

# 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

*Paula Disberry*

**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.