

Our Board of Directors

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

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

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

● **H.E. Dr. Sultan Ahmed Al Jaber**
Chairman



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

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

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

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



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

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

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

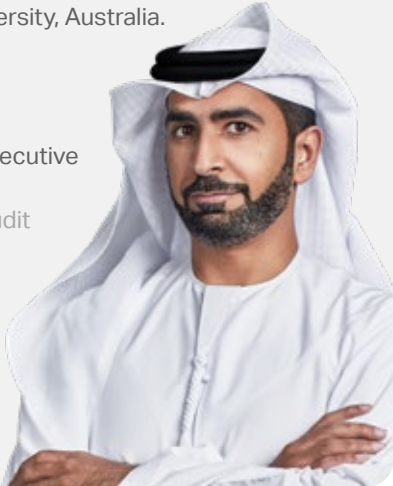


Mr. Khaled Al Zaabi oversees the comprehensive financial strategy, investments, planning, performance, operational efficiency, treasury, risk management, and strategic partnerships. In his role, he provides visionary leadership, driving the execution of ADNOC's investment strategy, and advancing the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

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

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

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



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

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

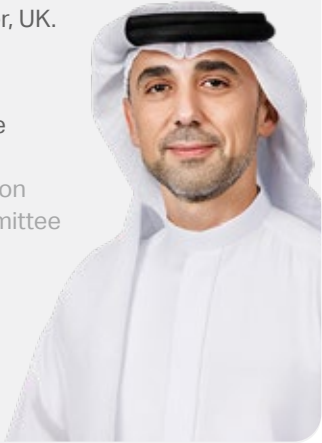
- **Saif Al Falahi**
Director
Member of the Executive Committee



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

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

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



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

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

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





Women’s representation on the Board of Directors²⁸

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

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

Directors’ remuneration

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

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

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

Statement of allowances paid to Board Committee members for 2024

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

Board and Board Committees annual performance evaluation

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

Board meetings – attendance records

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

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

P = Present; A = Absent

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

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

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

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

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

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

²⁸ADX ESG Guide: G1 Board Diversity

Matters reserved to the Board of Directors and delegated to Management

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



Details of the Delegation of Authority are provided below:

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

