

# Invitation of the Annual General Meeting

## ADNOC Drilling Company PJSC



The Board of Directors ("**Board**") of ADNOC Drilling Company PJSC (the "**Company**") is pleased to invite its shareholders to the annual general meeting of the Company ("**General Meeting**") that will be in person at the Abu Dhabi Energy Center, 308 Zayed The First Street, Al Bateen, Abu Dhabi, United Arab Emirates or through electronic participation using the following link: [www.smartagm.ae](http://www.smartagm.ae) at 3:30 p.m. on Monday, April 3, 2023, to consider the following agenda:

### Agenda:

1. To approve the appointment of Mr. Alex Ghazi as Secretary of the meeting, and First Abu Dhabi Bank as Registrar;
2. Consider and approve the Board of Directors' report in respect of the Company's activities and financial position for the fiscal year ending 31 December 2022;
3. Consider and approve the independent auditor's report for the fiscal year ending 31 December 2022;
4. Consider and approve the balance sheet and the profit and loss account for the fiscal year ending 31 December 2022;
5. Consider and approve the proposal of the Board to distribute cash dividends for the second half of the fiscal year ending 31 December 2022 amounting to USD 341,250,000 (three hundred forty-one million two hundred fifty thousand), equivalent to AED 1,253,240,625 billion (one billion, two hundred and fifty three million, two hundred and forty thousand, six hundred and twenty five dirhams). The amount of dividend per share is 2.13 US cents equivalent to 7.83 UAE fils. The proposed cash dividends representing 78.3% of the issued share capital of the Company;
6. Consider and approve the proposal in respect of the Board remuneration for the fiscal year ending 31 December 2022;
7. Discharging the Board of liability for the fiscal year ending 31 December 2022;
8. Discharging the auditors of liability for the fiscal year ending 31 December 2022;
9. Appointing the Company's auditor for the fiscal year 2023 and determining its remuneration; and
10. Approve the Board remuneration policy of the Company as recommended by the Nomination and Remuneration Committee and reviewed by the Board.

### Notes

1. The electronic registration to attend the meeting will be opened through the link [www.smartagm.ae](http://www.smartagm.ae) from 3:30 PM on Sunday, 2 April 2023, and will be closed at 3:30 PM on Monday, 3 April 2023 through the link [www.smartagm.ae](http://www.smartagm.ae).
  2. Each shareholder is entitled to attend remotely or to delegate to a proxy, who is not a Board Member, employees of the company or brokerage company or its employees to attend the AGM on their behalf by virtue of a special written authorization/proxy made pursuant to the delegation form attached with the invitation dispatched by mail. Holders of proxies must send a copy of their proxies to the Registrar on the email address [is@bankfab.com](mailto:is@bankfab.com) with their names and mobile numbers to receive text messages for registration, latest by 2 April 2023. A Proxy holder may not represent a number of shareholders in excess of 5% of the Company's capital. However, if the proxy is representing one single shareholder, his/her proxy may exceed 5% of the Company's capital. Minors and those who have no legal capacity shall be represented by their legal representatives. In case the quorum was not achieved in the first meeting, the proxies issued for the first meeting shall be considered valid for any later meetings unless expressly cancelled by the shareholder through a notification to First Abu Dhabi Bank- Issuer Services Department at least two days prior to the second meeting. The requirements under Clauses No. 1 and 2 of Article 40 of Securities and Commodities Chairman Decision No. (3/Chairman) of 2020 on the Approval of Public Joint Stock Companies Governance Guide ("Governance Guide") on adopting proxies shall be met. These requirements are set out in the explanatory disclosure on adopting proxies which is annexed to this invitation.
  3. A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its board of directors or managers to represent the corporate person in the General Meeting. The delegated person shall have the authority as determined by the authority resolution.
  4. The General Meeting shall not be validly held unless attended by shareholders (in person or via proxy) representing not less than 50% of the share capital of the Company. In the event that such quorum is not present at the first General Meeting, a second meeting will take place on 10 April 2023 at the same time and the second meeting shall be valid irrespective of the shareholders attendance percentage.
  5. The registered holder of a share on 31 March 2023, shall have the right to attend and vote at the General Meeting. In case of the second meeting, the registered holder of a share on 7 April 2023 shall have the right to attend and vote at the second General Meeting.
  6. Shareholders registered in the shareholders register on 13 April 2023, shall be entitled to the dividends. In case the meeting is held on 10 April 2023 due to lack of quorum in the first meeting, those entitled to dividends shall be the shareholders whose name is registered on 20 April 2023.
  7. A shareholder entitled to receive dividends shall be the registered holder of a share on the tenth day starting from the day following the date of the General Meeting, i.e holder of a share on Thursday 13 April 2023.
  8. The shareholders may review the financial statements of the Company and the Company's corporate governance report on ADX website ([www.ADX.ae](http://www.ADX.ae)) and the Company's website ([www.adnocdrilling.ae](http://www.adnocdrilling.ae)).
- Please check the investor protection guide at the Securities and Commodities Authority's website:
- <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

**H.E. Dr. Sultan Ahmed Al Jaber**  
**Chairman of ADNOC Drilling Company PJSC**