

ADNOC Drilling
Corporate Governance Report 2022



Enabling Growth. Unlocking Energy. Driving Sustainability.



Governance Report

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Corporate Governance

ADNOC Drilling is one of the largest drilling and completion services companies in the world.

We operate responsibly on land, at sea and on ADNOC's unique artificial islands off Abu Dhabi's coastline, delivering start-to-finish well drilling and construction across both conventional and unconventional reservoirs. We have the largest fleet in the Middle East, of 115 owned rigs and a dedicated workforce of engineers, specialists and technicians.

As a key enabler of ADNOC Upstream companies, we are ideally placed to benefit from ADNOC's 2027 production capacity target of five million barrels a day, as well as its ambition to achieve gas self-sufficiency for the UAE.

With our highly experienced homegrown leadership, decades of operational excellence, strategic partnership with an international industry player and our position as the first fully IDS company in the Middle East, we are geared for a future of great possibilities, in Abu Dhabi and beyond.

With such broad reach comes a responsibility to continuously develop and maintain our corporate governance. We believe that an organizational commitment to corporate governance helps to drive enhanced management accountability, create value for shareholders, and protect the interests of all stakeholders and the

communities we serve. We have created a corporate governance framework that fulfills all applicable laws and regulations while complying with international best practice. This framework was designed, and is being implemented, in line with our cultural values, to ensure the sustainability of our business and to help us achieve our prospects – as dictated by our vision and mission.

Our values are the core principles that guide decision making and ensure consistency in our employees' actions and behaviors. They represent our organization's collective commitment to set, achieve and exceed ambitious targets.

Our values are underpinned by an unwavering focus on 100% HSE: our commitment to keeping employees, communities, the environment and assets safe from harm.



Owned rigs

115

Operating

Largest fleet in the Middle East

Corporate Governance continued

We are:



Collaborative

We work closely with our partners and peers, leveraging collective strengths to deliver mutually beneficial results. We strive to raise teamwork to a higher level, solve issues together and innovate faster. By recognizing efforts and results, we build trust-based relationships, encourage information sharing and deliver constructive feedback.



Progressive

We foster the UAE's spirit of innovation to ensure that our business remains at the forefront of the global energy industry. Daily, we go beyond business as usual, do things differently and embrace new ways of thinking. Our culture empowers us to be change agents, where we share creative ideas, overcome challenges together and adapt to the evolving energy landscape quickly.



Responsible

We devote our efforts to making a positive difference in our community while maintaining an unwavering commitment to health, safety and the environment. We take the initiative to identify new opportunities, honor our obligations and stay responsible for our contributions. By adopting a 'can do' approach, we motivate each other, demonstrate a spirit of excellence and achieve amazing results.



Efficient

We are a performance-driven company dedicated to maximizing the value of every barrel of oil for the benefit of our people, our community, our partners and our nation. We also strive for excellence while minimizing wastage of resources. We take an energetic approach towards carrying out our responsibilities, look for continuous improvement, see projects through to completion and inspire others to do the same.



Respectful

We encourage a culture of inclusivity and mutual respect, and always operate to the very highest professional and ethical standards. We look out for each other and promote open communication that supports our development as individuals and as an organization. We support constructive dialogue and active listening while respecting cultural diversity.

This report provides an overview of ADNOC Drilling's corporate governance systems and procedures as of 31 December 2022 has been filed with the Securities and Commodities Authority (SCA), has been posted on the Abu Dhabi Securities Exchange (ADX) website and the Company's website.



Our Corporate Governance Overview

We are committed to having a corporate governance framework that is compliant with all corporate governance requirements applicable to public joint stock companies in the UAE and consistent with international best practices. Below is a summary of some of the key policies under which we operate.

Corporate Governance Manual

Our Corporate Governance Manual provides clear guidance on: (a) ADNOC Drilling's corporate governance structure and the interface between ADNOC Drilling and its stakeholders; (b) the authorities and decision-making mechanisms within ADNOC Drilling and between its stakeholders; and (c) the role and responsibilities of ADNOC Drilling's corporate governance function.

Code of Conduct

Our Code of Conduct demonstrates ADNOC Drilling's commitment to compliance and ethical behavior in all that it does. Our Code of Conduct (a) sets out the minimum standard of conduct that we expect from anyone working for or on behalf of ADNOC Drilling; and (b) provides a set of basic rules and standards that are designed to ensure that our business is conducted in an ethical and compliant manner and in accordance with our core values.

Dividend Policy

Our ability to pay dividends is dependent on several factors, including the availability of distributable reserves and our capital expenditure plans and other cash requirements in future periods. The payment of dividends will depend on, among other things, future profits and the business plan of the Company, at the discretion of our Board of Directors and ultimately shareholder approval. We intend to pay dividends twice each fiscal year, with an initial payment in April and a second payment in October of each year.

Inside Information and Insider Dealing Standard

The requirement to have fair and transparent dealings in our securities is of paramount importance to us and we take a zero-tolerance approach to insider dealing. Accordingly, we have implemented an Inside Information and Insider Dealing Standard to ensure that the obligations and responsibilities with respect to dealings in our securities are clearly defined.

Related Party Transactions Standard

Our Related Party Transactions Standard is designed to ensure that: (a) Related Party Transactions are conducted on arm's length terms; (b) the Board of Directors and Executive Management are aware of the steps required to approve Related Party Transactions; and (c) a legitimate business case supports the related party transactions, including its arm's length nature. In accordance with this policy, we may not enter into a related party transaction unless: (i) our Board of Directors has approved the transaction, where the value of the transaction between the Company and a Related Party does not exceed 5% per cent of the Company's share capital; or (ii) the General Assembly of the Company has approved the transaction, where the value of the transaction between the Company and a Related Party exceeds 5% of the Company's share capital. Refer to the section on Related Party Transactions on page 11 for more information.

Anti-Bribery and Anti-Corruption Standard

We are committed to doing business lawfully, ethically and with integrity, and we expect all our employees and representatives to act accordingly. Consistent with this commitment, we take a zero-tolerance approach to fraud, bribery and all other forms of corruption. Our Anti-Bribery and Anti-Corruption Standard sets out our requirements to ensure that none of our employees or representatives engage in any of these activities.

Compliance Investigations Standard

Our commitment to operating with integrity includes investigating, where necessary, allegations of ethical misconduct. Our Compliance Investigations Standard and supporting procedures set out our approach to investigations relating to alleged violation: of (a) ethical business practices; (b) integrity in our interactions and arrangements with third parties; and (c) applicable laws, regulations, policies, and procedures relating to ethical business practices and integrity. This standard requires all our personnel to cooperate fully and truthfully with all investigations and to avoid engaging in certain activities that may hinder or interfere with an investigation.

