

General information

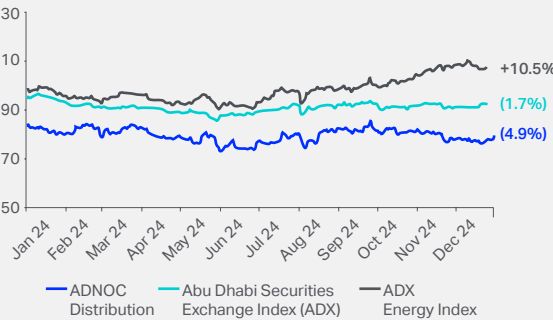
2024 share performance

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 2024:

Month	High (AED)	Low (AED)	Close (AED)
January 2024	3.72	3.54	3.55
February 2024	3.73	3.50	3.50
March 2024	3.72	3.55	3.67
April 2024	3.65	3.46	3.49
May 2024	3.58	3.24	3.24
June 2024	3.44	3.27	3.39
July 2024	3.57	3.37	3.57
August 2024	3.65	3.30	3.65
September 2024	3.79	3.56	3.61
October 2024	3.67	3.54	3.61
November 2024	3.63	3.41	3.45
December 2024	3.52	3.38	3.52

Share performance compared to sector index

The following graph shows ADNOC Distribution’s share performance comparative to our sector index during 2024:



Breakdown of shareholdings as at December 31, 2024

The table below shows the percentage of the shares owned by different categories of shareholders as at the end of 2024:

Shareholder Category	Percentage of Shares held			
	Individual	Companies	Government	Total
Local	4.53%	87.25%	0.96%	92.74%
GCC	0.15%	0.50%	0.01%	0.66%
Arab	0.20%	0.00%	0.00%	0.20%
Foreign	0.25%	6.15%	0.00%	6.40%
Total	5.13%	93.91%	0.97%	100%

Statement of shareholders who held 5% or more of ADNOC Distribution’s capital as of December 31, 2024

The following table shows the name of shareholders who held 5% or more of ADNOC Distribution’s capital at the end of 2024 and the number of shares and percentage of such shareholdings:

Name	Number of Shares held	% of the Shares held of ADNOC Distribution’s capital
Abu Dhabi National Oil Company (ADNOC) P.J.S.C.	9,624,972,535	77%

Statement of shareholding distribution by the size of equity as of December 31, 2024

The following table shows the shareholding percentage to capital as at the end of 2024:

Share(s) Owned	Number of Shareholders	Number of Shares held	% of total Shares held
Less than 50,000	13,627	51,712,991	0.4%
From 50,000 to less than 500,000	1,030	167,760,854	1.3%
From 500,000 to less than 5,000,000	357	547,723,572	4.4%
More than 5,000,000	77	11,732,802,583	93.9%



Procedures taken with respect to 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 the Company’s attractive value proposition among listed companies and provides updates on ADNOC Distribution’s growth strategy and performance.

Each quarter, ADNOC Distribution holds earnings conference calls and webcasts to communicate its quarterly and annual results to analysts, shareholders and investors and to discuss its financials and outlook. Copies of all presentations, releases and investor information are available on the Company’s investor relations website. In 2024, the Company launched ARIF, an AI-powered chatbot dedicated to investor relations, demonstrating the Company’s commitment to leveraging cutting-edge technology to enhance investor engagement and transparency.

ADNOC Distribution’s Investor Relations Division is overseen by Mr. Athmane Benzerroug, who brings over 20 years of experience in equity capital markets to the Company, including 10 years in emerging markets at Deutsche Bank in Dubai.

Investor Relations can be contacted at IR@adnocdistribution.ae.
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Additional investor relations information can be found on our website at www.adnocdistribution.ae/en/investor-relations/.



General Assembly and special resolutions presented to the General Assembly in 2024

The Company held its annual General Assembly on March 27, 2024, 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 the Company’s General Assembly by shareholders owning not less than three-quarters of the shares represented in that General Assembly.

In 2024 there was no Special Resolution passed by the shareholders.

The Secretary to the Board of Directors

Mr. Ben Hennessy served as Secretary to the Board from his appointment during 2024 until replaced by Mr. Ryan Rovere, the current General Counsel of the Company, on February 10, 2025.



Statement of significant events

Resignation of a Board Member of ADNOC Distribution

On January 1, 2024, H.E. Mohamed Hassan Alsuwaidi stepped down from the Board of Directors of the Company.

Non-funded Facility Agreement

On February 6, 2024, the Board of Directors approved entering into a non-funded facility agreement for SAR 230,000,000 with First Abu Dhabi Bank with a term 12 months, for the issuance of bank guarantees to support ADNOC Distribution’s business activities in the Kingdom of Saudi Arabia.

