

# ESG Subcommittee to Executive Committee

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



The ESG Subcommittee is required to have at least four members at all times and all members are required to have expertise and competence in areas that serve the Subcommittee’s field of work.

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

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

# Insider Dealing Committee



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

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

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

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

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