Conflict of Interests Standard

We understand that our employees will engage in legitimate social, financial and business activities outside the scope of their work for us. Our Conflict of Interests Standard sets out our requirements for the avoidance and management of conflicts of interests that may arise because of these other activities, including the avoidance of situations that have the appearance of a conflict of interests. Under this standard, conflicts of interests must be promptly disclosed so that the appropriate course of action can be taken to protect ADNOC Drilling's interests.

Whistleblowing and Non-Retaliation Standard

Having an open, honest and transparent culture supports our commitment to integrity. Our Whistleblowing and Non-Retaliation Standard encourages our employees to report concerns about potential violations of applicable laws, standards or procedures and unethical behavior in connection with our business by ensuring confidentiality and by protecting good faith whistleblowers from any form of retaliation.

Information Disclosure and Transparency Standard

Our Information Disclosure and Transparency Standard is designed to ensure that the Board of Directors and Executive Management are aware of the required steps and timeframes to disclose material information that could affect the price of the Company's shares, in accordance with all applicable regulatory disclosure requirements.

Our Corporate Governance Overview continued

Gender Diversity Standard

We are committed to advancing gender diversity and equality across the organization and are constantly working to recruit more women in all areas of our business. We are also developing initiatives to advance women's career growth across the Company and have created a Gender Diversity Standard to support our actions. The Company will continue to ensure that its female employees obtain access to all necessary training and development to achieve their full potential, in line with the standards of high performance we expect from all our employees – both men and women alike.

Board Evaluation Standard

Our Board Evaluation Standard has been developed to establish the procedures and criteria for evaluating the performance of the Board, Board sub-committees, the Chair, individual Directors and Executive Management. The evaluation process supports the commitment of ADNOC Drilling to improving the overall performance and effectiveness of the Board and its sub-committees, to maximize its strengths and take corrective actions where necessary.



Board of Directors

Our Board of Directors comprises seven Directors. All Directors are independent Non-Executive Directors, within the meaning of Resolution No. (3/R.M) of 2020 of the SCA.

Pursuant to our Articles of Association, every Director shall hold his/her position for a term of three years. At the end of such term, the Board of Directors shall be reconstituted. A Director whose term of membership is completed may be re-elected.

H.E. Dr. Sultan Ahmed Al Jaber was appointed as the Chair of the Board on the 5 September 2021.

The table below summarizes the details of the ADNOC Drilling Board of Directors:

Name	Committee Role	Appointment Start Date
H.E. Dr. Sultan Ahmed Al Jaber	Chair	5 September 2021
Abdulmunim Al Kindy	Vice Chair	5 September 2021
Yaser Al Mazrouei	Member	5 September 2021
H.E. Ahmed Jasim Al Zaabi	Member	5 September 2021
Mohamed Al Aryani	Member	5 September 2021
Muna Al Mheiri	Member	5 September 2021
H.E. Omar Suwaina Al Suwaidi	Member	5 September 2021



H.E. Dr. Sultan Ahmed Al Jaber Chair

H.E. Dr. Sultan Ahmed Al Jaber has served as Minister of Industry and Advanced Technology since July 2020, as a member of the Supreme Council for Financial and Economic Affairs since December 2020, as UAE Cabinet Member since March 2013, as Minister of State from March 2013 up to July 2020, as Chairman of the National Media Council from 2016 up to July 2020, as the UAE's special envoy for Climate Change since November 2020, as Group Chief Executive Officer of ADNOC since February 2016 and additionally Managing Director of ADNOC since February 2021. From January 2014 to February 2016, he served as Chief Executive Officer, Energy, of Mubadala Development Company.

H.E. Dr. Al Jaber is also Chairman of several ADNOC Group companies, Chairman of Masdar, Chairman of Emirates Development Bank, Chairman of the Board of Trustees of Mohammed bin Zayed University of Artificial Intelligence, as well as a member of the Board of Directors of Emirates Global Aluminium, Emirates Investment Authority, First Abu Dhabi Bank and Khalifa University.

H.E. Dr. Al Jaber holds a PhD in business and economics from Coventry University in the United Kingdom, an MBA from the California State University, and a Bachelor in Chemical Engineering from the University of Southern California, USA.

Board of Directors continued



Abdulmunim Al Kindy
Vice Chair

**Chair of Board
Executive Committee**

Abdulmunim Al Kindy has served as Executive Director, People Technology and Corporate Support Directorate at ADNOC since January 2020. Prior to that, from March 2016 to January 2020, Al Kindy served as Executive Director, ADNOC Upstream Directorate.

Al Kindy also serves as a member of the Board of Directors of several ADNOC-affiliated companies.

Al Kindy holds an MBA from Brunel University, UK.



H.E. Omar Suwaina Al Suwaidi
Director

**Chair of Nomination and
Remuneration Committee**

H.E. Omar Ahmed Hassan Suwaina Al Suwaidi currently serves as an Undersecretary at the Ministry of Industry and Advanced Technology. H.E. Al Suwaidi held various positions in ADNOC, starting as a geologist in 1990. From October 2020 to February 2021, H.E. Al Suwaidi served as a Director, Commercial and In-Country Value. Prior to that, H.E. Al Suwaidi served as a Director, The Executive Office Directorate, from May 2017 to November 2020.

H.E. Al Suwaidi holds a BSc in Geological Engineering from Colorado School of Mines, USA.



H.E. Ahmed Jasim Al Zaabi
Director

Chair of Audit Committee

H.E. Ahmed Jasim Yousif Naser Al Zaabi is the Chair of Abu Dhabi Global Market. He served as Group Chief Financial Officer of ADNOC from December 2019 to December 2021, and as Director, Finance and Investments Directorate of ADNOC from February to December 2019.

He also serves as a member of the Board of Directors of Khalifa Fund for Enterprise Development, Abu Dhabi Oil Refining Company (ADNOC Refining), Abu Dhabi National Oil Company for Distribution PJSC (ADNOC Distribution) as well as several ADNOC-affiliated companies.

H.E. Al Zaabi holds a master's degree in Economics Science with Honours from University of Aberdeen, UK.



Muna Al Mheiri
Director

**Member of Board
Executive Committee**

**Member of Nominations and
Remuneration Committee**

Muna Khalifa Mohamed Hazeem Al Mheiri is the Chief Executive Officer of Ruwais Fertilizer Industries LLC (Fertil). Al Mheiri held various senior positions in ADNOC Onshore, where she served as Senior Vice President (Terminals and Pipelines Operations) from July 2019 to January 2020. From 2017 to July 2019, Al Mheiri served as Senior Vice President (Strategy and Business Support) and from 2015 to September 2017, she served as Senior Vice President (Corporate Support).