New Five-Year Growth Strategy

On February 26, 2024, ADNOC Distribution held its Investor Day, where it revealed: (i) its 2024-2028 growth strategy, which aims to establish the Company as a convenience and mobility leader, and (ii) its 2028 operational targets.

New Five-Year Dividend Policy

On March 27, 2024, ADNOC Distribution shareholders approved a new dividend policy for the years 2024-2028, setting a dividend per financial year of the higher of: (i) AED 2.57 billion (USD700 million), equivalent to 20.57 fils per share; and (ii) minimum 75% of net profit. This compares to the minimum 75% of distributable profits of the previous policy.

Election of the Board of Directors

On March 27, 2024, ADNOC Distribution shareholders elected the following individuals to a three-year term to serve as the new Board of Directors of the Company:

- H.E. Dr. Sultan Ahmed Al Jaber (Non-executive - Independent)
- H.E. Ahmed Jasim AlZaabi (Non-executive - Independent)
- Mr. Khaled Salmeen (Non-executive - Independent)
- Mr. Khaled Al Zaabi (Non-executive - Independent)
- Mr. Marwan Nijmeh (Non-executive - Independent)
- Mr. Saif Al Falahi (Non-executive - Independent)
- Ms. Paula Disberry (Non-executive - Independent)

Election of the Board Chairperson, Appointment of Board Committee Members and the Board Secretary

On March 27, 2024, the Board of Directors elected H.E. Dr. Sultan Ahmed Al Jaber to be the Chairman of the Board of Directors and H.E. Ahmed Jasim AlZaabi to be the Deputy Chairman of the Board of Directors. The Board also appointed Mr. Ben Hennessy as the Board Secretary.

The Board further appointed the following individuals as members to its Board Committees effective on March 27, 2024:

Executive Committee

- Mr. Khaled Salmeen (Chairman)
- Mr. Khaled Al Zaabi (member)
- Mr. Marwan Nijmeh (member)
- Mr. Saif Al Falahi (member)
- Ms. Paula Disberry (member)
- Mrs. Fatema Mohamed Al Nuaimi (member)
- Mr. Nasser Omair Al Muhairi (member)

Nomination and Remuneration Committee

- Ms. Paula Disberry (Chairwoman)
- Mr. Khaled Salmeen (member)
- Mr. Marwan Nijmeh (member)
- Mrs. Ayesha Mohamed Al Hammadi (member)

Audit Committee

- H.E. Ahmed Jasim AlZaabi (Chairman)
- Mr. Khaled Al Zaabi (member)
- Mr. Marwan Nijmeh (member)

Appointment of the Abu Dhabi Global Company LLC, Board of Directors

On July 1, 2024, the Company’s Board of Directors appointed the board of its 100% owned subsidiary, Abu Dhabi Global Company LLC, for a three-year term.

Resignation of the Chief Financial Officer

On December 20, 2024, ADNOC Distribution announced the resignation of its Chief Financial Officer, Mr. Wayne Beifus. Mr. Ali Siddiqi, SVP Financial Planning & Analysis, has been appointed to assume the role of Acting Chief Financial Officer, on an interim basis, in addition to his current responsibilities.

Statement of transactions the Company made in 2024, which equal or exceed 5% of the Company’s share capital

For 2024, no transactions were made which equaled or exceeded 5% of the Company’s share capital.

Emiratization percentage as at December 31, 2024

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

As of December 31, 2024, our Emiratization rate was 62.37%, which is comparatively higher than our peers in the market. Our Emiratization rate was 62.51% and 63.93% in 2023 and 2022, respectively.



62.37%

Emiratization rate as of December 31, 2024 which is comparatively higher than our peers in the market.



Innovative projects and initiatives undertaken or under development in 2024

In 2024, ADNOC Distribution showcased several innovative projects, including a robotic electric vehicle (EV) charging arm as part of its E2GO charging program, a self-checkout system using Machine Learning (ML), AI-enabled Fill & Go fueling, and Plug & Charge automatic EV charging.

These advancements are transforming the service station experience in the UAE by leveraging AI and advanced digital technology to drive digital transformation.

Also, in December 2024, the Company launched ARIF, an AI-powered chatbot dedicated to investor relations, demonstrating the Company’s commitment to leverage AI and advanced technology to enhance investor engagement and transparency.

The Company is developing over 20 AI-focused projects to create a smart station model and expand its EV charging infrastructure, aiming to increase the number of fast and super-fast EV charging points to at least 500 by 2028.

These initiatives demonstrate the Company’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.

