principles of circularity is reinforced in our performance metrics by introducing key indicators focused on the recyclability of plastic packaging, tracking the share of plastic packaging that is recyclable as a percentage of its total recorded weight.



We are strengthening segregation at source, expanding partnerships with recyclers, and enhancing data quality and assurance across our contractor network. We are also investing in innovation and R&D to help minimize waste generation and increase material recovery, including pilots in advanced sorting, reuse, and circular product design. We intend to continue to leverage digital tools such as BOLISATY to improve traceability and share insights through annual reporting.

We have set quantified, time-bound targets to reduce total waste and increase diversion from landfill, and our waste diversion performance is certified by an independent accredited body. Together, these actions drive higher recovery rates, reduce landfill disposal, and support continued improvement across our operations.



~100%
of office
waste were
segregated
and recycled
in 2025



99%
recycled
paper is
used to make
cartons in
2025

Our initiatives

Our approach is designed to reduce waste at the source, increase recycling across our network, and achieve full compliance with relevant regulations, while engaging employees, customers, tenants, and communities.

We are strengthening operational practices to embed the 3Rs (Reduce, Reuse, Recycle) across our service stations and assets. This includes targeted training for cleaning staff, retail shop employees, and food truck personnel to drive effective waste segregation and handling. Recycling stations have been established at service stations to facilitate proper separation, and we have initiated waste segregation in 10 service stations, with a broader rollout now underway. We are launching a comprehensive recycling program that integrates stations, tenants, employees, and the public to scale impact across our footprint.

Customer engagement is central to our strategy. In 2023, we launched our first Reverse Vending Machine (RVM) to promote recycling and environmental awareness. The RVMs accept plastic and metal beverage containers and reward users with ADNOC Rewards points, incentivizing sustainable habits. During 2025, this program expanded to 27 locations with 40,620 participants from local community with more than 18.2 million items recycled. We also implemented targeted awareness and training programs for schools, public spaces, retail shop employees, food truck personnel and operational staff to promote effective waste segregation and the 3Rs (Reduce, Reuse, Recycle).

Strategic partnerships and compliance frameworks underpin our execution. We signed a Memorandum of Understanding with the Ministry of Economy to contribute to a national textile recycling initiative, established recycling stations at service stations to facilitate waste separation and collaborated with Sparklo and other stakeholders to enhance waste management efficiency. Our waste management services are active on the TAMM platform, supporting compliance with Tadweer regulations and reinforcing robust governance across ADNOC Distribution locations.

Within our laboratories, we aim to prioritize reuse and repurposing to minimize waste. Tested fuel gas oil is supposed to be returned to the Musaffah Depot for reuse, ULG gasoline tested in the lab should be repurposed for company vehicles, and lube oil that meets specification to be blended into new formulations. These practices reduce disposal volumes, lower costs, and decrease our environmental footprint, demonstrating the alignment of resource efficiency with operational and financial performance.

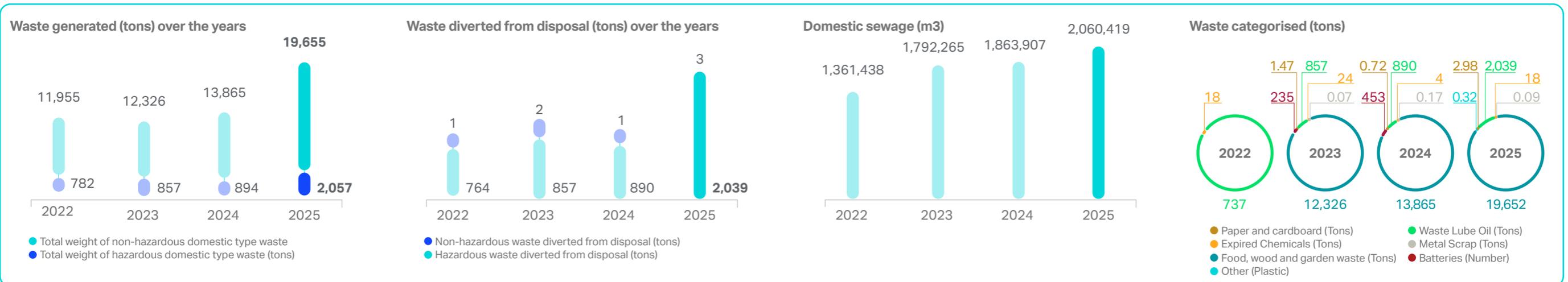
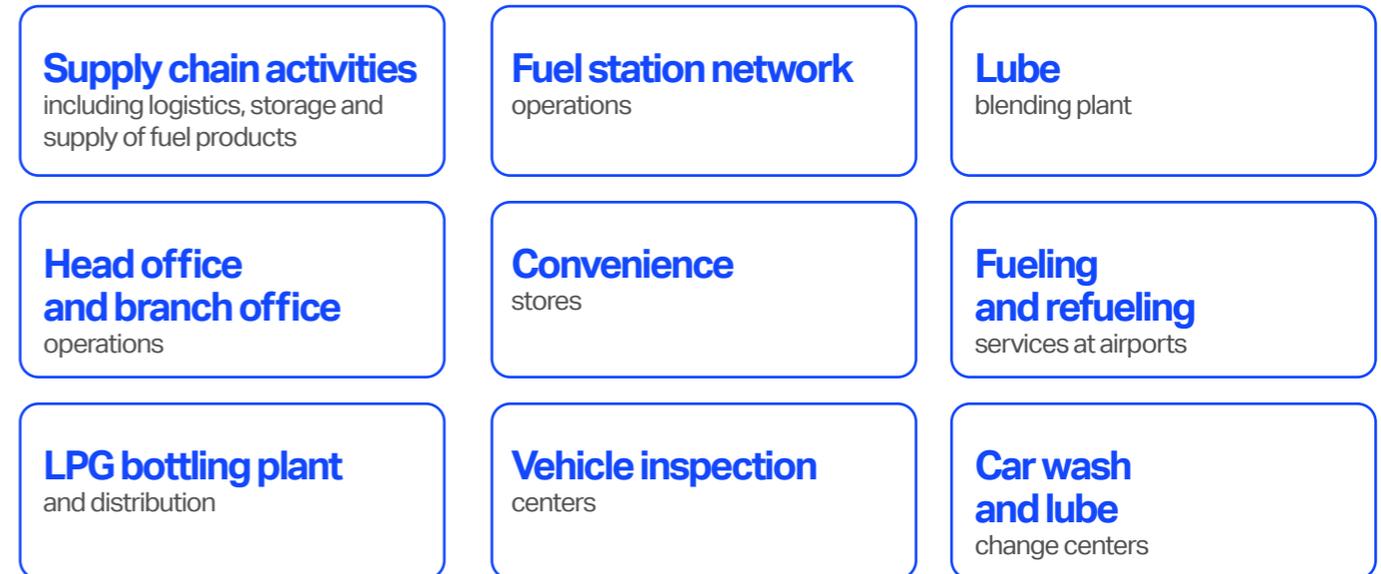
We are committed to improving our waste performance across service stations, terminals, depots and other assets and managing hazardous waste safely in accordance with legal requirements and global best practices. We achieved our hazardous waste treatment target of 95% by 2025.

We recognize existing challenges in data collection, particularly in the Northern Emirates, where there are gaps in waste generation and recycling metrics. To address

this, we are developing a dedicated waste management program and enhancing data capture to improve accuracy and transparency. Looking ahead, we plan to launch a comprehensive segregation program that extends to additional stations and depots, further embedding best practices across operations. By preventing improper disposal and increasing recycling through qualified vendors,

we hope to mitigate environmental risks, contribute positively to the economy, and enhance the aesthetic quality of our premises and surroundings. These initiatives reflect ADNOC Distribution's commitment to sustainability, operational excellence, and responsible resource management, positioning the company as a proactive leader in waste reduction and the circular economy.

Activities, services where waste is generated



Biodiversity

ADNOC Distribution is committed to protecting local biodiversity, conserving natural resources, and operating with safety and integrity so that we limit the harm of our activities cause to species or habitats. This commitment supports UAE Net Zero 2050, ADNOC Group's sustainability leadership, and our CSR strategy to engage communities and promote nature-positive outcomes.

In 2025, we published our first ADNOC Distribution Biodiversity Policy, formalizing our approach to avoid impacts, enhance ecosystem services where possible, and strengthen awareness among employees, customers, and partners. Our operating footprint comprises retail fuel stations, convenience stores, and associated depots in developed. We do not undertake land conversion or resource extraction and do not harvest wild species. We do not operate in or adjacent to protected areas or areas of high biodiversity value; it is our policy to avoid ecologically sensitive zones during site selection and project design, and upstream and downstream activities are screened for biodiversity risks with no priority locations identified requiring special measures. We do not expect to introduce invasive alien species, and landscaping, where present, is meant to prioritize native species and comply with local regulations. No access and benefit-sharing obligations apply to our activities because our projects occur in public, developed spaces, and we have not identified supply chain products or services with significant biodiversity impacts.

Biodiversity is governed through our HSE management system and the ADNOC Distribution Biodiversity Policy. We adhere to ADNOC Group's HSE Standard on Biodiversity, requirements of the Environment Agency – Abu Dhabi, and applicable UAE legislation and guidance. For every depot or service station, it is our policy to obtain a No Objection Certificate from the Environment Agency – Abu Dhabi to confirm that proposed activities will not adversely affect biodiversity.

Our risk-based framework integrates Health, Safety and Environment Impact Assessments and Environmental Impact Identification studies at appropriate project stages, complemented by monitoring, reviewing, sampling, testing, and scientific analysis. This supports our goal of ensuring ongoing and proposed operations do not alter the local biodiversity profile or impact endangered species.

Biodiversity risk assessment: our approach

Biodiversity is integral to our long-term resilience. We embed a location specific, science-based biodiversity risk assessment process across our operations and projects, recognizing the unique ecological characteristics of each site. Using established, recognized methodologies and internal Key Principles, we aim to systematically evaluate two dimensions of risk: how our operations depend on local ecosystems and the potential impacts our activities may have on biodiversity.

These findings are integrated into our multidisciplinary, company wide risk management processes and capital project stage gates, informing design choices, the application of the mitigation hierarchy, monitoring plans, and emergency preparedness. We publicly report the outcomes of this process through our Report and other disclosures, providing transparency on material risks, actions taken, and performance.

Our Key pillars



Location-specific assessments tailored to the biodiversity context of each site



Standardized, credible methods and frameworks to ensure consistency and quality



Integration into enterprise **risk management** and **decision-making**



Dual focus on dependency-related **risks** and **impact-related risks**



Transparent public reporting of outcomes, actions, and progress



Our biodiversity commitment

Our biodiversity strategy protects and enhances the natural systems that underpin business resilience, community wellbeing, and long-term value creation. We are moving beyond compliance to a science informed approach that targets net positive outcomes, manages risk across our footprint and value chain, and embeds clear accountability.

Our ambition is to deliver a Net Positive Impact on biodiversity over time while achieving No Net Loss in designated priority areas as an interim step. By 2025, we will implement site level biodiversity action plans and set measurable targets with defined baselines and interim milestones. We will require our value chain to avoid operational activities near global or nationally important biodiversity sites, including protected areas, Key Biodiversity Areas, and critical habitats.

Delivery is anchored in the mitigation hierarchy: first avoid impacts wherever possible; then minimize residual impacts; restore and rehabilitate affected habitats; and use offsets only as a last resort. We engage with stakeholders to co design site level action plans, incorporate traditional and local knowledge, and maintain accessible grievance and feedback mechanisms. Governance is endorsed by Executive Management and overseen by the Board under ESG governance. Clear ownership sits with operations, procurement, and sustainability teams. Our time bound targets include zero biodiversity incidents and zero significant spills each year, supported by clear thresholds, robust prevention and preparedness, and root cause corrective actions. By 2025, we will implement biodiversity action plans and establish measurable targets, including KPIs for afforestation and restoration.

Looking ahead, we will maintain focus on zero biodiversity incidents and significant spills, scale the Honeybee Conservation Program with Gracia Group and integrate honey products under the Oasis brand supported by hive health monitoring, increase native tree sponsorship and survival through E-Ghars, and expand employee and customer engagement.

We will continue risk-based biodiversity screening for new projects and suppliers, enhance monitoring and emergency preparedness where relevant, and review biodiversity risks and update our disclosures as operations evolve or regulations change.

Applying the mitigation hierarchy - avoid, minimize, restore, and offset - we design out biodiversity risks where feasible and maintain controls to prevent and respond to incidents. Based on HSEIA/ENVID studies and regulatory screening, we did not identify significant actual or potential impacts on biodiversity associated with our operations in 2025.

Our sites are in developed areas with low ecological sensitivity; therefore, site-specific biodiversity management plans were not required. Recognizing that residual risks may arise from accidental spills that could affect soil or groundwater, we maintain secondary containment, automated emergency shut-off systems, groundwater monitoring via piezometers, routine environmental monitoring, spill prevention and response procedures, and employee training and drills. These measures are designed to prevent and promptly address leaks or leaching to water, maintaining zero biodiversity-related incidents and fines.

While our footprint generally does not negatively affect ecosystem services due to its location in non-sensitive, developed areas, we actively support pollination, carbon sequestration, and community awareness through targeted initiatives.

The Honeybee Conservation Program, launched in partnership with Gracia Group, includes installing honeybee hives at select ADNOC Distribution facilities to support pollinator health and local biodiversity.

We signed an MoU during Global Food Week to develop an ADNOC-themed honeybee facility; construction and retail integration is underway. Through the E-Ghars Smart Afforestation Platform, in collaboration with Shamma Mohammed bin Khalid Al Nahyan, we enable the public to plant native UAE trees and track environmental benefits such as CO₂ savings and water use.

1,800 Ghaf trees were adopted by the customers through ADNOC Reward App.

Our objectives are to maintain zero biodiversity-related incidents and fines, avoid significant spills, enhance pollination and native tree coverage, and engage employees and customers. We track key performance indicators including incidents and regulatory fines, significant spill events, tree sponsorship and survival rates, E-Ghars platform metrics (CO₂ savings and water use), and honeybee hive health and honey production. In 2025, we met all targets: zero biodiversity-related incidents, zero significant spills, and successful implementation of the Honeybee Conservation Program and E-Ghars initiatives.

Our operational sites are neither adjacent to protected areas or areas of high biodiversity value. Our HSEIA/ENVID work and regulatory screening did not identify significant actual or potential biodiversity impacts; the principal residual risk is accidental spill to soil or groundwater, for which preventive and response controls are in place and tested.

We contribute to habitat enhancement and ecosystem services through honeybee conservation and native tree planting via E-Ghars. We have policies in place to support compliance with Environment Agency – Abu Dhabi requirements and ADNOC Group standards.

No deforestation commitment

ADNOC Distribution has a strong commitment to no-deforestation to prevent habitat loss. Our commitment extends to our operations, tier one and two suppliers, and partners, and we are committed to driving toward supply chains that are deforestation-free. Our no-deforestation commitment is endorsed by Executive Management reflecting top-level support. It is integrated into our procurement and operational standards to drive deforestation-free supply chains, and our commitment is reflected in ADNOC Distribution's Biodiversity Plan.



CO₂
savings
and water use



Sponsored
1,800
Ghaf trees

Reporting requirements	Unit	2025
Biodiversity incidents / fines recorded	Number	0
Number of mangrove trees planted during 2025	Number	Over 2,000

Our governance, strategy, risk management, and targets

Our Board oversees nature-related matters through its ESG governance responsibilities, confirming compliance with ADNOC Group standards and UAE regulations, while our senior management implements our Environmental Management System (EMS), monitors biodiversity KPIs, and undertakes initiatives to enhance positive impacts. With no significant DIROs identified over the short, medium, or long term, we currently anticipate no material effects on our business model, value chain, strategy, or financial planning.

We believe our strategy remains resilient through EMS integration and adaptive initiatives that help prepare us for potential regulatory or climate-related changes. Our direct operations are located away from ecologically sensitive areas, and we screen certain upstream and downstream activities for biodiversity risks, with no priority locations identified in 2025.

We aim to adhere to the ADNOC Group Human Rights Policy, engage local communities and environmental authorities, and report that no Indigenous Peoples are affected by our operations. We set targets of zero biodiversity incidents and zero significant spills in 2025 and met both targets.



Oil Spill Response

ADNOC Distribution is committed to protecting the environment, our people, and the local communities where we operate. Recognizing the serious consequences of oil spills, we embed a prevention-first, rapid-response approach across our terminals and service stations.

Our Health, Safety and Environmental Management System (HSEMS) underpin a zero-incident ambition with established governance, roles, and procedures for risk identification, asset integrity, and emergency response.

Prevention is our primary focus. We conduct periodic integrity assessments of tanks, pipelines, and equipment; maintain secondary containment and hydrocarbon interceptors; and implement preventive maintenance and contractor controls. We leverage risk management and monitoring technologies to detect, isolate, and address issues early, reducing the likelihood of spills.

We help assure our preparedness through site-specific emergency response plans, readily available spill kits, and trained first responders at every site. We run regular drills and scenario exercises and maintain access to specialized response resources to enable tiered escalation when required.

These measures help prepare us to act swiftly in the rare event of a spill. The HSEMS processes target mitigating the impacts of hazardous chemicals causing environmental degradation and contamination.

If a spill occurs, our plans guide toward immediate containment, recovery, and remediation to protect people, soil, and groundwater. We activate incident command, notify authorities, and work with local stakeholders to mitigate impacts and restore normal operations quickly. Waste generated must be handled and disposed of in compliance with applicable regulations.

Performance is tracked through HSEMS KPIs, audits, and incident reviews, driving continual improvement and transparency. Our approach reinforces our license to operate, supports operational resilience and growth, and aligns with national regulations and ADNOC Group standards. The company had zero significant spills in 2025. ADNOC Distribution aims for zero incidents and 100% safety of its employees through maintaining robust safety measures and systems across operations.



reduction in
Zero
significant oil spill
with environmental
impact



Way Forward

We continue to accelerate decarbonization and operational efficiency by scaling onsite solar, EV charging, and hydrogen refueling across our network, and by deploying advanced, data-driven energy optimization.

We strive to deepen water recycling and circular resource use, enhance supplier ESG performance and data integrity, expand biodiversity initiatives in priority locations, and strengthen governance, climate risk integration, and transparent disclosures through defined milestones and KPIs to meet our 2030 targets and support ADNOC's Net Zero ambition.

EMPOWERING PEOPLE

(Human Capital)

Human capital is at the core of ADNOC Distribution's ongoing success, serving as the driving force that enables the company to operate safely, scale our operations efficiently, and consistently deliver outstanding customer experiences. As we expand our network and transition our business model to become a leading, customer-centric, international, multi-energy mobility retailer, the importance of human capital becomes even more critical. Our people are not only the foundation of our operational excellence but also key enablers of innovation, adaptability, and sustainable growth.

Recognizing this, we are committed to cultivating a highly skilled, engaged, and resilient workforce that is aligned with national priorities and dedicated to long-term value creation. Our Human Capital strategy is holistic, integrating employee wellbeing, capability development, diversity and inclusion, Emiratisation, and the highest standards of safety into a comprehensive performance framework. This approach is reinforced by measurable outcomes and disciplined governance, supporting that our workforce remains agile

and empowered to support both our immediate objectives and our broader vision for the future.

We aim to be an employer of choice, a good neighbor, and a trusted partner advancing a safety-first culture, fair and inclusive employment practices, continuous learning and capability development, and community partnerships that strengthen local content and socioeconomic resilience.

Mapping our innovation with UNSDGs



Relevant Material Topics

Occupational Health & Safety

Employment Practices, Development & Wellbeing

Human & Labor Rights

Diversity, Non-discrimination & Equal Opportunities

Emiratisation



Key highlights



13,717
Total
workforce



31%
Our new
UAE national
hires are
women



14%
senior
leadership
positions
are held by
women



87%
Local
community
hires



0.04
LTIFR



9,144
Blue collar
workers
received sales
incentives



889,543
of training
conducted



28
Average
safety
training
Hours



3
External
recognition
awards
received



Employee Engagement & Wellbeing

Wellbeing

ADNOC Distribution champions employee wellbeing through a robust people strategy that integrates structured wellbeing programs, a compelling employee value proposition, and proactive engagement initiatives to foster stronger connections, build trust, and drive high-performance and accountable culture throughout the organization.

Governance of this strategy is strengthened through a dedicated engagement function, introduced in 2019, along with the rollout of a comprehensive wellbeing framework in 2024 that addresses physical, mental, social, environmental, and financial dimensions of workforce. These initiatives are anchored by the 100X Your Wellbeing program introduced in 2022.

ADNOC Distribution is committed to advance employee wellbeing through a people strategy that prioritizes a healthy, motivated, and engaged workforce as a driver of operational excellence. During the year, the Company delivered 126 wellbeing and engagement initiatives, 30 leadership engagement sessions impacting over 4,500 employees, 82 people connect sessions, and 11 structured physical activities. The programs spanned a wide range of areas, including culture toolkit sessions, culture onboarding sessions, health promotion campaigns (including breast cancer awareness and diabetes education), stress management and mental health workshops, financial literacy workshops, and social events like annual gatherings, cultural diversity festivals and long service awards. Over 9000 employees recognized through Tamayaz recognition program.

This promotes physical health, access to mental health support, and financial stability through competitive compensation structures. Health and safety are prioritized, introducing initiatives such as health awareness workshops and sports activities, promoting a culture of wellness and work-life balance.

Compensation and benefits

ADNOC distribution maintains a competitive compensation structure that supports talent retention and fosters long-term organizational success. Governance and design of compensation programs are overseen by the Group Total Rewards & Human Capital Policies Division, which ensures alignment with regional and global best practices and consistent implementation across ADNOC Group companies.

Total rewards framework

- **Principles:** Fairness, equity, and competitiveness underpin our total rewards approach
- **Remuneration structure:** A balanced mix of fixed and variable pay components
- **Performance linkage:** Variable pay is tied to measurable objectives, including finance, sustainability, operational efficiency, and workforce development targets



Our approach

Our Human Capital agenda is anchored in three priorities:

- Fostering a diverse and inclusive workplace where talent thrives;
- embedding a safety-first culture and fair, ethical employment practices; and
- Investing in continuous learning, wellbeing, and future ready capabilities.

In 2025, we strengthened these priorities through efforts to empower our people and the communities where we operate, by expanding engagement and wellbeing programs, reinforcing standards across human and labor rights, accelerating learning across workforce segments, advancing Emiratisation pathways, and sustaining robust HSE systems across our footprint.

Benefits and supportive work environment

- **Benefits (fulltime employees):** Life insurance, disability coverage, healthcare coverage, paid parental leave, personal loan, retirement and pension plans, and end-of-service policy
- **Family friendly policies:**
 - **Women:** Maternity leave with the option for extended custody leave for childcare; flexible working arrangements available for up to 18 months
 - **Men:** Paternity leave, enabling active involvement in early childcare

childcare needs. Mental health support is also offered through access to counseling and psychological services via health apps

Employee engagement

ADNOC Distribution advanced employee engagement in 2025 beyond compensation and promotions by fostering stronger relationships, teamwork, and overall satisfaction through targeted initiatives.

The Company hosted a culture and diversity festival and Olympiad to promote inclusion, cultural appreciation, and team spirit, complemented by 16 corporate sporting events that encouraged healthy competition and camaraderie.

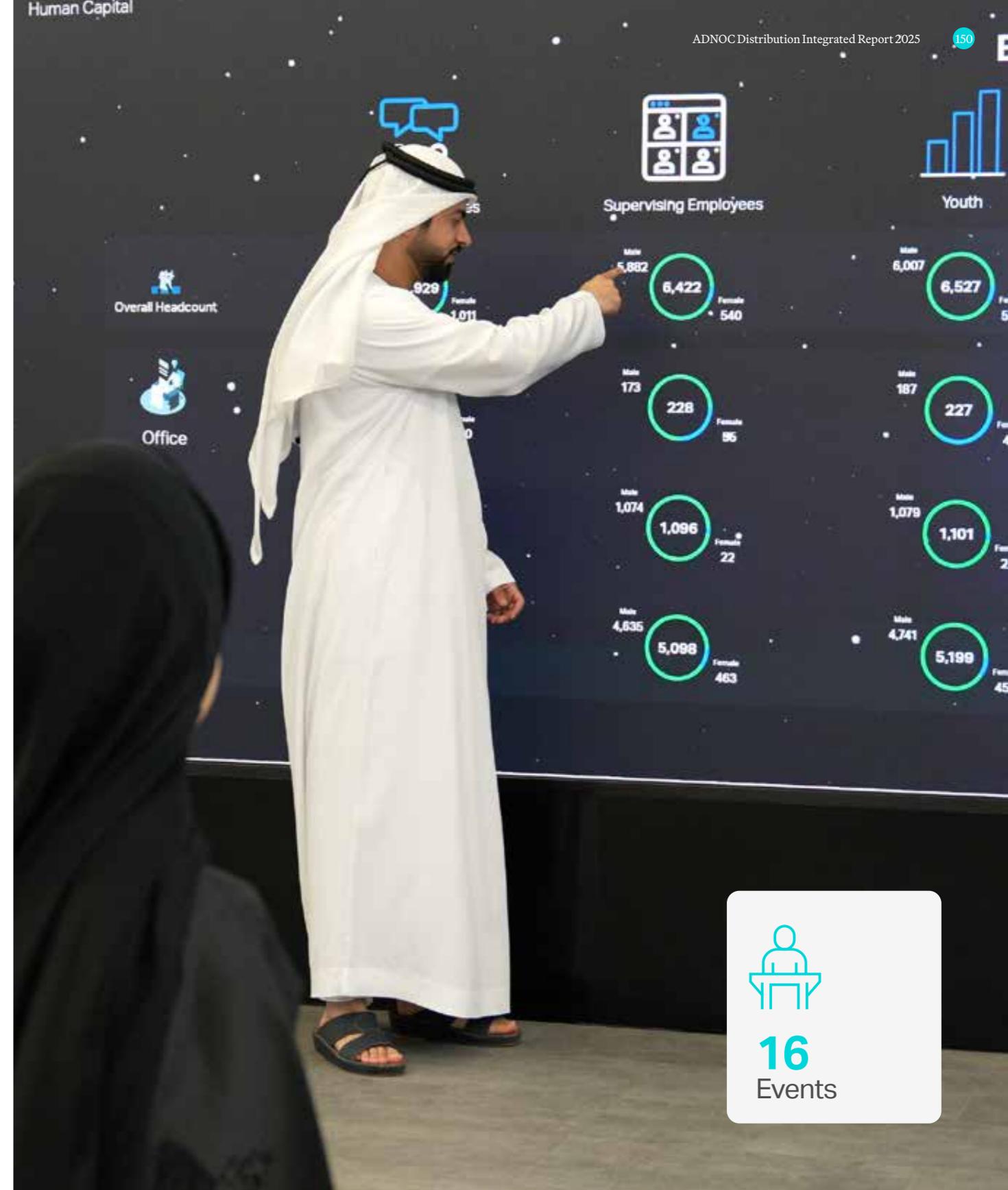
To enhance access to support and services, the 'Ask HC' portal was initiated to manage employee concerns, deliver services, and resolve queries efficiently. In parallel, the Human Capital team engaged employees through Virtual Majlis, providing regular updates on Company policies and reinforcing transparent, two-way communication across all the workforces.