Al Mheiri holds a bachelor's degree in Chemical Engineering and a master's degree in Business Administration from United Arab Emirates University, UAE.



Yaser Al Mazrouei
Director

**Member of Board
Executive Committee**

**Member of Nominations and
Remuneration Committee**

Yaser Saeed Ahmed Omran Al Mazrouei has served as Executive Director, Upstream Directorate, at ADNOC since January 2020. He also served as the Chief Executive Officer of ADNOC Onshore from May 2018 through January 2020.

Al Mazrouei also serves as a member of the Board of Directors of several ADNOC-affiliated companies. Al Mazrouei holds a master's degree in Petroleum Engineering from the University of London, UK.



Mohamed Al Aryani
Director

**Member of Board
Executive Committee**

Member of Audit Committee

Mohamed Saif Ali Abed Al Aryani has served as Senior Vice President, Strategic Investments at ADNOC since 2019.

Al Aryani is a CFA Charter holder and holds a bachelor's and master's degree in Chemical Engineering from Imperial College (London University), UK.

Board of Directors continued

Women's representation on the Board of Directors

Al Mheiri is a member of the Board of Directors since 2021. Keeping with our commitment to gender diversity, we are actively seeking opportunities to increase female representation on our Board. To this end, where vacancies arise, we will actively seek out greater female representation while at the same time considering all qualified candidates, regardless of gender.

Directors' remuneration

In 2022, our shareholders approved a total remuneration of AED16.93 million which was paid to the members of our Board of Directors for 2021, on a prorated basis from their date of appointment until 31 December 2021 equating to AED5.64 million.

On the 3rd of April 2023, our shareholders at our Annual General Assembly meeting approved the payment of AED23.5 million to the Board of Directors as remuneration for 2022, which will be paid in 2023.

Statement of allowances paid to Board sub-committee members in 2022

No allowances, salaries or additional fees were paid to Board sub-committee members in 2022.

The Secretary to the Board of Directors

Mr. Mann El Aydi was appointed Secretary to the Board of Directors (in October 2021). He is the Senior Advisor, Legal – Executive Office at ADNOC, a role he has held since May 2017. He also serves as company Secretary for ADNOC Distribution PJSC.

Mr. El Aydi advises on a broad range of legal and governance risks and provides hands on counsel to the Managing Director and Group Chief Executive Officer of ADNOC in relation to the development and implementation of the group's business strategy.

Mr. El Aydi brings over 20 years of corporate, strategic and commercial experience to his role at ADNOC and immediately prior to joining, he spent three years as the Executive Director of Legal and Secretariat at the Tourism Development & Investment Company (TDIC), and five years as the General Counsel and Company Secretary at Abu Dhabi National Hotels PJSC.

A UAE national and fully bilingual in English and Arabic, Mr. El Aydi holds a bachelor's degree in Law from the London School of Economics and Political Science, a master's degree in International and Comparative Business Law, is admitted as a solicitor of the Supreme Court of England and Wales and is a Chartered Secretary registered with The Chartered Governance Institute UK & Ireland.

Board meetings – attendance records

Our Articles of Association require that the Board of Directors meet a minimum of four times each year. The quorum for meetings is a majority of Directors, and the quorum for voting during meetings is a majority of attendees.

In 2022, our Board met on four occasions. The following tables set forth the meetings held by our Board of Directors in 2022:

Board Member	Position on the Board	10 Feb 2022	9 May 2022	8 Aug 2022	11 Nov 2022
H.E. Dr. Sultan Ahmed Al Jaber	Chair	P	P	A	P
Abdulmunim Al Kindy	Board Member Chair of Board Executive Committee (BEC)	P	P	P	P
Yaser Al Mazrouei	Board Member Member of BEC Member of Nomination and Remuneration Committee (NRC)	P	P	P	P
H.E. Ahmed Jasim Al Zaabi	Board Member Chair of Audit Committee (AC)	P	P	A	P
Mohamed Al Aryani	Board Member Member of BEC Member of AC	P	P	P	P
Muna Al Mheiri	Board Member Member of BEC Member of NRC	P	P	P	P
H.E. Omar Suwaina Al Suwaidi	Board Member Chair of NRC	P	P	P	P

P – Present, A – Absent

Board of Directors continued

Board resolutions

In addition, our Articles of Association permit our Board to act by circulation. In 2022, our Board adopted resolutions by circulation on 11 occasions.

Resolution	Date
Resolution 1 – Appointment of CFO	25 April 2022
Resolution 2 – Rig acquisition	30 May 2022
Resolution 3 – Contract award	27 July 2022
Resolution 4 – Contract award	5 August 2022
Resolution 5 – Rig acquisition	24 August 2022
Resolution 6 – Rig acquisition	26 September 2022
Resolution 7 – Contract award	10 October 2022
Resolution 8 – Contract award	13 October 2022
Resolution 9 – Contract award	2 November 2022
Resolution 10 – Rig acquisition	21 November 2022
Resolution 11 – Rig acquisition	14 December 2022





Purchases and sales of our shares and other transactions involving our securities by employees and representatives are governed by our Inside Information and Insider Dealing Standard.

It is the policy of ADNOC Drilling that inside information must not be used by any ADNOC Drilling personnel and their connected persons for personal gain. ADNOC Drilling expects that all of its employees, as well as the other persons with whom ADNOC Drilling transacts, abide by this standard, and in doing so adhere to the applicable laws on inside information and dealings.

The following table sets out the details of all purchases and sales of our shares undertaken by our Directors, their spouses and their children in 2022:

Director	Position	Shares Held as at 31 December 2022	Total Sale Transactions	Total Purchase Transactions
H.E. Dr. Sultan Ahmed Al Jaber	Chair	–	–	–
Abdulmunim Al Kindy	Member	652,173	–	–
Yaser Al Mazrouei	Member	652,173	–	–
H.E. Ahmed Jasim Al Zaabi	Member	1,086,956	–	–
Mohamed Al Aryani	Member	434,782	–	–
Muna Al Mheiri	Member	–	–	–
H.E. Omar Suwaina Al Suwaidi	Member	652,173	–	–

Related Party Transactions

We are and have been a party to various agreements and other arrangements with related parties, comprising ADNOC and certain of its other subsidiaries.

