

Date: 19 March 2018

التاريخ: 19 مارس 2018

Mr. Saif Sayah Al Mansoori
Senior Head of Listed Companies Affairs
Department
Abu Dhabi Securities Exchange
PO Box 54500
Abu Dhabi, UAE

السيد/ سيف صياح المنصوري
رئيس أول إدارة شؤون الشركات المدرجة
سوق أبوظبي للأوراق المالية
صندوق بريد 54500
أبوظبي، الإمارات العربية المتحدة

Dear sirs,

تحية طيبة وبعد،

Notice is hereby given that the Securities and Commodities Authority (SCA) has approved ADNOC Distribution Annual General Meeting date and agenda. The meeting will be held on Sunday, April 8, 2018 at 4:30 PM, at Jumeirah Etihad Towers, Abu Dhabi.

نحيط عنايتكم علماً بموافقة السادة/ هيئة الأوراق المالية والسلع على موعد وأجندة اجتماع الجمعية العمومية السنوي لشركة أدنوك للتوزيع، والذي سيعقد يوم الأحد الموافق 8 أبريل 2018 في تمام الساعة 4:30 مساءً، في فندق الجميرا في أبراج الاتحاد، أبوظبي.

Please find attached the approved AGM invitation and agenda.

مرفق لكم طيه دعوة وأجندة اجتماع الجمعية العمومية السنوي الموافق عليها.

Best regards,

مع فائق الاحترام والتقدير،


إيان بلومينشتان
المستشار القانوني وسكرتير عام الشركة
Ian Blumenstein
General Counsel & Corporate Secretary

**Abu Dhabi National Oil Company for Distribution PJSC
Invitation to Attend the Annual General Meeting
to be held on Sunday, 8 April 2018**

The Board of Directors of Abu Dhabi National Oil Company for Distribution PJSC (the **Company**) is pleased to invite shareholders to attend the Company's Annual General Meeting on Sunday, 8 April 2018, at 4:30 pm to be held at the Jumeirah Hotel at Etihad Towers, Abu Dhabi. The meeting will consider the following:

1. Review and approve the report of the Board of Directors on the Company's activities and its financial position for the financial year ended 31 December 2017.
2. Review and approve the report of the Company's independent auditor for the financial year ended 31 December 2017.
3. Discuss and approve the Company's financial statements for the financial year ended 31 December 2017.
4. Consider and approve the Board of Directors' recommendation regarding the distribution of a dividend amounting to 5.88 fils per share for the financial year ended 31 December 2017.
5. Absolve the Board of Directors of liability for their activities for the financial year ended 31 December 2017 or remove them or file a legal claim against them.
6. Absolve the independent auditor of liability for their activities for the financial year ended 31 December 2017 or remove them or file a legal claim against them.
7. Appoint the Company's independent auditor for the financial year 2018 and determine their remuneration.
8. Authorise the Chairman of the Board of Directors and any person so authorised by the Chairman to carry out any action as may be required to implement the resolutions adopted by the Annual General Meeting.

Notes:

1. Each shareholder may authorize a representative of their choice (other than a member of the Company's Board of Directors) to attend the Annual General Meeting on behalf of the shareholder by means of a written proxy in the prescribed form sent to the shareholders. The representative must not, in such capacity, hold more than 5% of the Company's shares on behalf of several shareholders. Persons of incomplete legal capacity will be represented by their legal representatives and minors will be represented by their parent or guardian. A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in the Annual General Meeting, and the delegated person will have the powers as determined in the delegated resolution. The proxy form must be submitted and delivered to Abu Dhabi Securities Exchange Head Office (Al Ghaith Tower - ground floor - Hamdan Bin Mohammed Street, Al Markaziyah District, Abu Dhabi, UAE) not less than two days prior to the date of the meeting. Only original proxies will be accepted.

2. Shareholders that are registered in the Company's share book on Thursday, 5 April 2018 will be entitled to attend the Annual General Meeting and vote.
3. Shareholders registered in the Company's share book on 18 April 2018 shall be entitled to receive dividends if the Annual General Meeting convened on its first meeting on Sunday 8 April 2018. Shareholders who are registered on Wednesday 25 April 2018 shall be entitled to receive the dividends if the Annual General Meeting does not convene until its second meeting on Sunday 15 April 2018.
4. Shareholders registered in the Company's share book on 18 April 2018 shall be entitled to receive dividends if the Annual General Meeting convened on its first meeting on Sunday 8 April 2018. Shareholders who are registered on Wednesday 25 April 2018 shall be entitled to receive the dividends if the Annual General Meeting does not convene until its second meeting on Sunday 15 April 2018.
5. Shareholders can review the Company's 2017 annual report and 2017 corporate governance report, which will be available on the Company's website <https://www.adnocdistribution.ae/> prior to the Annual General Meeting. Hard copies will be available at the meeting which can be obtained upon registering for the meeting.
6. The Annual General Meeting will only be valid if attended by shareholders (or their proxies) who represent at least 50% of the Company's capital. If this quorum is not achieved at the first meeting on Sunday 8 April 2018, a second meeting will be held on Sunday, 15 April 2018 at the same place and time. The second meeting will be considered valid if attended by one or more shareholders. Shareholders who are registered in the Company's share book on 12 April 2018 will be entitled to attend the second meeting and vote at such meeting. All duly completed proxy forms shall continue to be valid and in full force for any adjourned meeting unless revoked by the relevant shareholder by written notice to the registrar Abu Dhabi Securities Exchange Head (Al Ghaith Tower, Hamdan Bin Mohammed Street, Al Markaziyah District, Abu Dhabi, UAE) two days prior to the meeting.
7. Shareholders are required to update their contact details at Abu Dhabi Securities Exchange to ensure that dividends are delivered properly. Dividends will be distributed through the Abu Dhabi Securities Exchange.

The Board of Directors

Proxy

To His Excellency the Chairman of Abu Dhabi National Oil Company for Distribution PJSC (the **Company**)

Dear Sir,

I/We:

appoint by virtue of this proxy

the Shareholder in the Company hereby

Mr./Ms:

To represent me and vote on my behalf in the Annual General Meeting of the Company to be held on Sunday 8 April 2018 and any adjournment to such meeting.

Number of shares held by me/us:

Signature:

Date: / /2018