ADNOC Distribution is committed to maintaining dynamic communication with employees. In 2025, this was underpinned by annual engagement surveys and structured follow-through. The Company's Employee Experience score stood at 78%, reflecting consistent improvement over prior years. Survey insights informed action plans with defined targets, resources, and timelines, monitored throughout the engagement cycle. Performance was driven by increased employee interaction and regular feedback, enhanced access to training and skill development, and strengthened rewards and recognition.

Labor management performance improved through amplified communication of Human Capital initiatives and policies, excellence in HC service delivery, and sustained engagement. Human capital policies foster job satisfaction through flexible working hours, remote working arrangements, career development opportunities, and meaningful recognition, all while upholding ADNOC Distribution's commitment to diversity and inclusion. The Company's dedication to sustainability will guide it in implementing practices that reduce its environmental impact.

Policies are designed to support employees' family and personal needs while maintaining a healthy work-life balance. This structured, principle-based approach to total rewards and benefits reinforces our commitment to fair employment, market competitiveness, and a supportive environment where employees can thrive.

- **Employee Assistance Program (EAP):** Offers employees and their families access to psychologists, dietitians, fitness and life coaches, and financial and legal consultants
- **Digital health and wellbeing:** All ADNOC Group employees and their families have access to TruDoc and Daman apps, providing 24/7 multilingual doctors, teleconsultations, prescription management, and specialist referrals. TruDoc also enables appointment bookings and customized wellness plans, including meal and exercise programs
- **Parent-friendly workplace:** Under the Energy for Wellbeing program, ADNOC provides a dedicated helpdesk email, AI chat for instant assistance, and Viva Engage communities (including the parent-friendly community) to foster engagement and support balanced work practices. The initiative offers flexible work arrangements, tailored parental leave and structured return-to-work assistance. Facilities include nursing rooms for new mothers and an onsite nursery, complemented by childcare vouchers to support broader



16
Events

Respecting Human & Labor Rights

ADNOC Distribution strives to uphold internationally recognized human rights principles across its operations, supply chains, and business relationships. Our commitment is anchored in our Values and Code of Conduct and embedded through policies, standards, and procedures applicable to all employees and tier one and two suppliers. We are guided by the UN Global Compact's principles on human rights, labor, environmental stewardship, and anti corruption.

ADNOC Distribution is guided by the UN Global Compact principles regarding human rights, labor, environmental sustainability, and anti-corruption. With mechanisms in place such as Takallam which is an anonymous reporting platform to raise integrity related concerns. Takallam, provides a confidential channel for reporting concerns and reinforcing ADNOC Distribution's commitment to transparency and integrity.

ADNOC Distribution endeavors to promote a culture of respect and awareness throughout its business. The Company delivers training on its values and raises awareness among employees, and it expects every leader across its business to be exemplary in promoting an ethical culture that respects the dignity and equality of all people. Takallam, the Company's ethics helpline, provides a confidential channel for reporting concerns and reinforcing ADNOC Distribution's commitment to transparency and integrity.

Human rights protection

The Company aims to uphold the UAE Constitution to prohibit forced labor, child labor, compulsory labor, torture, unwarranted detention.

Human rights Policy statement

At ADNOC Distribution, we are committed to respecting human rights. 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 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 support confidentiality and effective reporting within ADNOC Distribution.

Labor rights

ADNOC Distribution remains committed to supporting fair labor standards, safe and healthy workplaces, and full compliance with applicable labor laws across its operations and supply chain. Our Supplier and Partner Code of Business Ethics set clear requirements on minimum wages, working hours, leave entitlements, and living conditions, reinforcing accountability among stakeholders.

Monitoring and compliance

- We conduct annual labor welfare audits covering employees, contractors, and suppliers to monitor

compliance with labor standards and address gaps promptly

- By maintaining oversight and working with responsible suppliers, we promote workplace fairness and protect labor rights across our operations and supply chain
- We conduct annual ESG engagement surveys to gain insights into labor-related issues, enabling proactive improvements
- Takallam, our independent and confidential reporting platform, offers employees and partners a secure channel to raise concerns without fear of retaliation
- To strengthen understanding of labor policies, ADNOC Distribution communicates updates through townhalls, virtual meetings, and internal channels, promoting transparency and employee engagement

Our UAE labor law commitment

- Adherent to nine ILO conventions to protect workers' rights and enforce labor laws across the private sector
- Ensure fair labor dispute resolution and uphold workers' rights in all workplaces
- The UAE's Constitution outlines the freedom and rights of all citizens. It prohibits torture, arbitrary arrest and detention, and protects civil liberties, including freedom of speech and press, peaceful assembly and association, and the practice of other religions. All people, irrespective of their race, nationality, religion and social position, are equal before the law



Zero tolerance for discrimination and harassment

Our policies for employees, suppliers, and contractors are designed to prevent discrimination, harassment, and retaliation and we review compliance with UAE employment Law through regular evaluation.

2025 Performance

Human rights grievances

Zero material cases reported in 2025



Training participation

54% of employees completed the training on Human Rights



Training & Development

Capability development plays a vital role in supporting ADNOC Distribution's dynamic operational landscape and its focus on delivering exceptional customer experiences. Our comprehensive training strategy is meticulously crafted to cultivate advanced technical skills, deepen leadership expertise, and uphold consistent, high-quality standards across all segments of our workforce.

Training commitments and policies

ADNOC Distribution emphasizes nurturing employee potential through structured development programs and clear policy frameworks. We provide in-house training courses and workshops, supported by strategic partnerships that expand learning opportunities and align with our 100x Your Wellbeing ambition.

To support personalized growth, every employee is required to maintain a Personal Development Plan (PDP), implemented through SAP SuccessFactors, which helps set and track individual goals under the guidance of line managers. ADNOC Distributions training policy requires all employees to have a PDP to refine their knowledge, skills, and abilities, under the guidance of their respective line managers. The PDP system is available in both Arabic and English, driving accessibility for employees.

Oversight of training and development is managed by the Talent and Development Department (TDD), which identifies learning needs, designs programs, and evaluates their effectiveness. Monthly progress reports are shared with business leaders to maintain transparency and drive continual improvement. Our training framework includes leadership and managerial development programs that extend across categories of workers, including part-time staff, contractors, and temporary employees. Agency contract employees also participate in Leadership and Supervisor Skills programs, reinforcing capability building across workforce segments.

To embed safety and compliance from the outset, newly hired employees are expected to complete an online HSE Induction Program, which is also delivered to all third-party security personnel. This structured approach gives every individual within ADNOC Distribution access to relevant learning resources, clear development pathways, and the support needed to enhance skills and achieve career aspirations.

	Classroom Training	E-Learning
Total Hours	316,857	572,686

100 % Percentage of employees received a regular performance and career development review during the reporting period.

Average hours of training per employee (by employee category)

	2021	2022	2023	2024	2025
Senior management	115	96	146	207	158
Middle management	142	92	105	116	223
Staff	114	174	208	214	110

Average hours of training per employee (by gender)

	2021	2022	2023	2024	2025
Female	140	140	227	228	278
Male	115	151	191	191	213

Training and development remain central to ADNOC Distribution's commitment to building a skilled and adaptable workforce. Our training framework emphasizes technical expertise, leadership capability, and career progression to prepare employees for evolving business challenges. In 2025, we delivered impressive 889,543 training hours, reflecting our ongoing commitment to strengthen workforce capabilities.

During 2025, 73% of the target plan was achieved meeting KPIs crucial for business goals. The Company allocated AED 7,420,650 specifically for training and development activities. ADNOC Distribution aims to foster a dynamic environment that encourages continuous learning and adaptability. The learning process begins with identifying organizational and individual development needs, followed by designing and refining programs to address these priorities.

Implementation leverages blended learning methods, including learning management systems (LMS), coaching, and experiential exposure, promoting flexibility and effectiveness. Program evaluation measures progress against defined targets and accommodates ad-hoc requirements, reinforcing ongoing improvement and alignment with strategic objectives.

Training programs

Customize leadership program

- More focus on AI training program
- Many leaders are invited for AI program

102 employees completed the course

SAM upskilling graduation program

- Focused on leadership development, service station finance, and operational excellence
- Participants underwent classroom training, e-learning, and on-the-job coaching

ADNOC culture masterclass

92 leaders

engaged in corporate values alignment, leadership best practices, and strategic planning

ISO 9001:2015 internal auditor training

35 employees certified

in quality management system audits, driving compliance with global standards

Basic sign language training

89 frontline

employees trained to better serve People of Determination, reinforcing inclusivity

Tax training for the tax division

14 employees

received specialized tax compliance and financial planning training

Diversity & Inclusion

Diversity is a cornerstone of innovation and inclusion at ADNOC Distribution. With a workforce representing 81 nationalities, we are committed to creating equal opportunities and fostering diversity with a culture where differences are valued.

Our strength lies in the varied backgrounds of our employees, regardless of age, gender, nationality, cultural heritage, ethnicity, race, disability, or religion. To reinforce this commitment, we prioritize employee engagement initiatives that promote inclusivity across the organization.

Recruitment practices also support diversity as a key element of our human capital strategy. In 2025, we welcomed 1,120 new employees from more than 30 nationalities, strengthening our multicultural workforce. To advance gender balance, ADNOC Distribution established a Gender Balance Committee, chaired by the CEO, to champion gender equality, empower women, and monitor potential

biases in hiring. To promote equal opportunities and diversity, we have established a Gender Diversity Policy in 2022. This policy is supported by updated recruitment guidelines and an interview matrix designed to support diversity in candidate selection panels. These measures aim to provide equitable treatment during sourcing, interviews, and selection, while prioritizing internal applicants and UAE nationals.

Our efforts in promoting gender equality and women's empowerment were recognized at the GCC Government HR and Youth Summit, underscoring ADNOC Distribution's leadership in fostering an inclusive and progressive workplace.

Total number of employees

● Male	● 2022	● 2023	● 2024	● 2025
	11,387	11,396	13,417	12,325
● Female	● 2022	● 2023	● 2024	● 2025
	1,172	1,266	1,427	1,392
Total	2022	2023	2024	2025
	13,122	13,198	14,844	13,717



Number of nationalities

● 2022	● 2023	● 2024	● 2025
71	75	77	81

Women empowerment

ADNOC Distribution continues to advance gender equality and create meaningful opportunities for women across its operations. In 2025, the Company made significant progress in increasing female representation in leadership roles, STEM disciplines, and frontline operations. Women now hold senior positions in these areas, reflecting ADNOC Distribution's commitment to reshaping the industry and embedding gender balance within its organizational ecosystem.

Our approach to women empowerment includes proactive recruitment, targeted training programs, and initiatives that encourage female employees to take on dynamic and challenging roles. These efforts are designed to foster professional growth, strengthen leadership pipelines, and equip women to contribute effectively to ADNOC Distribution's strategic objectives.

By promoting diversity and inclusion across the business, the Company reinforces its vision of an equitable workplace that values talent and drives sustainable progress.

Key Metrics	2025
Percentage of women in junior management positions, i.e. first level of management (as % of total junior management positions)	4%
Percentage of women in top management positions, i.e. maximum two levels away from the CEO or comparable positions (as % of total top management positions)	14%
Percentage of women in STEM-related positions (as % of total STEM positions)	15%
Percentage of women in management positions in revenue-generating functions (e.g. sales) as % of all such managers (i.e. excluding support functions such as HR, IT, Legal, etc.)	13%
Women/men Executive level (base salary only)	1.08
Women/men executive level (base salary + other cash incentives)	1.39
Percentage of global staff with a disability	>1% (2 employees)



Fair compensation

ADNOC Distribution aims to provide fair and equitable compensation through a transparent, structured rewards architecture that ties pay to skills, contribution, and performance while safeguarding equal opportunity.

Our compensation framework is aligned with international benchmarks and supported by clear grade and career progression pathways to minimize pay dispersion and provide clarity on advancement. A data-driven approach comprising regular salary audits and market benchmarking helps sustain a balanced female-to-male pay ratio across employment levels and reinforces internal equity.

Performance-linked pay is central to our model and is complemented by a strategic total rewards and recognition framework that covers the systematic design of fixed pay including long term executive incentive (LTI) and variable pay, including incentive plans and sales incentives for core frontline roles, alongside a range of supplementary benefits.

In 2025, more than 1,900 corporate promotions and salary increase underscored our merit-based culture, and employees completed performance and career development reviews through the annual cycle, strengthening transparency, accountability, and trust in pay decisions. Also, quarterly appraisals are done under an ongoing performance management approach.

CEO Total Compensation to median Full Time Equivalent (FTE) total compensation

Year	Female to Male Ratio
2022	15.2:1
2023	15.3:1
2024	16.8:1
2025	16.2:1



Gender Pay Ratio

Category	Female to Male Ratio
Senior Management	1.08
Middle Management	1.03
Staff	1.18

Emiratization and Developing Future Emirati Leaders

ADNOC Distribution supports the UAE's vision for Emiratization, which is the local workforce development and economic diversification aligned with the National Employment Strategy 2031.

By investing in local talent and providing structured career pathways, the Company empowers UAE Nationals to take on key roles across various sectors. In 2025, ADNOC Distribution accomplished and surpassed its target by achieving 70% of Emiratization rate and meeting one of its community development targets with 87% of local community hires in 2025. ADNOC Distribution equips Emirati talent for executive and managerial roles through Academic and industry collaborations, and targeted, outcomes-driven programs:



Talent Mobility

320 Emiratis

completed internal moves, strengthening cross-functional capability



TAQADAM

Over 17
internal promotions



Succession Planning

471

successors identified for critical roles including CEO, **155 candidates** prepared for VP and above positions



These initiatives build leadership depth and drive a robust pipeline of Emirati leaders across the organization.

Youth & senior programs

ADNOC Distribution supports growth at all career stages, equipping young talent with essential skills and leveraging senior professionals' experience to mentor future leaders. Initiatives implemented in 2025 strengthened workforce innovation and readiness.



Youth inclusion initiatives

Youth

Committee established to increase exposure and engagement



5

Fresh graduates boarded



137

Interns participated



Youth

Development Programs launched



Senior workforce inclusion initiatives

- Mentorship opportunities established for knowledge sharing
- Extended career opportunities and flexible roles for employees nearing retirement
- Inclusive measures are implemented to support continued participation and contribution
- **KHEBRA** - Project for Retired Talent to utilize the knowledge and sustain the workforce accordingly

Health & Safety

Health and Safety is considered as a core value at ADNOC Distribution. We operate under the ADNOC Group Health, Safety and Environment Management System (HSEMS) to safeguard employees, contractors, and third parties and to embed a strong safety culture of the organization.

HSEMS framework guides our programs and procedures, promotes both physical and mental wellbeing, and is structured around performance indicators and processes to comply with applicable national and international requirements.

Our HSEMS comprises 82 HSE Standards spanning governance, occupational health, environment, operational safety, risk management, emergency and crisis response, asset integrity and process safety, and business continuity. The occupational health framework includes standards covering hazard management, case management and rehabilitation, health screening and surveillance, food and water safety, contractor welfare, and controls for physical, chemical, biological, ergonomic, indoor air quality, and psychosocial risks.

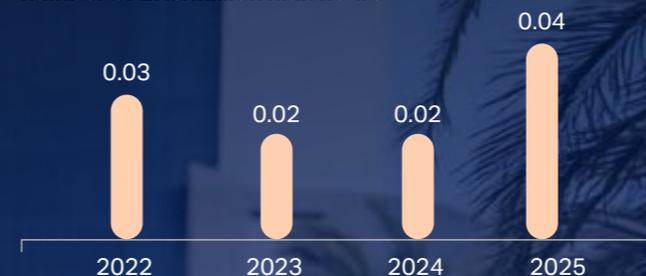
Oversight is maintained by ADNOC Distribution's HSE Division in coordination with the internal audit function, with regular monitoring, review, and updates to the system. The HSEMS applies across depots, service stations, vehicle inspection centers, aviation fueling facilities, and project sites so that these operational areas can meet stringent safety requirements. Health and safety performance data for the Company and its contractors are continually collected, analyzed, and reported to inform objectives and

targets. ADNOC Distribution's health and safety data include contractors' data, supporting our comprehensive approach to performance tracking.

ADNOC Distribution's operations are certified to ISO 9001 (Quality) and ISO 50001 (Energy Management), and our service station network is constructed with consideration for ISO 45001 (Occupational Health and Safety) and ISO 14001 (Environmental Management). The HSEMS is a foundational component of our Integrated Management System (IMS).

Occupational Health & Safety			
Particulars	Category	Units	FY 2025
Fatalities	Employees	Number	0
LTI	Employees	Number	1
LTIFR (Lost Time Injury Frequency Rate)	Employees	Rate	0.04
Work related injuries	Employees	Number	3
Total manhours worked	Employees	Hours	45,045,500

Lost Time Injury Frequency (LTIF): number of LTIs/million man hours



Lost Time Injury Frequency Rate (LTIFR): The number of Lost Time Injuries/Illness (LTIs) per 1,000,000 (million) hours worked

Rate of recordable work-related injuries



HSE risk management

ADNOC Distribution embeds rigorous HSE governance through a comprehensive Risk Assessment Matrix and the newly implemented AIPS Risk Management system. Regular inspections and asset reviews covering service stations and other facilities apply qualitative and quantitative methodologies including Quantitative Risk Assessments (QRA), Hazard and Operability Studies (HAZOP), Hazard Identification Studies (HAZID), and Job Safety Analyses (JSAs) alongside globally recognized frameworks from International Association of Oil & Gas Producers (IOGP) the Energy Institute, UK HSE, and US Occupational Safety and Health Administration (OSHA) to standardize risk identification and control measures. Health and safety due diligence and risk assessments are undertaken across existing operations, potential operations, and new projects. Oversight is maintained through monthly inspections by skilled HSE inspectors to verify compliance with standards, and quarterly Occupational Health Risk Assessments and Occupational Health Identification reviews to validate corrective actions. KPIs for occupational health, safety, and process safety are monitored and reported monthly, with progress, measures, and compliance status submitted to executive leadership and consolidated in an annual HSE performance report. An HSE Assurance Program, integral to the Company's HSE culture transformation, covers 19 focused areas with corresponding sub KPIs and engages internal stakeholders to drive sustained performance. In the event of incidents, ADNOC Distribution is expected to conduct thorough investigations and root cause analyses to prevent recurrence and strengthen controls. The AIPS Risk Register provides systematic identification, assessment, and mitigation of risks supporting the management of potential HSE, financial, and reputational impacts and contributes to a safer workplace while minimizing environmental risks.

Health and safety is prioritized through an interdisciplinary engineering approach focused on preventing and managing largescale fires, explosions, and chemical accidents. The Company's asset integrity and critical incident management practices are designed to avert and control events that could result in fatalities, injuries, adverse health outcomes, environmental harm, or damage to local communities and infrastructure.

ADNOC Distribution's Operational Risk Management System (Archer) automates HSE workflows and centralizes data, enabling employees to report health and safety hazards through the One ERP platform and accelerating the identification, mitigation, and corrective action process. Performance tracking is comprehensive, with lost-time injury frequency and recordable work-related injury rates including contractor data. In 2025, the Company achieved a target of zero fatalities and no severe work-related injuries, demonstrating the effectiveness of its HSE Management System (HSEMS). Ongoing awareness campaigns reinforce safe behaviors and support a healthy work environment across operations.



Emergency preparedness & response

ADNOC Distribution prioritizes safety, reliability, and efficiency through robust emergency preparedness guided by the Incident Command System (ICS) and embedded within the HSEMS. Scenario testing is conducted against site-specific Emergency Response Plans, and in 2025 the Company executed 16 multi agency drills across depots, airports, and service stations with participation from civil defense police, ambulance services, and hospitals, coordinated under NCEMA for community engagement and oversight. Each exercise produced a post drill report and a consolidated action plan, with actions tracked to drive continued improvement. Stakeholders can report incidents through ADNOC Distribution's 24 hour response center at the Mafraq Auto Serve Center. The HSEMS framework underpins emergency management across oil spill response, fire and rescue operations, crisis management, cyber incidents, and extreme weather events, and in 2025 the Company updated its ERPs, Crisis Management Process, Business Continuity Strategy, and Business Continuity Plans to strengthen readiness.

Health, Safety; Environment (HSE) Policy

We are committed to:

1

Pursuing the goal of **no harm to people**, the environment, and the community

2

Supporting the UAE's commitment to **reduce emissions** and contribute to the global effort of mitigating climate change

3

Protecting the environment by reducing pollutant releases and implementing cost-effective measures to improve energy efficiency and the use of natural resources

4

Ensuring compliance with all **applicable laws**, regulations, and standards relating to **HSE**

5

Having **world-class emergency response, crisis management** and business continuity measures in place

6

Managing risks through effective controls and minimizing impacts to our businesses

7

Focusing on incident prevention by **managing process safety** and the integrity of our assets

8

Engaging with stakeholders to raise **HSE awareness** and promote sustainability and the welfare of our workforce

9

Embedding a **100% HSE culture** that empowers employees and contractors to intervene and stop any unsafe work

10

Developing and sustaining **HSE** critical competencies in our employees through regular training

11

Holding all levels of management, supervisors, and employees accountable for **HSE performance**

12

Setting targets, monitoring and reporting of HSE performance and regular internal and external audits for continual improvement

13

Engaging business partners who are also committed to **100% HSE**. We believe that integrating HSE into all aspects of our business is essential in achieving our commitment and ensuring long term sustainability of our operations

The Company strives to have staff at service stations comply with safety hazard guidelines and cautionary signs, supported by an annual audit program to review and monitor the Health, Safety, and Environmental Management System (HSEMS). The results of audits conducted must be logged and followed up using an action tracking system. This policy is shared with stakeholders, including Company's employees, suppliers and contractors, and is implemented across the organization. The Company also applies the ADNOC HSE Standards for risk mitigation and hazard monitoring. The HSEMS is monitored regularly, and any deviations from safety standards are expected to be addressed through swift corrective actions.

HSE training & awareness

In 2025, ADNOC Distribution strengthened its Health, Safety and Environment (HSE) Management System, embedding continued improvement through structured meetings, employee feedback forms, opportunity sharing, and leadership site visits. Targeted training was governed by training matrix guidelines and aligned to ADNOC Life Saving Rules and the ADNOC WMS full package. All new hires, including contract employees, were required to complete the online HSE Induction Training Program prior to deployment to work locations. This robust system was supported by regular awareness campaigns to employees and all contractors.

Leadership presence at the frontline was intensified through HSE leadership site visits across service stations, terminals, plants, and vehicle inspection centers. Chiefs and VPs participated to address HSE and welfare issues at site level. Critical HSE topics were elevated to the Executive Management Forum, with direct engagement from executive leadership, including the CEO.

ADNOC Distribution delivered 57 HSE training courses through classroom sessions, web-based platforms, virtual formats, hybrid models, on-the-job training, and e-learning. Training covered essential topics including basic firefighting, advanced firefighting, food safety, first aid, defensive driving, accident handling, ADNOC Life Saving Rules, and the ADNOC WMS full package. Customized programs were developed for Burger King franchise employees to meet mandatory HSE certification requirements.

HSE materials and standards were made available on the Company's intranet portal and distributed in print to support comprehensive reach. Regular employee surveys assessed health and safety conditions and informed us of enhancements to the HSE Management System. The Company issued HSE alerts outlining lessons learned from incidents and practical safety measures, reinforcing a proactive safety culture. Data accessibility remained central to performance, enabling timely awareness and response by teams.

Overall, more than 6,000 employees received training in 2025, underscoring the Company's emphasis on health and safety capability across the workforce.

Customer health & safety

ADNOC Distribution's commitment to customer and local communities' health and safety. In 2025, ADNOC Distribution reinforced customer and community health and safety across its operations through rigorous hazard control measures and structured initiatives integrated within the HSEMS. Compliance monitoring and audits were maintained throughout the year to support consistent adherence at service stations, terminals, plants, and vehicle inspection centers.

The Company applied the Abu Dhabi Agriculture and Food Safety Authority (ADAFSA) requirements for food and beverage sales, sustaining safe handling, storage, and retail practices in line with applicable standards.

ADNOC Distribution participated in the nationwide "Five for Your Safety" campaign, supporting security and safety awareness at petrol stations and reinforcing prudent customer behaviors on forecourts. Customer health and safety were supported by preventive controls embedded in daily operations, including hazard identification and risk mitigation procedures, clear safety signage, traffic and forecourt management practices, and incident-response protocols aligned to Company standards.

HSEMS audits and customer/public health and safety compliance activities were maintained during 2025, with findings used to drive corrective actions and continued improvement at site level.

Customer health & safety - joint fueling safety campaign

Overview

In collaboration with ENOC, EMARAT, the Ministry of Interior (MOI), and the Ministry of Education (MOE), ADNOC Distribution continued working on a nationwide campaign to raise awareness on safe fueling practices

Scope and Audience

- **Target groups:** Public and customers, employees, and contractors
- **Focus areas:** Forecourt safety and compliance with UAE safety regulations

Key Messages

- Maintain speed limits on forecourts.
- Prevent nozzle pull incidents
- Adhere to regulatory requirements and site protocols

Risk Areas Addressed

- Improper use of jerry cans
- Marine fueling safety
- Emergency response procedures and escalation practices

Implementation

- Unified messaging across partner networks to standardize safe fueling, incident prevention, and regulatory compliance



Asset Integrity Process Safety (AIPS)

ADNOC Distribution is committed to maintaining the highest standards of process safety by systematically identifying, managing, and mitigating operational risks across our value chain, with the objective of protecting our people, customers, assets, and the environment while ensuring safe, reliable, and sustainable operations.



During 2025, ADNOC Distribution continued to strengthen its operational and process safety framework through the deployment of advanced risk, integrity, and asset management systems. The Risk Geo Dashboard was recognized as a best practice by ADNOC GAI and GHSE, with a pilot underway for integration into the Operational Risk Management (ORM) application, alongside the successful launch of the ORM Archer tool for effective AIPS risk monitoring and tracking.

OneAPM software was deployed and integrated with SAP to enhance asset integrity monitoring, while the Asset Sustainability Program advanced through the implementation of risk based inspection (RBI) and thickness monitoring at Hamriyah Terminal and the completion of RBI for more than 2,500 underground tanks across UAE retail stations.

ADNOC Distribution also showcased its technical innovations at major global conferences, including AUTOMA, SPE GOTECH, and Smart Inspect. Operational risk reduction initiatives included assured fuel leak rectification at 23 retail stations, integrity assessments of 75 aging stations to optimize renovation planning, and verification of emergency shutdown push button functionality at 205 stations to ensure emergency readiness. In addition, HSECEs identification and categorization were completed for 14 terminals and 125 stations, complemented by tank safety barrier health checks across all terminals.

Proactive AIPS risk mitigation efforts resulted in the successful closure of 24 risks in 2025, while Technical Integrity Verification was completed for 205 stations and five terminals, reinforcing the reliability of critical equipment and ADNOC Distribution's commitment to safe, resilient, and sustainable operations.

OneAPM Software Deployment & Implementation (Foundation & Integrity Module)

ADNOC Distribution successfully deployed OneAPM Software, integrating the Foundation and Integrity modules with SAP to strengthen asset integrity monitoring and management. This initiative provides a centralized platform for real-time asset health tracking, predictive analytics, and compliance reporting. By leveraging advanced digital tools, we enhance operational efficiency, reduce downtime, and ensure proactive maintenance across critical assets. The implementation of the OneAPM Software implementation is ongoing.