Details of these transactions are described below. In addition, the value of all related party transactions undertaken by ADNOC Drilling during 2022 (as disclosed in our 2022 financial statements) is as follows:

As per 2022 Financial Statements	USD(000)
Revenues – ADNOC Group	2,628,469
Purchase – ADNOC Group	187,859
Lease payments to a related party	15,199
Other income	331
Finance income	6,164

Relationship Agreement with ADNOC

In 2021, we entered into a Relationship Agreement with ADNOC pursuant to which ADNOC agreed, for so long as our shares are listed on the ADX and ADNOC owns or controls more than 50% of the shares, to take or not to take certain specified actions. These include:

- a) not to take certain actions that might interfere with our status as an independent company, including:
 - i. ADNOC will not take any action that would interfere with our ability to comply with our obligations under certain ADX and SCA listing and governance rules, and
 - ii. ADNOC will conduct all transactions with us on arm's length terms and on a commercial basis and will allow us to carry out our business independently.
- b) not to terminate, and to renew at our request, any real estate lease or land-use agreement, the Brand Usage Agreement and the Shareholder Services Agreement, in each case so long as we are not in material default of our obligations under those agreements; and
- c) to acquire or lease, on our behalf and at our expense, any real estate needed for the operation of our business, and to enter into a corresponding lease agreement, sub-lease agreement or land-use agreement with us for such land.

If ADNOC ceases to hold the majority of the Company's shares, it shall continue to adhere to the provisions described in (b) and (c) as if it still held such majority, subject to any instruction or direction from a governmental authority, until such time as an alternative arrangement giving effect to the same can be entered into.

Pursuant to the Relationship Agreement, we have also agreed to enter into transactions with ADNOC and other members of the ADNOC group only with the approval of a majority of our Directors, including a majority of the independent Non-Executive Directors (other than transactions that, in accordance with our delegation of authority, do not require Board approval). Any enforcement of the provisions of the Relationship Agreement against ADNOC requires approval by our Board of Directors. However, for so long as ADNOC holds the majority of our shares, ADNOC has agreed to procure that there shall be a majority of independent Non-Executive Directors appointed to the Board at all times.

Executive Management

Matters reserved to the Board of Directors and delegated to the Executive Management

The Board of Directors has issued a Delegation of Authority to our CEO, Abdulrahman Al Seiri, under which the Board of Directors has delegated to him the authority to conduct the daily management activities of the Company, subject to appropriate limits (beyond which, the approval of the Board of Directors must be sought). Under the Delegation of Authority, Al Seiri can sub-delegate activities to other members of ADNOC Drilling's Executive Management.

Notwithstanding the Delegation of Authority that has been provided to Al Seiri, the Board of Directors maintains oversight over these activities, and Al Seiri is regularly required to report to the Board of Directors with respect to the activities undertaken by him pursuant to the terms of the Delegation of Authority.

Details of the Delegation of Authority Mr. Abdulrahman Al Seiri

CEO

Scope of authority

Authority to conduct the daily management activities of ADNOC Drilling, subject to appropriate limits as set down by the Board of Directors from time to time.

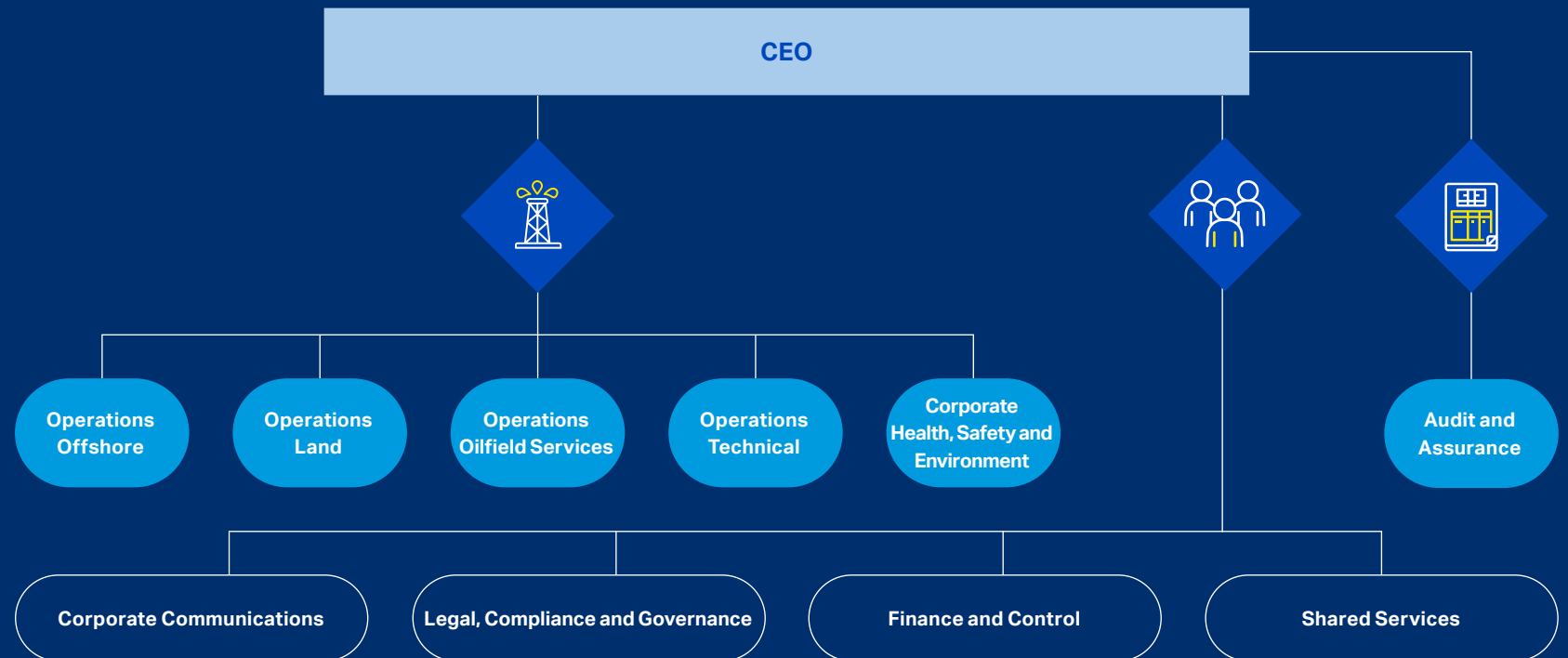
Duration of delegation

Until the authority is revoked by the Board of Directors.

Under the Delegation of Authority, and in consultation with the Board of Directors, our Chief Executive Officer has sub-delegated some of the powers given to him to members of our Executive Management team.

Our Executive Management team carries out the day-to-day activities of ADNOC Drilling pursuant to the Company's Delegation of Authority and in line with international best practice and the relevant governance rules and regulations.

ADNOC Drilling Organization Chart



Executive Management Team



**Abdulrahman
Abdulla Al Seiri**
CEO

Abdulrahman Abdulla Al Seiri has over 42 years of onshore and offshore drilling experience within the ADNOC Upstream group companies, with his most recent appointment being in 2020 as our CEO.



