Dana Gas PJSC
Terms of Reference of the Board Steering Committee (BSC)
Approved by the Board of Directors on 26 November 2025

1. Introduction

The Board Steering Committee (the "**Committee**") is established by the Board of Directors ("**Board**") of Dana Gas PJSC (the "**Company**") in accordance with the Federal Commercial Companies Law, the SCA Corporate Governance Guidelines (the "**Corporate Governance Guidelines**") and applicable regulatory requirements. The Committee is established to support and facilitate the deliberations and decision-making process of the Board of Directors.

2. Establishment, Membership and Independence

2.1 Membership

a) The Committee shall consist of at least three and no more than five members, including the Chair.

b) The Committee shall consist of the following members:
   - The Vice Chairman.
   - The non-executive Managing Director.
   - Chairs of all Board Committees including The Reserves Sub-Committee.

2.2 Chairperson

The Chairperson of the Committee shall be appointed by the Board. In the absence of the Committee Chair at a Committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

2.3 Appointment and Term

Members of the Committee shall be appointed by the Board. The Committees membership shall be reviewed at least every three years to ensure compliance with evolving corporate governance standards and the needs of the company. The length of term for each member shall be determined by the Board but shall not exceed three years, with eligibility for reappointment subject to ongoing performance.

2.4 Quorum

The quorum for meetings of the Committee shall be the majority of the Committee Members, present in person (and not by proxy). Decisions of the Committee shall be made by a majority of the votes present, and in case of equality of votes, the Chairperson shall have a casting vote.

2.5 Attendance

a) The Chief Executive Officer, senior management, and external advisers may attend as required, subject to the approval of the Chair of the Committee.

b) Directors shall recuse themselves from deliberation and voting whenever conflicts of interest may arise.

3. Roles and Responsibilities

The Committee shall undertake the following roles and responsibilities:

a. To consider, review, and make recommendations to the Board of Directors concerning matters submitted for approval by the Board, including but not limited to Company strategies, business plans, budgets, and new investment opportunities.

b. To propose annual business performance targets and develop Corporate Scorecards detailing metrics for evaluation.

c. To provide periodic reviews of progress against the corporate scorecard and guide the Board regarding adjustments to strategic targets where necessary.

d. To consider and review new business development initiatives.

e. To deliberate and report on findings submitted by the Reserves Sub-Committee, particularly those concerning Company Reserves, Independent Engineering assessments, and Audit results.

f. To oversee the Company’s risk management framework.

4. Authority

4.1 The Committee shall have full authority to:

a. Access all relevant Company records necessary to fulfil its obligations.
b. Engage external advisers, including legal counsel and consultants, at the Company’s expense to obtain independent advice.
c. Request reports from senior management or other committees as required.

4.2 The Committee shall not make decision on behalf of the Board, save for where specifically delegated authority is provided.

5. Committee Operations

5.1 Meetings

a. The Committee shall convene at least two times per year. Additional meetings may be organised as required to address urgent matters or specific actions.

b. Meetings should be scheduled alongside broader Board sessions, where appropriate, to align with annual reporting cycles.

5.2 Meeting Minutes

The Secretary shall record minutes of all meetings. Minutes shall include details of discussions held, decisions made, and actions agreed. Minutes shall be ratified at the subsequent meeting and made available to the Board.

5.3 Reporting

The Committee shall report to the Board following each meeting regarding its activities, findings, and recommendations.

6. Review and Amendments

a. At least once every three years, the Committee shall review these Terms of Reference and its performance against its Terms of Reference and submit proposed amendments to the Board for approval, ensuring alignment with current governance best practices and regulations.

b. Any updates required due to changes in applicable legislation, the SCA Corporate Governance Guideline, or industry developments shall be reviewed and presented for approval.

7. Approval

These Terms of Reference for the Board Steering Committee have been reviewed and approved by the Board on 26 November 2025. The document shall be effective from 1 December 2025 and shall remain in force until superseded by a subsequent version upon Board approval.

8. Publication

These Terms of Reference shall be made publicly available on the Company’s website.