Risk Based Inspection (RBI) Program for Fuel Stations Underground Storage Tanks (UGSTs)

ADNOC Distribution has implemented a Risk-Based Inspection (RBI) program for underground storage tanks (UGSTs) at fuel stations to strengthen asset integrity and process safety. The program prioritizes inspections based on risk assessments, enabling more efficient and precise maintenance. By proactively identifying potential issues, ADNOC can take timely action to prevent environmental incidents and optimize resource use. This initiative supports ADNOC's sustainability goals by extending the lifespan of storage tanks and reducing waste. The pilot phase, covering 250 tanks, was successfully completed in 2024, with full-scale implementation across more than 2,200 UGSTs completed in 2025.

Technical Integrity Verification (TIV) for Terminals & Retail Service Stations

ADNOC Distribution implemented Technical Integrity Verification (TIV) across all terminals and retail service stations to ensure that Health, Safety, and Environment Critical Equipment Systems (HSECEs) are safe, reliable, and perform according to defined standards. The initiative involves rigorous checks and verification throughout the asset lifecycle—from design and installation to maintenance and decommissioning. By embedding TIV into operational processes, we strengthen our safety culture and ensure compliance with ADNOC Group integrity requirements. During 2025, we have completed TIV in 205 stations and 5 terminals. This initiative promotes proactive risk management by reducing the likelihood of catastrophic failures while aligning with ADNOC's sustainability objectives through minimized environmental risks and optimized resource use.

Looking ahead, ADNOC Distribution plans to further enhance asset integrity, environmental protection, and operational efficiency through the adoption of advanced inspection and monitoring technologies. Planned initiatives include the replacement of manual cathodic protection surveys with remote continuous performance monitoring and assessment to assure performance while reducing survey costs, and the deployment of volatile corrosion inhibitors beneath tank bottoms to reduce corrosion rates, extend tank life by an estimated 5–10 years, and support increased storage capacity.

We also plans to implement remote corrosion monitoring sensors on underground product piping and pipelines to enable early detection of corrosion, reduce manual excavation and inspection activities, and help prevent loss of primary containment scenarios.

Additional measures under consideration include thermal insulation painting on storage tanks to reduce heat transfer, minimize product evaporation, and improve operational efficiency, as well as the installation of wireless sensors on tank roofs to detect and quantify hydrocarbon evaporation and emissions.

To further strengthen infrastructure integrity, ADNOC Distribution plans to deploy swimming robots for the inspection and cleaning of marine structures, reducing reliance on diving inspections, and to utilize mobile underground radar technologies to accurately map buried piping routes and identify minor leak locations. Together, these initiatives reflect ADNOC Distribution's continued focus on innovation, risk reduction, and long term asset sustainability.



Way Forward

In 2026, ADNOC Distribution will deepen its Human Capital agenda by scaling a safety first, people centric culture that advances inclusive growth and business resilience.

We will pursue zero harm through strengthened HSE leadership visibility, digitalized risk management, and standardized contractor onboarding while expanding targeted HSE training and continuous awareness to sustain top quartile performance. We will enhance employee wellbeing with an integrated physical, mental, social, and financial program, and elevate engagement through always on feedback, transparent service delivery, and data driven follow through. To future proof capabilities, we will broaden blended learning, accelerate AI and digital skills, and embed 100% PDP coverage via Success Factors.

We will advance diversity, equity, and inclusion expanding gender balance in leadership pipelines, ensuring pay equity through regular audits, and strengthening accessibility for People of Determination. Our commitment to fair labor and human rights will extend across our supply chain through enhanced audits, remediation, and awareness of Takallam's confidential reporting. We will continue to invest in Emirati talent through structured pathways (succession, mobility, and leadership programs), deepen local community hiring, and build partnerships that grow local content. Progress will be transparently reported against clear KPIs and aligned to priority UN SDGs, ensuring our people, partners, and communities thrive as we deliver secure, sustainable energy.

STRENGTHENING COMMUNITIES

(Social and Relationship Capital)

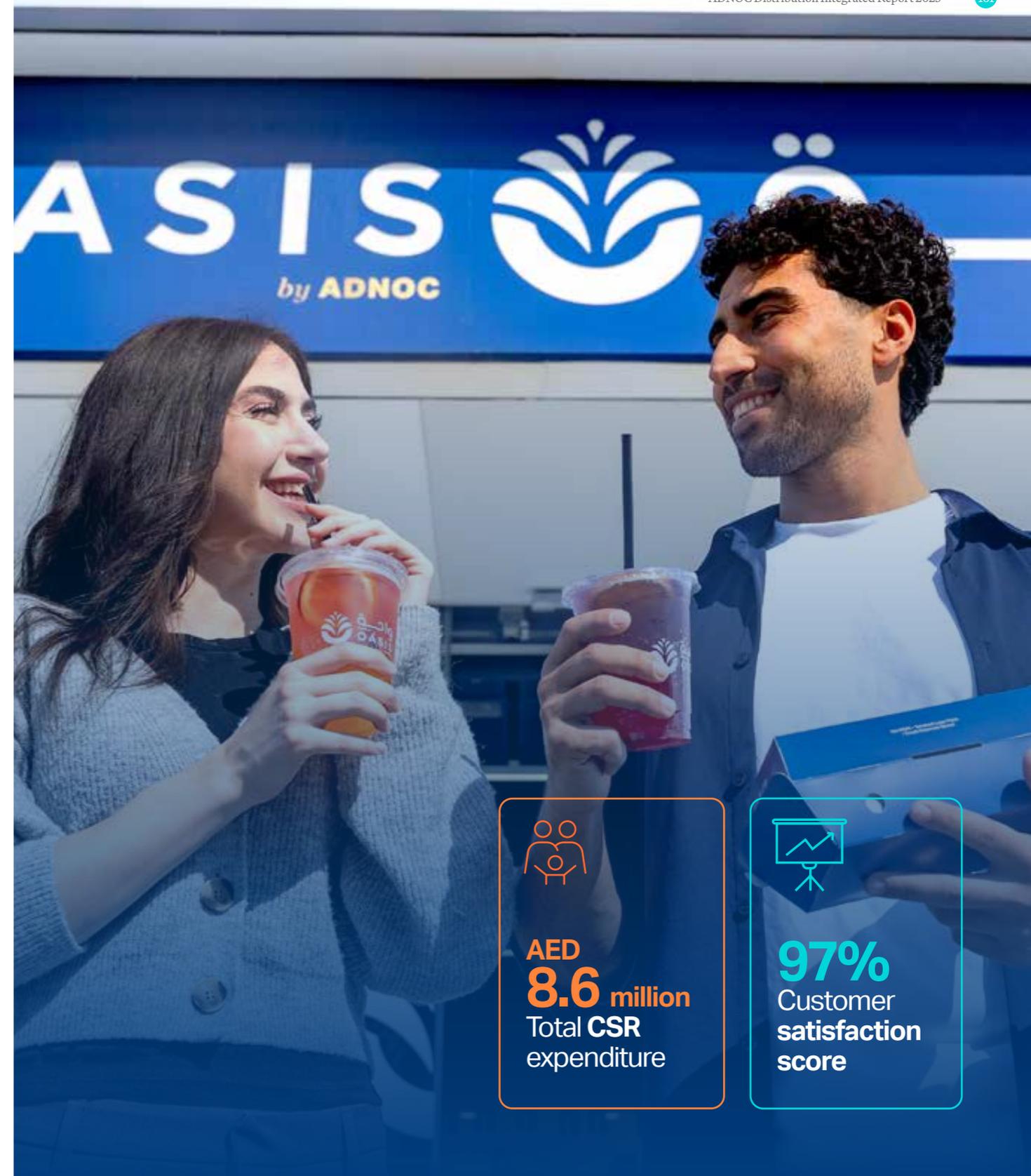
Access to reliable and affordable energy remains fundamental to the well-being of communities and the growth of economies. ADNOC Distribution is committed to supporting this need by fostering strong relationships with stakeholders and contributing to socioeconomic development in the regions where we operate.

Our relationships with our stakeholders remain at the core of our operations and our approach prioritizes creating long-term value through responsible business practices and community engagement. Beyond our operations and value chain, we maintain active partnerships that enhance local content and support community initiatives, reinforcing socioeconomic stability.

Mapping our innovation with UNSDGs

Relevant Material Topics

Local Community	Supplier Sustainability Assessment	Socio-economic Impact
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AED 8.6 million
Total CSR expenditure

97%
Customer satisfaction score

Our Approach



Driven by strong values, we nurture trust-based relationships with customers, suppliers, employees, communities, and regulators. We engage consistently to meet evolving expectations, emphasizing transparency, ethics, and community involvement. Through responsible sourcing and impactful development, we strengthen our reputation as a reliable industry leader. We believe robust social and relationship capital benefits stakeholders and drive our growth and relevance.

ADNOC Distribution's commitment to community engagement and development is reflected in the diverse programs it supports and leads. In 2025, total community investment expenditure was AED 8.6 million, directed to initiatives that promote local community, safety, community development, environmental stewardship, and social well-being, foster positive outcomes across the UAE

We are committed to regularly engaging with local communities to prioritize community engagement initiatives and formally consult on sustainable solutions that enhance quality of life. Community responsibility is guided by the value "We are Responsible" and embedded within the Code of Conduct.

Our CSR strategy is grounded in collaboration and respect that operates through a CSR charter and supporting operational policies that align activities with stakeholder and community expectations. Local community engagement and development, including CSR, is a standing agenda item of the Sustainability Committee chaired by our CEO and board level ESG-subcommittee.

We keep channels open for effective communication and engagement and provide communities with access to a 24-hour communication channel to raise and address complaints and grievances.



"By listening to our customers, we continue to evolve our offering and deliver more to the communities we serve. Our commitment to innovation, quality, and elevated customer experiences is reflected in how we are reimagining roadside retail and creating true destinations of choice. This evolution represents a renewed promise to create welcoming, customer-centric spaces that strengthen connection, trust, and long-term loyalty."

Jacqueline Elboghdati
Chief Marketing Officer



Community Engagement

ADNOC Distribution supported local communities through initiatives in social welfare, safety, environmental engagement, and employee volunteering over the last year.

During Ramadan, employees distributed Iftar Boxes prepared by Emirati women (87 volunteers; 174 hours) and supported low-income families by supplying LPG cylinders to women-led small businesses (49 volunteers; 122.5 hours). We also participated in the UN Global Road Safety Cycling initiative in May (50 volunteers; 200 hours).

The Company expanded its environmental and biodiversity commitments through 'Adopt a Ghaf', enabling customers to donate ADNOC Rewards points toward tree adoption; 4,512 donors participated. Through this initiative, employees and customers joined efforts to support national afforestation goals, with 20 volunteers adding 80 hours toward environmental activities. ADNOC Distribution also expanded digital charitable giving via the ADNOC Rewards application, introducing donation features with the Authority of Social Contribution – Ma'an and the General Authority of Islamic Affairs and Endowments (Awqaf). Customers were able to contribute loyalty points to certified causes, including zakat and community support programs, improving donation accessibility across the UAE.

Socio-economic impacts

ADNOC Distribution contributed to the UAE's economic growth through initiatives that strengthened local capabilities and stakeholder relationships. The Company advanced national workforce development by recruiting experienced UAE national professionals and expanding youth pathways through graduate programs and internships. Succession planning supported the progression of local talent into leadership roles, reinforcing organizational resilience.

Regular engagement with customers and local communities informed the prioritization of stakeholder needs and service improvements. Activities were aligned with established sustainability frameworks, including the UN Sustainable Development Goals, and with national economic priorities.

ADNOC Distribution has publicly disclosed a Net Zero by 2045 ambition; in 2025, related governance and enabling programs were maintained to support responsible operations and sustained value creation.



87
volunteer
employees

distributed Iftar boxes
prepared by
Emirati women

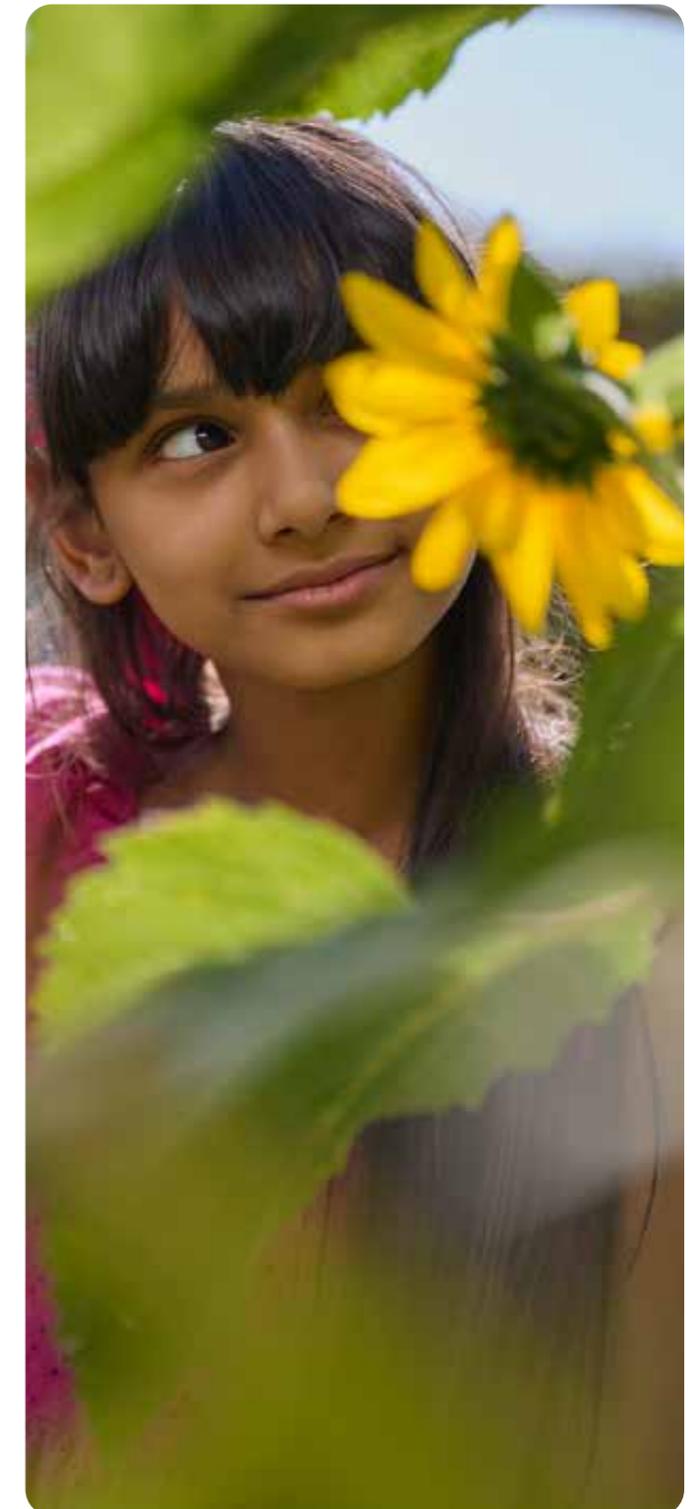


4,512
customers
donated

ADNOC Rewards
points toward
'Adopt a Ghaf'

Key Metrics

	Unit	2025
Percentage of employees hired from local communities	%	87
Approximate percentage of local procurement spend	%	68
Average wages compared to national or industry standards	Company Ratio	UAE National Compa Ratio 129% (Above Industry Median) Expat Compa Ratio 134% (Above Industry Median)
Number of people trained through capacity-building programs	#	269 (by leadership program)
Percentage of increase in skills or certifications among local communities	%	45



Our CSR Initiatives

Our Corporate Social Responsibility (CSR) efforts are a core component of how we do business, rooted in the belief that creating value goes hand in hand with uplifting communities and protecting the environment.

We strive to ensure our operations contribute positively to society by supporting initiatives in health, education, livelihood, infrastructure, and ecological sustainability.

Ramadan Iftar boxes - Kasr Al-Siyam

Overview

Kasr Al-Siyam is a Ramadan community initiative aimed at supporting individuals who break their fast while on the move during Maghrib prayer time. Throughout the Holy Month, ADNOC Distribution employees distributed Iftar boxes by ADNOC Distribution stations (over 83 stations) across the UAE, including at streets and traffic signals near high-need locations, so that fasting individuals could break their fast on time, safely, and with dignity, without distraction or delay.

Target

Support communities and working laborers fasting during peak Maghrib hours and enable timely, dignified Iftar while mobilizing employee volunteers to actively contribute to community wellbeing during Ramadan.

Impact

A total of 87 volunteers participated in the initiative, contributing 174 volunteering hours. 300,000 Iftar boxes were distributed by ADNOC Distribution through over 83 ADNOC Distribution stations across the UAE.

Ramadan LPG donations

Overview

During Ramadan, ADNOC Distribution provided LPG to Emirati women and local families to enable daily meal preparation for workers and vulnerable individuals. The initiative provided a continued LPG supply throughout the holy month, supporting community led kitchens to prepare and serve meals consistently.

Target

Enable continuous and sustainable meal preparation during Ramadan by supporting Emirati families and local women led kitchens with LPG so they can cook for people in need.

Impact

LPG donations enabled the preparation of 700,000 Iftar meals throughout the month of Ramadan, delivered through the efforts of 69 Emirati women, classified as external volunteers. In addition, 49 ADNOC Distribution employee volunteers contributed a total of 123 volunteering hours to support coordination and distribution activities.



AED
8.6 million
Total spent

on **community engagement** and development including CSR



Adopt a Ghaf

Overview

A national environmental initiative enabling customers to donate ADNOC Rewards points to adopt Ghaf trees. Donations were completed, and tree planting began at designated sites with activities continuing thereafter.

Target

Increase environmental awareness and contribute to national afforestation targets through customer engagement and volunteer participation.

Impact

The initiative successfully engaged 6,246 ADNOC Rewards members, utilizing a total of 110 million reward points, resulting in the adoption of 1,838 Ghaf trees with 20 volunteers participating in planting activities.

Ramadan driver safety

Overview

During Ramadan, ADNOC Distribution delivered targeted digital content to promote safe driving behaviors. Messaging focused on fasting related fatigue, speed management, and safe driving during peak Iftar hours, while highlighting community initiatives undertaken throughout the month.

Target

Raise awareness of Ramadan-specific road safety risks and encourage responsible driving among motorists during fasting and Iftar times.

Impact

Enhanced public awareness of Ramadan-specific road safety risks through targeted digital content, supporting safer roads and reinforcing ADNOC Distribution's commitment to community wellbeing. In collaboration with Abu Dhabi Police, the campaign was delivered through 4 unique video contents published across Instagram, Facebook, X, and LinkedIn, achieving a total of 7.2 million video views, 5,814 social media engagements (including 424 reshares), and 96% positive sentiment, with 134 community interactions, demonstrating strong reach and public engagement with Ramadan-specific road safety messaging.

Back to school & driving safety campaign

Overview

A safety focused CSR activation delivered in partnership with UAE police forces to raise awareness of school zone driving behavior and child safety. Public engagement took place at ADNOC service stations and community touchpoints across multiple Emirates. The campaign was implemented in collaboration with Sharjah International American Schools and E7 Group, delivering on-ground and school-based awareness activities.

Target

Promote safer roads during the back-to-school period and encourage responsible driving around schools, while engaging motorists and families through station-based activations.

Impact

60 volunteers contributed 240 hours across different Emirates, reaching approximately 10,000 students through awareness sessions and activations across participating schools.

Supporting UAEN youth entrepreneurs

Overview

In partnership with the Federal Youth Authority, ADNOC Distribution provided free retail and activation spaces at selected ADNOC Distribution service stations for Emirati youth-owned businesses. These spaces enabled young entrepreneurs to showcase, promote, and sell their products directly to customers without any rental space costs. By offering high-visibility locations within our service stations, the initiative helped reduce entry barriers for youth businesses, supported local entrepreneurship, and encouraged economic participation within the community.

Target

Support Emirati youth businesses by providing free commercial spaces at ADNOC Distribution service stations, enabling growth, visibility, and market access.

Impact

Empowered Emirati youth entrepreneurs by giving them cost-free access to prime retail locations, increased customer exposure, and direct engagement with the public, contributing to local economic development and youth empowerment.

UN global road safety and cycling activity

Overview

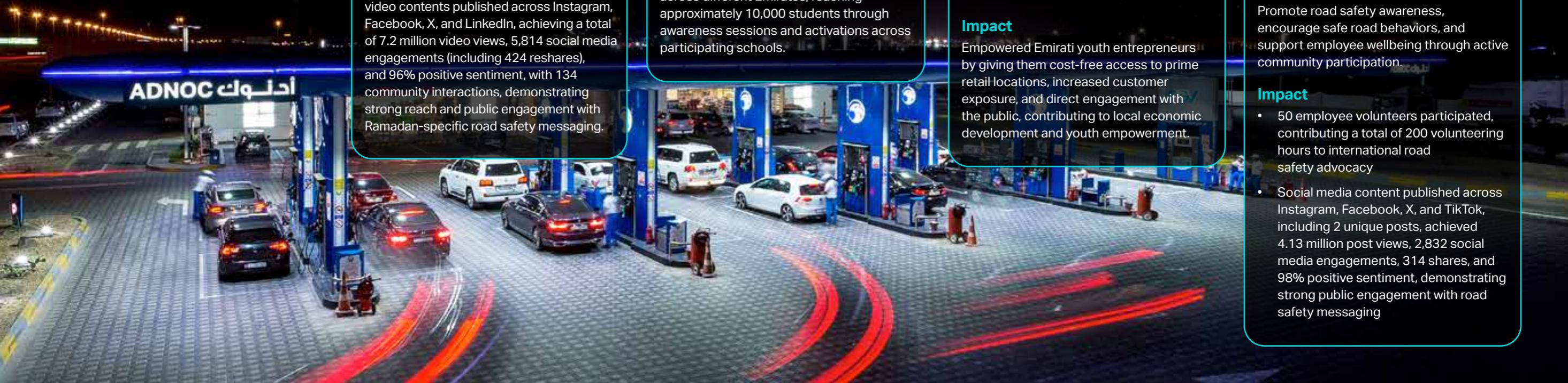
As part of ADNOC Distribution's commitment to road safety, employee wellbeing, and community engagement, the Company participated in the UN Global Road Safety Cycling initiative, recognizing UN Global Road Safety Week by promoting its cycling hubs in line with the global theme of #MakeCyclingSafe. ADNOC Distribution also hosted a cycling event at one of its cycling hubs to promote safe cycling practices within the community, while providing complimentary beverages from ADNOC Oasis to participants. During the initiative, ADNOC Distribution employees actively participated in the cycling activity alongside participants from diverse backgrounds, promoting safe mobility, healthy lifestyles, and responsible road behavior, and reinforcing a culture of safety and collective responsibility.

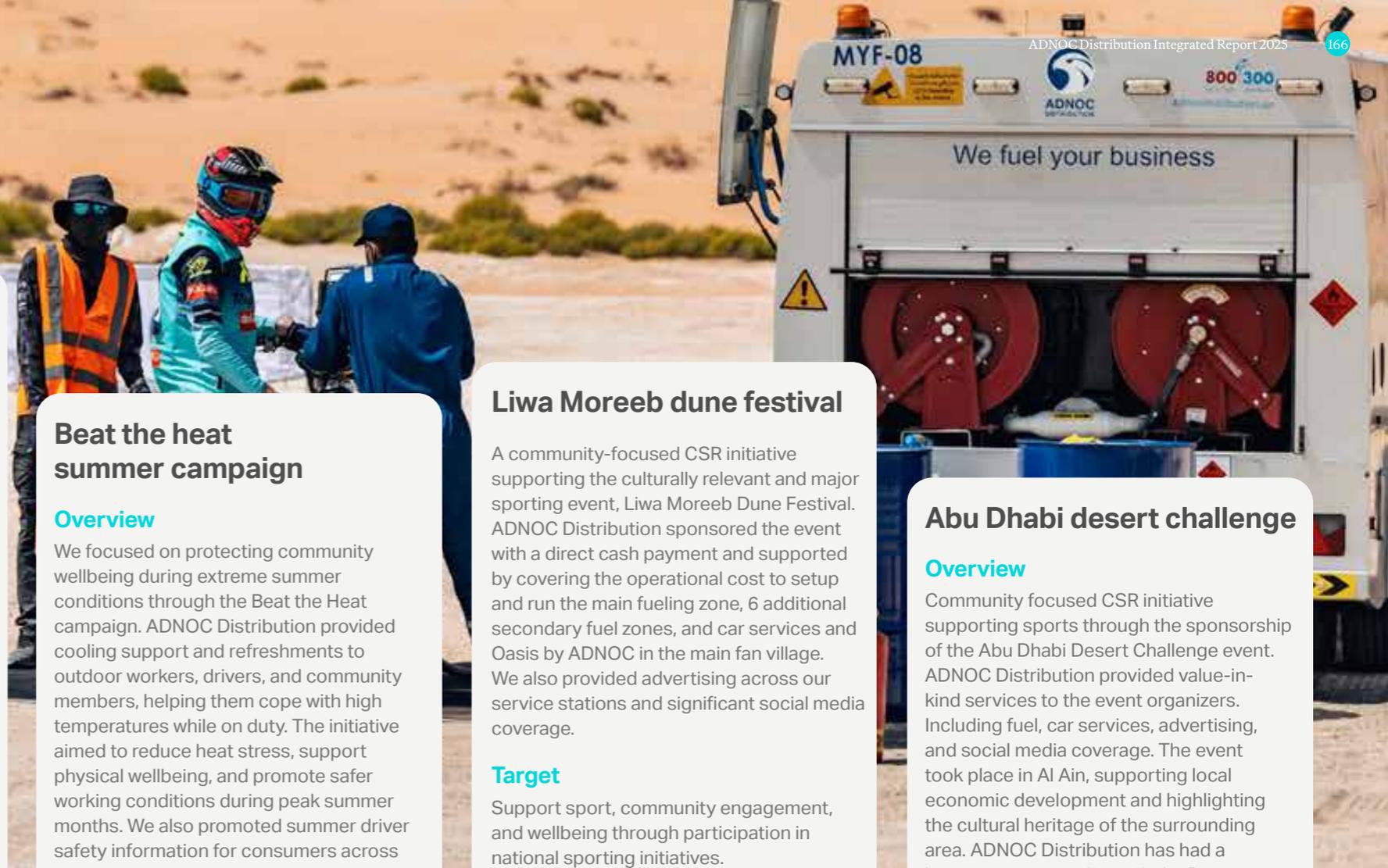
Target

Promote road safety awareness, encourage safe road behaviors, and support employee wellbeing through active community participation.

Impact

- 50 employee volunteers participated, contributing a total of 200 volunteering hours to international road safety advocacy
- Social media content published across Instagram, Facebook, X, and TikTok, including 2 unique posts, achieved 4.13 million post views, 2,832 social media engagements, 314 shares, and 98% positive sentiment, demonstrating strong public engagement with road safety messaging





Drivers rest area

Overview

This initiative supports community wellbeing and road safety, through the provision of dedicated drivers' rest areas at ADNOC Distribution locations. These rest areas were designed to serve delivery drivers, riders, and logistics workers by offering safe spaces to rest, hydrate, and recover during long working hours. The initiative promotes physical wellbeing, reduces fatigue, and supports safer driving practices within the community. The Company invested AED 25M in 2025 for truck driver rest stops and AED 1.8M in delivery driver rest stops.

Target

Support community wellbeing and road safety by providing essential rest facilities for drivers.

Impact

Drivers and delivery riders benefited from improved comfort, rest, and wellbeing, contributing to safer roads and healthier working conditions.

ADNOC Rewards charity donations

Overview

ADNOC Distribution launched a digital donation feature in the mobile application, enabling customers to donate unused ADNOC Rewards points directly to charitable causes. The initiative complements existing in-store cash donation boxes at ADNOC Oasis convenience stores, offering a convenient, cashless, and accessible giving channel across the UAE.