Sultan Saeed Al Mansoori
Senior Vice President –
Operations (Land)

Sultan Al Mansoori joined ADNOC Drilling in 2022. He has over 20 years of drilling experience at ADNOC and has held many leadership roles across ADNOC Upstream group companies (Offshore and Onshore). As Senior Vice President – Operations (Land), he is responsible for the Company's Land Rig Operations Function that includes Land Rigs, Water Well Rigs, Rig Moves, Operations Support and Base Support.



Esa Ikaheimonen
Chief Financial Officer

Mr. Esa Ikaheimonen joined ADNOC Drilling in 2022. Over the past 30 years, Esa has held senior leadership positions at a number of the world's leading operators including Shell, Transocean, Genel Energy and Seadrill.



Ali Essa Al Mahri
Senior Vice President –
Operations (Offshore)

Ali Essa Al Mahri joined the Company in 2018, as Senior Vice President, Technical with responsibility over Engineering, Projects, Maintenance, Business Development and Asset Integrity Departments. Prior to that, he served as Vice President, Drilling, in ADNOC Offshore with responsibility over their offshore and islands drilling activities in their various field concessions. As the Senior Vice President, Operations (Offshore), he has oversight and responsibility over Offshore Jack-ups, Island Rig and Marine Service divisions.



Alexander Urquhart
Senior Vice President –
Finance and Control

Alexander Urquhart joined ADNOC Drilling in 2018 as the Deputy CFO and held the role of Chief Financial Officer from 2020, until his appointment as SVP of Finance and Control in 2022. Prior to joining ADNOC Drilling, Alexander worked with BP for 23 years covering various finance leadership roles in Petrochemicals, Treasury and Exploration.



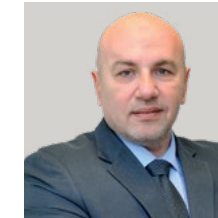
Fahed Salem Al Ameri
Senior Vice President –
Technical

Fahed Alameri joined ADNOC Drilling in 2022. He has 20 years of drilling experience in both international oil companies and ADNOC. Since 2010, he held many key leadership roles across ADNOC Group of companies – most recently as Senior Vice President, Drilling & Logistics of ADNOC Offshore. As Senior Vice President – Technical, he is responsible for the Company's Engineering, Projects, Maintenance and Asset Integrity Departments.



Shaikha Ali Al Dhaheri
Senior Vice President –
Shared Services

Shaikha Ali Al Dhaheri joined ADNOC Drilling in 2022. She has overall responsibility for leading the Company's human capital, procurement, business services and digital functions. Shaikha has been associated with ADNOC since 2004, and most recently served as Senior Vice President, Human Capital and Administration at ADNOC Offshore.



Emri Mahmoud Zeineldin
Senior Vice President –
Oilfield Services

Emri Zeineldin joined ADNOC Drilling in December 2018 as Senior Vice President, Oilfield Services (OFS). In the past, he held various senior positions within Baker Hughes OFS division (2003–2018) and in Smith International & Schlumberger from 1995–2003. He was also an assistant lecturer at Ain Shams University from 1992 to 1995.

Executive Management Team continued

Executive Management Remuneration 2022¹

Name	Position	Appointment date	Salary and Allowances (AED)	Bonuses ² (AED)	Other Benefits (AED)
Abdulahman Abdulla Al Seiari	CEO	January 2020	3,072,919	1,750,000	–
Esa Ikaheimonen	Chief Financial Officer	April 2022	1,530,000	–	1,926,750 ³
Alexander Urquhart	Senior Vice President – Finance and Control	January 2020*	1,440,000	510,000	–
Shaikha Al Dhaheri	Senior Vice President – Shared Services	May 2022	728,798	–	–
Sultan Saeed Al Mansoori	Senior Vice President – Operations (Land)	October 2022	414,351	–	–
Ali Essa Al Mahri	Senior Vice President – Operations (Offshore)	November 2018**	1,775,164	765,000	–
Fahed Salem Al Ameri	Senior Vice President – Technical	October 2022	326,706	–	–
Emri Mahmoud Zeineldin	Senior Vice President – Oilfield Services	December 2018	1,593,936	510,000	–

¹ The table above sets out Executive Management remuneration of current executives and where applicable, includes prorated remuneration based on appointment date.

² Bonus details relate to 2021 bonuses paid in 2022. Bonuses for 2022 that are payable in 2023 are yet to be determined or awarded.

³ One-off sign-on bonus.

* Position changed from Chief Financial Officer to Senior Vice President Finance in April 2022.

** Position changed from Senior Vice President – Technical to Senior Vice President Operations (Offshore) in October 2022.



Board Executive Committee

The Board Executive Committee consists of six members, all being independent Non-Executive Directors. The Board Executive Committee was established by the Board to assist the Board in the discharge of its duties.

The role of the Board Executive Committee is to act on behalf of the Board during the intervals between scheduled Board meetings so that matters that require Board approval during such intervals can be dealt with in a timely and efficient manner. The committee focuses on matters including health, safety and the environment, along with ADNOC Drilling’s sustainability initiatives, operational and business planning, financial results, investor relations and the corporate communications strategy.

As part of his role as the Chair of the Board Executive Committee, Abdulmunim Al Kindy is responsible for ensuring the committee’s overall effectiveness and that the committee properly complies with all of its stated objectives.

The Board Executive Committee held four meetings in 2022. In 2022, our shareholders approved a fixed value remuneration of AED50,000 to non-board committee members for 2021 paid on a prorated basis from the date of appointment until 31 December 2021.



The following table sets out the meetings held by our Board Executive Committee in 2022:

Board Member	Position on the Committee	4 Feb 2022	26 Apr 2022	25 Jul 2022	26 Oct 2022
Abdulmunim Al Kindy	Chair	P	P	P	P
Yaser Al Mazrouei	Member	P	P	P	P
Muna Al Mheiri	Member	P	P	P	P
Mohamed Al Aryani	Member	P	P	A	P
Khalid Abdul Samad	Member	P	P	P	P
Mohamed Al Marzouqi	Member	P	P	P	P

P – Present, A – Absent

Nomination and Remuneration Committee

The Nomination and Remuneration Committee assists the Board to discharge its responsibilities relating to the composition and make-up of the Board and any committees of the Board.

