



Corporate Governance Annual Report 2019

1. Dana Gas: Pioneering Corporate Governance

Dana Gas has recognized from the outset that the adoption of best corporate governance practice is fundamental to building a sound commercial reputation for a private sector corporation aspiring to be a leading oil and gas company in the Middle East. The first step was taken in April 2006 a few months after the incorporation of the Company. Corporate governance being a priority to Dana Gas, the Company commissioned the International Finance Corporation (IFC) (part of the World Bank Group) to assess corporate governance practices within the Company and make appropriate recommendations with a view to improving the effectiveness of the Board of Directors, strengthening the control environment and ensuring that the disclosure and transparency practices of the Company are consistent with international best practice.

The second milestone came in 2010 when the Company amended its Articles of Association to be consistent with the provisions of the Chairman of the Securities and Commodities Authority's Decision No. 7 (R.M) of 2016 and its amendments. The Company has diligently implemented the prescribed norms of institutional governance standards at the level of the Board of Directors and approved a special committee to oversee and supervise the Company's compliance with applicable governance regulations and present periodical reports on corporate governance matters to the Board of Directors. Further, at the Management level the Head of Internal Control and Audit and the Company's Compliance Officer oversee adherence to corporate governance standards by employees, operating divisions, subsidiaries and counterparties.

The efforts of the Board of Directors and Executive Management to achieve the Company's strategy in realizing sustained growth and long term value for Shareholders is predicated on a firm commitment to corporate governance standards and practices, compliance with which is considered instrumental in ensuring transparency, effective control and high performance necessary to translate the Company's strategies and plans into sound business ventures and projects, and, ultimately, into value to the Shareholders, whilst at the same time serving the interests of other stakeholders locally, regionally and internationally.

In 2010 the International Finance Corporation (IFC) published a report on "Corporate Governance Success Stories", demonstrating the business case for good corporate governance in the MENA region. The report shared the experience of 11 companies that had adopted governance improvements and the impact they made. According to the IFC, the impact for Dana Gas was access to substantial capital, reputation enhancement, demonstrable sustainability and significant board effectiveness and management control.

In September 2012, the Company was given by the Securities and Commodities Authority a special award in recognition of its good corporate practices.

In 2015, Dana Gas commissioned 'Hawkamah', the Institute of Corporate Governance in the MENA Region, to carry out an audit of the corporate governance practices with reference to the Ministerial Resolution No 518/2009. The review confirmed that the Company's corporate governance practices remained top quartile and identified a number of improvements to ensure that the Company keeps to the highest possible standards of corporate governance. Over 2018 the last remaining actions from the key recommendations were implemented under the review of the Corporate Governance, Remuneration and Nominations Committee (CGR&NC), further strengthening the corporate governance processes.

In 2018, Dana Gas was assessed for the maturity of its business integrity framework and practices as part of the "Pearl Initiative" Gulf Integrity Indicator Project and its business integrity was duly recognized.

During 2017 and 2018, the Company introduced a number of new controls and rolled them out in business awareness sessions provided to the employees on the key terms and application of the Code of Conduct, Anti Bribery and Corruption Policy, Anti-Money Laundering Policy, the Work Place Policy and Corporate Share Dealing Code. A year-end exercise was conducted to seek employees' confirmation on understanding and compliance with these five key controls. In 2019, an audit of the application of the Anti-Bribery & Corruption Policy and Anti-Money Laundering Policy was conducted. In July 2019, Dana Gas appointed the Internal Auditors Association UAE (IAA) to conduct an assessment of the Internal Audit Activity and processes of Dana Gas. The principal objectives were to improve the Internal Audit Activity's quality, performance and use of best practices as well as its conformity to the IAA's International Standards for the Professional Practice of Internal Auditing. Dana Gas achieved the highest of the 3 possible ratings as "Generally Conforms" with Certification on Best Practice by the IAA. The certification will be active for 5 years to October 2024 however; self-assessments will continue to be carried out on an annual basis.

2. Statement of ownership and transactions of Board of Directors members and their spouses, their children in the company securities during 2019:

With respect to the matter of insider dealings, and in furtherance of Dana Gas' goal to ensure transparency, the Company adopted in June 2011 the Rules Governing Dealings by Directors and Employees in the Securities of the Company (the "Rules"). The Rules comprise relevant provisions in the regulations issued by the Securities and Commodities Authority and Abu Dhabi Stock Exchange which largely reflects international best practice.

The Rules define the periods during which directors and employees are not permitted to deal in the Company's Securities. No Director or employee had traded in the securities of the Company during the ban periods set out in the Rules or in the Securities and Commodities Authority's Resolution No. 2/2001.

In regards to the dealings of the members of the Board of Directors and their spouses and children, only one Director traded in the Securities of the Company during 2019. The transaction occurred outside the ban period set out and was duly approved by the Securities & Commodities Exchange and Abu Dhabi Market Exchange as below:

Board Member	Position/ Relationship	Shares owned as of 31/12/2019	Total Sale Transactions	Total Purchase Transactions
Mr. Abdul Hameed Dhia Jafar	Chairman	-	-	-
Mr. Rashed Saif S. Al Jarwan Al Shamsi	Vice Chairman	-	2,222,995	-
Mr. Abdul Majid Abdul Hamid D. Jafar	Managing Director of Board Affairs	-	-	-
Mr. Varoujan A. Nerguizian	Director	5,500,000	-	-
Mrs. Nirva Billorian wife of Varoujan Nerguizian	Wife	570,000	-	-
Mr. Said S. Youssef Arrata	Director	-	-	-
Mr. Hani Abdulaziz Hussain Al Terkait	Director	1,874	-	-
Mr. Ziad Abdulla Ibrahim Galadari	Director	4,700,000	-	-
Mr. Abdullah Ali I. Almajdouie	Director	-	-	-
Mr. Nureddin S. M. Sehweil	Director	-	-	-
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri	Director	10,001,874	-	-
Mr. Jassim Mohamedrafi Alseddiqi Alansaari	Director	-	-	-

3. Board Formation:

The Board of Directors is elected by the General Assembly every 3 years. The number of members of the Board of Directors was 18 but reduced subsequently to 12 in April 2015 and then reduced further to 11 members in April 2016 pursuant to the new Commercial Companies Law of 2015. The Annual General Assembly elected the current Board of Directors in its meeting held on 18 April 2018, where three new members joined the Board for the Term 2018-2021 replacing retiring members. The new Board Members elected were:

- Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri, Independent Director
- Mr. Nureddin S. M. Sehweil, Independent Director
- Mr. Adel Al-Awadhi, Independent Director

Mr. Adel Al-Awadhi resigned in September 2018) and was replaced by Mr. Jassim Mohamedrafi Alseddiqi who was appointed to the Board of Directors in November 2018.

A number of the incumbent Directors have been on the Board since the incorporation of the Company in November 2005. The Board of Directors continues to have some of the leading businessmen from the GCC countries with considerable experience in the oil and gas business.

The current Board of Directors comprises of eight Independent Directors and three Non-Executive Directors.

A. Statement of the current Board formation according to the following schedule:

S/N	Name	Category	Qualifications and Experience	Period served as a BOD member of the Company since his first election date	Memberships and positions in any other joint-stock companies	Positions in any other important supervisory, governmental or business entities
1	Mr. Abdul Hameed Dhia Jafar, Chairman of the Board	Non-Executive Non-Independent	<p>Mr. Abdul Hameed Dhia Jafar attended St. Paul's School in London, and subsequently studied at Churchill College, Cambridge University, where he obtained his Bachelor's Engineering Degree (specializing in Thermodynamics & Fluid Flow), followed by a Master's Degree.</p> <p>Mr. Abdul Hameed Jafar is the Founder and Chairman of the Crescent Group of companies headquartered in Sharjah in the UAE, with regional offices in the Middle East and the UK. The group is engaged in a variety of commercial ventures including container port operations, logistics, real estate, power generation and private equity.</p> <p>Mr. Jafar also promoted a culture of transparency and accountability in the Gulf Region through the “Pearl Initiative” (whose Board of Governors he chairs), founded in cooperation with the United Nations Office of Partnerships.</p> <p>Mr. Jafar is the founder of the UAE Chapter of the Young Presidents Organization and the World Presidents Organization (now ‘YPO Gold’), and is also a member of the International Chief Executives Organization. In addition, Mr. Jafar has a wide range of philanthropic interests involving disabled and disadvantaged children, cancer treatment and education. He is a member of the Board of Trustees of the American University of Sharjah.</p>	14 years (2005-2019)		<ul style="list-style-type: none"> - Chairman, Crescent Group of companies - Chairman, GulfTainer Ltd. - Founding Shareholder, URUK Group - Chairman, Board of Governors of Pearl Initiative - Founder, UAE Chapters of the Young Presidents Organization and the World Presidents Organization - Board member, International Chief Executives Organization - Member of the Board of Trustees, American University of Sharjah

