

# 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%

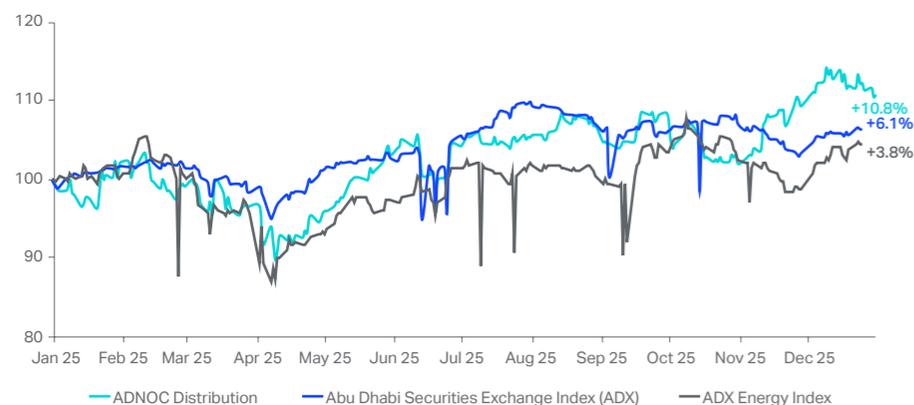
## Statement of shareholding distribution by the size of equity as of December 31, 2025

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](mailto:IR@adnocdistribution.ae).

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Additional investor relations information can be found on ADNOC Distribution website at [www.adnocdistribution.ae/en/investor-relations/](http://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.