Target

Expand charitable engagement by simplifying point-based donations, strengthen the culture of giving, and enhance customer participation in community support.

Impact

In 2025, the ADNOC Rewards donation initiative recorded a total of 866.26 million reward points redeemed, with 194,518 customers participating in donations throughout the year. These contributions generated a value of approximately AED 866,000 benefiting key partners including Emirates Red Crescent, Ma'an, the General Authority of Islamic Affairs, Endowments and Zakat, and the Department of Awqaf. Reinforcing ADNOC Distribution's commitment to delivering meaningful social impact through innovation and customer participation.

Beat the heat summer campaign

Overview

We focused on protecting community wellbeing during extreme summer conditions through the Beat the Heat campaign. ADNOC Distribution provided cooling support and refreshments to outdoor workers, drivers, and community members, helping them cope with high temperatures while on duty. The initiative aimed to reduce heat stress, support physical wellbeing, and promote safer working conditions during peak summer months. We also promoted summer driver safety information for consumers across our social media accounts.

Target

Enhance community wellbeing and safety by mitigating the impact of extreme heat on outdoor workers and drivers.

Impact

Community members and frontline workers benefited from improved comfort, hydration, and heat-relief support during summer operations. 5800 staff were directly engaged during our 8-week roadshow. The safety information videos on social achieved 8 million views.

Liwa Moreeb dune festival

A community-focused CSR initiative supporting the culturally relevant and major sporting event, Liwa Moreeb Dune Festival. ADNOC Distribution sponsored the event with a direct cash payment and supported by covering the operational cost to setup and run the main fueling zone, 6 additional secondary fuel zones, and car services and Oasis by ADNOC in the main fan village. We also provided advertising across our service stations and significant social media coverage.

Target

Support sport, community engagement, and wellbeing through participation in national sporting initiatives.

Impact:

8 fuel trucks at the main fuel hub and MyStation fuel trucks across 6 new locations. Providing capacity to fuel 8K vehicles daily

Further elevating the visitor experience with two ADNOC Oasis Stores and Cafés, E2GO EV charging, and a Fleet Smart Solution hub for (RFID) tag installation and wallet activation.

ADNOC Distribution social media generated 52 million views covering the Liwa festival.

Abu Dhabi desert challenge

Overview

Community focused CSR initiative supporting sports through the sponsorship of the Abu Dhabi Desert Challenge event. ADNOC Distribution provided value-in-kind services to the event organizers. Including fuel, car services, advertising, and social media coverage. The event took place in Al Ain, supporting local economic development and highlighting the cultural heritage of the surrounding area. ADNOC Distribution has had a long-term partnership with the Desert Challenge organizers. Enabling the event to continuously grow as an international platform supporting the UAE.

Target

Support sport, community engagement, and wellbeing through participation in national sporting initiatives.

Impact

ADNOC Distribution provided over 100K liters of fuel and 16K liters of jet fuel to the event organizers. We also set up a fanzone with fun activities, seating and rest areas.

Supplier Sustainability and Responsible Procurement

ADNOC Distribution's commitment to sustainability extends into key focus areas of its supply chain. In 2025, the Company conducted comprehensive Supplier Sustainability Assessments, providing it with valuable insights into suppliers' strengths and areas for improvement.

These evaluations foster open discussions with suppliers on enhancing their sustainability performance. By understanding potential supplier risks and reinforcing our supply chain requirements, we ensure the Company's operations remain sustainable. Procurement procedures are implemented as a centralized function that assists our business sectors. This is achieved by purchasing goods and services from suppliers who strictly follow relevant regulations and laws regarding environmental and social management. Through these efforts, ADNOC Distribution continues to uphold our high standards and drive positive change across our supply chain.

Social assessment of suppliers

ADNOC Distribution implemented a Centralized Registration system to assess our suppliers' compliance with the ADNOC Suppliers Declaration, which encompasses relevant rules and regulations, both within and beyond the UAE. All Suppliers are expected to adhere to anti-corruption laws and improper payment rules, and ensure their employees strictly follow the ADNOC Group Supplier and Partner Code of Ethics.

As part of the Company's agreement execution, our suppliers undergo a biannual Health, Safety, and Environment evaluation. It is mandatory to agree to

ADNOC Distribution's stringent HSE standards during the tendering process. A key focus of these evaluations is the health and wellbeing of the suppliers' staff, reinforcing our commitment to ethical and responsible business practices.

Environmental assessment of suppliers

In 2025, ADNOC Distribution evaluated its tier one and two suppliers' compliance with environmental, health and safety standards at every stage, from registration, tendering to agreement execution. The Company's thorough process included initial reviews (Gate 1), bid assessments (Gate 2), and performance evaluations alongside Health, Safety, and Environment audits (Gate 3). Our evaluation report highlighted that suppliers were actively addressing sustainability issues. The Company includes compliance requirements with safety in contractual agreements. The Company pre-screens suppliers and contractors for safety performance and risks. Areas for improvement in sustainability performance were identified, with a commitment to enhancing these controls in 2026. This ongoing commitment helps that our suppliers align with our environmental goals and contribute to a sustainable future.



Responsible procurement and governance

Procurement at ADNOC Distribution is a strategic enabler, underpinning business sectors through disciplined sourcing and supplier management. We partner with suppliers that comply with applicable environmental and social management laws and regulations, with Green ICV screening integrated into supplier assessments to promote sustainable value creation. Suppliers are excluded from the contract if they cannot achieve minimum environmental, social, and governance requirements. Suppliers demonstrating green ICV performance are given of higher ICV scores, which is a criterion for supplier selection. Our procurement activities are governed by robust policies and procedures designed to optimize working capital, enhance value across the supply chain, and drive decisions with commercial considerations. ADNOC Distribution is committed to minimizing supply chain risks while aligning the delivery of goods and services with its business objectives. Integrity is central to how we operate. All suppliers must undergo Integrity Due Diligence (IDD) before entering business dealings, maintaining adherence to the Supplier and Partner Business Code of Ethics. The company also conducted responsible procurement roadshows to strengthen internal stakeholders' understanding of their roles across the procurement chain division. These measures strengthen governance across our supply base and support continual improvement in supplier sustainability performance.

In-Country Value (ICV) program

The In Country Value (ICV) Program is a procurement-led initiative through which local suppliers complete ICV certification as part of tendering and contract award. The certification verifies alignment with program criteria, including ESG-related requirements, and is designed to maximize value derived from the UAE's oil and gas resources while strengthening local supply chains.

Our procurement procedures support all divisions of the Company, focusing on the timely provision of fit for purpose goods and services and the mitigation of supply chain risks.

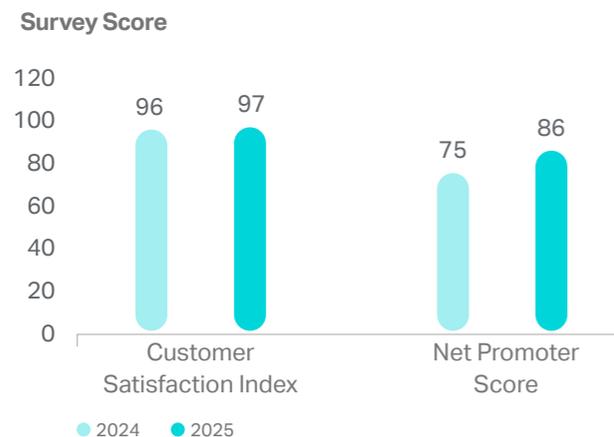
Vendors, contractors, and suppliers are required to adhere to the Supplier and Partner Code of Ethics across registration, prequalification, and tendering. Procurement practices align with the ADNOC Group Procurement Policy and Procedures, maintaining integrity in ethics and compliance through mandatory adherence to the Supplier and Partner Business Code of Ethics. All suppliers are expected to undergo Integrity Due Diligence (IDD) prior to entering any business dealings or partnerships with the Company, reinforcing robust governance across the supply base.

Strengthening Customer Relationships

ADNOC Distribution’s customer engagement approach focuses on building lasting relationships and delivering solutions aligned with the evolving needs of retail motorists, fleet and commercial clients, dealer partners, and in store shoppers. We emphasize proactive collaboration and regular interaction at service stations and through digital channels to gain insight into customer requirements and consistently deliver value.

Quality products and responsive services

We work to enhance the overall customer experience by providing high-quality fuels, lubricants, LPG, and convenience retail services through multiple channels, onsite engagement at service stations, customer care touchpoints, and targeted communications. To gauge satisfaction and identify areas for improvement, we conduct periodic customer surveys covering service quality, product availability, pricing, and after-sales support, with findings shared across operational teams to inform corrective actions and service enhancements.



Product safety compliance and operational circularity

Product health and safety compliance remains a core expectation across our fuel and non-fuel offerings. Customer technical and quality teams undertake site visits and product testing where concerns are raised, collecting samples for analysis and sharing insights with operations to drive future improvement. In parallel, we align day-to-day station operations with circular economy principles particularly in material and waste management (e.g., segregation, recycling streams, resource efficiency) to meet customer and regulatory expectations.

Metric	2024	2025
Percentage of significant product and service categories were assessed for improvement of health and safety impacts	100%	100%
Incidents of non-compliance with regulations resulting in a fine or penalty for health and safety impact of products and services in 2025	0	0
Incidents of non-compliance with regulations resulting in a warning for health and safety impact of products and services	0	0
Incidents of non-compliance with voluntary codes for health and safety impact of products and services in 2025	0	0
Product recall incidents reported in ADNOC Distribution stores during the reporting period	0	0

Grievance redressal and privacy assurance

Customer concerns are handled through a robust grievance mechanism covering fuel retail, LPG, lubricants, and convenience retail. Complaints can be raised via station staff, call centers, and 24-hour digital channels in the ADNOC mobile app, with resolution processes designed to be timely and transparent. We maintain a privacy policy and support controls to safeguard customer data and sustain trust.

Brand health & digital engagement

ADNOC Distribution tracks customer brand perception through its Brand Health Tracking (BHT) survey, which includes an item assessing whether consumers view ADNOC OASIS as an ecofriendly and sustainable brand. Survey results indicate that ADNOC OASIS ranks higher than competitors on sustainability perception. In 2025, the Company reported total brand awareness rather than NPS. ADNOC OASIS achieved a brand awareness score of 69, compared with a market average of 48.

Engagement with government, industry associations, and investors

Beyond customers, we maintain structured, two-way engagement with government and regulators to align with national priorities on safety, energy security, and environmental stewardship, supported by transparent compliance and reporting. We collaborate with industry associations to advance best practices in product quality, HSE, and circularity. For investors, we strive to provide timely, decision-making, useful disclosures through integrated reporting, briefings, and roadshows covering strategy, risk, and ESG progress, including our net zero 2045 ambition. Stakeholder feedback informs decisions, strengthens trust, and sustains our license to operate.





Way Forward

Guided by our value “We are Responsible”, ADNOC Distribution expects to consolidate and scale the initiatives outlined in this report to deliver measurable outcomes for stakeholders in 2026 and beyond.

In communities, we will shift from one-off activations to multiyear partnerships that prioritize road safety, environmental stewardship and women led enterprise support, while growing digital charitable giving through ADNOC Rewards and standardizing volunteer program governance to track hours and outcomes transparently.

For customers, we will enhance always on engagement, close the loop service improvements, and data privacy controls. We will continue advancing our net zero by 2045 ambition through governance and enabling programs, set interim milestones, and report progress with validated metrics replacing placeholders with assured data aligned to national priorities and global frameworks.

Through disciplined procurement, strengthened governance, and community centric action, we aim to create sustained social and relationship capital that underpins resilience, trust, and long-term value creation.

ADVANCING INNOVATION

Digital transformation and artificial intelligence (AI) are core to ADNOC Distribution's strategy. We are embedding AI, advanced analytics, and secure digital platforms across our value chain and customer touchpoints to deliver safer, more reliable and efficient performance, elevate end-to-end experiences, and support our environmental and social stewardship.

A dedicated management-level AIDT Committee chaired by the CEO, has been established to evaluate and monitor all AI projects, supporting alignment with strategic objectives and responsible implementation. With more than 20 AI projects now deployed or in development from real-time demand forecasting, smart workforce planning to hyper personalized journeys and seamless "plug & charge" for EVs, we are setting new standards in station optimization and property monetization, transforming our stations into destinations of choice, and reinforcing our competitive leadership in convenience and mobility retail.

Mapping our innovation with UNSDGs



Material Topics

Technological Innovation , Digitalization and Cyber Security



AI-Enabled Strategy Execution

ADNOC Distribution is committed to adopting AI and digital technologies for operational enhancement and decision-making by actively working towards becoming an AI driven company and promoting a strong digital culture, conducting exploration and training sessions with business teams and embedding AI into everyday process.

ADNOC Distribution's growth strategy is focused on delivering sustainable top-line expansion, superior operational performance, and outstanding customer experiences, while advancing our sustainability ambitions. Artificial Intelligence (AI) and advanced data analytics are core enablers of this strategy, and we are committed to creating measurable value for our customers, shareholders, employees, and communities.

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

Artificial Intelligence is a core enabler of ADNOC Distribution's strategy. We are integrating AI and advanced analytics across the value chain to drive top-line growth, improve operational efficiency, elevate customer experience, and support sustainability. Our ambition is to become a best-in-class AI-enabled convenience and mobility retailer by embedding data-driven decision-making into day-to-day operations and establishing a scalable foundation for ongoing innovation.

Our approach is anchored in four mutually reinforcing pillars. Each pillar has defined strategic inputs and measurable key metrics to drive accountability and transparent value delivery. We drive growth through data-led insights that inform market expansion, network planning, and category decisions. We improve efficiency with predictive analytics and resource optimization that reduce operating costs and enhance asset utilization. We elevate customer engagement with hyper-personalized offers and seamless, app-enabled journeys that increase satisfaction and loyalty. We are future-proofing operations through AI-driven energy efficiency

and predictive maintenance that bolster resilience and lower emissions. With more than 20 AI initiatives underway across retail, fuels, and logistics, our portfolio is progressing from pilots to scaled deployment. These initiatives are prioritized for measurable business impact, designed for repeatability, and sequenced to accelerate time to value while maintaining governance and quality. High-impact use cases are already reshaping how we plan, operate, and serve customers. To drive growth, we deploy intelligent assortment and convenience store clustering to tailor ranges by micro-market and use AI-guided site selection to optimize network expansion and format placement.

To enhance efficiency, we forecast fuel demand to improve supply planning and reduce stock-outs, apply smart workforce management to align staffing with demand, and automate lubricants supply planning to lower working capital and waste. To elevate customer experience, we leverage hyper-personalized offers through our loyalty program to increase spend per visit and retention, introduce AI-powered agents to handle routine inquiries and bookings, and use computer vision to accelerate in-store checkout and reduce queues. To future-proof operations, we apply predictive maintenance to minimize downtime and extend asset life and optimize energy usage across sites to reduce consumption and emissions.

These capabilities are enabled by a modern data and AI cloud platform, allowing advanced modeling at scale. Robust governance and security frameworks, including defined data ownership, model lifecycle controls, and cybersecurity practices, support reliability, compliance, and trust. Cross-functional product teams, agile delivery, and targeted upskilling accelerate adoption, while responsible AI principles guide fairness, transparency, and accountability in model design and deployment.

Integration of Artificial
Intelligence
a key enabler to execute
ADNOC Distribution's strategy



The impact is tangible. By embedding AI into core processes, we are reducing OPEX through predictive planning and automation, optimizing inventory and working capital via demand forecasting and dynamic replenishment, and unlocking new revenue through targeted personalization and digitally enabled services. Customers benefit from faster, more tailored interactions across channels, reinforcing trust and loyalty and improving overall service quality.

Our Fill & Go initiative exemplifies this strategy in action. By integrating computer vision-based license plate recognition with the ADNOC Distribution app, customers can preorder fuel and convenience products and complete purchases through a contactless, accelerated experience, driving loyalty and incremental revenue while streamlining operations.

Looking ahead, we are industrializing successful use cases on our AI cloud, leveraging shared data assets, and expanding adoption across the network. As models mature, we expect to scale repeatable solutions, continually improve performance, and sustain rigorous governance so that AI remain a central engine of growth, efficiency, and differentiated customer experience for ADNOC Distribution.



"We are building an AI-native, customer-centric platform that reimagines how we operate and serve our customers. By leveraging best-in-class technologies, including AI-enabled solutions, and advancing new capabilities with the establishment of our new Innovation Center, we are driving digital transformation that enhances efficiency, personalisation, and sustainability, helping shape the future of mobility and convenience retail."

Saeed Al Ahabbi
Chief Shared Services & Technical Officer



Drive growth

ADNOC Distribution is using AI to boost growth by increasing revenue potential across businesses lines through data-driven improvements

Intelligent assortment: suggests products to add/remove to C-store inventory based on insights on customer preferences

C-store clustering: tailors assortment and pricing to various store profiles

Intelligent service station location: leverages on AI to develop new service stations based on traffic patterns, average spending and competitor presence



Case Study AI-driven assortment optimization

As part of our strategy to accelerate non-fuel growth, **elevate customer experience**, and **improve operational efficiency**

Solution: We have deployed an **AI-driven assortment optimization engine** that applies advanced machine learning to cluster convenience stores by real purchasing behavior, regional trends, and customer demographics; by uncovering clear buying patterns, the system recommends the **optimal product mix** for each cluster and links insights to replenishment and promotions to **help make the most relevant items available at the right time.**

Impact: This capability enhances conversion and basket value, reduces inventory waste and out-of-stocks, and delivers **a more personalized shopping experience** across store formats. Built on our scalable AI cloud and governed by robust data and cybersecurity controls, the solution is designed to scale across the network and integrate with our digital journeys (such as Click & Collect), reinforcing our position as an **AI-driven leader in convenience and mobility retail** and advancing our sustainability goals through reduced waste and smarter, more efficient supply chains.



Deliver enhanced efficiency

AI is driving operational efficiencies across businesses by enabling cost avoidance, reducing OPEX and optimizing inventory management

Fuel demand prediction: forecasts fuel sales demand to avoid fuel runouts

Smart workforce management: optimizes operational cost of service stations staff, leading to OPEX savings

Lube automation: predicts lube demand and automates supply orders



Case Study Smart workforce management

Fuel stations were staffed with non optimal filler counts and schedules, driving operational waste, inconsistent service levels, and elevated staff OPEX. Station managers lacked data driven, demand aligned workforce plans tailored to local dynamics, shifts, and skill mixes.

Solution: We implemented an automated AI/ML workforce optimization model that recommends an optimal number of fillers and service schedules for each station. The model ingests predicted demand along with existing shifts, a skills and efficiency matrix, and station specific constraints

to generate practical rosters and service levels. These recommendations are embedded into planning routines to help right size deployment and align staffing with actual demand patterns.

Impact: The program improved cost efficiency and customer service while boosting employee productivity and giving operations teams actionable insights. Rolled out across stations, it helped to minimize operational waste and reduced staff OPEX.



Elevate customer experience

AI enhances customer experience by delivering hyper-personalized offerings, reducing wait times and ensuring a seamless customer experience

Hyper-personalized offers: suggests tailored offers for customers depending on their historic behavior

Seamless experiences: allow customers faster fueling based on stored preferences or F&B ordering straight to car via the app



Fuel demand prediction

ADNOC Distribution needed to prevent fuel run outs and reduce the manual effort of tracking tank levels and consumption across more than 550 stations. Planning lacked product and station level, near real time demand visibility, which led to shortages, inefficient replenishment, and inconsistent workforce planning.

Solution: Our team developed and deployed machine learning models that forecast fuel demand for each product at every station, generating hourly, daily, and monthly predictions. The models leverage historical sales, seasonality, price changes, holidays, and station

specific behavior, and their outputs are embedded into replenishment and operations processes to enable proactive inventory management and workforce planning. The solution was rolled out across the entire ADNOC network of 550+ sites.

Impact: Network wide run outs dropped, effectively minimizing shortages. Automated, data driven forecasts reduced operational overhead for monitoring and planning, while improved demand visibility enabled better workforce scheduling and more confident strategic decision making.

Hyper-personalization

Customers currently receive generic offers that fail to reflect their individual behaviors and purchase patterns, resulting in lower engagement, missed cross sell and upsell opportunities, and inefficient marketing spend. An AI-powered approach is needed to personalize offers at scale to lift customer lifetime value and brand loyalty across the entire customer base post validation.

Solution: A "Next Best Offer" AI engine ingests data from multiple touchpoints including app interactions, purchase history, loyalty activity, and discount behavior to predict and deliver the most relevant offer for each

customer based on their preferences, lifecycle stage, and engagement history. This precision targeting drives retention, unlocks cross sell and upsell opportunities, and improves ROI on marketing campaigns, with the design ready to scale to all customers.

Impact: The initiative is projected to generate enhanced revenue, with loyalty program pilots showing a 20% increase in spend among engaged customers. Value is created through higher customer retention and improved upsell conversion, translating into sustained revenue growth and more efficient marketing investments.

Chatbot 2.0 (Gen AI for customers)

Customers were experiencing static, generic digital interactions that limited engagement, self service, and conversion. ADNOC needed a scalable, multi channel conversational layer that could personalize responses in real time and support use cases such as investor relations, trip planning, and broader customer service.

Solution: We implemented Chatbot 2.0, a generative AI platform built on Azure OpenAI, Azure ML, and Databricks, integrated with Azure Data Lake to deliver context aware, real time conversations tailored to user intent and profile.

The ARIF Investor Relations chatbot is live on the ADD website (since 2024), with "Plan Your Trip" and GenAI for Customers assistants slated for web/app rollout, enabling scale across customer facing channels.

Impact: The GenAI chatbot provides human-like, personalized engagement that strengthens brand affinity, increases digital adoption and conversion, and unlocks new revenue opportunities. It improves the output of customer channels while establishing a foundation for rapid expansion across platforms and use cases.

ARIF Finance Chatbot: streamlining compliance and decision-making

We have transformed the way employees access critical financial governance and data by introducing an AI-powered virtual assistant that uses natural language processing and voice recognition (including an AI Avatar) to deliver instant, reliable answers; retrieve documents and data from a curated repository; and streamline routine queries and day-to-day tasks.

Key features:

- Intuitive, user-friendly interface that reduces the learning curve and boosts productivity
- Consistently up-to-date content to support timely decisions
- Hands-free interaction via robust voice recognition

Impact:

Enhances compliance and policy adherence, accelerates information retrieval, improves user experience, and advances Finance's digital transformation reinforcing governance while increasing operational efficiency. Complementing this internal capability, in 2024 we introduced ARIF, one of the world's first AI investor relations chatbots, delivering dynamic insights in English and Arabic and simplifying access to strategy, performance, and disclosures for investors and analysts. Together, these chatbots enhance compliance and policy adherence, accelerate information retrieval, improve user experience, and advance Finance's digital transformation.



Data Privacy and Cyber Security

Cybersecurity and data privacy are foundational to digital transformation and to the confidence our stakeholders place in us. Our enterprise-wide program protects the confidentiality, integrity, and availability of data across retail, digital, and operational environments, safeguarding payments, customer information, and critical infrastructure.

These efforts are backed by sustained investment in digital transformation (annual) AED 95M, to include the tools, talent, and controls needed to protect our ecosystem.

We operate an ISO 27001 certified Information Security Management System (ISMS) and must comply with the UAE Personal Data Protection Law (PDPL). Our Privacy Policy sets out how personal data is collected, used, and protected, reflecting our commitment to fair, transparent, and lawful processing and to privacy-by-design principles across platforms.

In 2025, we further strengthened our cybersecurity position across the business. We enhanced threat intelligence, introduced real-time monitoring, and improved incident response to accelerate detection and recovery. To protect digital transactions, we upgraded our Payment Card Industry Data Security Standard (PCI DSS) certification to the latest version, for more secure and seamless payment processing. We expanded multi-factor authentication (MFA) and strengthened password protocols to protect customer and employee accounts. A comprehensive cybersecurity posture analysis of the AWS private cloud was completed to strengthen cloud controls. In addition, a third-party data privacy platform was deployed to manage the data protection program, and Data Protection Impact Assessments (DPIAs) were initiated where required.

Given the critical nature of our operations, we conducted targeted cybersecurity assessments of our Operational Technology (OT) and Industrial Control Systems (ICS), identified vulnerabilities, and implemented protective measures to enhance site resilience.

Building on this foundation, our digital incident response capabilities include business continuity and contingency plans, emergency response plans, and incident response procedures, with annual testing. External verification and vulnerability analysis are performed, and we seek to maintain PCI DSS compliance to ensure IT compliance. Our IT infrastructure and information security management systems undergo annual internal and external audits.

Penetration testing and simulated hacker attacks are conducted as part of third-party vulnerability analysis. A preventive control is in place to assess new projects that involve processing personal data through a Data Protection Impact Assessment (DPIA).

For customer data privacy, online opt-in and opt-out options are provided, and individuals may request access to their personal data, have inaccuracies corrected, and request deletion. Information is designed to be retained in line with departmental data retention schedules and applicable requirements.



Zero
clients,
customers,
and employees
affected by breaches



100%
of employees
provided with digital,
cybersecurity, and
privacy awareness/
training



Zero
data privacy
breaches



100%
compliance
with standards
(e.g., ISO)

Total number of substantiated complaints received concerning breaches of customer privacy:



Zero
complaints
from regulatory
bodies



Zero
complaints
received from
outside parties
and substantiated by
the organization



Zero
identified
leaks, thefts,
or losses of
customer data

Cyber Security Governance

Our enterprise AI governance framework, anchored in ADNOC's values and ADNOC Group standards, defines roles and accountabilities across the AI lifecycle from use case selection and data stewardship to model development, testing, deployment, and monitoring.

It sets requirements to prevent high-risk outcomes and embeds compliance with applicable legal and regulatory obligations. Continual monitoring and robust cybersecurity controls safeguard our models, data, and infrastructure to help enable the safe, responsible, and commercially viable adoption of AI solutions that are aligned with our strategy and trusted by stakeholders.

This AI governance operates within our broader cybersecurity and privacy oversight, underpinned by regular, formal reporting from management to the Board that provides better visibility into our security posture, key risks, remediation progress, and compliance status. Together, this integrated approach enables timely, informed decisions at the highest level and reinforces stakeholder trust.

Oversight and accountability

Board and executive oversight

Governance of IT security and risk is overseen by the Board through structured management reporting and is led by Saeed Al Ahbabi, Chief Shared Services & Technical Officer. This ensures accountability for strategy, resourcing, and performance.

Management committees

Digital Division convenes regular Information Security Risk and Compliance Committee meetings to review risk exposure, control effectiveness, exceptions, and improvement plans, escalating material items to the executive and Board as required.

Group alignment

At the ADNOC Group level, periodic Information Security Management Review meetings provide consolidated oversight of information security responsibilities across Group companies and reinforce consistent standards.

Policy framework

Our cybersecurity and privacy policies are aligned to our ISO 27001-certified ISMS, the UAE PDPL, and internal Cybersecurity Management Standard. They set out roles and responsibilities, risk-based controls, compliance requirements, and continuous improvement expectations.

Integration with business strategy

Cybersecurity, data privacy, and AI governance are integrated with our business strategy to protect our operations, customers, and partners while enabling secure, scalable innovation. We apply a risk-based approach to safeguard the confidentiality, integrity, and availability of information across enterprise IT, cloud, retail payments, and OT/ICS environments, to support the reliability of critical services and continuity of operations. Transparency in how data is collected, analyzed, and used

is embedded across our processes, and privacy and security-by-design principles are built into new platforms and services to maintain compliance and strengthen stakeholder trust.