2	Mr. Rashed Saif Al Jarwan Al Shamsi, Vice Chairman	Independent	<p>Mr. Rashed Saif Al Jarwan Al Shamsi holds a Bachelor's Degree in Petroleum & Natural Gas Engineering from "Pennsylvania State University", USA.</p> <p>Mr. Rashed Al Jarwan is the Vice Chairman of Dana Gas. He also serves on the Board of several institutions such as the Emirates General Petroleum Corporation (EMARAT), Oman Insurance Company, DIFC Investments (DIFCI), Mashreq Bank and Al Ghurair Holding Company.</p> <p>He has extensive oil and gas experience over more than 40 years. Mr. Al Jarwan held the position of Acting CEO for one year and General Manager in Dana Gas for 3 years. Earlier he held the position of General Manager in ADGAS for 8 years and several technical and managerial posts in the ADNOC Group of companies in Abu Dhabi for 28 years. He also served on the board of the National Petroleum Construction Co., the National Drilling Co. in Abu Dhabi and the Sharjah Industrial Development Co. and Fertil Company in Abu Dhabi.</p> <p>In addition, Mr. Al Jarwan is the Chairman of the Board Steering Committee in Dana Gas.</p>	11 years (2008-2019)	<ul style="list-style-type: none"> - Board Member, Oman Insurance Company - Board Member, Mashreq Bank 	<ul style="list-style-type: none"> - Board member, Emirates General Petroleum Corporation (EMARAT) - Board member, Dubai International Financial Centre (DIFC) - Board member, Al Ghurair Holding Ltd
3	Mr. Abdul Majid Abdul Hamid D. Jafar, Managing Director of Board Affairs	Non-Executive Non-Independent	<p>Mr. Abdul Majid Abdul Hamid D. Jafar attended Eton College and graduated from Cambridge University (Churchill College) with a Bachelor and Masters Degrees in Engineering (Fluid Mechanics and Thermodynamics). He also holds an MA (with Distinction) in International Studies and Diplomacy from the University of London's School of Oriental & African Studies (SOAS), and an MBA (with Distinction) from the Harvard Business School.</p> <p>Mr. Abdul Majid Jafar is the CEO of Crescent Petroleum, the Middle East's oldest private oil & gas company, and Vice-Chairman of the Crescent Group of companies which includes interests in port management, logistics, contracting, private equity and real estate. He is also Managing Director of the</p>	14 years (2005-2019)		<ul style="list-style-type: none"> - CEO, Crescent Petroleum Company, UAE - Vice Chairman, Crescent Group of companies - Board member, Arab Forum for Environment and Development (AFED) - Board member, Young Presidents Organization (YPO) - Board member, Iraq Energy Institute

			<p>Board of Dana Gas (PJSC), the leading publicly-listed natural gas company in the Middle East, in which Crescent is the largest shareholder. His previous experience was with Shell International's Exploration & Production and Gas & Power Divisions.</p> <p>In addition to his professional commitments in the energy sector, Mr. Abdul Majid Jafar is active with organizations promoting education, youth empowerment, healthcare and the environment. He serves on the Board of Trustees of Queen Rania Foundation (QRF), Kalimat Foundation for Children's Empowerment, the Arab Forum for Environment and Development (AFED), and the Iraq Energy Institute; the Board of Fellows of Harvard Medical School, the Panel of Senior Advisers of the Royal Institute of International Affairs (Chatham House), and the International Advisory Board of the Prince's Trust International and The Atlantic Council. He is also a member of the GCC Board Directors Institute and the Young Presidents Organization (YPO), an Accredited Director of the Institute of Directors (IoD Mudara), and has been named a Young Global Leader by the World Economic Forum.</p> <p>The duties of Mr. Abdul Majid Abdul Hamid Jafar as the Managing Director of Board Affairs are limited to overseeing the matters related to the Board of Directors and its committees, from holding meetings and sending reports to members and related times and the regularity of the work of the committees and others which aim to ensure the maximum effectiveness of the company's Board of Directors. Mr. Abdul Majid Abdul Hamid Jafar does not have any executive role in the management of the Company, which is the exclusive responsibility of the Company's CEO and therefore his capacity is a non-executive Board Member.</p> <p>In addition, he also is a member of the Audit & Compliance and Board Steering Committees.</p>			<ul style="list-style-type: none"> - Board member, Queen Rania Foundation (QRF) - Board member, Board of Fellows of Harvard Medical School, the Panel of Senior Advisers of the Royal Institute of Int'l Affairs (Chatham House). - Board Member, the International Advisory Board of the Prince's Trust International and The Atlantic Council
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4	Mr. Varoujan A. Nerguizian	Independent	<p>Mr. Varoujan A. Nerguizian holds Sciences Economiques Degree from Saint Joseph University, Lebanon and from Université Lyon Lumière, France.</p> <p>Mr. Varoujan Nerguizian is the General Manager of Bank of Sharjah, UAE since 1992. He is the Chairman and General Manager of Emirates Lebanon Bank SAL in Lebanon (member of the Bank of Sharjah Group) since 2008.</p> <p>Mr. Nerguizian is also a Founding Member and Chairman of the Lebanese Educational Fund SA and the Lyceé Libanais Francophone Prive in Dubai, a non-profit educational initiative that caters to the needs of the Lebanese and Francophone communities of the UAE since 2003.</p> <p>In addition, he serves on the Board of Growthgate PEF, "Pearl Initiative" and the Board of Trustees of the American University of Sharjah.</p> <p>Mr. Nerguizian is a Founding Member of Dana Gas and the Chairman of the Audit & Compliance Committee. In addition, he also is a member of the Board Steering and Reserves Committees.</p>	14 years (2005-2019)	- General Manager, Bank of Sharjah	<ul style="list-style-type: none"> - Chairman and General Manager, Emirates Lebanon Bank SAL, Lebanon - Board member, Growthgate PEF - Board member, Pearl Initiative - Member of the Board of Trustees of the American University of Sharjah - Founding member and Chairman, Lebanese Educational Fund SA - Founding member and Chairman, Lycee' Libanais Francophone Prive', Dubai (non-profit educational institution)
5	Mr. Said S. Youssef Arrata	Non-Independent Non-Executive	<p>Mr. Said S. Youssef Arrata holds a B.Sc. Degree in Petroleum Engineering from North America universities and numerous oil and gas industry technical and management course diplomas.</p> <p>Mr. Said Arrata is the Chairman and Chief Executive Officer of Delta Oil and Gas in the United Kingdom, which is involved in exploration and production of oil and gas concessions.</p> <p>He has extensive oil and gas experience of over 40 years. Mr. Arrata is the former Chairman and Chief Executive Officer of Sea Dragon Energy Company in Canada until 2015. He is a former Co-Founder and CEO of Centurion Energy International in Egypt in addition to having held senior</p>	12 years (2007-2019)		<ul style="list-style-type: none"> - Chairman and CEO, Delta Oil and Gas, UK - Board member, Deep Well Oil and Gas Incorporation, Canada