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, knowledge and experience and the size, structure and composition of the Board and committees of the Board and, in particular, for monitoring the independent status of the independent Non-Executive Directors. It is also responsible for periodically reviewing the Board's structure and identifying potential candidates to be appointed as Directors or committee members as the need may arise. In addition, the Nomination and Remuneration Committee assists the Board in determining its responsibilities in relation to remuneration, including making recommendations to the Board on the Company's policy on executive remuneration, setting the over-arching principles, parameters and governance framework of our remuneration policy and determining the individual remuneration and benefits package of our senior management.

The SCA Joint Stock Companies Governance Guide (Governance Guide), as reflected in the Nomination and Remuneration Committee Terms of Reference, requires the Nomination and Remuneration Committee to comprise of at least three Non-Executive Directors, at least two of whom must be independent. The chair of the Nomination and

Remuneration Committee must be chosen from amongst the independent committee members, and its other members will be appointed by the Board. The Nomination and Remuneration Committee will meet at least twice per year, or more frequently as required.

The current members of the Nomination and Remuneration Committee are H.E. Omar Suwaina Al Suwaidi (Chair), Yaser Al Mazrouei, Muna Al Mheiri and Ayesha Al Hammadi.

As part of his role as the Chair of the Nomination and Remuneration Committee, H.E. Omar Suwaina Al Suwaidi is responsible for ensuring the committee's overall effectiveness and that the committee properly complies with all of its stated objectives.

The Nomination and Remuneration Committee met three times in 2022. In 2022, our shareholders approved a fixed value remuneration of AED50,000 to non-board committee members for 2021 paid on a prorated basis from the date of appointment until 31 December 2021.



The following table sets out the meetings held by our Nomination and Remuneration Committee in 2022:

Member	Position	12 Jan- 2022	23 Aug 2022	24 Oct 2022
H.E. Omar Suwaina Al Suwaidi ¹	Chair	P	P	P
Yaser Al Mazrouei ¹	Member	P	A	P
Muna Al Mheiri ¹	Member	P	P	P
Ayesha Al Hammadi ²	Member	P	P	P

P – Present, A – Absent

¹ Appointed on 12 September 2021.

² Appointed on 9 November 2021.

Audit Committee

The Audit Committee assists the Board in discharging its responsibilities with regard to financial reporting, external and internal audits and controls.

This includes reviewing and monitoring the integrity of the Company’s annual and interim financial statements, reviewing and monitoring the extent of the non–audit work undertaken by external auditors, advising on the appointment of external auditors, overseeing the Company’s relationship with its external auditors, reviewing the effectiveness of the external audit process, and reviewing the effectiveness of the Company’s internal control review function.

The ultimate responsibility for reviewing and approving the annual report and financial statements remains with the Board. The Audit Committee will give due consideration to the applicable laws and regulations of the UAE, governmental authorities and the ADX, including the provisions of the Governance Guide.

The Governance Guide, as reflected in the Audit Committee Terms of Reference, requires that the Audit Committee must comprise at least three members who are Non–Executive Directors, at least two of whom must be independent. One of the independent members must be appointed as the Chair of the Audit Committee. In addition,

at least one member is required to have recent and relevant audit and accounting experience. The Audit Committee will be chaired by one of the independent members and will include other members elected by the Board. The Audit Committee will meet not less than four times a year.

The Audit Committee has taken appropriate steps to ensure that the Company’s External Auditors are independent of the Company as required by the Governance Rules and has obtained written confirmation from the Company’s Auditors that they comply with guidelines on independence issued by the relevant accountancy and auditing bodies.

The Audit Committee’s responsibilities in relation to the Audit and Assurance Division include the review and approval of the overall audit strategies and annual audit work plan, budget, and overseeing the internal audit programs and performance. In addition, the Audit Committee ensures that Audit and Assurance has full and unrestricted access to all required sources of information relevant to the performance of its work.



As part of his role as the Chair of the Audit Committee, H.E. Ahmed Al Zaabi is responsible for ensuring the committee’s overall effectiveness and that the committee properly complies with all of its stated objectives.

The Audit Committee held five meetings in 2022 and all recommendations of the Audit Committee were accepted by the Board. In 2022, our shareholders approved a fixed value remuneration of AED50,000 to non–board committee members for 2021 paid on a prorated basis from the date of appointment until 31 December 2021.

The following table sets out the meetings held by our Audit Committee in 2022:

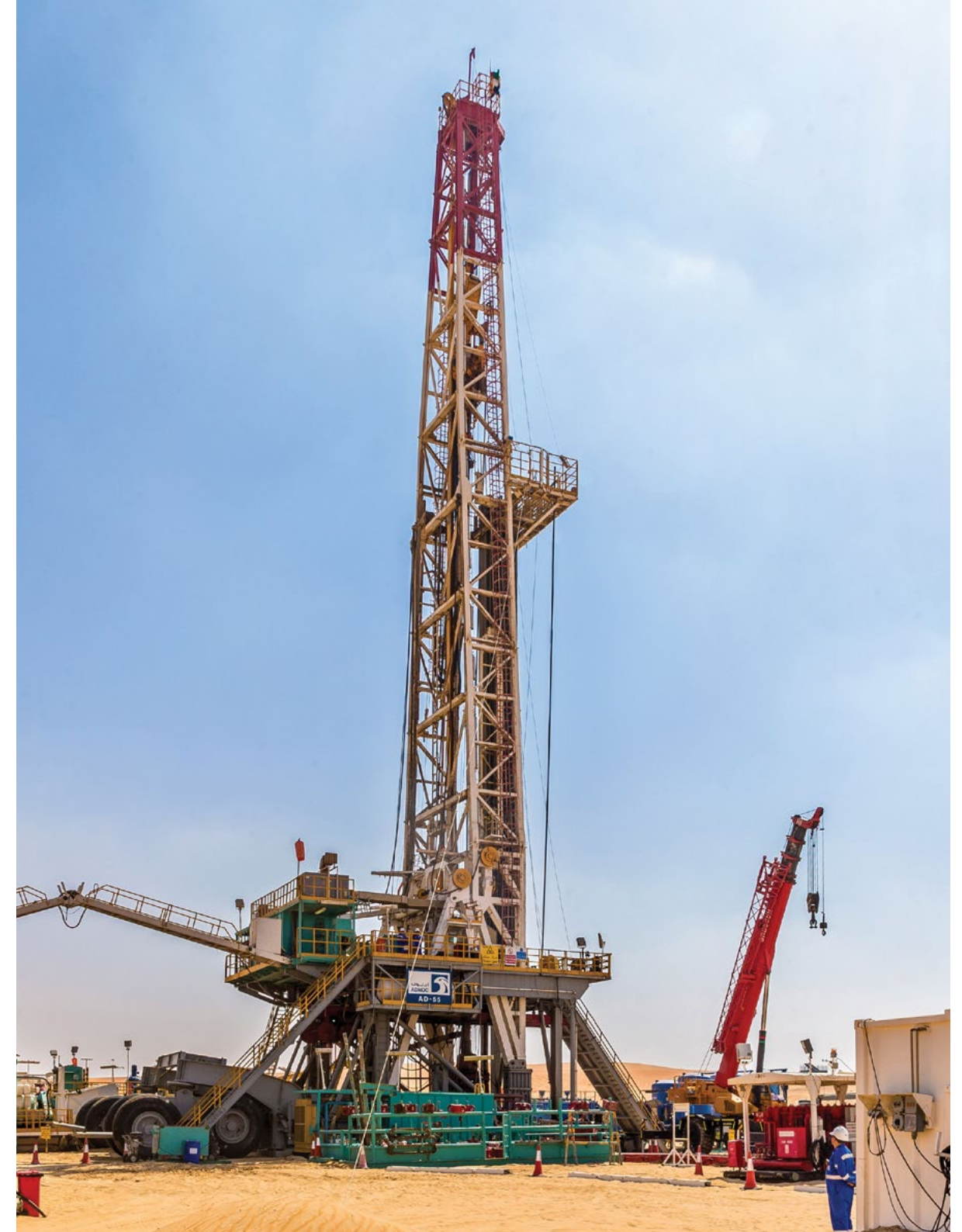
Member	Position	31 Jan 2022	10 Feb 2022	28 Apr 2022	27 Jul 2022	27 Oct 2022
H.E. Ahmed Jasim Al Zaabi	Chair	P	P	P	P	P
Mohamed Al Aryani	Member	P	P	P	P	P
Abdulla Al Jarwan	Member	P	P	P	P	P
Khalfan Al Dahmani	Member	P	P	P	P	P
Ahmed Abujarad	Member	P	P	P	A	P