We extend this discipline to AI, applying dedicated cybersecurity principles that protect models, data, and interfaces throughout the AI lifecycle. Controls are tailored to each asset's risk profile and span systems, applications, APIs, data sources, and the broader AI ecosystem, including third-party providers.

AI Policy

Our AI policy aligns with the Cybersecurity Management Standard and our Information Security Management System, reinforcing resilience against vulnerabilities while enabling responsible, commercially viable innovation.

ADNOC Distribution has identified eight (8) core principles to guide the way it approaches the development, deployment and use of AI:



Transparency



Explainability



Confidentiality, Privacy and Data Protection



Human-Centeredness



Accountability



Fairness and Non-discrimination



Robustness, Safety and Security



Environmental and Social Sustainability

These principles are meant to provide an ethical foundation and strong cybersecurity measures. The standard also requires adherence to governance processes, personal data protection, vulnerability management, and a commitment to training and awareness. Compliance issues can be reported through the Thakallam hotline.

Approach to ensure safe and ethical AI deployment

Security is integrated early in the design of systems and solutions to establish a secure foundation from the start. We deploy advanced threat detection and prevention technologies, conduct regular vulnerability assessments and penetration testing, and maintain robust incident response plans for rapid threat mitigation. Ongoing monitoring and adherence to international standards underpin our resilience and readiness.



Prevention and Mitigation

All our staff must comply with our AI policy and related standards, which define governance, technical and non-technical safeguards, data and access management, and operational practices to ensure AI solutions are used properly, effectively, and safely. Data Protection Impact Assessments (DPIAs) are initiated where required.



Incident Handling and Remediation

Any deviations or breaches must be reported. For example, if an AI tool is used without prior approval, the relevant business function must self-report to Group D&CS so that immediate remedies, treatments, and lessons learned can be applied.



Managing Positive Impacts

We design AI systems with high-quality data, clear ethical guardrails, and robust fail-safe mechanisms. Continuous monitoring and iterative improvement help ensure alignment with organizational goals and operational excellence. Our policy also provides for user identification of AI-generated content and addresses potential bias, data privacy, and cybersecurity risks.

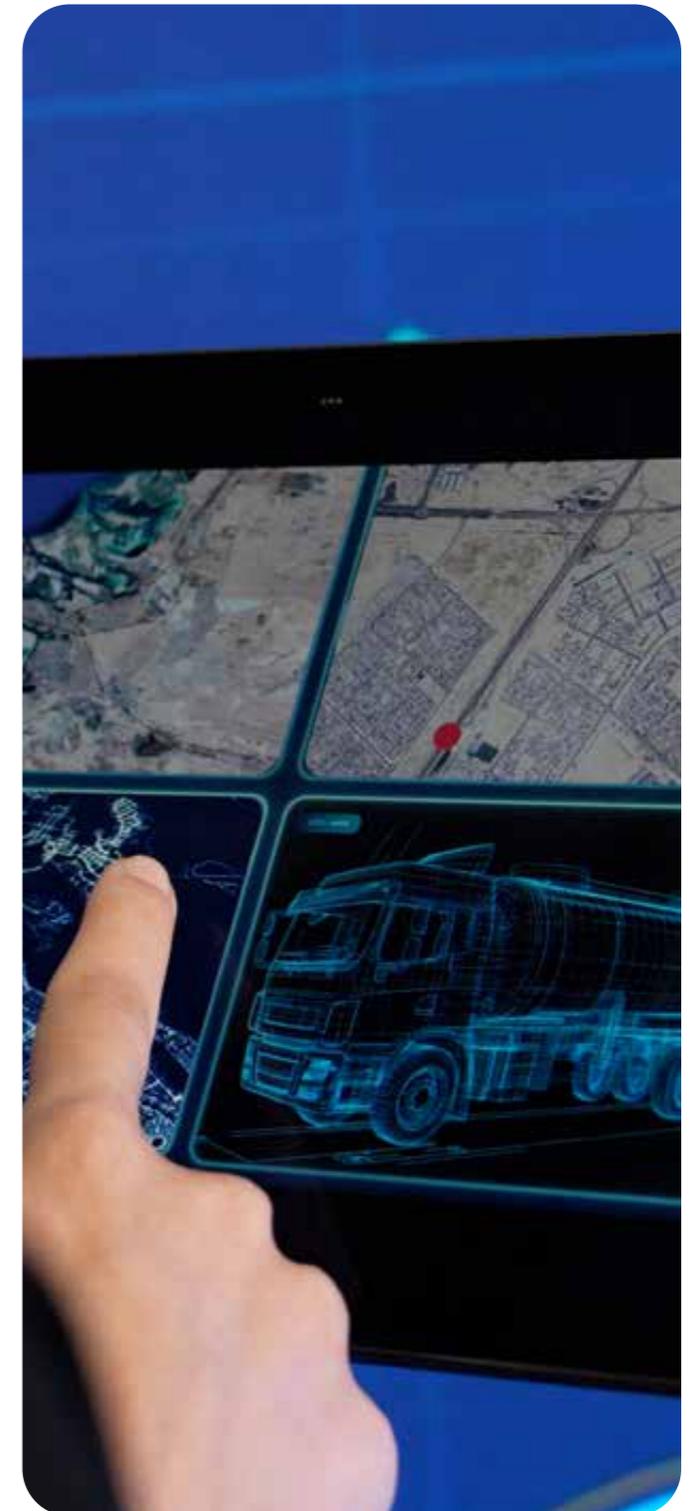
Recognizing that people are a key line of defense, we broadened employee training including phishing simulations and awareness initiatives to build a resilient security culture. We strive to embed accountability and vigilance across the organization, equipping employees to identify risks and act decisively to safeguard personal data. We pair strong governance with a culture of security. Employees receive role-appropriate training and awareness, supported by policies, simulations, and clear escalation channels. We conduct ongoing risk assessments, control testing, and compliance reviews, and we maintain structured incident response processes to contain threats and accelerate recovery. Our program is strengthened by continued monitoring and alignment with international standards and applicable regulations.

Training covers data handling principles, regulatory requirements, and best practices for maintaining privacy in everyday operations. In 2025, 100% of employees were trained on cybersecurity strengthening stakeholder confidence and safeguarding our information assets.

Information security Policy and privacy Policy framework

We safeguard our operations and stakeholder data through a regularly improving security and privacy framework that embeds clear accountability across our workforce and supply chain. This approach underpins resilience, builds trust, and drives compliance across our key markets, including the UAE, KSA, and the EU. Our Information Security Policy is supported by robust processes and advanced tools for prevention, detection, and rapid response. We maintain a Data Privacy Policy to comply with GDPR. Our Ethics & Compliance function is introducing a Data Protection & Privacy Policy tailored to UAE and KSA requirements.

Information security is a shared responsibility reinforced through our culture and Supplier Code of Conduct, with explicit roles and obligations for employees and suppliers. We actively monitor systems, enforce strong access and protection controls, and maintain tested incident and breach response protocols. We deliver ongoing staff training on data handling, privacy obligations, and security best practice to sustain awareness and compliance. Policies, controls, and training are reviewed regularly to address emerging risks, regulatory changes, and stakeholder expectations, supporting legal compliance.



Research and Development

Our Research and Development is the engine behind our Green Mobility Initiative, a nationwide transformation to decarbonize transportation in alignment with the UAE's Net Zero by 2050 Strategy, the National Hydrogen Strategy, the UAE's Third Nationally Determined Contributions (NDCs), and updated commitments under the Paris Agreement.

By advancing both hydrogen and electric mobility, the initiative tackles one of the country's most material emission sources while diversifying energy and strengthening the UAE's clean-tech leadership.

We deployed two clean fuel technologies: hydrogen fueling and electric vehicle (EV) charging infrastructure - creating dual pathways for energy diversification, and customer choice.



Hydrogen focus Implementation timeline

2023

ADNOC launched the UAE's first public hydrogen refueling station (pilot program) in Masdar City

2024–2025

The pilot program expanded to hydrogen-powered buses in Abu Dhabi, in partnership with the Integrated Transport Centre (ITC)

sectors. This project advances long-term transport decarbonization nationally by demonstrating a scalable, renewable hydrogen supply chain. The Masdar City pilot station is powered by alkaline water electrolysis a proven, scalable method that produces hydrogen at >99.99% purity using desalinated water and solar electricity, providing renewable lifecycle emissions. The system produces approximately 4 - 4.5 kg of green hydrogen per hour, with annual capacity of ~35,000 kg, enabling real-time refueling of hydrogen buses operated by the ITC. Refueling is demand-responsive, supported by on-site storage and digitally managed flow systems for stable, safe, and efficient operations.

Technology stack and verification

- Blockchain-based emissions and attribute tracking using the I-TRACK (HX) standard from the I-REC Foundation, providing traceability across production, transport, and consumption
- Carbon intensity accounting certified under ISO/TS 19870:2023, achieving an independently verified value of 0.88 kg CO₂e/kg H₂—far below global grey hydrogen benchmarks (>30 kg CO₂e/kg H₂)
- Third-party verification by Bureau Veritas and environmental assurance under ISO 14071, reflecting alignment with international best practices

Innovation and strategic significance

A cornerstone of the Green Mobility Initiative is the first-of-its-kind piloting of hydrogen production and distribution infrastructure in the UAE's fuel retail and public transport



This hydrogen pilot positions us as a regional leader in clean mobility innovation by delivering tangible infrastructure and establishing the technical and compliance foundations for hydrogen as a mainstream mobility fuel. The station and systems are designed for modularity and replication, enabling rapid scale-up across future service station locations. Together, these innovations integrate clean energy technologies and digital systems into a replicable model that supports national energy transformation priorities and sets a regional benchmark. In parallel, the EV charging program is a strategic and scalable pillar of the Green Mobility Initiative, expanding low-carbon mobility in line with national decarbonization goals. Solar energy, delivered in partnership with EWEC and Masdar-Emerge, helps EV

charging provided through the network to be powered by clean, renewable electricity.

The EV network is equipped with advanced capabilities - charge point management systems, data analytics, and plug-and-charge - to enhance reliability, performance, and customer experience. Additional features, including automated maintenance and dynamic load management, are being deployed to further strengthen operational resilience and infrastructure uptime. ADNOC Distribution is increasing investment in clean tech during 2025 and progressing toward a target of 402 EV charging points installed. The use of modular fast and super-fast charging enables rapid scaling across urban areas and highway corridors.



Way Forward

Our path forward will continue to uphold our steadfast commitment to sustainability, innovation, and deliver exceptional experiences for our stakeholders.

We will build on our core strengths and expand and enhance our EV charging and mobility solutions, prioritizing reliability, and seamless digital integration that aligns with evolving customer expectations. We expect that growth will be maintained through judicious planning, disciplined operational management, and improving our other services in food, retail, and convenience services around core offerings.

Digital transformation remains a key enabler for ADNOC, with focused investments in workforce upskilling, fostering innovation, and strengthening governance frameworks to drive clear visibility into value creation and impact. Our operational resilience will be sustained through rigorous asset management, proactive risk mitigation, and ongoing process optimization that drives efficiency, safety, and cost-effectiveness.

Advancing decarbonization and environmental stewardship is central to us and aligned with UAE's National Goals, with accelerated scaling of renewables, low-carbon fuels, circular resource use, water recycling, and biodiversity initiatives.

We also seek to deepen community engagement through long-term partnerships that emphasize road safety, environmental responsibility, and support for inclusive enterprise, while enriching customer trust via regular service enhancements and robust data privacy measures. Simultaneously, we will optimize financial capital to accelerate innovation, expand digital capabilities, and unlock value from its real estate and asset base.

We believe that together, these priorities compose a holistic roadmap that integrates sustainability, technology, and customer centricity, positioning ADNOC Distribution as a resilient and responsible leader in the evolving energy and mobility landscape, committed to creating enduring value.

LOOKING AHEAD



LOOKING AHEAD

OUR CURRENT EXPECTATIONS

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APPENDICES

GRI Content Index

ADNOC Distribution Alignment With ADX ESG Guide and IFRS S1 and S2

TCFD Index

TNFD Index

ESG Performance Index

Abbreviations

Independent Assurance Statement

Abbreviations

Statutory Financial Information

Independent Auditor's Report

Directors' Report

Consolidated Statement of Financial Position

Consolidated Statement of
Comprehensive Income

Consolidated Statement of Profit or Loss

Consolidated Statement of Cash Flows

Consolidated Statement of Changes in Equity

Consolidated Statement of Cash Flows

Notes to the Consolidated Financial Statements

GRI CONTENT INDEX

Statement of use	Abu Dhabi Department of Economic Development has reported in accordance with the GRI Standards for the period January 1 st to December 31 st , 2025
GRI 1 used	GRI 1: Foundation 2021
Applicable GRI Sector Standard(s)	None

GRI Standard	GRI Disclosure 2021	Reference Section	Page Number	Alignment with ADX
ORGANIZATIONAL PROFILE				
GRI 2: General Disclosures	2-1 Organizational details	About ADNOC Distribution	13	
	2-2 Entities included in the organization's sustainability reporting	About the Report	9	G7. Sustainability Reporting
	2-3 Reporting period, frequency and contact point	About the Report	9	G8. Disclosure Practices
	2-4 Restatements of information	About the Report	9	
	2-5 External assurance	Independent Assurance Letter	199, 200	G9. External Assurance
	2-6 Activities, value chain and other business relationships	What We Do	15	
	2-7 Employees	ESG Performance Index	193	S5. Temporary Worker Ratio
	2-8 Workers who are not employees	ESG Performance Index	193	
	2-9 Governance structure and composition	Our Corporate Governance Overview	56	

GRI Standard	GRI Disclosure 2021	Reference Section	Page Number	Alignment with ADX
	2-10 Nomination and selection of the highest governance body	Our Corporate Governance Overview	56	
	2-11 Chair of the highest governance body	Our Corporate Governance Overview	56	
	2-12 Role of the highest governance body in overseeing the management of impacts	Our Corporate Governance Overview	56	E8. Environmental Oversight G2. Board Independence
	2-13 Delegation of responsibility for managing impacts	ESG Governance	92	E9.Environmental Oversight
	2-14 Role of the highest governance body in sustainability reporting	ESG Governance	92	
	2-15 Conflicts of interest	Our Corporate Governance Overview	56	
	2-16 Communication of critical concerns	Our Corporate Governance Overview	56	
	2-17 Collective knowledge of the highest governance body	Our Corporate Governance Overview	56	
	2-18 Evaluation of the performance of the highest governance body	Our Corporate Governance Overview	56	
	2-19 Remuneration policies	ESG Governance	92	
	2-20 Process to determine remuneration	ESG Governance	92	

GRI Standard	GRI Disclosure 2021	Reference Section	Page Number	Alignment with ADX
	2-21 Annual total compensation ratio	Sustainability Strategy	85	
	2-22 Statement on sustainable development strategy	Sustainability Strategy	85	
	2-23 Policy commitments	Our Corporate Governance Overview	56	
	2-24 Embedding policy commitments	Our Corporate Governance Overview	56	
	2-25 Processes to remediate negative impacts	Our Corporate Governance Overview	56	
	2-26 Mechanisms for seeking advice and raising concerns	Our Corporate Governance Overview	56	
	2-27 Compliance with laws and regulations	Our Corporate Governance Overview	56	
	2-28 Membership Associations	American Petroleum Institute (API), International Air Transport Association (IATA), Joint Inspection Group (JIG), International Association for Stability, Handling and Use of Liquid Fuels (IASH)		
	2-29 Approach to stakeholder engagement	Stakeholder Engagement	98	
MATERIAL TOPICS				
GRI 3: Material Topics 2021	3-1 Process to determine material topics	Double Materiality Assessment	103	
	3-2 List of material topics	Double Materiality Assessment	103	
BIODIVERSITY				
GRI 3: Material Topics 2021	3-3 Management of material topics	Biodiversity	143	
GRI 101: Biodiversity 2024	101-1 Policies to halt and reverse biodiversity loss	Biodiversity	143	
	101-2 Management of biodiversity impacts	Biodiversity	143	

GRI Standard	GRI Disclosure 2021	Reference Section	Page Number	Alignment with ADX
GRI 101: Biodiversity 2024	101-3 Access and benefit-sharing	Biodiversity	143	
	101-4 Identification of biodiversity impacts	Biodiversity	143	
	101-5 Locations with biodiversity impacts	Biodiversity	143	
	101-6 Direct drivers of biodiversity loss	Biodiversity	143	
	101-7 Changes to the state of biodiversity	Biodiversity	143	
	101-8 Ecosystem services	Biodiversity	143	
ECONOMIC PERFORMANCE				
GRI 3: Material Topics 2021	3-3 Management of material topics	ESG Agenda and Strategy Overview	86	
GRI 201: Economic Performance 2016	201-1 Direct economic value generated and distributed	ESG Performance Index	193	
	201-2 Financial implications and other risks and opportunities due to climate change	Climate Change Management	127	
	201-3 Defined benefit plan obligations and other retirement plans	Employee Engagement and Wellbeing	149	
	201-4 Financial assistance received from government	ESG performance index	193	
INDIRECT ECONOMIC IMPACTS				
GRI 203- Indirect Economic Impacts 2016	203-1 Infrastructure investments and services supported	Community Engagement	163	
PROCUREMENT PRACTICES				
GRI 3: Material Topics 2021	3-3 Management of material topics	Supplier Sustainability and Responsible Procurement	167	

GRI Standard	GRI Disclosure 2021	Reference Section	Page Number	Alignment with ADX
GRI 204: Procurement Practices 2016	204-1 Proportion of spending on local suppliers	Supplier Sustainability and Responsible Procurement	167	
ANTI-CORRUPTION				
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Corporate Governance Overview	56	
GRI 205: Anti-corruption 2016	205-1 Operations assessed for risks related to corruption	Our Corporate Governance Overview	56	
	205-2 Communication and training about anti-corruption policies and procedures	Our Corporate Governance Overview	56	
	205-3 Confirmed incidents of corruption and actions taken	There were zero cases reported related to corruption		
ANTI-COMPETITIVE BEHAVIOR				
GRI 3: Material Topics 2021	3-3 Management of material topics	Our Corporate Governance Overview	56	
GRI 206: Anti-competitive Behavior 2016	206-1 Legal actions for anti-competitive behavior, anti-trust and monopoly practices	Performance Dashboard	19	
TAX				
GRI 3: Material Topics 2021	3-3 Management of material topics	Tax Strategy	119	
GRI 207: Tax 2019	207-1 Approach to tax	Tax Strategy	119	
	207-2 Tax governance, control and risk management	Tax Strategy	119	
	207-3 Stakeholder engagement and management of concerns related to tax	Tax Strategy	119	
	207-4 Country-by-country reporting	This is not applicable to ADNOC Distribution		

GRI Standard	GRI Disclosure 2021	Reference Section	Page Number	Alignment with ADX
ENERGY				
GRI 3: Material Topics 2021	3-3 Management of material topics	Energy Efficiency	135	E7. Environmental Operations
GRI 302: Energy 2016	302-1 Energy consumption within the organization	Energy Efficiency	135	E3. Energy Usage E5. Energy Mix
	302-2 Energy consumption outside of the organization	Energy Efficiency	135	E4. Energy Intensity
	302-3 Energy intensity	Energy Efficiency	135	
	302-4 Reduction of energy consumption	Energy Efficiency	135	
	302-5 Reductions in energy requirements of products	Innovating for clean energy and sustainable mobility		
WATER & EFFLUENTS				
GRI 3: Material Topics 2021	3-3 Management of material topics	Water Stewardship	139	
GRI 303: Water & Effluents	303-1 Interactions with water as a shared resource	Water Stewardship	139	
	303-2 Management of water discharge-related impacts	Water Stewardship	139	E6. Water Usage E7. Environmental Operations
	303-3 Water withdrawal	Water Stewardship	139	
	303-4 Water discharge	Water Stewardship	139	
	303-5 Water consumption	Water Stewardship	139	E6. Water Usage
EMISSIONS				
GRI 3: Material Topics 2021	3-3 Management of material topics	Emissions	130	
GRI 305: Emissions 2016	305-1 Direct (Scope 1) GHG emissions	Emissions	130	E1. GHG Emissions
	305-2 Energy indirect (Scope 2) GHG emissions	Emissions	130	E1. GHG Emissions
	305-3 Other indirect (Scope 3) GHG emissions	ADNOC Distribution is working towards complete scope 3 estimation but currently not reporting scope 3 publicly		

GRI Standard	GRI Disclosure 2021	Reference Section	Page Number	Alignment with ADX
GRI 305: Emissions 2016	305-4 GHG emissions intensity	Emissions	130	E2. Emission Intensity
	305-5 Reduction of GHG emissions	Emissions	130	
	305-6 Emissions of ozone-depleting substances (ODS)	Decarbonization Initiatives	132	
	305-7 Nitrogen oxides (NOx), sulfur oxides (SOx) and other significant air emissions	Emissions	130	
WASTE				
GRI 3: Material Topics 2021	3-3 Management of material topics	Waste	141	
GRI 306: Effluents and Waste	306-1 Waste generation and significant waste-related impacts	Waste	141	
	306-2 Management of significant waste-related impacts	Waste	141	
	306-3 Waste Generated	Waste	141	
	306-4 Waste diverted from disposal	Waste	141	
	306-5 Waste directed to disposal	Waste	141	
EMPLOYMENT				
GRI 3: Material Topics 2021	3-3 Management of material topics	Employee Engagement & Wellbeing	149	
GRI 401: Employment	401-1 New employee hires and employee turnover	ESG Performance Index	193	S3. Employee Turnover
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employee	Employee Engagement and Wellbeing	149	
	401-3 Parental leave	Employee Engagement and Wellbeing	149	

GRI Standard	GRI Disclosure 2021	Reference Section	Page Number	Alignment with ADX
LABOR/MANAGEMENT RELATIONS				
GRI 3: Material Topics 2021	3-3 Management of material topics	Employee Engagement and Wellbeing	149	
GRI 402: Labor/Management Relations 2016	402-1 Minimum notice periods regarding operational changes	Employee Engagement and Wellbeing	149	
OCCUPATIONAL HEALTH & SAFETY				
GRI 3: Material Topics 2021	3-3 Management of material topics	Health & Safety	156	
GRI 403: Occupational Health & Safety	403-1 Occupational health and safety management system	Health & Safety	156	S8. Global Health and Safety
	403-2 Hazard identification, risk assessment and incident investigation	Health & Safety	156	
	403-3 Occupational health services	Health & Safety	156	
	403-4 Worker participation, consultation and communication on occupational health and safety	Health & Safety	156	
	403-5 Worker training on occupational health and safety	Health & Safety	156	
	403-6 Promotion of worker health	Health & Safety	156	
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	Health & Safety	156	
	403-8 Workers covered by occupational health and safety	Health & Safety	156	
	403-9 Work-related injuries	ESG Performance Index	193	

GRI Standard	GRI Disclosure 2021	Reference Section	Page Number	Alignment with ADX
GRI 403: Occupational Health & Safety	403-10 Work-related ill health	ESG Performance Index	193	
TRAINING & EDUCATION				
GRI 404: Training & Education	3-3 Management of material topics	Training & Development	152	
GRI 404: Training & Education	404-1 Average hours of training per year per employee	Training & Development	152	
	404-2 Programs for upgrading employee skills and transition assistance programmes	Training & Development	152	
	404-3 Percentage of employees receiving regular performance and career development reviews	Training & Development	152	
DIVERSITY AND EQUAL OPPORTUNITY				
GRI 3: Material Topics 2021	3-3 Management of material topics	Diversity & Inclusion	153	
GRI 405: Diversity and Equal Opportunity	405-1 Diversity of governance bodies and employees	Diversity & Inclusion	153	S1. CEO Pay Ratio S2. Gender Pay Ratio
	405-2 Ratio of basic salary and remuneration of women to men	Diversity & Inclusion	153	S4. Gender Diversity G1. Board Diversity
NON-DISCRIMINATION				
GRI 3: Material Topics 2021	3-3 Management of material topics	ESG Governance	92	
GRI 406: Non-discrimination	406-1 Incidents of discrimination and corrective actions taken	ESG Governance	92	

GRI Standard	GRI Disclosure 2021	Reference Section	Page Number	Alignment with ADX
LOCAL COMMUNITIES				
GRI 3: Material Topics 2021	3-3 Management of material topics	Community Engagement	163	
GRI 413: Local Communities	413-1 Operations with local community engagement, impact assessments and development programs	Our CSR Initiatives	164	
CUSTOMER HEALTH AND SAFETY				
GRI 3: Material Topics 2021	3-3 Management of material topics	Strengthening Customer Relationships	168	
GRI 416: Customer Health and Safety	416-1 Assessment of the health and safety impacts of product and service categories	Health & Safety	156	
	416-2 Incidents of non-compliance concerning the health and safety impacts of products and service	Health & Safety	156	
MARKETING AND LABELING				
GRI 417: Marketing & Labeling	417-3 Incidents of non-compliance concerning marketing communications	There were zero cases of non-compliance concerning marketing communications		
NATIONALIZATION				
GRI 3: Material Topics 2021	3-3 Management of material topics	Emiratization and Developing Future Emirati Leaders	155	S11: Nationalization
EMPLOYEE ENGAGEMENT				
GRI 3: Material Topics 2021	3-3 Management of material topics	Employee Engagement & Wellbeing	149	
CLIMATE RISK MITIGATION				
GRI 3: Material Topics 2021	3-3 Management of material topics	Climate Change Management	127	E10. Climate Risk Mitigation

ADNOC DISTRIBUTION ALIGNMENT

WITH ADX ESG GUIDE AND IFRS S1 AND S2

ADX Guidelines	Disclosure	Section	Page No.
E1. Environmental Operations	E1.1) Does your company follow a formal Environmental Policy? Yes/No	Energy Efficiency	135
	E1.2) Does your company follow specific waste, water, energy and/or recycling policies? Yes/No	Energy Efficiency, Water Stewardship, Waste	135, 139, 141
	E1.3) Does your company use a recognized energy management system? Yes/No	Energy Efficiency	135
E2. Water Usage	E2.1) Total amount of water consumed	Water stewardship	139
	E2.2) Total amount of water reclaimed	Water Stewardship	139
E3. Waste Generation	E3.1) Total waste generated, per waste type	Waste	141
	E3.2) Percentage of waste recycled, per waste type	Waste Hazardous waste recycled: 99% Non Hazardous waste recycled: 0.017%	141
E4. Energy Usage	E4.1) Total amount of energy directly consumed	Energy Efficiency	135
	E4.2) Total amount of energy indirectly consumed	Energy Efficiency	135
E5. Energy Intensity	E5.1) Total direct energy usage per output scaling factor	Energy Efficiency	135
E6. Energy Mix	E6.1) Percentage: Energy usage by generation type	Energy Efficiency	135
E7. GHG Emissions IFRS S-2	E7.1) Total amount in CO ₂ equivalents, for Scope 1	Emissions	130
	E7.2) Total amount, in CO ₂ equivalents, for Scope 2 (if applicable)	Emissions	130
	E7.3) Total amount, in CO ₂ equivalents, for Scope 3 (if applicable)	ADNOC Distribution is working towards complete scope 3 estimation but currently not reporting scope 3 publicly	