			<p>management positions in major global oil companies in Canada and around the world.</p> <p>In addition, Mr. Arrata is the Chairman of the Reserves Committee in Dana Gas and is a member of the Board Steering and Corporate Governance & Remuneration Committee.</p>			
6	Mr. Hani Abdulaziz Hussain Al Terkait	Independent	<p>Mr. Hani Abdulaziz Hussain Al Terkait holds a Bachelor's Degree in Chemical Engineering from University of Tulsa in USA.</p> <p>Mr. Hani Al Terkait served as the Oil Minister in Kuwait until 2013 and Chief Executive Officer of Kuwait Petroleum Corporation (KPC) from 2004 until 2007.</p> <p>Mr. Al Terkait currently serves on the Board of several companies as Kuwait Foundation for the Advancement of Science and Kuwait Foundation for the Advancement of Science. Previously he held various executive positions in several oil and petrochemical companies in Kuwait as Kuwait National Petroleum Co., Petrochemical Industries Co., Public Authority for Industry, Hoechst German and Ikarus Petroleum Industries Company.</p> <p>Mr. Al Terkait is the Chairman of the Corporate Governance, Remuneration & Nominations Committee and a member of the Board Steering Committee.</p>	4.9 years (2015-2019)		<ul style="list-style-type: none"> - Board member, Kuwait Foundation for the Advancement of Science - Member, the Supreme Council for Planning in Kuwait
7	Mr. Ziad Abdulla I. Galadari	Independent	<p>Mr. Ziad Abdulla I. Galadari holds Bachelor's of Laws (LLB) Degree from UAE University.</p> <p>Mr. Ziad Galadari is the Founder and Chairman of Galadari Advocates & Legal Consultants. He has been practicing as Advocate, Legal Advisor and Arbitrator since 1983.</p> <p>Mr. Galadari is the Chairman of Galadari Investments Group. In addition, he serves as a Member of the Board of Dubai World Trade Centre</p>	14 years (2005-2019)	<ul style="list-style-type: none"> - Board Member, Emirates Integrated Telecommunications Company (DU) 	<ul style="list-style-type: none"> - Founder & Chairman, Galadari Advocates & Legal Consultants, UAE - Chairman, Galadari Investments Group, UAE - Board member, Dubai World Trade Centre

			<p>and Emirates Integrated Telecommunications Company PJSC (DU).</p> <p>Mr. Galadari is a member of the Corporate Governance, Remuneration & Nominations Committee and Reserves Committee.</p>			
8	Mr. Abdullah Ali I. Almajdouie	Independent	<p>Mr. Abdullah Ali I. Almajdouie holds a Bachelor's Degree in Industrial Management and Master's Degree in Business Administration from King Fahd University of Petroleum and Minerals in Saudi Arabia.</p> <p>Mr. Abdullah Almajdouie is the Vice Chairman of Almajdouie Holding Company since 1986. He is holding several chairs in GCC companies as Almajdouie De Rijke Logistic Co. in KSA, Star Marines Services in Dubai, Petrology LLC in Bahrain and Raya Financing Co. in KSA.</p> <p>Mr. Almajdouie is also the incumbent Vice Chairman of Dhahran International Exhibitions Co. and serves on the board of several companies as Arab Union of Land Transport in Jordan, Arab Paper Manufacturing Co. and Prince Mohammed Bin Fahd University in KSA. In addition, he is a Counseling Member in Tharawat in Dubai and a member of social & charitable organizations in Saudi Arabia and in GCC as well.</p> <p>Mr. Almajdouie is a member of the Audit & Compliance Committee.</p>	10 years (2009-2019)	<ul style="list-style-type: none"> - Board Member, United Electronics Co. (eXtra) 	<ul style="list-style-type: none"> - Chairman, Almajdouie De Rijke Logistic Co., KSA - Chairman, Star Marines Services, Dubai - Chairman, Petrology LLC, Bahrain - Chairman, Raya Financing Co., KSA - Vice Chairman, Dhahran International Exhibitions Co. - Board member, Arab Union of Land Transport, Jordan - Board member, Prince Mohammed Bin Fahd University, KSA - Board member, Arab Paper Manufacturing Co. - Counseling member, Tharawat, Dubai
9	Mr. Nureddin S.M. Sehweil	Independent	<p>Mr. Nureddin S.M. Sehweil holds a BSC Degree in Petroleum Engineering from Louisiana State University, USA.</p> <p>Mr. Nureddin Sehweil is the Chief Executive Officer of UAG and Uni-Arab Engineering & Oilfield Services in Abu Dhabi.</p> <p>Mr. Sehweil's experience extends nearly 46 years in the E & P areas. He started his oil & gas career</p>	1.8 year (since April 2018)	<ul style="list-style-type: none"> - Board member, Gulf Navigation Holding PJSC 	<ul style="list-style-type: none"> • Board member, Uni Arab Group and its subsidiaries and partnerships in the Oil and Gas Engineering, Services and Supplies • Board member, Newline Soosan ENS • Board member, Huvis Water

			<p>with Mobil Oil Corporation and Consolidated Natural Gas in the Gulf of Mexico area and has experience of over 7 years in the Nuclear Power generation business.</p> <p>He serves on the board of several companies as Gulf Navigation Holding PJSC, Uni-Arab Group and its subsidiaries and partnerships in the Oil and Gas Engineering, Services and Supplies, Newline Soosan ENS, Newline Huvis Water and Newline Orbitech in the nuclear power generation services sector.</p> <p>Mr. Sehweil is a member of the Audit & Compliance Committee, the Corporate Governance, Remuneration & Nominations Committee and the Reserves Committee.</p>			<ul style="list-style-type: none"> • Board member, Newline Orbitech in the nuclear power generation services
10	Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri	Independent	<p>Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri holds a Bachelor's Degree in Business Communications Technology from Staffordshire University in the UK.</p> <p>Mr. Shaheen Almheiri is currently the General Manager of Al Rubaya Group since 2001. Al Rubaya Group is a leasing and real estate management company, commercial agent and represents international companies.</p> <p>Mr. Almheiri also holds the position of Vice Chairman, Electromechanical Co., Sole Agent for SIEMENS in Abu Dhabi, United Arab Emirates.</p> <p>Previously Mr. Almheiri was the Assistant Director of Marine Management at Abu Dhabi Environment Authority until 2010 in addition to which he has board membership in the National Corporation for Tourism and Hotels since 2010.</p> <p>Mr. Shaheen Almheiri is a member of the Corporate Governance, Remuneration & Nominations Committee and the Reserves Committee.</p>	1.8 year (since April 2018)	<ul style="list-style-type: none"> • Board member of National Corporation for Tourism and Hotels (NCTH), Abu Dhabi • Member, Audit Committee of National Corporation for Tourism and Hotels, Abu Dhabi 	<ul style="list-style-type: none"> • Vice Chairman, Electromechanical, Co, Abu Dhabi

11	Mr. Jassim Mohamedrafi Alseddiqi Alansaari	Independent	<p>Mr. Jassim Mohamedrafi Alseddiqi Alansaari holds a BSc in Electrical Engineering from University of Wisconsin-Madison and MSc in Electrical Engineering from Cornell University, USA.</p> <p>Mr. Jassim Alseddiqi is the Chief Executive Officer of Abu Dhabi Financial Group (ADFG). He has been at the helm of the company since its establishment in 2011, transforming it into one of the leading and fastest growing investment management companies in the MENA region. He is known for his dynamic and innovative approach, having pioneered investment strategies in the region.</p> <p>Mr. Alseddiqi is the Chief Executive Officer of SHUAA Capital PSC, and the Chairman of Islamic Arab Insurance Co. (Salama) PJSC, Eshraq Investment PJSC and the Entertainer.</p> <p>Mr. Alseddiqi also serves on the board of First Abu Dhabi Bank (FAB), Abu Dhabi Capital Group and ADNOC Distribution. Moreover, he has also served as a noted lecturer at the Abu Dhabi-based Petroleum Institute.</p> <p>Mr. Alseddiqi is a member of the Audit & Compliance Committee.</p>	1.2 year (since Nov 2018)	<ul style="list-style-type: none"> • Chairman, Eshraq Investments PJSC, UAE • Chairman, Gulf Finance Corporation, KSA • Chairman, Islamic Arab Insurance Co. (Salama) PJSC, UAE • Chairman, GFH Financial Group BSC, Bahrain • Chairman, Khaleeji Commercial Bank BSC, Bahrain • Board member, First Abu Dhabi Bank PJSC • Board member, ADNOC Distribution PSC, UAE 	<ul style="list-style-type: none"> • Board member, Abu Dhabi Capital Group • Chairman of The Entertainer
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B. Statement of the percentage of female representation in the Board for 2019:

During 2019, there was no female representation in the Board.

C. Statement of the reasons for the absence of any female candidate for the Board membership:

In April 2018, one female candidate was nominated in the Board elections but did not get enough votes to join the Board of Directors.

D. Directors' Remuneration

The Corporate Governance, Remuneration and Nominations Committee proposes the annual remuneration of the members of the Board of Directors. In case of endorsement by the Board of Directors, it will be presented to the General Assembly for approval, pursuant to the provisions of the Commercial Companies Law and the Company's Articles of Association. The executive Directors, if any, are not entitled to receive annual remuneration. The Board remuneration granted is disclosed in the Company's annual financial statements.

1. The total remunerations paid to the Board members for 2018:

No recommendation was submitted in the Annual General Meeting on the Directors annual remuneration for 2018.