P – Present, A – Absent

External Auditors

We have entrusted the external audit function for ADNOC Drilling's yearly accounts to Deloitte & Touche (M.E.), which has been ADNOC Drilling's external auditor since 2020.

Number of years the Deloitte & Touche (M.E.) has served as the Company's External Auditor:	Three years
Partner name:	Farhad Aklas (Engagement Partner); Rama Padmanabha Acharya (Signing Partner)
Number of years the Partner has served as the Company's External Auditor:	Three years
Total fees for auditing the financial statements of 2022 (in AED), including provision of reasonable assurance report on the effectiveness of internal financial controls over financial reporting:	Total audit fee AED1,134,500 / Financial statements audit – AED800,000 / Internal controls – AED203,000 / Quarterly Reviews – AED131,500
Statement of the other services performed by an external auditor other than ADNOC Drilling's auditor in 2022 (if any):	None
For our annual financial statements for the year ended 31 December 2022, Deloitte & Touche (M.E.) issued an unqualified audit opinion:	Yes



Internal Control System

Responsibility of the Board of Directors

The Board of Directors is responsible for the internal control system within ADNOC Drilling and has established a number of processes and procedures which are designed to ensure the effectiveness of our internal control system.

Our Internal Control System

The key objectives of the internal control system are:

- a. creating control mechanisms that ensure efficient business processes and the implementation of ADNOC Drilling's objectives;
- b. ensuring the safety of ADNOC Drilling's assets and efficient use of its resources;
- c. protecting the interests of ADNOC Drilling's shareholders and preventing and resolving conflicts of interest;
- d. creating conditions for timely preparation and submission of reliable reports and other information that is legally required to be publicly disclosed; and
- e. ensuring that ADNOC Drilling is compliant with applicable laws and requirements of regulators.

In addition to the functions and remit of the Board of Directors, ADNOC Drilling's internal control system is embedded in ADNOC Drilling at three levels:

- i. **Level 1:** the business units and divisions within ADNOC Drilling are responsible for assessing and managing risks and building an efficient control system by complying with the standard and procedures, KPIs, corporate and or divisional performance contracts;
- ii. **Level 2:** appropriate internal departments and committees (enterprise risk management, quality, and compliance functions) are responsible for facilitating and guiding the risk assessment process, developing, communicating and monitoring the appropriate standards, processes and procedures; and
- iii. **Level 3:** the Audit and Assurance function conducts independent assessments of the efficiency of the internal control system.

Audit and Assurance Function

The Board of Directors has approved and implemented governance functions and structures, including an Audit and Assurance function that is independent of our Executive Management and reports directly to ADNOC Drilling's Audit Committee. The key aim of the Audit and Assurance function is to provide assurance and advice on the adequacy of ADNOC Drilling's internal control environment, corporate governance framework and risk management processes.

Our Audit and Assurance Division is led by Dr. Eisa Al Salem Al Hammadi who was appointed as Vice President Audit and Assurance in 2017. Dr. Al Hammadi is responsible for reporting the Audit and Assurance Division's internal audit findings to the Executive Management and the Audit Committee on a regular basis. To enhance the independence of our Audit and Assurance Division, it reports functionally to our Audit Committee and administratively to ADNOC Drilling's CEO.

Audit and Assurance's charter, policies, procedures, methodologies and risk-based internal audit plans are presented to and approved by the Audit Committee. Our Audit and Assurance activities are performed by teams of appropriate, qualified and experienced employees. Additionally, a continuous improvement process is implemented using a learning and development framework that is designed to ensure that the Audit and Assurance team members maintain their required professional competencies and capabilities.

Considering the independence requirements, our Audit and Assurance Division also serves as an in-house advisor on many areas of interest which allows the Division to provide value-added services that are critical to an efficient and effective governance, risk management and internal control processes.



Internal Control System continued

Risk management

The Company has implemented an integrated enterprise risk management system, which showcases its commitment to protecting the business and the interest of all stakeholders. This enterprise risk management system:

- a. facilitates risk informed strategic planning to achieve business objectives and identify potential business opportunities;
- b. supports the Company in identifying and managing key strategic, functional, investment and project risks (including the use of an objective driven process);
- c. assesses the identified risks and the potential impact of such risks on the Company and its key objectives;
- d. enhances corporate performance as processes become more risk aware and control focused; and
- e. strengthens ADNOC Drilling's resilience to market disruption and evolving business practices.

ADNOC Drilling's risks are monitored by a dedicated enterprise risk unit and this unit provides quarterly reports to the Audit Committee and Board of Directors.

Legal, Compliance and Governance

ADNOC Drilling has established and maintains an internal control framework that provides our Executive Management and Board of Directors with reliable assurances on the health of our internal controls. These controls are designed to ensure that we can (a) continually meet the operational and financial objectives of ADNOC Drilling; (b) properly manage risks; (c) ensure the validity and transparency of the information we provide to our stakeholders; and (d) comply with applicable laws and regulations.