ADX Guidelines	Disclosure	Section	Page No.
E8. Emissions Intensity IFRS S-2	E8.1) Total GHG emissions per output scaling factor	Emissions	130
	E8.2) Total non-GHG emissions per output scaling factor	ESG Performance Index	193
E9. Climate Strategy IFRS S-2	E9.1) Describe the climate-related risks and opportunities that could reasonably be expected to affect your organization's prospects. Also explain, for each climate-related risk your organization has identified, whether your organization considers the risk to be a climate-related physical risk or transition risk.	Climate Change Management Climate Governance	127, 129
	E9.2) Describe the current and anticipated impacts of climate-related risks and opportunities on your organization's business model and value chain.	Climate Change Management Climate Governance	127, 129
	E9.3) How has your organization responded to, and plans to respond to, climate-related risks and opportunities in its strategy and decision-making, including the plans to achieve any climate-related targets it has set and any targets it is required to meet by law or regulation?	Sustainability Targets and Commitments and alignment with national priorities, Net Zero Pathway	96, 109
	E9.4) What are the current effects (during the reporting period) of climate-related risks and opportunities on your organization's financial position, financial performance and cash flows for the reporting period (current financial effects)?	Innovating for clean energy and sustainable mobility	
E10. Climate Related Risks and Opportunities IFRS S-2	E10.1) Describe the processes and policies your organization uses to identify, assess, prioritize, and monitor climate-related risks, and the inputs and parameters used in these processes.	Climate Change Management Climate Governance	127, 129
	E10.2) Whether and how does your organization use climate-related scenario analysis to inform the identification of climate-related risks?	Climate Change Management Climate Governance	127, 129

ADX Guidelines	Disclosure	Section	Page No.
E11. Climate Governance IFRS S-2	E11.1) Which governance body(s) (which can include a board, committee or equivalent body charged with governance) or individual(s) is responsible for oversight of climate-related risks and opportunities?	Climate Change Management Climate Governance	127, 129
	E11.2) How does the body or individual consider climate-related risks and opportunities when overseeing your organization's strategy?	Climate Change Management Climate Governance	127, 129
	E11.3) Are performance metrics related to climate targets included in remuneration policies? If so, how?	ESG Governance, Sustainability Targets and Commitments	92, 96
	E11.4) Has your organization delegated the role of overseeing climate-related risks and opportunities to a specific management-level position or committee, and how is oversight over this role or committee exercised?	ESG Governance	92
E12. Climate Targets IFRS S-2	E11.3) Are performance metrics related to climate targets included in remuneration policies? If so, how?	ESG Governance	92
S1. CEO Pay Ratio	E11.4) Has your organization delegated the role of overseeing climate-related risks and opportunities to a specific management-level position or committee, and how is oversight over this role or committee exercised?	Diversity & Inclusion, ESG Governance	92, 153
S2. Gender Pay Ratio	E11.3) Are performance metrics related to climate targets included in remuneration policies? If so, how?	Diversity & Inclusion, ESG Governance	92, 153
S3. Employee Turnover	S3.1) Percentage: Year-over-year change for full-time employees	ESG Performance Index	93
	S3.2) Percentage: Year-over-year change for part-time employees	ESG Performance Index	93
	S3.3) Percentage: Year-over-year change for contractors/consultants	ESG Performance Index	93
S4. Gender Diversity	S4.1) Percentage: Total enterprise headcount held by men and women	ESG Performance Index	93
	S4.2) Percentage: Entry- and mid-level positions held by men and women	ESG Performance Index	93
	S4.3) Percentage: Senior- and executive-level positions held by men and women	ESG Performance Index	93
S5. Temporary Worker Ratio	S5.1) Percentage: Total enterprise headcount held by part-time employees	ESG Performance Index	93
	S5.2) Percentage: Total enterprise headcount held by contractors and/or consultants	ESG Performance Index	93

ADX Guidelines	Disclosure	Section	Page No.
S7. Nationalization	S7.1) Percentage of national employees, per employment category	ESG Performance Index	93
S8. Non-Discrimination	S8.1) Does your company follow non-discrimination policy? Yes/No	Yes	
S9. Health, Safety and Wellbeing	S9.1) Does your company follow an occupational health and/or health & safety policy? Yes/No	Yes ADNOC Group Health, Safety, Environment Policy	
S10. Injury Rate	S10.1) Percentage: Frequency of injury events relative to total workforce time	ESG Performance Index	193
S11. Child and Forced Labor	S11.1) Does your company follow a child and/or forced labor policy? Yes/No	Yes, The company upholds the UAE Constitution to prohibit forced labor, child labor, compulsory labor, torture, unwarranted detention.	
S11. Child and Forced Labor	S11.2) If yes, does your child and/or forced labor policy also cover suppliers and vendors? Yes/No	Yes, The company upholds the UAE Constitution to prohibit forced labor, child labor, compulsory labor, torture, unwarranted detention.	
S12. Human Rights	S12.1) Does your company follow a human rights policy? Yes/No	Yes, Human Capital	147
	S12.2) If yes, does your human rights policy also cover suppliers and vendors? Yes/No	Yes	
S13. Community Investment	S13.1) Amount invested in the community, as a percentage of company revenues.	0.02%	
G1. Board Independence	G1.1) Does company prohibit CEO from serving as board chair? Yes/No	ADNOC Distribution's Board of Directors	59
	G1.2) Percentage: Total board seats occupied by independent board members	100%	
G2. Board Diversity	G2.1) Percentage: Total board seats occupied by men and women	ESG Performance Index	193
	G2.2) Percentage: Committee chairs occupied by men and women	ESG Performance Index	193

ADX Guidelines	Disclosure	Section	Page No.
G3. Supplier Code of Conduct	G3.1) Are your vendors or suppliers required to follow a Code of Conduct? Yes/No	Yes	
	G3.2) If yes, what percentage of your suppliers have formally certified their compliance with the code	100%	
G4. Ethics and Prevention of Corruption	G4.1) Does your company follow an Ethics and/or Prevention of Corruption policy? Yes/No	Yes	
	G4.2) If yes, what percentage of your workforce has formally certified its compliance with the policy	100%, All our suppliers are expected to adhere to our Supplier and Partner Code of Ethics	
G5. Data Privacy	G5.1) Does your company follow a Data Privacy policy? Yes/No	Yes	
G5. Data Privacy	G5.2) Has your company taken steps to comply with GDPR rules? Yes/No	We maintain a Data Privacy Policy and comply with GDPR. Our Ethics & Compliance function is introducing a Data Protection & Privacy Policy tailored to UAE and KSA requirements	
G6. Sustainability Strategy IFRS S-1	G6.1) Describe the sustainability-related risks and opportunities that could reasonably be expected to affect your organization's prospects.	Double Materiality Assessment	103
	G6.2) Describe the current and anticipated impacts of sustainability-related risks and opportunities on your organization's business model and value chain.	Double Materiality Assessment	103
	G6.3) Describe how your organization responded to, and plans to respond to, sustainability-related risks and opportunities in its strategy and decision-making.	Risk Management, Climate Change Management Climate Governance	79, 127, 129
	G6.4) Describe the current and anticipated effects (during the reporting period) of sustainability-related risks and opportunities on your organization's business model, financial position, performance, and cash flows. How are these risks considered in financial planning (current financial effects)?	Risk Management, Climate Change Management Climate Governance	79, 127, 129
G7. Sustainability Risks Management IFRS S-1	G7.1) Describe the processes and policies your organization uses to identify, assess, prioritize, and monitor sustainability-related risks, and the inputs and parameters used in these processes.	Risk Management, Climate Change Management Climate Governance	79, 127, 129

ADX Guidelines	Disclosure	Section	Page No.
	G7.2) How are the processes for identifying, assessing, prioritizing and monitoring sustainability-related risks and opportunities integrated into and informing your organization's overall enterprise risk management process?	Risk Management, Climate Change Management Climate Governance	79, 127, 129
G8. Sustainability Governance IFRS S-1	G8.1) Which governance body(s) (which can include a board, committee or equivalent body charged with governance) or individual(s) is responsible for oversight of sustainability-related risks and opportunities?	Climate Change Management Climate Governance	127, 129
	G8.2) How does the body or individual consider sustainability-related risks and opportunities when overseeing your organization's strategy?	Climate Change Management Climate Governance	127, 129
	G8.3) Are performance metrics related to these targets included in remuneration policies? If so, how?	ESG Governance	92
	G8.4) Has your organization delegated the role of overseeing sustainability-related risks and opportunities to a specific management-level position or committee, and how is oversight over this role or committee exercised?	ESG Governance	92
G9. Sustainability Targets IFRS S-1	G9.1) What metrics does your organization use to measure and monitor each sustainability-related risk or opportunity identified above?	ESG Performance Index	193
G10. Disclosure Practices	G10.1) Does your company publish a sustainability report? Yes/No	No. We do not publish a standalone sustainability report; our sustainability disclosures are included in our annual Integrated Report	
	G10.2) Does your company publish a GRI, IFRS, CDP, SASB, IIRC, or UNGC based report?	Yes aligned with GRI, IFRS, SASB and IIRC	
G11. External Assurance	G11.1) Are your sustainability disclosures assured or verified by a third-party audit firm? Yes/No	About The Report - Boundary, Frameworks/ Standards, Reporting Period and Boundary, Forward looking Statement	
I1. Sustainability Reporting IFRS S-1	I1.1) Does your company publish a sustainability report? Yes/No	No	

ADX Guidelines	Disclosure	Section	Page No.
I2. ESG Ratings	I2.1) Has your company received an ESG rating (solicited or unsolicited)? Yes/No	Yes	
	I2.2) If yes, provide the latest overall ESG score.	As of year-end 2025: Sustainalytics: 22.8 (Medium rated) S&P Global: 54/100 FTSE 3.7/5 Bloomberg: 6.63/10 MSCI: BBB/AAA LSEG: 66/100	
I3. Stakeholder Engagement IFRS S-1	I3.1) Does your company engage with stakeholders on ESG/sustainability topics? Yes/No	Double Materiality Assessment	103
	I3.2) If yes, report on frequency and effectiveness of engagement	Stakeholder Engagement	98



TCFD INDEX

TCFD Recommendation	TCFD Recommended Disclosure	Where Reported
Governance Disclose the organization's governance around climate related issues and opportunities.	<ul style="list-style-type: none"> Describe the board's oversight of climate-related risks and opportunities 	Climate Change Management Climate Governance
	<ul style="list-style-type: none"> Describe management's role in assessing and managing climate related risks and opportunities 	Climate Change Management Climate Governance
Strategy Disclose the actual and potential impacts of climate-related risks and opportunities on the organization's business, strategy and financial planning where such information is material.	<ul style="list-style-type: none"> a. Describe the climate-related risks and opportunities the organization has identified over the short, medium, and long term 	ADNOC Distribution Sustainability Strategy, Climate Change Management Climate Governance
	<ul style="list-style-type: none"> b. Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning 	ADNOC Distribution Sustainability Strategy
	<ul style="list-style-type: none"> c. Describe the resilience of the organization's strategy, taking into consideration different climate related scenarios, including a 2°C or lower scenario 	ADNOC Distribution Sustainability Strategy

TCFD Recommendation	TCFD Recommended Disclosure	Where Reported
Risk management Disclose how the organization identifies, assesses and manages climate-related risks.	<ul style="list-style-type: none"> Describe the organization's processes for identifying and assessing climate-related risks 	Climate Change Management Climate Governance
	<ul style="list-style-type: none"> Describe the organization's processes for managing climate-related risks 	Climate Change Management Climate Governance
	<ul style="list-style-type: none"> Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organization's overall risk management 	Climate Change Management Climate Governance
Metrics and targets Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.	<ul style="list-style-type: none"> Disclose the metrics used by the organization to assess climate related risks and opportunities in line with its strategy and risk management process 	Climate Change Management Climate Governance
	<ul style="list-style-type: none"> Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 GHG emissions, and the related risks 	Emissions
	<ul style="list-style-type: none"> Describe the targets used by the organization to manage climate related risks and opportunities and performance against targets 	ADNOC Distribution Sustainability Strategy

TNFD INDEX

TNFD Recommendation	TNFD Recommended Disclosure	Where Reported
Governance	<ul style="list-style-type: none"> Describe the board's oversight of nature-related dependencies, impacts, risks, and opportunities (DIROs) 	Biodiversity
	<ul style="list-style-type: none"> Describe management's role in assessing and managing nature-related DIROs 	Biodiversity
Strategy	<ul style="list-style-type: none"> Describe the identified nature-related DIROs over the short, medium, and long term 	Not applicable as no significant nature-related DIROs identified for ADNOC Distribution's operations through the double materiality process
	<ul style="list-style-type: none"> Describe how nature-related DIROs affect the organization's business model, value chain, strategy, and financial planning 	Not applicable as no significant nature-related DIROs identified for ADNOC Distribution's operations through the double materiality process
	<ul style="list-style-type: none"> Describe the resilience of the organization's strategy to nature-related risks and opportunities under different scenarios 	Biodiversity
	<ul style="list-style-type: none"> Disclose asset and activity locations in direct operations and, where possible, upstream and downstream value chains that meet priority location criteria 	Biodiversity
Risk management	<ul style="list-style-type: none"> Describe processes for identifying, assessing, and prioritizing nature-related DIROs 	Not applicable as we operate in developed areas with no significant nature-related dependencies or impacts through the double materiality process
	<ul style="list-style-type: none"> Describe processes for managing nature-related DIROs 	Biodiversity
	<ul style="list-style-type: none"> Describe human rights policies and engagement activities with Indigenous Peoples, Local Communities, and affected stakeholders 	Biodiversity

TNFD Recommendation	TNFD Recommended Disclosure	Where Reported
Metrics and targets	<ul style="list-style-type: none"> Describe metrics used to assess and manage relevant nature-related dependencies and impacts 	Not applicable. No significant nature related dependencies or impacts were identified
	<ul style="list-style-type: none"> Describe metrics used to assess and manage relevant nature-related risks and opportunities 	Not applicable. No significant nature related dependencies or impacts were identified
	<ul style="list-style-type: none"> Describe targets used to manage nature-related DIROs and performance against them 	Biodiversity
	<ul style="list-style-type: none"> Disclose nature-related dependencies and impacts in priority locations using core indicators 	Not applicable. No significant nature related dependencies or impacts were identified
	<ul style="list-style-type: none"> Disclose nature-related risks and opportunities in priority locations using core indicators 	Not applicable. No priority locations identified

ESG PERFORMANCE INDEX

Type	2022	2023	2024	2025
ENVIRONMENT				
ENERGY CONSUMPTION				
Total electricity consumption/total indirect energy (GJ)	1,041,030	1,015,492	1,155,852	1,142,161
Total electricity consumption (MWh)	289,175	282,081	311,748	317,267
Total energy consumption within the organization (GJ)	1,411,782	1,373,477	1,292,431	1,382,182
Direct energy consumed (GJ)/total fuel consumption within the organization from non-renewable sources, in joules or multiples, and including fuel types used. Non-renewable (e.g. gasoline, diesel, jet fuel, natural gas, LPG, etc.)	370,753	357,985	136,579	240,021
Energy consumption from solar energy (GJ)	2,327	2,369	18,298	25,898
GHG emission avoided by solar energy consumption (tCO _{2e})	291	296	2,287	3,237
Renewable energy consumption from Solar Energy (MWh)	646	658	5,083	7,194
Diesel (L) (including biofuel)* *Removed third party fleet data from 2025	9,077,117	8,145,801	2,990,285	5,842,478
Gasoline (L)	1,206,470	993,398	834,778	818,527
ENERGY INTENSITY				
Energy intensity for the organization (GJ/million AED) – based on Gross profit in UAE	251.4	252.8	224.62	212.3
Direct energy intensity for the organization (GJ/million AED) – based on gross profit in UAE				36.8
EMISSIONS INTENSITY				
Emissions intensity for the organization (tCO _{2e} /million AED) – based on Gross profit in UAE	28.2	27.3	26.2	24.8
GREENHOUSE GAS EMISSIONS				
Direct emissions (tCO _{2e}) over the years	27,320	25,359	8,506	15,613
Indirect emissions (tCO _{2e}) over the years	130,850	123,241	142,224	145,122
Non-GHG emissions				
SOx emissions (kg)	188,180	15,460	6,000	9,000
NOx emissions (kg)	336,220	319,000	89,000	136,000

Type	2022	2023	2024	2025
Volatile organic compounds (Kg)	15,456,430	16,607,019	17,835,120	18,755,380
Particulate matter (Kg)			2,000	3,191
Total non-GHG emissions (Kg)	15,980,830	16,941,479	17,932,120	18,903,571
Non GHG emission intensity based on gross profit	2,845	3,118	3,116	2,912
Target for PV Solar (MWh)				7,747
MATERIALS USED				
Non-renewable materials used (Tons)		2,560	2,487	3,133
Renewable materials used (Tons)		455	389	456
% of reclaimed products and their packaging materials for each product category		8	8	8
Wood/paper fiber packaging (Tons)		380	331	378
Metal (e.g. aluminum or steel) packaging (Tons)		1,652	1,783	2,187
Total weight of all plastic packaging (Tons)		983	762	1,025
Percentage of recyclable plastic packaging (as a % of the total weight of all plastic packaging)		100%	100%	100%
Percentage of recycled content within your plastic packaging (as a % of the total weight of all plastic packaging)		8	8	8
Coverage (as a % of cost of goods sold)		13	13	13
WASTE GENERATED (SOLID WASTE)				
Hazardous domestic type waste (tons)	782	857	894	2,057
Non-hazardous domestic type waste	11,955	12,326	13,865	19,655
Paper and cardboard (tons)	0.79	1.47	0.72	2.98
Waste lube oil (tons)	737	857	890	2,039
Expired chemicals (tons)	18	24	4	18
Metal scrap (tons)	0	0.07	0.17	0.09
Tires (number)	1,801	1,120	1,512	762
Food, wood and garden waste (tons)	11,999	12,326	13,865	19,652
Batteries (number)	316	235	453	0
Other (plastic)				0.32
Hazardous waste diverted from disposal (tons)	764	857	890	2,039

Type	2022	2023	2024	2025
Non-hazardous waste diverted from disposal (tons)	1	2	1	3.38
Non-hazardous waste directed to disposal: landfilling (tons)	11,999	12,326	13,865	19,866
Hazardous waste directed to disposal: Other disposal operations (tons)	18	0	4	2,058
WASTE GENERATED (LIQUID WASTE)				
Wastewater from car wash activities	231,359	210,763	263,014	383,459
Domestic sewage	1,361,438	1,792,265	1,863,907	2,060,419
Percentage of office waste segregated and recycled			~100%	~100%
Percentage of recycled paper used in carton production			99	~85
Hazardous waste recycling rate			90	99
WATER				
Total water consumption from all areas including potable water Cubic meter (m3)	2,032,157	1,792,265	2,071,008	2,289,355
Total volume of water withdrawn cubic meter (m3)	2,032,157	1,792,265	2,071,008	2,289,355
Water breakdown: Third-party water (municipal water supplies or other public or private water utilities) Cubic meter (m3)			2,071,008	2,289,355
Total water discharge into municipality sewage Cubic meter (m3)	2,032,157	1,792,265	1,863,907	2,060,419
Water recycled (m3)	231,359	210,763	263,014	306,767
Percentage of water used in car wash operations that is treated recycled water (Percentage)	-	-	80	80
AMOUNT INVESTED IN AED ON CLIMATE MITIGATION				
Environmental assessment and audit cost	128,060	1,571,476	637,531	40,009
Wastewater management	3,000,000	2,270,796	6,942,975	5,574,930
Waste management	4,622,199	4,690,482	5,435,420	3,964,663
Vapor recovery	3,500,000	2,130,000	820,000	735,000
ECONOMIC				
WORKFORCE DIVERSITY AND DEVELOPMENT				
Total number of employees	13,122	13,198	14,844	13,717

Type	2022	2023	2024	2025
NUMBER OF PERMANENT EMPLOYEES BY GENDER				
Female	1,172	1,266	1,427	1,392
Male	11,387	11,396	13,417	12,325
NUMBER OF TEMPORARY EMPLOYEES BY GENDER				
Female	5	2	0	0
Male	1	0	0	0
PART-TIME EMPLOYEES				
Total enterprise headcount held by part-time employees	0	0	0	0
WORKERS WHO ARE NOT EMPLOYEES				
Workers who are not employees	560	536	527	0
Total enterprise headcount held by contractors or consultants	17.90%	4.06%	3.55%	0
NATIONAL EMPLOYEES AS A PERCENTAGE OF EMIRATIZABLE POSITIONS				
Emiratization Rate	63.90%	62.50%	62.40%	70.20%
EMIRATI EMPLOYEES				
Male emirati employees	1,445	1,386	1,333	1,275
Female emirati employees	404	393	376	363
RATE OF NEW HIRES BY EMPLOYEE CATEGORY				
NUMBER OF NEW HIRES BY GENDER				
Female employees	273	276	338	161
Male employees	2,659	1,750	3,467	959
Type				
NUMBER OF NEW HIRES BY AGE GROUP				
Age group: 18–30	2,039	1,390	2,732	600
Age group: 31–50	1,048	628	1,064	515
Age group: 51–60	17	8	9	5
FEMALE REPRESENTATION IN ADNOC DISTRIBUTION'S WORKFORCE				
In ADNOC Distribution's workforce	9%	10%	10%	10%
In entry and mid-level positions	15%	10%	10%	10%
In senior and executive level positions	5%	6%	5%	4%

Type	2022	2023	2024	2025
MALE REPRESENTATION IN ADNOC DISTRIBUTION'S WORKFORCE				
In ADNOC Distribution's workforce	91%	90%	90%	90%
In entry and mid-level positions	85%	90%	90%	90%
In senior and executive level positions	95%	94%	95%	96%
AVERAGE HOURS OF TRAINING PER EMPLOYEE (BY GENDER)				
Female	140	227	228	278
Male	151	191	191	213
AVERAGE HOURS OF TRAINING PER EMPLOYEE (BY EMPLOYEE CATEGORY)				
Senior management positions	96	146	207	158
Middle management positions	92	105	116	223
Professional, operational and administrative positions	174	208	214	110
EMPLOYEES WHO RECEIVED PERFORMANCE AND CAREER DEVELOPMENT REVIEW				
Female	100%	100%	100%	100%
Male	100%	100%	100%	100%
TURNOVER				
Total number of employees leaving during the reporting period	1,764	2,004	1,988	2,275
TURNOVER BY EMPLOYMENT CATEGORY				
TURNOVER BY GENDER				
Female employees	1.50%	1.40%	1.00%	1.00%
Male employees	12.50%	13.80%	12.00%	15.00%
TURNOVER BY AGE GROUP				
Turnover by age group: 18–30	4.70%	5.50%	6.00%	9.00%
Turnover by age group: 31–50	8.40%	7.80%	7.00%	8.00%
Turnover by age group: 51+	0.40%	6.70%	0.00%	0.38%
PAID PARENTAL LEAVE – EMPLOYEES ENTITLED				
Female employees entitled to paid parental leave	1,295	545	518	542
Male employees entitled to paid parental leave	11,920	5,514	4,883	5,155
EMPLOYEES WHO TOOK PAID PARENTAL LEAVE				
Female	81	71	108	90
Male	249	249	351	282

Type	2022	2023	2024	2025
EMPLOYEES WHO TOOK PAID PARENTAL LEAVE AND RETURNED TO WORK				
Female	79	71	104	90
Male	249	249	351	282
EMPLOYEES WHO TOOK PAID PARENTAL LEAVE, RETURNED TO WORK, AND WERE STILL EMPLOYED AFTER 12 MONTHS				
Female	72	67	63	90
Male	198	153	242	282
AVERAGE ANNUAL COMPENSATION (AED)				
Female			82,965	154,140
Male			83,178	95,420
HUMAN CAPITAL COMPLIANCE				
Does the company pay a living wage to its employees?				Yes, manpower planning and shift alignment is done upfront
Does the company have a policy in place to reduce/eliminate overtime or excessive working hours?				Yes
Does the company set maximum limits on working hours and monitor the same?				Yes, working hours are set as per the labor law and excess hours are compensated as per law & Policy
Does the company pay workers for annual leave?				Yes
Does the company routinely monitor the gender pay gap to achieve equal remuneration for men and women?				Yes, as part of the performance reward health checks

Type	2022	2023	2024	2025
Does your company use any People Analytics (PA) in measuring employee performance and strategic workforce planning?				Yes, through in-house power BI dashboard to manage the and track the analytics
Are there long term incentives for employees? Is it linked to performance target				Yes
Does your company have predefined financial returns and/or relative financial metrics relevant for Chief Executive Officer's variable compensation?				Yes
Is remuneration for senior executives included in the company's remuneration disclosures including long term incentives or mechanisms?				Yes
SAFETY				
TOTAL NUMBER OF HOURS WORKED				
Number of hours worked (million man-hours)	25.6	27.2	28.5	29.1
The number of hours worked by Workers, not employees but by work or workplace is controlled by the organization (million-man hours)	11.00	15.30	15.24	15.93
TOTAL NUMBER OF EMPLOYEE FATALITIES AS A RESULT OF WORK-RELATED INJURY				
Number of fatalities	0	0	0	0
Near miss frequency rate (NMFR) for direct employees			0.035	0.034
LTIF (per million man-hours)	0.027	0.023	0.022	0.040
Rate of recordable work-related injuries	0.03	0.023	0.046	0.064
Number of recordable work-related injuries	1	1	2	3
Number of high-consequence injuries	0	0	0	0
Health, Safety, and Environmental (HSE) Management System Audits				61
Number of HSE contractor audits				286
Number of labor welfare audits				25
Percentage of HSE training provided to contractors				100%
PROCESS SAFETY				
Total process safety event rate (Number/ Million Man Hours)			0.04	0.04
Process safety event tier (1) Rate (Number/ Million Man Hours)			0.04	0

Type	2022	2023	2024	2025
Process safety event tier (2) rate (Number/ Million Man Hours)			0	0.04
Process safety event tier (1) (API754)			1	0
Process safety event tier (2) (API754)			0	1
TOTAL NUMBER OF EMPLOYEE FATALITIES AS A RESULT OF WORK-RELATED ILL HEALTH				
Number of fatalities	0	0	0	0
WORK-RELATED INJURIES FOR ALL WORKERS WHO ARE NOT EMPLOYEES BUT WHOSE WORK OR WORKPLACE IS CONTROLLED BY THE ORGANIZATION				
Number of fatalities for work-related injuries	0	0	0	0
Near miss frequency rate (NMFR) for contract employees			0.190	0.062
Rate of recordable work-related injuries	0	0	0	0
Number of recordable work-related injuries	0	0	0	0
Number of high-consequence work-related injuries	0	0	0	0
Number of fatalities (work-related ill health)	0	0	0	0
Rate of recordable work-related ill health	0	0	0	0
Number of recordable work-related ill health	0	0	0	0
PRODUCTS AND SERVICES – IMPACT ASSESSMENT				
Percentage of products and services assessed for health & safety impacts	100%	100%	100%	100%
New suppliers onboard checked on social criteria	100%	100%	100%	100%
New suppliers onboard checked on environmental criteria	100%	100%	100%	100%
Suppliers assessed for social impacts	100%	100%	100%	100%
Suppliers assessed for environmental impacts	100%	100%	100%	100%
Local suppliers engaged				260
Local procurement spend				68%
Product recalls	0	0	0	0
BUSINESS SUSTAINABILITY				
Investment in digital transformation (annual) AED				95 million
CORPORATE GOVERNANCE				
Number of board positions the CEO, or equivalent, holds at other public, actively traded companies				0
Age range of the members from the youngest director to the oldest director on the company board				40 - 58