2. The total remunerations of the Board members, which are proposed for 2019, and will be presented in the annual general assembly meeting for approval:

The recommendation for the proposed Directors' remuneration was submitted by the Corporate Governance, Remuneration and Nominations Committee to the Board of Directors in its meeting, which was held on 11 March 2020, for an amount of around AED 8.25 million. The proposed Directors' remuneration was presented to the Annual General Assembly held on 21 April 2020 and it was approved.

3. Details of the allowances for attending sessions of the committees emanating from the Board, which were received by the Board members for 2019 fiscal year, according to the following schedule:

The Directors get annual payment for their work in Board committees. AED 100,000 is paid to Committee Chairs and AED 75,000 is paid to Committee members. Committees' membership payments are disclosed in the Company's financial statements.

Attendance allowance of AED 15,000 is given to UAE non-resident Directors only to cover board, accommodation, transportation and other expenses. The allowance is withheld in case of non-attendance.

The Table below shows Board and Committees Attendance Allowances paid to the Directors during 2019. These committee meetings allowances are paid to UAE non-residents to cover for their attendance costs, therefore it does not apply to the UAE residents.

Name Board Member	Committees Attendance Allowances for 2019			
	Name of Committee	Annual payment of Board committees membership (AED)	Allowance Amount Paid for non-residents (AED)	Number of Meetings
	Board Steering Committee			3
Mr. Rashed Saif Al-Jarwan Al Shamsi, Chairman		100,000	-	
Mr. Abdul Majid Abdul Hamid D. Jafar		75,000	-	
Mr. Varoujan A. Nerguizian		75,000	-	
Mr. Said S. Youssef Arrata – <i>non resident</i>		75,000	52,105	
Mr. Hani Abdulaziz Hussain Al Terkait – <i>non resident</i>		75,000	21,997	
	Audit & Compliance Committee			5
Mr. Varoujan A. Nerguizian, Chairman		100,000	-	
Mr. Abdul Majid Abdul Hamid D. Jafar		75,000	-	
Mr. Abdullah Ali I. Almajdouie – <i>non resident</i>		75,000	29,588	
Mr. Nureddin S.M. Sehweil		75,000	-	
Mr. Jassim Mohamedrafi Alseddiqi Alansaari		75,000	-	
	Corporate Governance, Remuneration & Nominations Committee			5
Mr. Hani Abdulaziz Hussain Al Terkait, Chairman – <i>non resident</i>		100,000	54,993	
Mr. Said S. Youssef Arrata – <i>non resident</i>		75,000	104,211	
Mr. Ziad Abdulla I. Galadari		75,000	-	
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri		75,000	-	
Mr. Nureddin S.M. Sehweil		75,000	-	

4. Details of the additional allowances, salaries or fees received by a Board member other than the allowances for attending the committees and their reasons.

No other additional allowances, salaries or fees were paid to the Board members other than the allowances for attending the committees.

E. Number of the Board meetings held during 2019 fiscal year along with their convention dates, personal attendance times of all members, and members attending by proxy:

According to the Company's Articles of Association, the Board of Directors meets at least once every 3 months. The Board of Directors held six (6) meetings during the year 2019, which is consistent with best corporate governance standards laid down by the Chairman of the Authority's Decision No. 7 (R.M) of 2016 and its amendments.

The Table below shows attendance of Board meetings by the Directors during 2019:

Board Members	16 January	13 March	17 April	25 June	25 September	19 November	Attendance by proxy
Mr. Abdul Hameed Dhia Jafar, Chairman	✓	✓	✓	✓	✓	✓	-
Mr. Rashed Saif S. Al Jarwan Al Shamsi, Vice Chairman	✓	✓	✓	✓	✓	✓	-
Mr. Abdul Majid Abdul Hamid D. Jafar, Managing Director of Board Affairs	✓	✓	✓	By phone	✓	✓	-
Mr. Varoujan A. Nerguizian	✓	✓	✓	x	✓	✓	-
Mr. Said Youssef Arrata	✓	x	✓	✓	✓	✓	-
Mr. Hani Abdulaziz Hussain Al Terkait	✓	✓	✓	✓	✓	✓	-
Mr. Abdullah Ali I. Almajdouie	x	✓	By phone	x	✓	By phone	-
Mr. Ziad Abdullah Ibrahim Galadari	✓	✓	✓	x	✓	✓	-
Mr. Nureddin S.M. Sehweil	✓	✓	✓	✓	✓	✓	-
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri	✓	x	✓	✓	✓	✓	-
Mr. Jassim Mohamedrafi Al Siddiqi Alansaari	✓	✓	✓	✓	x	✓	-

(✓) Attend in person

(x) Absent

No attendance by proxy

F. Number of Board resolutions by circulation passed during the 2019 fiscal year:

According to Article 31 of the Company's Articles of Association, the Board of Directors may issue resolutions by circulation in cases of urgency. Such resolutions shall be valid and effective. During 2019, four resolutions by circulations were passed as below:

1. In February, the Board of Directors passed a resolution by circulation to adopt a resolution recommending to the General Assembly of Shareholders approval of a cash dividend of 5.5% for the financial year ending 31 December 2018. (Resolution No. 17/2019).
2. In February, the Board of Directors passed a resolution by circulation concerning Pearl Petroleum enhanced deal with RWE. (Resolution No. 18/2019).
3. In April, the Board of Directors presented a recommendation to be adopted by the Annual General Assembly for the appointment of PwC as the Company's external auditors for 2019 and to determine their fees at AED 323,750. (Resolution No. 22/2019)
4. In October, the Board of Directors passed a resolution by circulation of transaction documents in connection with bond offering by Pearl Petroleum Company Limited. (Resolution No. 51/2019).

G. Statement of the Board duties and powers exercised by Board members or the executive management during 2019 based on authorization from the Board, specifying the duration and validity of the authorization according to the following schedule:

Name of the Authorized person	Delegation Authority	Duration of the Delegation
London Stock Exchange (LSE) Committee	To consider creating value to shareholders through listing Dana Gas in the London Stock Exchange. It comprises of Mr. Jassim Mohamedrafi Alseddiqi, Mr. Abdul Hameed Dhia Jafar, Mr. Varoujan A. Nerguizian, Mr. Ziad Abdulla I. Galadari, Mr. Abdul Majid Jafar and Mr. Said S. Youssef Arrata.	Ongoing from January 2019.
Egyptian Assets Strategy Review Committee	To undertake a strategic review of the Company's Egyptian oil and gas assets. It comprises of Mr. Abdul Hameed Dhia Jafar, Mr. Varoujan A. Nerguizian, Mr. Ziad Abdulla I. Galadari, and Mr. Nureddin S.M. Sehweil.	Ongoing from March 2019.
Managing Director of Board Affairs	To assist the Chairman in the affairs of the Board, providing the Board with reports and information, supervising preparations for meetings and proposals of agendas and coordinating with the Board members and Senior Management on strategy.	The duration of the delegation is one year and to be renewed yearly.

Chief Executive Officer	<ol style="list-style-type: none"> 1. To implement the strategies, plans and policies laid down by the Board of Directors for achieving Company's objectives; 2. To manage the day to day affairs and business of the Company; 3. To identify, pursue and submit studies and proposals relating to business development and new investment opportunities; 4. To submit to the Board of Directors periodic reports about the business of the Company, its financial position, internal control procedures and the measures taken to manage risks; 5. To provide the Board of Directors, on a timely basis, with the information and documents required for efficient conduct of Board meetings; 6. To provide regulatory bodies (Ministry of Economy, Securities and Commodities Authority, Abu Dhabi Securities Exchange) with information, disclosure statements and documents as required in accordance with applicable laws, rules, policies and Company regulations. 	The delegation is valid during the tenure of the Chief Executive Officer.
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H. Statement of the details of the transactions made with the related parties (Stakeholders) during 2019, provided that it shall include the following:

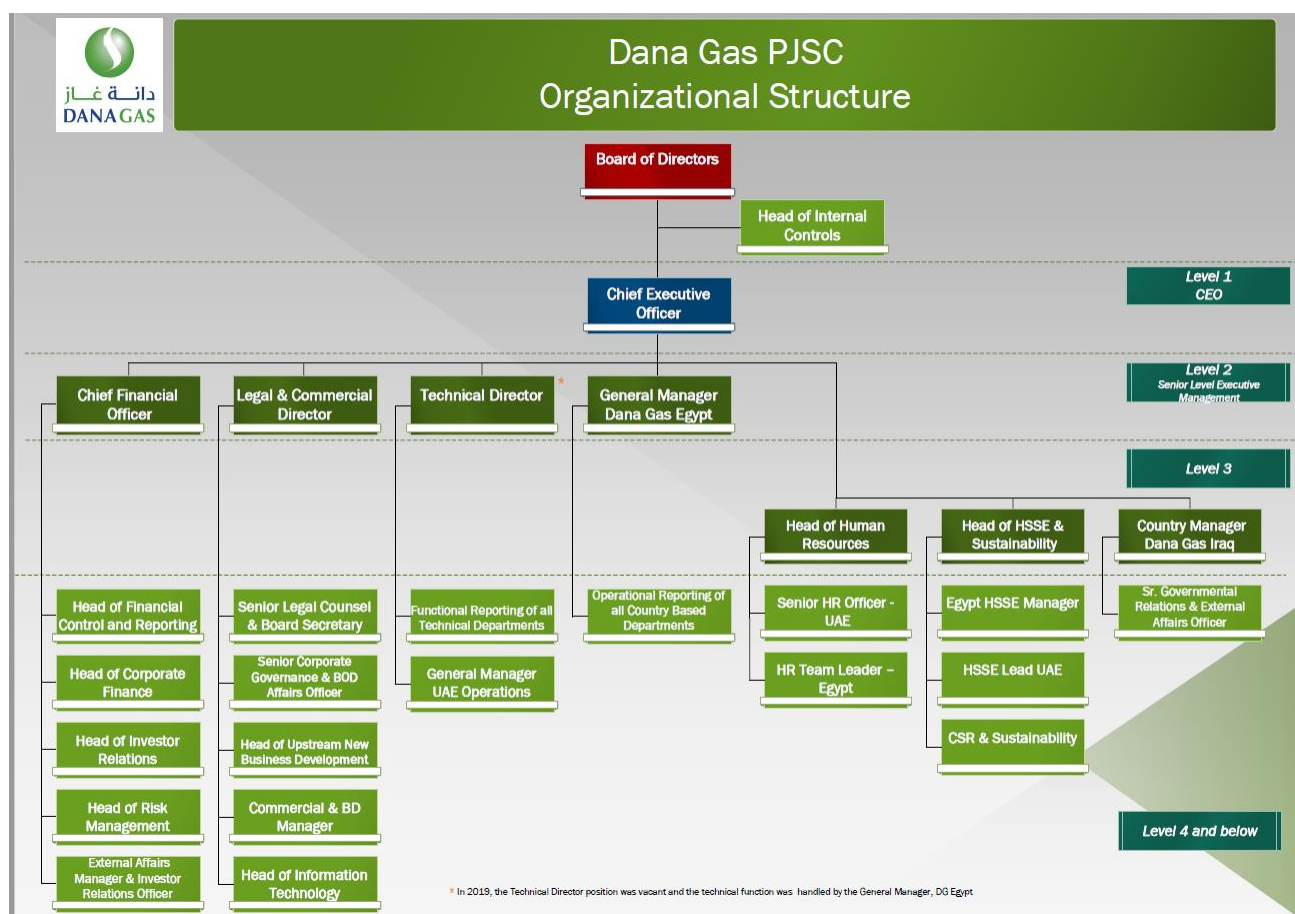
Ser.	Statement of related parties	Clarifying the nature of relationship	Type of transaction	Value of transaction
1	Crescent National Gas Corporation Limited (CNGCL)	Joint Venture	Pipeline capacity billing to Joint Venture	\$1 million
2	Pearl Petroleum Company Limited	Joint arrangement	Fees for Management services billed to Joint arrangement	\$4 million
3	Crescent Petroleum Company	Major Shareholders	Fees for Management Services charged to Major Shareholder	\$1 million
4	Crescent Petroleum Company	Major shareholders	Management services charged by Major Shareholder	\$1 million

Fees for management services for joint arrangement and major shareholder relates to actual cost charged in respect of time spent by Dana Gas personnel on Joint ventures activities and time spend by major shareholder personnel on activities related to Dana Gas.

Revenue relates to pipeline capacity charges billed by one of the Group subsidiaries, United Gas Transmissions Company (UGTC) to a joint venture, Crescent National Gas Corporation Limited (CNGCL) in which Dana Gas holds 35% interest.

There were no transactions that the Company made during 2019, which equal 5% or more of the Company's capital, regardless of whether or not those transactions were made with related parties.

I. The complete organizational structure of the Company:



J. A detailed statement of the senior executives in the first and second grade according to the company's organizational structure, their jobs and dates of their appointment, along with a statement of the total salaries and bonuses paid to them, according to the following schedule:

The following Table shows the Senior Executives of the Company with their designations, appointment dates and total remuneration including bonus paid to them for 2019.

	Job Title	Date of Appointment	Total salaries, allowances & benefits paid in 2019 (AED)	Total Bonuses paid in 2019 (AED)	Any other cash / in kind bonuses for 2019 or due in future
1	Chief Executive Officer	September 2013	2,979,807	2,554,437	-
2	Chief Financial Officer	January 2016	2,166,580	1,182,134	-
3	Legal & Commercial Director	March 2014	1,977,245	1,040,967	-
4	General Manager DG Egypt	May 2018	1,680,610	637,529	-
5	Technical Director (In 2019 TD position was vacant and technical function was handled by GM, DG Egypt)	-	-	-	-
6	Head of Human Resources	November 2009	1,154,425	564,368	-
7	Head of HSSE (employed till 31 Oct 2019)	October 2014	1,229,106 *	718,165	-
8	Country Manager Dana Gas Iraq	May 2007	1,005,195	364,277	-

* inclusive of End of service benefits

4. External Auditors

A. An overview of the company's auditors to shareholders:

The Annual General Assembly in its meeting held on 17 April 2019 approved the appointment of the new auditors, PricewaterhouseCoopers (PwC), and determination of their fees to perform the Group's audit work for the financial year 2019.

The Company's External Auditors, PricewaterhouseCoopers, is a multinational professional services network of firms is based in London, United Kingdom. PwC is considered one of the Big Four accounting firms, along with Deloitte, EY and KPMG.

The Company has a network of 276,000 employees in more than 157 countries. As of 2019, PwC is the 5th largest privately owned company in the United States. It provides services to 420 out of 500 fortune companies according to fortune index.

B. Statement of fees and costs for the audit or services provided by the external auditors, according to the following schedule:

The External Auditors' fees in respect of the annual Financial Statements for Dana Gas for 2019 amounts to AED 323,750 as approved by AGM. The total fees for auditing the Group is AED 1,120,000 Million. The External Auditors' fees are disclosed in the Company's Annual Financial Statements.

Name of Auditing Firm	PricewaterhouseCoopers Mr. Rami Sarhan
Number of years served as external auditor for the Company	1 year
Total fees for auditing the financial statements of 2019 (AED)	AED 1,120,000 Million
The fees and costs of the special services other than the auditing of the financial statements in 2019 (AED)	AED 371,250
The details and nature of other services provided (if any)	IFRS-9 valuation support and DG Egypt project impact assessment
A statement of the other services performed by an <u>external auditor other than</u> the Company's auditor in 2019 (if any)	Ernst & Young for Issuance of cost recharge certificates

C. Statement clarifying the reservations that the company's auditors included in the interim and annual financial statements for 2019:

The Company's External Auditors highlight some opinions about the interim reports for Q1, Q2 and Q3 2019.

Q1 2019: A paragraph was added by the auditors in respect of the following:

1. "the continued delay in commencement of gas supplies had prompted a key supplier of the Group to initiate arbitration proceedings against its ultimate supplier".
2. "arbitration between the Group and a joint venture partner"

Q2 2019: A paragraph added by the auditors to draw attention to "the current position with respect to two arbitration proceedings that a key supplier of the Group has initiated against the ultimate supplier relating to delays in commencement of gas supplies, and the uncertainty surrounding the timing and final outcome of those arbitration proceedings".

Q3 2019: A paragraph added by the auditors to draw attention to "the current position with respect to two arbitration proceedings that a key supplier of the Group has initiated against the ultimate supplier relating to delays in commencement of gas supplies, and the uncertainty surrounding the timing and final outcome of those arbitration proceedings".

FY 2019: No emphasis of matter paragraph.

5. The Audit and Compliance Committee (A&CC)

A. Mr. Varoujan A. Nerguizian, Chairman of the Audit & Compliance Committee, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness.

