

ADNOC Gas Plc
ANNUAL MEETING OF SHAREHOLDERS
29TH MARCH 2024
QUESTIONS FROM DWS INVESTMENT GMBH

Dear His Excellency Sultan Al Jabir,
Dear Members of the Board,

DWS Investment GmbH, also acting on behalf of funds of DWS Investment S.A. (incl. SICAVs and PLCs) and certain institutional mandates of DWS International GmbH, all according to delegation agreements (hereafter DWS), is one of the largest asset managers in Europe. As a responsible investor in ADNOC Gas, it is part of our fiduciary duty to express our expectations in the best interest of our clients. Our commitment to environmental, social and governance practices (ESG) is a crucial element of our responsibilities and forms an integral part of our investment process.

Ahead of your 2024 annual general meeting of shareholders (AGM), we would like to share our questions with you. We would greatly appreciate your answers in written form. Please note that we will also share our questions on our website (www.dws.com) on the day of your AGM. Thank you for your consideration.

Independence of the Board and Committees

Qualified, experienced and independent directors are essential for competent and efficient decision-making processes at the Board and committee level. Having a majority of independent members serving on the Board, and at least 50% on key committees as well as independent chairpersons are important to ensure challenging discussions.

We notice that the Board and its key committees are not independent and contradicts our Corporate Governance and Proxy Voting Policy. Having a majority of independent members serving on the board's committees with an independent chair is important for us to ensure challenging discussions and decision making.

QUESTION 1: Will you consider appointing additional independent directors to ensure 51% independent directors on the Board in the near future?

QUESTION 2: Will you consider setting up the key committees namely, audit, remuneration and nomination, who are a majority independent?

Board Diversity

We expect our investee companies to incorporate gender diversity into their composition, board refreshment process and adhere to national best practices on gender representation. We require Boards to have at least 30% female directors. We also expect Boards to enhance their diversity by expanding their pool of female and minority candidates. This includes reaching out to a broader set of professional networks and considering candidates with a variety of skills, backgrounds and experiences.

Your company presently has only one female director on the Board.

QUESTION 3: Do you have any internal targets to increase gender diversity at the Board level?

Transparency

In order to assess director qualifications and board commitments, DWS expects the CV of each executive and non-executive director to be permanently published on the investee company's website. The CV shall state the year the individual was first appointed, information about the qualification, date of birth and complete list of mandates (including external listed companies, internal mandates and mandates also related to other than commercially oriented organisations).

Any lack of information makes it difficult for investors to assess the mandates and potential overboarding of board members.

Additionally, directors of the Company must attend at least 75% of Board and committee meetings annually. We notice that attendance at Board meetings is not disclosed on an individual basis in the annual report or on your company's website.

QUESTION 4: When can we expect the company to start disclosing individual Board member's profile, attendance, independence classification and tenure?

Overboarding

In our opinion directors should not hold excessive numbers of additional Board mandates. Directors must ensure that they have sufficient time and capacities to fulfil their current board commitments. For directors holding executive position, such as CEO, DWS considers the director overboarded when they hold more than one external non-executive mandate.

Based on DWS' policy, H.E. Sultan Al Jabir is currently overboarded (with one CEO position and 5 additional non-executive positions).

QUESTION 5: Are there any plans for the above-mentioned director to reduce his mandates (listed directorships) to an acceptable level by the next AGM?

Executive Remuneration

Executive pay is one of the most important aspects of good corporate governance as it signals a well-operated and supervised business. DWS's expectation is that the board ensures full transparency, clear and plausible key performance indicators (KPIs). The structure of the incentives should encourage the achievement of corporate, social and environmental objectives and the amount granted is in line with performance. With regard to sustainability, DWS expects investee companies to integrate material ESG non-financial factors into their remuneration systems in a way that aligns it with corporate strategy.

In this regard, we see room for improvement due to a lack of disclosure, performance targets, achievements and outcome.

QUESTION 6: When can we expect enhanced transparency and inclusion of non-financial KPIs into the executive remuneration?

Net Zero

Corporations and investors play a vital role in addressing the impacts of global warming by reducing emissions. In this regard, we support the Climate Action 100+ and the Net Zero Asset Managers initiatives enhancing governance of climate change risk, opportunities, curbing emissions and strengthening climate-related financial disclosures.

As investors, DWS expects oil and gas companies to establish a clear and comprehensible long-term energy transition plan. The company should set emission reduction targets aligned with the Paris Agreement as well as reduce capital expenditures for activities associated with high GHG emissions, increase low-carbon activities and link these targets to executive remuneration.

ADNOC Gas has established a roadmap to accelerate its own and ADNOC Group's efforts to achieve emission reduction and is responsible for the group's 25% emission intensity reduction target by 2030.

QUESTION 7: What are the key measures that are part of the ADNOC Gas's roadmap to achieve emission reduction?

QUESTION 8: When do you plan to start publicly publishing your sustainable practices recognized by international standards such as TCFD/ SASB/ EU Taxonomy/ SDGs?

To conclude, we would like to thank all members of the Board and all the employees of ADNOC Gas on their commitment and dedication.

Thank you in advance for your answers.