Type	2022	2023	2024	2025
Average board tenure in years				4
Total option awards given to CEO and equivalent				0
Total stock awards given to CEO and equivalent				0
Total option awards given to executives				0
Total option awards given to executives				0
Total stock awards given to executives				0
Percentage of shares pledged as collateral by company executives or directors				0
Does the company has executive share ownership guidelines				Yes
Shareholders have an advisory vote on prospective pay decisions, i.e. the remuneration policy/ remuneration report				Yes
Do shareholders have a binding vote on prospective pay decisions, i.e. the remuneration policy and remuneration report?				Yes
Frequency of say on pay votes for shareholders of the company in most recent annual general meeting (AGM)				Annual
Frequency to right to vote for election/re-election of all directors				Annual
Do the shareholders have the right to call a board special meeting or an extraordinary general meeting?				Yes
Specifies the right to act by written consent the company provides shareholders with, in lieu of a meeting			Yes, we adhere to the written consent rights mentioned in the CMA regulation	
Does the company have director vote policy?			Yes, in accordance with the applicable Capital Markets Authority (CMA) regulations, Company Law, and the provisions of its Articles of Association	

Type	2022	2023	2024	2025
Does the company have proxy access policy?				Yes, in accordance with the applicable Capital Markets Authority (CMA) regulations, Company Law, and the provisions of its Articles of Association
Does the company requires a supermajority of shareholder support in order to amend the company's bylaws or articles of incorporation?				Yes
Does the company prohibit facilitation payments				Yes
Does the company prohibit the CEO from serving as a board chair?				Yes
Did shareholder dissent exceeded 30 percent of the total votes cast recorded against board recommendations during 2 recent AGM's?				No
Is there a commitment on regular rotation of auditors/audit partners?				Yes, in accordance with the applicable Capital Markets Authority (CMA)
Number of outside corporate auditors				1
Did the resolution to approve the auditor received majority support?				Yes
Does your company have a formal board diversity policy that clearly requires diversity factors such as gender, race, ethnicity, country of origin, nationality or cultural background in the board nomination process?				Yes, in accordance with the applicable Capital Markets Authority (CMA)

Type	2022	2023	2024	2025
Percentage of committee seats occupied by women				33%
Percentage of board seats occupied by women				14%
Incidents of pending or completed anticompetitive behavior, anti-trust violations, monopoly legislation			0	0
Incidents in which employees were dismissed or disciplined for corruption?			0	0
Are procedures in place to address corruption in intermediaries (including contractors or agents)?				Yes
				Yes, the Compliance system and process is audited by third party auditors as part of the ISO 9001 certification
Is the compliance system is certified/audited/verified by third party?				Yes, the Compliance system and process is audited by third party auditors as part of the ISO 9001 certification
Incidents of harassment and discrimination			0	0
Recorded fines or non-monetary sanctions due to non-compliance with laws and/or regulations			0	0
Number of risk assessment conducted				4
Number of incidents within risk tolerance thresholds				0
Percentage of operations assessed for risks related to corruption			100%	100%
Which Board level committee is responsible for risk?				Executive Committee
Total Monetary value of financial and in-kind political contributions/ lobbying/ trade associations made directly and indirectly by the organization by country and recipient/ beneficiary/interest representation/ local, regional or national political campaigns/ tax-exempt groups/ spending related to ballot measures/ expenditures to political campaigns, tax-exempt entities, or other groups whose role is to influence political campaigns or public policy and legislation			0	0

Type	2022	2023	2024	2025
Percentage of employees received policies and procedures training and awareness on anti-corruption, counterfeiting fraud, gifts and entertainments, conflict of interest scenarios and anti-bribery (including government body members, all senior management, middle management and staffs)			100%	100%
Percentage of employees is provided awareness and training on code of conduct	100%	100%	100%	100%
Number of cases of human rights grievances reported	0	0	0	0
Number of cases of significant compliance issues reported	0	0	0	0
Number of incidents of conflict of interest, money laundering and insider trading	0	0	0	0
Number of incidents of corruption or bribery	0	0	0	0
Number of incidents in which employees were dismissed or disciplined for corruption	0	0	0	0
Number of incidents where contracts with business partners were terminated or not renewed due to violations related to corruption			0	0
Number of public legal cases related to ethical violations and corruption	0	0	0	0
Percentage of employees given aware of the organization's ethical policies	100%	100%	100%	100%
Percentage of suppliers complying with ethical standards	100%	100%	100%	100%
Average hours of ethics training per employee				12
Percentage of your workforce has formally certified its compliance with the policy				100%
Percentage of employees trained on cyber security	100%	100%	100%	100%
Number of data privacy breaches			0	0%

INDEPENDENT ASSURANCE STATEMENT



Bureau Veritas

INDEPENDENT ASSURANCE STATEMENT

To: Abu Dhabi National Oil Company for Distribution PJSC (ADNOC Distribution)

Introduction and Objectives of the Work

ADNOC Distribution (Company) has engaged Bureau Veritas Certification to provide limited assurance on the following subject matter information ("Subject Matter"). Our objective is to determine whether, based on the procedures performed, anything has come to our attention that would cause us to believe that the Subject Matter has not been prepared, in all material aspects, in accordance with the applicable criteria ("Applicable Criteria") as specified below.

Subject Matter

The subject matter for our limited assurance engagement included:

- The Company's Materiality Assessment Process
- Selected quantitative indicators outlined below, as presented in the Company's 2025 Integrated Report for the year ended 31 December 2025 which was prepared and presented by the Company's management. These selected quantitative indicators are based on the reporting boundary established by the Company, covering the Company's UAE operations under its operational control. The selected quantitative indicators are listed below:

#	Selected Indicators	Unit	Reported Value
1	Energy consumption	Gigajoule (GJ)	1,382,182
2	Energy intensity	GJ/Million AED	212
3	Water and Effluents	m ³	2,289,355
4	Direct (Scope1) GHG emissions	tCO ₂ e	15,613
5	Indirect (Scope2) GHG emissions	tCO ₂ e	145,122
6	Work-related injuries	#	3
7	Energy distributed for electric vehicle (EV) charging sourced from clean and renewable sources	MWh	6,200

Applicable Criteria

The criteria for this limited assurance engagement were:

- GRI 3-1: Process to determine material topics 2021; GRI 3-2: List of material topics 2021; ESRS 1 - General requirements, Chapter 3: Double materiality as the basis for sustainability disclosures; ESRS 2 - General disclosures, IRO-1: Description of the processes to identify and assess material impacts, risks and opportunities
- The reporting requirements of the Global Reporting Initiative (GRI) standards issued by the Global Sustainability Standards Board (GSSB)
- The GHG Protocol Corporate Accounting and Reporting Standard
- The Company's greenhouse gas reporting methodology

The applicable criteria for each selected indicator can be found in Annexure 1 of this statement.



Bureau Veritas

Assessment Standard

The assurance process was conducted in line with the requirements of the International Standard on Assurance Engagements-ISA 3000 Revised, Assurance Engagements Other than Audits or Reviews of Historical Financial Information and International Standard on Assurance Engagements- ISA 3410, Assurance Engagements on Greenhouse Gas Statements.

Limitations and Exclusions

Our assurance was primarily based on Company-provided documentation and interactions with relevant personnel. Our procedures were designed to obtain sufficient and appropriate evidence to support a limited assurance conclusion. Our engagement, conducted on a test basis, was not exhaustive in detecting all internal control weaknesses over the Subject Matter preparation. The Subject Matter may contain errors or irregularities that remain undetected due to fundamental limitations in the internal control systems.

Additionally, for the purpose of this limited assurance engagement, we have not performed any procedures involving:

- Verifying any assertions or qualitative information within the Integrated report beyond the subject matter
- Evaluating the accuracy and completeness of the reporting boundaries defined by the management for the purpose of the Integrated report
- Detailed testing, verifying, or auditing the completeness and accuracy of outputs from the Company's data collecting systems, used for the compilation of the Subject Matter information
- Company position statements (including any expression of opinion, belief, aspiration, expectation, aim or future intent)
- Historic text which was unchanged from previous years and did not relate to ongoing activities
- Audit of financial information or evaluation of management's sustainability strategy or commitments

Responsibilities

The Company's management is responsible for preparing and presenting the Subject Matter in accordance with the Applicable Criteria; designing, implementing and maintaining internal controls and data systems to ensure that the Subject Matter is free from material misstatement, whether due to fraud or error.

Bureau Veritas Certification was not involved in drafting of the Subject Matter. Bureau Veritas's responsibilities included:

- Providing limited assurance as per ISAE 3000 over the accuracy, reliability and objectivity of the information contained within the Subject Matter
- Forming an independent conclusion based on the assurance procedures performed and evidence obtained

Methodology

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. As part of our independent assurance, our work included:

1. Conducting employee interviews regarding the scope of work involved
2. Process analysis of collecting and reporting the information/data included
3. Verifying the completeness of the quantitative data included in the subject matter to ensure it encompasses all sites/operating units within the reporting boundary established by the Company
4. Review of documentary evidence produced by the Company
5. Recalculation of examples in accordance with the evidence documents used to prepare the information included
6. Implementation of analytical procedures on the final reported data



Bureau Veritas

Limited Assurance Conclusion

This assurance report has been prepared for ADNOC Distribution to provide limited assurance on the Subject Matter Information in the Company's 2025 Integrated Report for the year ended December 31, 2025.

Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter Information in the Company's 2025 Integrated Report has not been prepared in all material respects in accordance with the Applicable Criteria.

Restriction on Use

This assurance statement has been prepared for ADNOC Distribution in relation to the selected quantitative indicators presented in the Company's Integrated Report for the year ended 31 December 2025. It is intended to support the Company's Integrated Report and related disclosures and should not be relied upon by any other party for any purpose. To the fullest extent permitted by law, Bureau Veritas Certification accepts no responsibility or liability to any party other than ADNOC Distribution for this assurance statement or the conclusions expressed herein.

Statement of Independence, Competency and Quality Control

Bureau Veritas is an independent professional services company that specializes in quality, environmental, health, safety and social accountability with over 190 years history. Its assurance team has extensive experience in conducting verification over environmental, social, ethical and health and safety information, systems and processes.

Bureau Veritas maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, quality reviews and applicable legal and regulatory requirements which we consider to be equivalent to ISQM 1 & 2: International Standard on Quality Management 1 (Previously International Standard on Quality Control 1) & International Standard on Quality Management 2.

Bureau Veritas has implemented and applied a Code of Ethics across the business to ensure that its employees maintain integrity, objectivity, professional competence and due care, confidentiality, professional behaviour and high ethical standards in their day-to-day business activities. We consider this to be equivalent to the requirements of the IESBA Code: Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants.

No member of the assurance team has a business relationship with ADNOC Distribution, its directors or Managers beyond that required of this assignment. We have conducted this verification independently, and there has been no conflict of interest.

ishendra

Ishendra Singh,
Sustainability Manager & Assurance Lead,
Bureau Veritas - MCA
29-Jan-26



Bureau Veritas

Annexure 1

Applicable Criteria:

Selected Indicators	Applicable Criteria
Energy consumption	GRI 302-1: Energy consumption within the Organization 2016 (requirements: a, b, c, d, e, f, g, 2.1)
Energy intensity	GRI 302-3: Energy Intensity 2016 (requirements: a, b, c, d, 2.5)
Water and Effluents	GRI 303-5: Water Consumption 2018 (requirements: a, d, 2.5)
Direct (Scope1) GHG emissions	GRI 305-1: Direct (Scope 1) 2016 (requirements: a, b, c, d, e, f, g, 2.1)
Indirect (Scope2) GHG emissions	GRI 305-2: Energy indirect (Scope 2) GHG emissions 2016 (requirements: a, b, c, d, e, f, g, 2.3)
Work-related injuries	GRI 403-9: Work-related injuries 2018 (requirements: a, b, e, f, g, 2.1)
Energy distributed for electric vehicle (EV) charging sourced from clean and renewable sources	GRI 302: Energy 2016 (Supplementary Disclosure)

ABBREVIATIONS

Abbreviation	English Full Word
ACWI	All Country World Index
ADNOC	Abu Dhabi National Oil Company
ADNOC	ADNOC's Education
ADX	Abu Dhabi Securities Exchange
AEF	Artificial Emiratis Dirham
AI	Artificial Intelligence
AFPI	American Petroleum Institute
APSAS	Abu Dhabi Procurement software
AWS	Amazon Web Services
BCDA	Business Continuity Management
BCAA T's	General Environmental Protection Facility
BIA	Business Impact Analysis
Bn	Billion
BP	Business Plan
CAPEX	Capital Expenditure
CEO	Chief Executive Officer
CFCI	Chief Financial Officer
CH3 O	Methyl Alcohol
CSTSO	Central Security, Transformation and Sustainability Office
CNG	Compressed Natural Gas
CO2	Carbon Dioxide
CO2 e	Carbon Dioxide Equivalent
CSR	Corporate Social Responsibility
DE	Demerit Cost
DSM	Demand-Side Management
F-Q-o	Four Q-Outcomes
EAD	Environmental Agency–Abu Dhabi
EBITDA	Earnings Before Interest Taxes Depreciation and Amortization
EC3	Emissions Control
ELV	End-of-life Vehicle Management
EMM	Emissions Management Maturity
EWID	Environmental Impact Identification System
EPA	Environmental Protection Agency

Abbreviation	English Full Word
EPS	Earnings per share
ERM	Enterprise Risk Management
ESG	Environmental, Social and Governance
ET	Eastern Time
EV	Electric Vehicle
EWEC	Emirates Water and Electricity Company
FFP	Fair Value of Future Projects
FTSE	Financial Times Stock Exchange, the London Stock Exchange Group
FVC	Future Value of Capital
GBR	Global Benchmarking Report
GRI	Global Reporting Initiative
GHG	Greenhouse Gas
Gx	Giga-watt hours
H2 O	Hydrogen Accelerator
HAZID	Hazard Identification
HAZOP	Hazard and Operability Analysis
HC	Human Capital
HIPOO	High Potential Pollution Prevention and Environment Impact Mitigation
HIPO	High Potential Incident
IA	Internal Audit
IBC	International Building Code
IDD	Integrity Due Diligence
IDN	International Design Network
IIRC	International Integrated Reporting Council
ILO	International Labor Organization
IMS	Integrity Monitoring Station
IPO	Initial Public Offering
IPTC	International Petroleum Technology Conference
I-REC	International Renewable Energy Certificate
ISMS	Information Security Management System
ISO	International Organization of Standards
ISS	Institutional Shareholder Services
IT	Information Technology

Abbreviation	English Full Word
ITP	Inspection & Test Plan
JSA	Job Safety Analysis
KPIs	Key Performance Indicators
KPI	Key Market Prices
KSA	Kingdom of Saudi Arabia
LNG	Liquefied Natural Gas
LCNG	Liquefied Compressed Natural Gas
LED	Light Emitting Diode
LPG	Liquefied Petroleum Gas
LTF	Long-term Future
M2	Meter Square
ME	Meter Equivalent
MFA	Multi-Factor Authentication
MOE	Ministry of Education
MOFA	Ministry of Foreign Affairs
MoU/TA	Memorandum of Understanding/Technical Agreement
MSCI	Morgan Stanley Capital International
MWh	Mega Watt Hour
NFR	Non-financial Reporting
NG	Natural Gas
NOx	Nitrogen Oxides
NPC	National Petroleum Construction
NOC	National Oil Company
OEM	Original Equipment Manufacturer
OHS	Occupational Health & Safety
OMO	Operational Maintenance Optimization
OSHA	Occupational Safety and Health Administration
OTC	Over the Counter
PCI-DSS	Payment Card Industry Data Security Standard
PDCA	Plan Do Check Act
PDP	Personal Development Program
PMO	Project Management Office
ppm	Part per Million

Abbreviation	English Full Word
PPT	PowerPoint
QRA	Quantitative Risk Assessment
RCF	Revolving Credit Facility
RO	Reverse Osmosis
RVP	Reid Vapor Pressure
S&P CSA	Standard and Poor's Corporate Sustainability Assessment
SBTI	Science Based Targets initiative
SC	Sustainability Committee
SDG	Sustainable Development Goal
SME	Small and Medium Enterprise
SLA	Service Level Agreement
SLL	Sustainability Linked Loan
SSII	Sustainable Stock Exchanges Initiative
STEM	Science, Technology, Engineering, Mathematics
SVP	Senior Vice President
TAGBA	Total Abu Dhabi National Energy Company
TCFD	Task Force on Climate-related Financial Disclosures
TQ	Technical Query
TQP	Total Quality Process
TPER	Total Primary Energy Requirement
UAE	United Arab Emirates
ULG	Unleaded Gasoline
UN	United Nations
UN SDGs	United Nations Sustainable Development Goals
VOC(s)	Volatile Organic Compounds
WBCSD	World Business Council for Sustainable Development
WFE	World Federation of Exchanges

STATUTORY FINANCIAL INFORMATION

Directors' Report

For the year ended 31 December 2025

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 2025.

Board of Directors

The Directors of the Company are:

Chairman	H.E. Dr. Sultan Ahmed Al Jaber
Members	H.E. Ahmed Jasim Al Zaabi
	Khaled Mohamed Abdulla Alalkeem Alzaabi
	Khaled Salmeen
	Marwan Naim Salem Nijmeh
	Paula Disberry
	Saif Ateeq Sultan AlFalahi

The appropriation of the results for the year is as follows:

	31 December 2025
	AED'000
Retained earnings as at 1 January 2025	1,783,705
Profit for the year	2,851,042
Transfer to statutory reserve	(2,415)
Dividends declared	(2,571,250)
Non-controlling interests	(57,042)
Retained earnings as at 31 December 2025	2,004,040

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

The Board of Directors approved an interim dividend of 10.285 fils per share to the shareholders in respect of the first half of 2025. The dividend comprised of AED 1,285,625 thousand,

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 35,896,617 thousand (2024: AED 35,453,716 thousand). Profit for the year was AED 2,851,042 thousand (2024: AED 2,472,283 thousand).

which was approved during the Board of Directors Meeting held on 22 September 2025 and paid on 1 October 2025.

For the Board of Directors



Chairman
2 February 2026
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 2025, 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 2025, 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' consolidated 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.

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Key audit matter**How our audit addressed the key audit matter****1. Impairment assessment of intangible assets including goodwill**

As at 31 December 2025, the Group has recognised goodwill and other intangible assets with indefinite useful lives amounting to AED 243.24 million and AED 89.94 million respectively, aggregating to 1.89% 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 2025.

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.

2. Revenue recognised from retail sales and related IT systems

Revenue from retail sales amounted to AED 24,580.73 million for the year ended 31 December 2025.

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 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.

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 20 to the consolidated financial statements.

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, 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 42.32 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.

- 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.

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 167.39 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 UAE and Egypt 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 provision for decommissioning 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 provision for decommissioning 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 provision for decommissioning obligations are disclosed in note 19 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, CEO's Message and the other information in the annual report, 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes 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 2025:

- 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 2025;

- 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 8,616 thousand during the year ended 31 December 2025; 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 2025 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 2025.

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 2025, 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 2025:

- 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

2 February 2026



Consolidated Statement of Financial Position

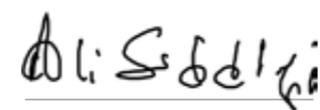
As at 31 December 2025

	Note	31 December 2025 AED'000	31 December 2024 AED'000
Assets			
Non-current assets			
Property, plant and equipment	5	8,032,197	7,552,178
Right-of-use assets	10	1,445,804	1,726,351
Goodwill and intangible assets	6	621,853	599,307
Advances to contractors		36,596	47,656
Other non-current assets		12,824	14,447
Total non-current assets		10,149,274	9,939,939
Current assets			
Inventories	7	1,574,254	1,619,887
Trade receivables and other current assets	8	2,632,515	2,935,982
Due from related parties	9	758,468	750,723
Term deposits	11	200,000	200,225
Cash and bank balances	11	2,360,854	2,734,038
Total current assets		7,526,091	8,240,855
Total assets		17,675,365	18,180,794
Equity and liabilities			
Equity			
Share capital	12	1,000,000	1,000,000
Treasury Shares	13	(10,479)	-
Statutory reserve	14	508,817	506,402
Other reserve	13	(257)	-
Foreign currency translation reserve	28	(271,698)	(298,268)
Retained earnings		2,004,040	1,783,705
Equity attributable to owners of the Company		3,230,423	2,991,839
Non-controlling interests		230,374	189,437
Total equity		3,460,797	3,181,276

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

	Note	31 December 2025 AED'000	31 December 2024 AED'000
Non-current liabilities			
Lease liabilities	15	1,289,459	1,540,894
Borrowings	16	5,499,591	5,494,859
Provision for decommissioning	19	167,399	162,277
Provision for employees' end of service benefit	17	207,103	200,996
Deferred tax liability	27	79,090	80,064
Other non-current liabilities		6,528	6,516
Total non-current liabilities		7,249,170	7,485,606
Current liabilities			
Lease liabilities	15	156,868	181,728
Trade and other payables	18	3,115,634	2,797,054
Due to related parties	9	3,646,512	4,439,345
Short term borrowings	16	46,384	95,785
Total current liabilities		6,965,398	7,513,912
Total liabilities		14,214,568	14,999,518
Total equity and liabilities		17,675,365	18,180,794

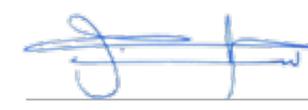
To the best of our knowledge, the financial information included in the report fairly present in all material respects the financial position, result of operations and cash flows of the Group as of 31 December 2025, and for the periods presented in the report.



Ali Siddiqi
Acting Chief Financial Officer



Bader Saeed Al Lamki
Chief Executive Officer



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

Consolidated Statement of Profit or Loss

For the year ended 31 December 2025

	Note	31 December 2025 AED'000	31 December 2024 AED'000
Revenue	20	35,896,617	35,453,716
Direct costs	21	(28,950,827)	(29,237,684)
Gross profit		6,945,790	6,216,032
Distribution and administrative expenses	22	(3,323,546)	(3,194,942)
Other income	23	167,665	138,059
Impairment losses and other operating expenses	24	(284,305)	(90,254)
Operating profit		3,505,604	3,068,895
Interest income		71,274	143,893
Finance costs	26	(402,945)	(457,111)
Profit before tax		3,173,933	2,755,677
Income tax expense	27	(322,891)	(283,394)
Profit for the year		2,851,042	2,472,283
Attributable to:			
Equity holders of the Company		2,794,000	2,420,275
Non-controlling interests		57,042	52,008
		2,851,042	2,472,283
Basic and diluted earnings per share	29	0.224	0.194

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

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2025

	Note	31 December 2025 AED'000	31 December 2023 AED'000
Profit for the year		2,851,042	2,472,283
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations		38,361	(427,100)
Other comprehensive loss for the year		38,361	(427,100)
Total comprehensive income for the year		2,889,403	2,045,183
Attributable to:			
Equity holders of the Company		2,820,570	2,125,002
Non-controlling interests		68,833	(79,819)
		2,889,403	2,045,183

Consolidated Statement of Changes in Equity

For the year ended 31 December 2025

	Share capital AED'000	Treasury shares AED'000	Statutory reserve AED'000	Other 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 2024 (audited)	1,000,000	-	503,921	-	(2,995)	1,971,140	3,472,066	323,767	3,795,833
Adjustments of IAS 21 amendments	-	-	-	-	-	(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
Balance as at 1 January 2025 (audited)	1,000,000	-	506,402	-	(298,268)	1,783,705	2,991,839	189,437	3,181,276
Profit for the year	-	-	-	-	-	2,794,000	2,794,000	57,042	2,851,042
Transfer to statutory reserve	-	-	2,415	-	-	(2,415)	-	-	-
Other comprehensive income for the year	-	-	-	-	26,570	-	26,570	11,791	38,361
Own shares acquired (note 13)	-	(10,479)	-	(257)	-	-	(10,736)	-	(10,736)
Dividends declared (note 33)	-	-	-	-	-	(2,571,250)	(2,571,250)	-	(2,571,250)
Dividends declared by subsidiary	-	-	-	-	-	-	-	(27,896)	(27,896)
Balance as at 31 December 2025	1,000,000	(10,479)	508,817	(257)	(271,698)	2,004,040	3,230,423	230,374	3,460,797

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

Consolidated Statement of Cash Flows

For the year ended 31 December 2025

	31 December 2025 AED'000	31 December 2024 AED'000
Cash flows from operating activities		
Profit for the year before tax	3,173,933	2,755,677
Adjustments for:		
Depreciation of property, plant and equipment	594,222	602,186
Depreciation of right-of-use assets	151,000	151,669
Amortization of intangible assets	30,724	31,952
Impairment losses on receivables	232,431	55,237
Recoveries on receivables	(4,615)	(19,874)
Employees' end of service benefit charge	36,141	31,157
Gain on disposal of property, plant and equipment and modifications of right-of-use assets	(43,051)	(8,467)
Impairment of property, plant and equipment	2,812	5,748
Finance costs	402,945	457,111
Interest income	(71,274)	(143,893)
Provisions/write-offs for inventories	5,328	5,035
Operating cash flows before movements in working capital	4,510,596	3,923,538
Decrease/(increase) in inventories	41,218	(368,020)
Decrease in trade receivables and other current assets	80,363	508,349
(Increase)/decrease in due from related parties	(7,745)	34,966
Increase in trade and other payables	388,634	229,946
Decrease in due to related parties	(792,833)	(351,508)
Cash generated from operating activities	4,220,233	3,977,271
Payment of employees' end of service benefit	(29,965)	(23,583)
Payment of income taxes	(268,227)	(22,235)
Net cash generated from operating activities	3,922,041	3,931,453

	31 December 2025 AED'000	31 December 2024 AED'000
Cash flows from investing activities		
Payments for purchases of property, plant and equipment	(1,180,747)	(1,116,830)
Payments for advances to contractors	(26,647)	(62,403)
Proceeds from disposal of property, plant and equipment	5,900	23,264
Proceeds from term deposits with maturity more than three months	225	-
Interest received	73,454	143,893
Net cash used in investing activities	(1,127,815)	(1,012,076)
Cash flows from financing activities		
Payment of lease liabilities	(201,454)	(208,300)
Net (payments for)/proceeds from short term borrowings	(58,901)	97,996
Repayment of borrowings	(859)	(1,284)
Own shares acquired	(10,479)	-
Dividends paid	(2,599,146)	(2,613,700)
Finance cost paid	(302,878)	(355,264)
Net cash used in financing activities	(3,173,717)	(3,080,552)
Net decrease in cash and cash equivalents	(379,491)	(161,175)
Cash and cash equivalents at the beginning of the year	2,734,038	2,993,937
Effect of foreign exchange rate changes	6,307	(98,724)
Cash and cash equivalents at the end of the year	2,360,854	2,734,038
Non-cash transactions		
Accruals for property, plant and equipment	376,775	517,652
Advances to contractors transferred to property, plant and equipment	37,707	53,213
Additions to right of use assets for land leases	42,315	158,427
Finance cost related to provision for decommissioning	5,898	5,955

Notes to the Consolidated

Financial Statements

For the year ended 31 December 2025

1. General information

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

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

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

On 11 September 2025, Abu Dhabi National Oil Company ("ADNOC", "Ultimate Shareholder", or the "Parent Company") transferred its equity in the Company to XRG P.J.S.C. ("XRG"), ADNOC's wholly-owned international energy investment company, through an off-market transfer on the ADX. ADNOC continues to retain 77% of the ultimate ownership and control through its 100% stake in XRG. The transfer does not impact ADNOC Distribution's operations.