B. Names of the Audit and Compliance Committee members clarifying their competences and tasks assigned to them:

The Audit and Compliance Committee is composed of the following Members:

Members of the Committee
Mr. Varoujan A. Nerguizian, Chairman
Mr. Abdul Majid Abdul Hamid D. Jafar
Mr. Abdullah Ali I. Almajdouie
Mr. Nureddin S.M. Sehweil
Mr. Jassim Mohamedrafi Alseddiqi Alansaari

Most of the members of the Audit & Compliance Committee come from a financial, business or banking background and are familiar with financial, accounting, banking and business matters. A majority of the members of the Committee are Independent Directors.

The Audit and Compliance Committee assists the Board of Directors in carrying out the Board functions of supervision and control of the financial affairs of the Company and ensuring compliance with applicable financial and accounting policies, procedures and regulations.

In the discharge of the tasks entrusted to it, the Committee carries out the following functions:

1. Overseeing the preparation and particulars of the Company's financial statements and financial reporting;
2. Reviewing annual and quarterly financial statements;
3. Ensuring that the Company's financial statements and reports represent a true and authentic statement of the Company's financial position;
4. Reviewing risk management and internal control procedures;
5. Recommending appointment and fees of the Company's external auditors;
6. Recommending internal audit plans and necessary audit activities.

In addition to the above, the Committee performs the functions prescribed in the Chairman of the Authority's Decision No. 7 (R.M) of 2016 and its amendments.

C. Number of meetings held by the Audit & Compliance Committee during 2019 and their dates to discuss the matters related to financial statements and any other matters, and demonstrating the members' personal attendance times in the held meetings:

Members of the A&C Committee	Dates of meetings				
	12 February	12 March	5 May	6 August	11 November
Mr. Varoujan A. Nerguizian, Chairman	✓	✓	✓	✓	✓
Mr. Abdul Majid Abdul Hamid D. Jafar	✓	✓	✓	✓	✓
Mr. Abdullah Ali I. Almajdouie	✓	✓	✓	✓	✓
Mr. Nureddin S.M. Sehweil	✓	✓	✓	✓	x
Mr. Jassim Mohamedrafi Alseddiqi Alansaari	x	✓	✓	✓	✓

(✓) in person

(x) Absent

No attendance by proxy

6. Corporate Governance, Remuneration & Nominations Committee (CGR&NC)

A. Mr. Hani Abdulaziz Hussain Al Terkait, Chairman of the Corporate Governance, Remuneration & Nominations Committee, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness.

B. Names of the Corporate Governance, Remuneration & Nominations Committee members clarifying their competences and tasks assigned to them:

Members of the Committee
Mr. Hani Abdulaziz Hussain Al Terkait, Chairman
Mr. Said S. Youssef Arrata
Mr. Ziad Abdulla I. Galadari
Mr. Nureddin S.M. Sehweil
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri

The majority of the members of the Committee are Independent Directors. They possess considerable knowledge and expertise in corporate governance, nominations, and remuneration, salaries and benefits policies.

The Committee oversees compliance by the governing bodies of the Company the General Assembly, the Board of Directors and executive management with established corporate governance standards. The Committee assists the Board in relation to the appointment of senior executives, appraisal of management performance, succession planning and remuneration policies. The Committee is responsible for nominations and election to the Board of Directors membership.

To achieve its objectives the Committee carries out the following functions:

1. Proposing remuneration, salary, benefits and incentives policies;
2. Proposing human resources policies aimed at promoting improved performance and a healthier work environment;
3. Recommending appropriate corporate governance standards;
4. Follow up on the Board of Directors' procedures and performance;
5. Reviewing non-financial disclosure standards;
6. Reviewing Directors' remuneration and making appropriate recommendations to the Board;
7. Reviewing and approving employees' succession plans;
8. Maintaining good relationships with Shareholders, investors and regulators;
9. Supervising nominations and election to the Board of Directors.

In addition, the Committee performs the other functions ascribed to it by the Authority Chairman's Decision No. 7 (R.M) of 2016 and its amendments.

C. Statement of number of meetings held by the Committee during 2019 and their dates, and statement of all Committee members' personal attendance of times:

Members of the CGR&N Committee	Dates of meetings				
	16 January	13 March	24 June	24 Sept.	19 November
Mr. Hani Abdulaziz Hussain Al Terkait, Chairman	✓	✓	✓	✓	✓
Mr. Said S. Youssef Arrata	✓	x	✓	✓	✓
Mr. Ziad Abdulla I. Galadari	✓	✓	x	x	✓
Mr. Nureddin S.M. Sehweil	✓	✓	✓	x	✓
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri	✓	x	✓	✓	✓

(✓) in person

(x) Absent

No attendance by proxy

7. The Supervision and Follow-up Committee of insiders' transactions

- A.** Mr. Duncan Maclean, Chairman of the Insiders' Trading, Follow-Up and Supervision Committee acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness.
- B.** **Names of members of the Supervision and Follow-up Committee of insiders' transactions and clarifying their competences and tasks assigned to them:**

The committee comprises of Mr. Duncan Maclean, Compliance Officer and Legal and Commercial Director, Mr. Mohammed Mubaideen, Head of Investor Relations and Mrs. Fatima Al Obaidly, External Affairs Manager & Investor Relations Officer.

C. A summary of the committee's work report during 2019:

Pursuant to Article 12 of the Decision No. 7 (R.M) of 2016 and its amendments the Board of Directors should appoint any of the Company's departments or internal committee or a special committee to be responsible for the management, follow up and supervision of insiders' trading. During 2019, the committee maintains the register of insiders and submits periodic statements and reports to the Market as prescribed in.

The Committee met several times during the year, followed up the transactions of the insiders, and found no irregularities.

8. Other Committees approved by the Board of Directors:

There are two other committees approved by the Board of Directors, namely Board Steering Committee and the Reserves Sub-Committee.

First Committee:

- A.** Mr. Rashed Saif Al Jarwan Al Shamsi, Chairman of the Board Steering Committee, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness.
- B.** **Name of the committee:**

Board Steering Committee.

- C.** **Names of each committee members, clarifying its competences and tasks assigned thereto:**

The Board Steering Committee is chaired by Mr. Rashed Saif Al Jarwan, Vice Chairman and is composed of the following members:

1. Mr. Rashed Saif Al Jarwan Al Shamsi, Committee Chairman
2. Mr. Abdul Majid Abdul Hamid D. Jafar, Managing Director of Board Affairs
3. Mr. Varoujan A. Nerguizian, Chairman of the A&C Committee
4. Mr. Said S. Youssef Arrata, Chairman of the Reserves Sub-Committee
5. Mr. Hani Abdulaziz Hussain Al Terkait, Chairman of the CGR&N Committee

This is a sub-committee of the Board Steering Committee and is chaired by Mr. Rashed Saif Al Jarwan Al Shamsi, Vice Chairman. The role of the Board Steering Committee is to assist the Board in the supervision and control of the activities of the Executive Management of the company, and to take decisions between the meetings of the Board in relation to certain matters including urgent matters involving capital and operating expenditures, and new business opportunities.

D. Statement of number of meetings held by the Committee during 2019 and their dates, and all Committee members' personal attendance times:

The Table below shows the number and dates of meetings held by the Board Steering Committee during 2019 and members attendance:

Members of the Board Steering Committee	16 March (by concall)	24 June	24 September
Mr. Rashed Saif Al Jarwan Al Shamsi, Chairman	✓	✓	✓
Mr. Abdul Majid Abdul Hamid D. Jafar	✓	✓	✓
Mr. Varoujan A. Nerguizian	x	x	✓
Mr. Said S. Youssef Arrata	✓	✓	✓
Mr. Hani Abdulaziz Hussain Al Terkait	✓	✓	✓

(✓) in person

(x) Absent

No attendance by proxy

Second Committee:

- A.** Mr. Said S. Youssef Arrata, Chairman of the Reserves Sub-Committee, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness.

B. Name of the committee:

The Reserves Committee.

C. Names of each committee members, clarifying its competences and tasks assigned thereto:

The Reserves Sub-Committee is composed of the following members:

1. Mr. Said S. Youssef Arrata, Chairman
2. Mr. Ziad Abdulla Ibrahim Galadari
3. Mr. Varoujan A. Nerguizian
4. Mr. Nureddin S.M. Sehweil
5. Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri

This is a sub-committee of the Board Steering Committee and is chaired by Mr. Said Youssef Arrata. The role of the Reserves Sub-Committee is to review and approve the Company's annual reserve reports after reviewing them with the Executive Management and the External Reserves Auditors. The Committee presents its recommendations to the Board Steering Committee.