Our Legal, Compliance and Governance Division is responsible for ensuring that the Company conducts its business in full compliance with all relevant laws and regulations, as well as professional standards, accepted business practices and internal standards.

Our compliance and control function performs several tasks that are designed to ensure that our internal control system is effectively implemented and managed. These include:

- a. discussing the internal control system with the Board of Directors;
- b. considering the results of investigations in internal control issues;
- c. studying internal control reports and following up the implementation of corrective measures arising from the findings of such reports; and
- d. setting rules that enable ADNOC Drilling's staff to confidentially report any potential violations in financial reports, internal control, etc.

Obiageli Nnabuihe, in her role as Acting General Counsel of ADNOC Drilling, oversees ADNOC Drilling's Legal, Compliance and Governance Division and Esa Ikaheimonen in his role as Chief Financial Officer oversees the Enterprise Risk Management function, and together they are responsible for ensuring that, through the input of these functions, we consistently operate in accordance with the highest international standards.

Identified issues and recent developments

For 2022, no significant issues were identified with respect to our compliance and control systems.

Violations committed during 2022

No violations were committed by ADNOC Drilling in 2022.



General Information

Statement of the share price in the market at the end of each month during the fiscal year

Trading of ADNOC Drilling shares on the ADX started on 3 October 2021 under the symbol ADNOCDRILL. The closing share price at 31 December 2022 was AED2.98. ADNOC Drilling's market capitalization at 31 December 2022 was AED47.68 billion.

ADNOC Drilling's share capital is AED1.6 billion, divided into 16.0 billion shares, each with a nominal value of AED0.10.

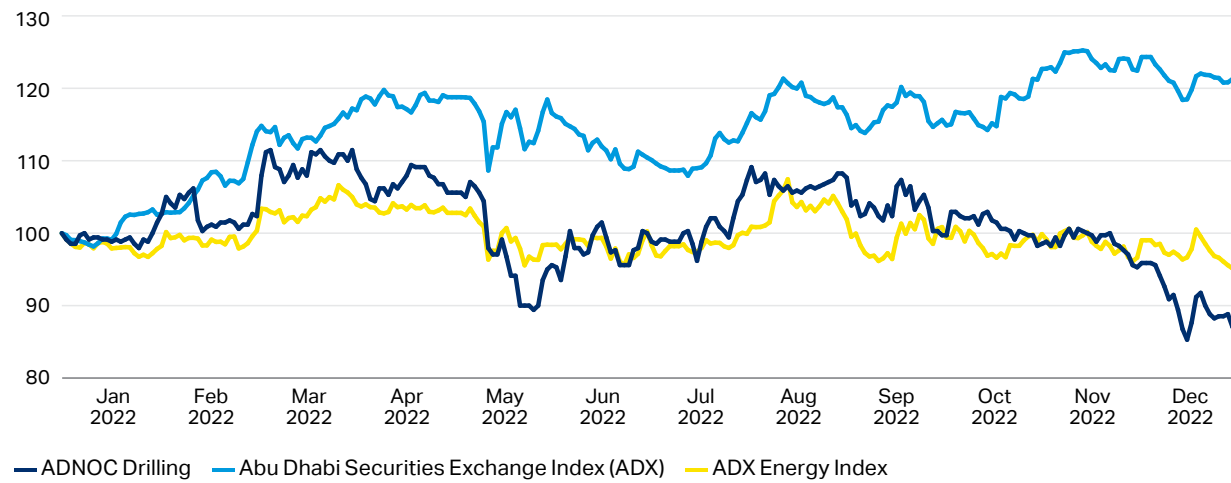
The following table sets out the closing price and the high and low share prices of our shares at the end of each month during 2022.

Month	High (AED)	Low (AED)	Close (AED)
January	3.46	3.32	3.45
February	3.65	3.34	3.44
March	3.92	3.44	3.79
April	3.79	3.53	3.59
May	3.67	2.97	3.23
June	3.51	3.15	3.40
July	3.63	3.17	3.58
August	3.78	3.57	3.66
September	3.66	3.35	3.39
October	3.53	3.33	3.35
November	3.44	3.21	3.26
December	3.30	2.90	2.98

General Information continued

Statement of the comparative performance with the general market index and sector index

The figure below sets out our share price performance for 2022 compared to the ADX General Index and the ADX Energy Index.



Statement of the shareholders' ownership distribution by region

The table below shows the percentage of the shares owned by different categories of shareholders as at the end of 2022.

Shareholders	Individuals	Companies	Government	Total
Local	2.2%	92.9%	0.5%	95.6%
GCC	0.0%	0.9%	0.9%	1.8%
Arab	0.1%	0.0%	0.0%	0.1%
Foreign	0.1%	2.4%	0.0%	2.5%
Total	2.5%	96.1%	1.4%	100.0%

Statement of the shareholders' ownership distribution by size of equity

The table below shows the shareholding percentage to capital as at the end of 2022.

Class	Shareholdings	Number of Shareholders	Number of Shares Held	% of Shares Held
1	More than 5,000,000	46	15,433,663,911	96.5%
2	From 500,000 to less than 5,000,000	268	386,832,997	2.4%
3	From 50,000 to less than 500,000	848	134,517,633	0.8%
4	Less than 50,000	16,494	44,985,459	0.3%

General Information continued

Statement of shareholders who held 5% or more of ADNOC Drilling's capital as at 31 December 2022

The table below shows the name of shareholders who held 5% or more of ADNOC Drilling's capital at the end of 2022 and the percentage of such shareholdings.

Name	Number of Shares Held	% of Shares Held of ADNOC Drilling's Capital
Abu Dhabi National Oil Company	13,440,000,000	84.0%
Baker Hughes Holdings Ltd	800,000,000	5.0%

No other shareholder owns 5% or more of our shares.

Our Investor Relations department, which is overseen by Nicolas Robert can be contacted at ir@adnocdrilling.ae. Additional investor relations information can be found on our website in English and Arabic at <https://adnocdrilling.ae/en/investor-relations>.

General Assembly and Special Resolutions presented to the General Assembly in 2022

The Company held its first Annual General Assembly meeting on 20 April 2022.

A Special Resolution is defined in our Articles of Association as a resolution requiring the approval of the Company's General Assembly by shareholders owning not less than three-quarters of the shares represented in that General Assembly. In 2022, there were no special resolutions passed by the shareholders.

Corporate Social Responsibility spend in 2022

Our total expenditure on social development and related sponsorship projects for 2022 was approximately AED664,742.43, of which AED245,960.33 was in cash and AED418,782.10 was in-kind. For more information on our Corporate Social Responsibility initiatives please refer to our Sustainability Report.



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