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. In 2024, 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 2025.

The Group made social contributions amounting to AED 8,616 thousand during the year ended 31 December 2025 (2024: AED 3,981 thousand).

2. Application of new and revised IFRS Accounting Standards Standards (IFRS)

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

- **Amendments to IAS 21 - Lack of Exchangeability**

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

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. The Group is currently working to identify all of the impacts that IFRS 18 will have on the Consolidated financial statements.

- **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 IFRS Accounting 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.

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

Name of subsidiary	Ownership interest		Country of incorporation	Principal activities
	2025	2024		
ADNOC Distribution Global Company LLC ("ADGC 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.

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.

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	5-15 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.

The Group has revised the estimated useful lives of its assets, currently classified as property, plant and equipment with a carrying value of AED 5,347,053 thousand. This change in estimate has been applied in current year and prospectively and resulted in a lower depreciation charge by AED 90,917 thousand during the year ended 31 December 2025.

Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

	2025	2024
Buildings	15 – 50 years	15 – 30 years
Plant and machinery	5 – 30 years	5 – 30 years
Motor vehicles	5 – 20 years	5 – 20 years
Furniture, fixtures and computer equipment	4 – 15 years	5 – 10 years
Pipelines	10 – 50 years	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:

- the financial instrument has a low risk of default;
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- 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:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event (see (ii) above);
- 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;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- 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 programme

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, 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.

Subsequent to initial recognition, the lease liabilities are measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and adjusted for remeasurement to reflect any reassessments or lease modifications.

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 167,399 thousand has been recognised as at 31 December 2025 (2024: AED 162,277 thousand) using a discount rate of 4.14-4.45 % (2024: 4.44-4.78%) 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.

Changes in Judgements

The Group has revised the estimated useful lives of its assets, currently classified as property, plant and equipment with a carrying value of AED 5,347,053 thousand. This change in estimate has been applied in current year and prospectively and resulted in a lower depreciation charge by AED 90,917 thousand during the year ended 31 December 2025.

Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

	2025	2024
Buildings	15 – 50 years	15 – 30 years
Plant and machinery	5 – 30 years	5 – 30 years
Motor vehicles	5 – 20 years	5 – 20 years
Furniture, fixtures and computer equipment	4 – 15 years	5 – 10 years
Pipelines	10 – 50 years	10 – 40 years

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 2025, the Group's allowance for expected credit losses of trade receivables and due from related parties amounted to AED 341,165 thousand (2024: AED 113,453 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 2,812 thousand (2024: AED 5,748 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. Incremental borrowing rates of 4.91-5.91% were used in the current year to determine the lease obligations for new leases entered into by the Company (2024: 5.36%).

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 311,971 thousand (2024: AED 250,877 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 2024, 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 2025	7,903,887	3,128,806	272,884	1,786,537	114,213	985,253	14,191,580
Additions	-	-	-	-	-	1,089,115	1,089,115
Transfers	520,031	214,274	1,710	165,417	2,881	(904,313)	-
Transfers to intangible assets	-	-	-	-	-	(16,090)	(16,090)
Disposals	(7,357)	(37,773)	(6,301)	(10,373)	(12,480)	-	(74,284)
Impairment loss	-	-	-	-	-	(2,812)	(2,812)
Exchange differences	4,046	10,614	106	648	-	2,176	17,590
As at 31 December 2025	8,420,607	3,315,921	268,399	1,942,229	104,614	1,153,329	15,205,099
Accumulated depreciation							
As at 1 January 2025	3,236,775	1,946,520	172,618	1,234,604	48,885	-	6,639,402
Charge for the year	216,098	150,380	17,646	207,430	2,668	-	594,222
Disposals	(5,245)	(35,039)	(6,270)	(8,869)	(12,480)	-	(67,903)
Exchange differences	1,734	5,020	52	375	-	-	7,181
As at 31 December 2025	3,449,362	2,066,881	184,046	1,433,540	39,073	-	7,172,902
Net carrying amount							
31 December 2025	4,971,245	1,249,040	84,353	508,689	65,541	1,153,329	8,032,197

	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	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

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 2,812 thousand was recognised (31 December 2024: AED 5,748 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
As at 1 January 2025					
Transfers	228,465	84,455	362,784	5,147	680,851
Disposals	-	-	15,104	986	16,090
Exchange differences	-	-	(1,392)	(584)	(1,976)
As at 31 December 2025	14,778	5,490	24,025	348	44,641
As at 31 December 2024	243,243	89,945	400,521	5,897	739,606
Accumulated depreciation					
As at 1 January 2025	-	-	76,663	4,881	81,544
Charge for the year	-	-	30,401	323	30,724
Disposals	-	-	(174)	(570)	(744)
Exchange differences	-	-	5,916	313	6,229
As at 31 December 2025	-	-	112,806	4,947	117,753
Net carrying amount					
31 December 2025	243,243	89,945	287,715	950	621,853

*Customer contracts include signature bonus granted to customers in return for their loyalty to the Group's products.

	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	-	-	31,720	232	31,952
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

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

Customer contracts and software include intangible assets acquired through business combinations. The customer contracts have a useful life of 5 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.

	Retail		Corporate		Aviation	
	2025 AED'000	2024 AED'000	2025 AED'000	2024 AED'000	2025 AED'000	2024 AED'000
Goodwill	131,622	123,658	100,672	94,527	10,949	10,280
Intangible assets	-	-	-	-	89,945	84,455

The Group tests goodwill and intangibles assets with indefinite useful lives, 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.

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

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:

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 16% 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 2025 AED'000	31 December 2024 AED'000
Finished goods	1,380,529	1,401,111
Spare parts and consumables	140,227	140,804
Lubricants raw materials, consumables, and work in progress	33,659	48,490
LPG cylinders	32,878	38,106
	1,587,293	1,628,511
Allowance for net realisable value	(1,447)	(1,447)
Allowance for slow moving and obsolete inventories	(11,592)	(7,177)
	1,574,254	1,619,887

The cost of inventories recognised as expense and included in direct cost amounted to AED 28,696,068 thousand (2024: AED 28,968,280 thousand) (note 21). During the year, a direct write off in inventory was recognised as expense amounting to AED 262 thousand (2024: AED 2,285 thousand) (note 24).

Movement of the Group's allowance for slow moving and obsolete raw materials, spare parts, consumables and LPG cylinders is as follows:

	31 December 2025 AED'000	31 December 2024 AED'000
As at 1 January	7,177	10,392
Provision during the year (note 24)	5,066	1,303
Reversal	(688)	(3,994)
Exchange differences	37	(524)
	11,592	7,177

8. Trade receivables and other current assets

	31 December 2025 AED'000	31 December 2024 AED'000
Trade receivables	2,641,489	2,754,329
Less: Allowance for expected credit losses	(341,165)	(113,453)
	2,300,324	2,640,876
Prepaid expenses	68,286	51,300
Receivable from employees	136,003	110,648
VAT receivables	45,012	32,726
Other receivables	82,890	100,432
	2,632,515	2,935,982

Receivables from employees consist of staff car loans, furniture loans, personal loans and staff advances. As at 31 December 2025, the Group had significant concentration of credit risk with five customers (2024: five) accounting for 52% (2024: 52%) of its trade

receivables outstanding as at that date. 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 2024	36,341	53,923	90,264
Reversals/recovery made during the year	(19,589)	(287)	(19,876)
Charge for the year (note 24)	3,583	51,656	55,239
Write-offs	-	(11,153)	(11,153)
Exchange differences	(265)	(756)	(1,021)
Balances at 1 January 2025	20,070	93,383	113,453
Reversals/recovery made during the year	(1,610)	(3,005)	(4,615)
Charge for the year (note 24)	1,444	230,987	232,431
Write-offs	-	(244)	(244)
Exchange differences	55	85	140
Balance at 31 December 2025	19,959	321,206	341,165

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

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 2025. 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 2025

	<60 days	61-90 days	91-365 days	>1 year	Total
Expected credit loss rate (%)	0-4%	4-30%	31-36%	31-36%	
Estimated total gross carrying amount (AED'000)	1,785,465	208,355	383,953	263,716	2,641,489
Lifetime Expected credit loss (AED'000)	(59,773)	(58,125)	(136,050)	(87,217)	(341,165)

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)

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 2025 AED'000	31 December 2024 AED'000
Due from related parties		
ADNOC Logistics and Services	295,037	272,692
Abu Dhabi National Oil Company (ADNOC)	172,827	150,984
ADNOC Drilling	132,525	142,321
ADNOC Onshore	36,175	65,647
ADNOC Offshore	19,489	27,476
ADNOC Gas Processing	5,142	10,514
ADNOC others	38,261	33,372
TotalEnergies & its affiliates	59,012	47,717
	758,468	750,723
Due to related parties		
Abu Dhabi National Oil Company (ADNOC)	3,598,366	4,404,684
ADNOC Logistics and Services	4,043	3,949
ADNOC others	4,436	721
TotalEnergies & its affiliates	39,667	29,991
	3,646,512	4,439,345

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

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

The Group has an amount of AED 2,447,903 thousand (31 December 2024: AED 2,822,876 thousand) held with banks in which the Government of Abu Dhabi has a significant or majority stake through different investment vehicles.

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

Related party transactions

	31 December 2025 AED'000	31 December 2024 AED'000
ADNOC Group		
Revenue	1,794,445	1,744,496
Purchases	22,125,902	22,797,728
Vessel hire and port charges	127,012	92,418
Rendering of service (note 20)	200,940	187,042
TotalEnergies and its affiliates		
Revenue	711,619	635,620
Purchases	156,836	187,423
Management Fee & services	54,084	61,372
Dividends paid	28,904	42,450

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

In 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 16).

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.

Compensation of key management personnel

	31 December 2025 AED'000	31 December 2024 AED'000
ADNOC Group		
Short term benefits	60,880	48,171
Pension contribution	518	481
	61,398	48,652
TotalEnergies and its affiliates		
Short term benefits	2,388	877
Pension contribution	159	412
	2,547	1,289

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 (2024: 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 2025 AED'000	31 December 2024 AED'000
Opening balance	1,726,351	1,778,418
Additions related to land lease	42,315	158,427
Additions to decommissioning (note 19)	1,052	7,610
Change in estimate of decommissioning	(1,900)	-
Reversal due to terminated contracts	(743)	(23,776)
Depreciation charge during the year	(151,000)	(151,669)
Modifications during the year	(174,839)	1,767
Exchange differences	4,568	(44,426)
Closing balance	1,445,804	1,726,351

Amounts recognised in profit and loss:

	31 December 2025 AED'000	31 December 2024 AED'000
Depreciation expense on right-of-use assets	151,000	151,669
Interest expenses on lease liabilities	101,909	95,870
	252,909	247,539

The total cash outflow for leases amounted to AED 201,454 thousand (2024: AED 208,300 thousand) (note 15).

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 2025 AED'000	31 December 2024 AED'000
Cash and bank balances	2,360,854	2,734,038
Term deposits with original maturities greater than three months	200,000	200,225

Cash and bank balances include short-term and call deposits amounting to AED 2,248,055 thousand (2024: AED 2,622,651 thousand) carrying interest rate ranging from 0.30% to 4% (31 December 2024: 0.30% to 5.25%) 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.

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 2025 AED'000	31 December 2024 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. Treasury Shares and Other reserve

During the year, the Company appointed Al Ramz Capital a licensed Market Maker on the Abu Dhabi Securities Exchange (ADX) that offers liquidity provision services, to place buy and sell orders of the Company's shares with the objective of reducing bid/ask spreads as well as reducing price and volume volatility.

The Market Maker trades and operates within the predetermined parameters approved by the Company. The Company has provided funding to the Market Maker to trade the Company's shares and it carries all risks and rewards associated with the arrangement. Given the nature and substance of the arrangement, the shares have been classified as "Treasury Shares" in Equity.

At 31 December 2025, the Market Maker held 2,678 thousand shares (2024: Nil) on behalf of the Company, which are classified under equity as treasury shares

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.

at purchase price amounting to AED 10,479 thousand (2024: nil). A cumulative net loss of AED 257 thousand has been recognised at 31 December 2025 as other reserve under equity.

14. 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.

15. Lease liabilities

	31 December 2025 AED'000	31 December 2024 AED'000
Opening balance	1,722,622	1,747,264
Additions	42,315	158,427
Accretion of interest	101,909	95,870
Reversal due to terminated contracts	(810)	(28,062)
Payments	(201,454)	(208,300)
Modifications	(223,397)	1,767
Exchange differences	5,142	(44,344)
Closing balance	1,446,327	1,722,622
Current	156,868	181,728
Non-Current	1,289,459	1,540,894
Closing balance	1,446,327	1,722,622
Maturity Analysis		
Not later than 1 year	156,868	181,728
Later than 1 year and not later than 5 years	501,515	691,345
Later than 5 years	787,944	849,549
Closing balance	1,446,327	1,722,622

The Group does not face a significant liquidity risk with regard to its liabilities. Lease liabilities are monitored within the Group's finance function.

16. Borrowings

	31 December 2025 AED'000	31 December 2024 AED'000
Short term borrowing	46,384	95,785
Term loan - noncurrent	5,499,591	5,494,859
	5,545,975	5,590,644

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

The Company also entered into a new corporate revolving credit facilities agreement with the Parent

Company for an amount of USD 375,000 thousand and AED 1,377,188 thousand to be used for general corporate purposes. The facility remains undrawn as at 31 December 2025. 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 2,295 thousand (31 December 2024: AED 7,408 thousand) are presented as other non-current assets.

In 2024, the Group's subsidiary in Egypt entered into two unsecured short term credit facilities for EGP 1,000,000 thousand each. The purpose of the facilities is to finance payments to local suppliers and working capital requirements. As at 31 December 2025, an amount of EGP 602,387 thousand (AED 43,384 thousand) (31 December 2024: EGP 1,324,831 thousand (AED 95,785 thousand)) was drawn down from these facilities. The Facilities carry interest rates of Egypt Lending Corridor Rate less 0.5% and Mid Corridor plus 1% as announced by the Central Bank of Egypt.

During the year, the Group's subsidiary in Egypt entered into a new unsecured short term credit facility for EGP 1,000,000 thousand to finance payments to local suppliers and working capital requirements. The facility remains undrawn as at 31 December 2025. The facility carries interest rate of Mid Corridor rate 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 for which cash flows were, or will be, classified in the Group's consolidated statement of cash flow as cash flows from financing activities.

	31 December 2025 AED'000	31 December 2024 AED'000
As at 1 January	5,590,644	5,492,280
Payments made	(59,760)	(1,284)
Net proceeds from borrowings	-	97,996
Other charges (i)	15,091	1,652
As at 31 December	5,545,975	5,590,644

(i) Other charges include amortisation of transaction costs of the term loan and translation movement.

17. Provision for employees' end of service benefit

Movement in the provision recognised in the consolidated statement of financial position is as follows:

	31 December 2025 AED'000	31 December 2024 AED'000
As at 1 January	200,996	192,271
Charge for the year (note 25)	36,141	31,157
Transfer from related party	(69)	1,151
Payments	(29,965)	(23,583)
As at 31 December	207,103	200,996

18. Trade and other payables

	31 December 2025 AED'000	31 December 2024 AED'000
Trade payables	713,252	543,211
Capital accruals	376,775	517,652
Operating accruals	457,540	355,520
VAT payable	330,269	301,282
Income tax payable	311,971	250,877
Coupon and prepaid card sales outstanding	128,623	129,753
Contract retentions payable	205,898	170,366
Advances from customers	66,698	61,514
Other payables	524,608	466,879
	3,115,634	2,797,054

19. 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 2025 is 4.14-4.45% (2024: 4.44-4.78%).

	31 December 2025 AED'000	31 December 2024 AED'000
Opening balance	162,277	149,362
Additions during the year	1,052	7,610
Accretion of interest (note 26)	5,898	5,955
Change in estimates	(1,900)	-
Exchange differences	72	(650)
Closing balance	167,399	162,277

20. 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 30):

	31 December 2025 AED'000	31 December 2024 AED'000
Retail (B2C)		
Fuel	22,796,987	22,223,252
Non-fuel	1,783,747	1,575,410
Commercial (B2B)		
Corporate	9,571,682	10,084,840
Aviation	1,744,201	1,570,214
	35,896,617	35,453,716

Management expects that AED 27,839 thousand (2024: AED 25,884 thousand) is the remaining performance obligations as of the year ended 31 December 2025, 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 200,940 thousand (2024: AED 187,042 thousand) was recognised as revenue (note 9).

21. Direct Costs

	31 December 2025 AED'000	31 December 2024 AED'000
Materials (note 7)	28,696,068	28,968,280
Staff costs (note 25)	254,759	269,404
	28,950,827	29,237,684

22. Distribution and administrative expenses

	31 December 2025 AED'000	31 December 2024 AED'000
Staff costs	1,642,792	1,588,613
Depreciation and amortisation	775,946	785,807
Repairs, maintenance and consumables	206,648	191,629
Utilities	232,837	218,252
Distribution and marketing expenses	118,823	110,917
Insurance	13,141	11,272
Others	333,359	288,452
	3,323,546	3,194,942

23. Other income

	31 December 2025 AED'000	31 December 2024 AED'000
Gain on disposal of property, plant and equipment	-	8,467
Miscellaneous income	167,665	129,592
	167,665	138,059

Miscellaneous income consists mainly of convenience store income for the consigned goods and sales of scrap items, used oil, batteries, tires.

24. Impairment losses and other operating expenses

	31 December 2025 AED'000	31 December 2024 AED'000
Impairment charge/losses on receivables (note 8)	232,431	55,239
Provision for slow moving inventories (note 7)	5,066	1,303
Impairment of capital work-in-progress (note 5)	2,812	5,748
Loss on disposal of property, plant and equipment	1,713	-
Expected credit losses of bank balances	645	22
Inventories written off (note 7)	262	2,285
Miscellaneous expenses	41,376	25,657
	284,305	90,254

25. Staff costs

	31 December 2025 AED'000	31 December 2024 AED'000
Salaries and allowances	1,606,487	1,599,923
Other benefits	295,465	247,906
Employees' end of service benefit (note 17)	36,141	31,157
	1,938,093	1,878,986
Staff costs are allocated as follows		
Distribution and administrative expenses (note 22)	1,642,792	1,588,613
Direct costs (note 21)	254,759	269,404
Capital work-in-progress	40,542	20,969
	1,938,093	1,878,986

26. Finance costs

	31 December 2025 AED'000	31 December 2024 AED'000
Finance charges on bank facilities	295,138	355,286
Interest expense on lease liabilities (note 15)	101,909	95,870
Interest expense on provision for decommissioning (note 19)	5,898	5,955
	402,945	457,111

27. 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 2025 AED'000	31 December 2024 AED'000
Income taxes		
Current income tax expense	326,859	261,054
Deferred income tax expense	(3,968)	22,340
Income tax expense recognised in statement of profit or loss	322,891	283,394

Income tax reconciliation schedule as follows:

	31 December 2025 AED'000	31 December 2024 AED'000
Profits subject to income tax	3,173,933	2,755,677
Income tax using the domestic corporate tax rate @ 9% (2023 – 9%)	285,654	248,011
Non-deductible expenses/income	3,503	6,115
Transfer pricing adjustment	3,376	2,872
Difference in overseas tax rates	25,723	22,734
Others	4,635	3,662
Income tax expense	322,891	283,394
Effective tax rate for the Group	10.2%	10.3%

(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 2025 AED'000	31 December 2024 AED'000
Deferred tax		
Fair value adjustments	(73,904)	(73,966)
Accelerated depreciation	(6,721)	(5,152)
Provisions	1,477	2,298
Foreign currency translation	58	(1,311)
Deferred tax on dividend receivable	-	(1,933)
Net deferred tax liability	(79,090)	(80,064)
Reflected in the statement of financial position as follows		
Deferred tax liabilities	79,090	80,064

(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.

The Group is a Constituent Entity of the Ultimate Shareholder that falls within the scope of Pillar Two legislation, as its consolidated revenue exceeds the Euro 750 million threshold, and it operates in a jurisdiction that has been enacted or substantively enacted Pillar Two legislation. In light of this, the Group considered the mandatory temporary exception introduced by the IASB and AASB regarding deferred tax assets and liabilities. On 24 November 2023, the UAE published Federal Decree-Law No. 60 of 2023, amending provisions of Federal Decree-Law No. 47 of 2022 to align with OECD guidelines and prepare for the introduction of the BEPS 2.0 Pillar Two Rules. On 11 February 2025, the Ministry of Finance

released Cabinet Decision No. 142 of 2024, detailing the UAE Domestic Minimum Top-up Tax (UAE DMTT) that will apply to fiscal years starting on or after 1 January 2025, ensuring that certain UAE entities of multinational enterprises meet a 15% effective tax rate (ETR) on profits derived in the UAE.

As the UAE DMTT legislation becomes effective from 1 January 2025, the Group assessed its potential exposure to Pillar Two income taxes based on recent tax filings, country-by-country reporting (CbCR), and financial statements. The assessment applied the transitional CbCR safe harbour using a simplified ETR test, which indicated that as a constituent entity of the Ultimate Shareholder, the jurisdictional ETR exceeded the 15% threshold, resulting in no top-up tax under the UAE DMTT legislation for the fiscal year. This temporary relief, available until 31 December 2027, allows the Group to use data from qualified financial statements and CbC reports to determine compliance with the de minimis, simplified ETR, or routine profits tests.

28. Foreign currency translation reserve

	31 December 2025 AED'000	31 December 2024 AED'000
Balance at the beginning of the year	(298,268)	(2,995)
Exchange differences on translating the net assets of foreign operations	38,361	(427,100)
Relating to non-controlling interests	(11,791)	131,827
Balance at the end of the year	(271,698)	(298,268)

29. Basic and diluted earnings per share (EPS)

Basic EPS amounts are calculated by dividing profit for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary

shares outstanding during the period. As there are no dilutive instruments outstanding, basic and diluted earnings per share are identical.

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

	31 December 2025 AED'000	31 December 2024 AED'000
Earnings (AED'000)		
Profit for the year attributable to equity holders of the Company	2,794,000	2,420,275
Weighted average number of shares (in thousands)		
Weighted average number of ordinary shares for basic and diluted EPS	12,497,785	12,500,000
Basic and diluted EPS (AED)	0.224	0.194

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

The weighted average number of ordinary shares takes into account the weighted average effect of changes in treasury shares (note 13) during the period.

30. 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 2025	Commercial (B2B) AED'000	Retail (B2C) AED'000	Unallocated AED'000	Consolidated AED'000
Revenue	11,315,883	24,580,734	-	35,896,617
Direct costs	(9,587,376)	(19,363,451)	-	(28,950,827)
Gross profit	1,728,507	5,217,283	-	6,945,790
Distribution and administrative expenses	(460,528)	(2,862,901)	(117)	(3,323,546)
Other income	5,441	147,745	14,479	167,665
Impairment losses and other operating expenses	(220,315)	(26,293)	(37,697)	(284,305)
Operating profit	1,053,105	2,475,834	(23,335)	3,505,604
Interest income				71,274
Finance costs				(402,945)
Income tax expense				(322,891)
Profit for the year				2,851,042

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

Geographical segments

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

	31 December 2025		31 December 2024	
	KSA AED'000	Egypt AED'000	KSA AED'000	Egypt AED'000
Revenue (external customers)	988,471	4,660,746	917,989	3,670,475

	31 December 2025		31 December 2024	
	KSA AED'000	Egypt AED'000	KSA AED'000	Egypt AED'000
Property, plant and equipment	274,425	186,614	262,171	142,548
Right of use assets	294,251	73,420	625,940	66,686
Intangibles	1,128	620,724	1,128	598,178
	569,804	880,758	889,239	807,412

31. Contingencies and litigation

As at 31 December 2025, the Group has contingent liabilities amounting to AED 424,719 thousand (31 December 2024: AED 299,125 thousand) in respect of bank and other guarantees and other matters arising in the ordinary course of business from which it is anticipated that no material liabilities will arise.

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

32. Commitments

The capital expenditure contracted for at the reporting date but not yet incurred amounted to AED 274,650 thousand (31 December 2024: AED 430,695 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 2024. The dividend comprised of AED 1,285,625 thousand, which was approved at the General Assembly Meeting held on 25 March 2025 and paid on 8 April 2025.

The Board of Directors approved an interim dividend of 10.285 fils per share to the shareholders in respect of the first half of 2025. The dividend comprised of AED 1,285,625 thousand, which was approved during the Board of Directors Meeting held on 22 September 2025 and paid on 1 October 2025.

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 leverage ratio, determined as net debt to net debt plus equity, at the year-end was as follows:

	31 December 2025 AED'000	31 December 2024 AED'000
Debt	5,545,975	5,590,644
Cash and cash equivalent (note 11)	(2,360,854)	(2,734,038)
Net debt	3,185,121	2,856,606
Net debt	3,185,121	2,856,606
Equity	3,230,423	2,991,839
Net debt plus equity	6,415,544	5,848,445
Leverage ratio	49.6%	48.8%

The General Assembly of the Group's subsidiary, TotalEnergies Marketing Egypt LLC, approved a dividend of AED 55,792 thousand to its shareholders in respect of the year ended 31 December 2024. 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 22 April 2024.

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 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.

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

(i) 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
2025				
Egyptian pound	244,257	(524,054)	(279,797)	13,990
Euro	1,430	-	1,430	(72)
	245,687	(524,054)	(278,367)	13,918
2024				
Egyptian pound	185,855	(465,577)	(279,722)	13,986
Euro	-	(3,0788)	(3,078)	154
	185,855	(468,655)	(282,800)	14,140

(ii) 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 2025 would have decreased/increased by AED 27,730 thousand (2024: AED 27,953 thousand). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

(iii) 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 provides the Group protection against reduction in per-litre gross profits below certain specified levels.

(iv) Credit risk

Credit risk arises from deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables, due from group companies 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 2025, the Group had access to a USD 375,000 thousand and AED 1,377,188 thousand credit facility which was fully unutilised (note 16).

The table below summarises the maturity profile of the Group's financial liabilities at 31 December 2025 and 2024 based on the contractual undiscounted payments.

	< 1 year AED'000	> 1 year AED'000	Total AED'000
At 31 December 2025			
Borrowings	-	5,499,591	5,499,591
Short term borrowings	46,384	-	46,384
Due to related parties	3,646,512	-	3,646,512
Lease liabilities	156,868	1,289,459	1,446,327
Trade and other payables (excluding advances from customers, VAT payable, income tax payable and coupon and prepaid card sales outstanding)	2,278,073	-	2,278,073
	6,127,837	6,789,050	12,916,887

	< 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

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 2025 AED'000	31 December 2024 AED'000
Financial assets		
Cash and bank balances (including term deposits)	2,560,854	2,934,263
Due from related parties	758,468	750,723
Trade and receivables and other current assets (excluding prepaid expenses and VAT receivable)	2,519,217	2,851,956
	5,838,539	6,536,942
Financial liabilities		
Trade and other payables (excluding advances from customers, VAT payable, income tax payable and coupon and prepaid card sales outstanding)	2,278,073	2,053,628
Due to related parties	3,646,512	4,439,345
Lease liabilities	1,446,327	1,722,622
Borrowings	5,499,591	5,494,859
Short term borrowings	46,384	95,785
	12,916,887	13,806,239

For the purpose of the disclosure, non-financial assets amounting to AED 113,298 thousand (2024: AED 84,026 thousand) have been excluded from trade receivables and other current assets and non-financial liabilities amounting to AED 837,561 thousand (2024: AED 743,426 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 2 February 2026.