The Committee exercises the following functions:

1. Ensure that the Company is properly assessing and reporting the reserves that result from exploration and development operations.
2. Ensure that the reserve estimate updates are timely, professionally accurate and compliant with international standards.
3. Contract with an independent engineering and reserve auditing firm (currently Gaffney, Cline and Associates) to do annual updates
4. Meet annually to review the changes to oil and gas reserves with the Company's technical management and the independent engineers

D. Statement of number of meetings held by the Committee during 2019 and their dates, and all Committee members' personal attendance times:

The Table below shows the number and dates of meetings held by the Reserves sub-committee during 2019:

Members of the Reserves Sub-Committee	10 March 2019
Mr. Said S. Youssef Arrata, Chairman	✓
Mr. Ziad Abdulla I. Galadari	✓
Mr. Varoujan A. Nerguizian	x
Mr. Nureddin S.M. Sehweil	✓
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri	x

(✓) in person

(x) Absent

No attendance by proxy

9. Internal Control System:

A. The Board of Directors acknowledges its responsibility for the Company's internal control system, review of its work mechanism and ensuring its effectiveness. In 2011 the Board of Directors established an Internal Control Department and defined its functions which include:

1. Assessment of the risks facing the Company;
2. Preparing the risks register and updating it quarterly and annually;
3. Preparing audit plans for linked to the risks register in accordance with the directions of the Board of Directors and the Audit and Compliance Committee;
4. Ensuring availability of resources to carry out audit work and internal audit plan;
5. Implementing the audit plan and submitting periodical reports to the Board of Directors and to the Audit Committee with observations on the actions taken by executive management with respect to them.

The Internal Control Department enjoys independence in performing its functions. It reports to the Board of Directors, which is responsible for the efficiency of the internal control system. The Corporate Internal Control Manager is authorized to take the necessary action to implement the directives of the Board of Directors, and to report violations of the Company's regulations, policies and Board's directives to the Board of Directors and the Audit Committee identified during the audit process. The department is mandated by the Board to investigate and form an independent opinion on any matter which obstructs, delays or challenges internal control work.

The Internal Control Department audits the internal control systems of the Company, its subsidiaries and the affiliates in which the Company holds a significant stake. The Department has full authority to obtain information on those companies from employees and departments at the Group level.

B. The department head, his qualifications and date of appointment:

Mr. Bobby P. S. Sehmi was appointed Corporate Internal Controls & Risk Manager in July 2016 and subsequently as Head of Internal Controls & Risk Management in April 2019. He has over 30 years of experience working with multinational organizations listed in the London, New York and Frankfurt Stock exchanges and the Abu Dhabi Securities Exchange.

Mr. Sehmi is a Fellow of the Chartered Institute of Management Accountants (FCMA), Member of the Institute of Risk Management (MIRM), MBA, Member of the Institution of Civil Engineers (MICE) and Member of the Institution of Structural Engineers (MIStructE).

He prepares and submits an annual audit plan to the Board of Directors for approval, which includes a comprehensive assessment of the risks facing the Company.

The Head of Internal Controls & Risk Management prepares an annual audit plan, which is submitted to the Board for approval. The plan takes into consideration a comprehensive

assessment of the risks facing the Company. The Board approved in its meeting held on 19 November 2019 the department's audit report for 2019 and 2020 audit plan.

The audit reports are shared with the Company's external auditors when auditing the Company's Annual Financial Statements.

C. Compliance Officer, his qualifications and date of appointment:

Mr. Duncan Maclean has been appointed as Compliance Officer for the Company by Board Resolution No. 27/2016 dated 22 June 2016, to carry on the duties and functions prescribed stated in Article (51) of the Chairman of the Securities and Commodities Authority's Resolution No. 7 (R.M) of 2016 and its amendments concerning Governance Rules and Corporate Discipline Standards. He is responsible for verifying the scope of compliance by the Company and its employees with the applicable laws, regulations and resolutions.

Mr. Maclean is the Legal and Commercial Director with over than 25 years of experience in corporate, commercial and oil & gas legal practice in international law firms. He holds a Bachelor Degree in Law (LLB) and a Masters Degree in Commercial Law (MCommLaw).

Mr. Maclean is an Australian qualified lawyer, is admitted as a Barrister and Solicitor of the High Court of Australia, Federal Court of Australia, the Supreme Courts of the Northern Territory, South Australia and Western Australia.

D. Whistle Blowing Mechanism - the Internal Control Department dealing with any major problems at the Company or those that were disclosed in the annual reports and accounts:

The Company has established a whistleblowing mechanism whereby employees can anonymously make complaints pertaining to mal-administration, fraud or corruption. The Head of Internal Controls & Risk Management leads the Business Ethics Committee which is responsible for addressing complaints made through this procedure. Any financial related complaints will be addressed by the Head of Internal Controls & Risk Management and promptly communicated to the Audit & Compliance Committee.

Since the Head of Internal Controls & Risk Management reports directly to the Board of Directors, any major problems with respect to internal control or incidence of fraudulent activities would also be promptly communicated to the Board. The Manager also advises the CEO for corrective actions. During 2019, no major issues were identified that warranted disclosure in the Annual financial statements for the year.

E. Number of reports issued by the Internal Control Department to the Company's Board of Directors:

During 2019 the Internal Control Department issued 4 reports to the Company's Board of Directors.

10. Details of the violations committed during 2019:

In April 2019, a violation was imposed on the Company for no disclosure of one item of the results of the Board meeting held in March 2019.

11. The cash and in-kind contributions made by the Company during 2019 in developing the local community and preserving the environment.

Dana Gas' corporate social responsibility activities cover the countries where it operates. The Company's objective has been to play a prominent role in supporting local communities situated within its vicinity. Dana Gas has implemented a number of projects and programs covering education, health and social activities in accordance with its annual corporate social responsibility plan approved by the Board of Directors.

The table below shows some of the Company's social responsibility activities during the year 2019:

The Company's Corporate Social Responsibility activities during the year 2019		
UAE		
Institution	Purpose	Activity
Sharjah Social Empowerment Foundation	Social	Provide education to Orphans, A large-scale academic empowerment project which aims to provide orphans with access to education – AED 15,000.
AMAR International Charitable Foundation	Social	Provide an annual donation of USD \$145,000 to AMAR Int'l Charitable Foundation to operate the Khanke Camp for Internally Displaced People (IDP) on the outskirts of Dohuk in northern Kurdistan.
American University of Sharjah and Higher Colleges of Technology	Education	Provide internships for 2 technical students for 6-week program. The students were assigned projects and tasks in IT and Finance departments.
Egypt		
Institution	Purpose	Activity
Oil and Gas sector blood donation campaign	Health	Dana Gas Egypt participated in an Oil and Gas sector blood donation campaign for the petroleum sector in cooperation with the Ministries of Health and Petroleum and under the patronage of Minister of Petroleum, H.E. Eng. Tarek El Molla

American University in Cairo	Education	Protocol was signed with the AUC to sponsor training 100 teachers from public schools around the Company's facilities in Damietta and Dakahlia Governorates - \$40,000.
Schools in Damietta and Dakahlia	Education	Conducted the tournament in Damietta and Dakahlia after obtaining the required approvals, The Tournaments held on October 30 th and 31 st , 2019 for 60 students and 60 athletic Uniform with DG Logo were distributed - \$10,000.
American University in Cairo	Education	Technical Session held in the Company's premises for 25 students, about introduction to the application of Geology in the Oil Business.
Misr El Kheir Association	Education	<ul style="list-style-type: none"> • An income generation protocol was signed with Misr El Kheir Association to support 30 women from Dakahlia Governorate. • 10 contracts were signed with the needy women through Misr El Khier to initiate small Income generation projects (selling stationary & grocery and poultry breeding). • 20 contracts were signed for knitting Projects - \$27,000.
Dakahlia & Damietta Governorates	Community	HSSE Sessions Conducted in the Education Directorates in Dakahlia and Damitta governorates for 250 attendees - \$1,200
Dakahlia & Damietta	Community	Ramadan Baskets: Purchased 2,600 Ramadan Boxes (Dry Food) that has been distributed in the Two Governorates (Dakahlia & Damietta) to support the community around the Company's facilities. Dana Gas employees participated in labelling Dana Gas Logo on all the Baskets, after holding two meetings with Damietta and Dakahlia Governors to facilitate distribution of Ramadan Baskets around the Company's facilities - \$15,000.
Dar El Quds for Special Needs Orphanage Center	Community	A team of DGE employees visited the orphanage to raise the awareness among employees to the importance of supporting our community. Food supplies for four Months and other equipment (Smart Board, Kitchen Machine and food scale) were provided - \$5,000.
Red Rock International/Injaz Egypt	Community	A team of DGE Employees participated in a fundraising and awareness initiative to support a 3-day camp for 500 orphan females between the age of 12 to 14 - \$1,800.

Kurdistan Region of Iraq		
Institution	Purpose	Activity
Directorate of Education-Chemchamal District	Education	Provide school transportation for 181 students in 21 different villages in addition to contracting 6 teachers for three schools in the area - \$89,831.
Directorate of Education-Chemchamal District	Education	Signing contract with 18 teachers from the area to teach the specialties unavailable at Qadir Karam Schools - \$62,831.
Directorate of Education-Chemchamal District	Education	Renovating Zagros Preparatory School - \$3,333.
Directorate of Education-Chemchamal District	Education	Purchase of photocopy machine for Media Primary School - \$550.
Directorate of Education-Chemchamal District	Education	Provide Rokhana School with 4 Table and 1 white board - \$862.
Directorate of Education-Chemchamal District	Education	Donation of one cabin (12x3m) to Gull Kindergarten in Chamchamal - \$6,016
Directorate of Education-Chemchamal District	Education	Refurbishing the Khor Mor Gawra Primary School - \$11,990.37
Directorate of Education-Chemchamal District	Education	Refurbishing the Shekh Hameed School - \$16,040.59
Directorate of Education-Chemchamal District	Education	Refurbishing the Qadir Karam High School - \$87,582.27
Directorate of Education-Chemchamal District	Education	Refurbishing the Qadir Karam Primary School - \$66,629.71
Directorate of Education-Chemchamal District	Education	Refurbishing the Qaitul Primary School- \$40,175.79
Directorate of Water in Chemchamal and Qadir Karam	Electricity	Provide free electricity supplies from the Khor Mor Gas Plant to the local villages in and around Qadir Karam and Khor Mor - \$1,235,000
Directorate of Electricity in Qadir Karam	Electricity	Supplying 13 villages not connected to electricity grid with 8,200 liters of diesel for their generators - \$98,430
Directorate of Water in Chemchamal	Electricity	Provide fuel to Turka village on monthly basis - \$12,025
Directorate of Water in Chemchamal	Electricity	Hiring 2 operators for Turka village generator- \$6,000
Civil Development Organization (CDO)	Infrastructure	Repair the roads of 16 villages in Qadir Karam - \$31,940
Civil Development Organization (CDO)	Infrastructure	Repair the road between Qadir Karam and Zarda - \$3,850

Civil Development Organization (CDO)	Community	Distribute boxes of sweets on 120 families in Qadir Karam - \$958
Qadir Karam health center	Health	Provide 2 ambulance drivers to QK health center - \$4,000
Qadir Karam health center	Health	Refurbishing the Qadir Karam Health Centre - \$15,318.74
Local Authorities Departments	Community	Presenting sweets as part of Eid Adha to those towns and villages that are associated to its operational areas of influence - \$1,001
Local Authorities Departments	Community	Presenting food parcel as part of Eid Adha to those families, eighty-three (83), within Chemchemical and the surrounding areas affected by the war - \$8,632.8
Civil Development Organization (CDO)	Water	Supply daily 70,000 L of potable water to Chemchemical/Shorsh - \$43,680
Civil Development Organization (CDO)	Water	Construction of water pond in Kanikuchalla village - \$1,666
Civil Development Organization (CDO)	Water	Assistance with the establishment of an independent water source within Cham Surkhaw - \$58,866.39
Civil Development Organization (CDO)	Water	Assistance with the establishment of an independent water source within Shorsh. - \$62,569.77

12. General Information:

A. The Company's share price in the market at the end of each month during the fiscal year 2019:

Date	Month-End	High	Low
31 January	0.895	0.898	0.880
28 February	0.897	0.897	0.875
31 March	0.940	0.944	0.930
30 April	0.954	0.965	0.921
30 May	0.990	0.997	0.981
30 June	0.944	0.955	0.944
31 July	1.040	1.060	1.030
29 August	0.982	0.989	0.980
30 September	0.956	0.957	0.949
31 October	0.916	0.935	0.916
28 November	0.931	0.940	0.929
31 December	0.959	0.980	0.932

B. The Company's comparative performance with the general market index and sector index to which the Company belongs during 2019

Date	DG Price	ADX Index	Energy Index
02 January	0.920	4,866.640	1,639.720
03 February	0.894	5,075.690	1,571.740
03 March	0.871	5,120.410	1,529.270
01 April	0.921	5,055.290	1,566.070
01 May	0.943	5,258.310	1,662.150
09 June	0.985	4,956.250	1,692.450
01 July	0.944	4,978.560	1,634.400
01 August	1.030	5,230.210	1,719.390
01 September	0.972	5,121.170	1,646.940
01 October	0.950	5,054.050	1,630.880
03 November	0.920	5,113.320	1,567.600
04 December	0.930	5,047.960	1,576.360

C. Shareholders' ownership distribution as on 31/12/2019 classified as follows:

Type	UAE	GCC	Arab	Others
Individuals	1,289,992,860	714,205,846	172,166,153	119,227,123
Companies	2,376,434,319	444,822,630	3,575,152	1,868,105,665
Governments	6,843,625	0	0	0
TOTAL	3,673,270,804	1,159,028,476	175,741,305	1,987,332,788
6,995,373,373				

D. Shareholders owning 5% or more of the Company's capital as of 31/12/2019 according to the following schedule:

Investor Name	Citizenship	Quantity	%
CRESCENT PETROLEUM COMPANY INTERNATIONAL	Bermuda	1,399,087,797	20%
AJMAN BANK	United Arab Emirates	391,106,029	5.591%

E. Details of shares ownership as of 31/12/2019, in accordance to the following schedule:

Shares Ownership	No. of shareholders	No. of shares	% of shares compared to capital
Less than 50,000	234,816	556,132,919	7.95
From 50,000 to less than 500,000	1,833	269,157,087	3.85
From 500,000 to less than 5,000,000	462	752,436,523	10.76
Higher than 5,000,000	132	5,417,646,844	77.45
Total	237,243	6,995,373,373	100

F. Measures taken regarding the controls of investor relationships and an indication of the following:

1. Name of the Head of Investor Relations

Mr. Mohammed Mubaideen is the Head of Investor Relations and the Corporate Communications. He has more than 13 years of experience in investor relations.

2. Communications with the Investor Relations

The Shareholders are encouraged to contact the Company's Investor Relations Department by phone on +97165194401 or by email to ir@danagas.com.

Dana Gas maintains regular contacts with its Shareholders, investors and financial analysts to inform them on the Company's business activities and financial position through regular meetings with financials, analysts, media in press conferences and investors' calls and regular press releases on important developments and activities

3. Link of investor relations page on the Company's website

All the information related to the investors can be viewed at the investor relations page www.danagas.com/en-us/investors.

The Shareholders are invited to get familiar to the Company's activities and its financial affairs at the Company's page www.danagas.com that are published regularly in compliance with the disclosure regulations so that shareholders are aware of the important developments of the Company's business.

G. The special resolutions presented in the Annual General Assembly held during 2019 and the procedures taken in their regards:

Three special resolutions have been presented and approved by the Annual General Assembly held on April 17, 2019, namely:

1. The Annual General Assembly approved the Company's shares buyback not exceeding 10% of the Company's Capital with the object of resale subject to the approval of the regulatory authorities and to delegate to the Board of Directors: (a) implementing the Annual General Assembly resolution during the period approved by SCA, (b) reduce the Company's Capital in the case of expiry of the period allowed by SCA to sell the bought back shares through cancellation of these shares and amending the Company's Capital in the Articles of Association in accordance with the conditions and procedures issued by the Securities and Commodities Authority.
2. The General Assembly approved to amend Article (50) of the Company's Articles of Association to read as follows: 1. Voting in the General Assembly shall be conducted by the manner specified by the chairman of the meeting unless the General Assembly decides a specific manner of voting. Voting shall be by cumulative voting and secret ballot if it concerns election, removal, or interrogation of Board members or appointing them in accordance with the provisions of these Articles, 2. The Company may use the electronic voting in the General Assembly meetings in accordance with the mechanism adopted by the Market and approved by the Securities and Commodities Authority.
3. The Annual General Assembly approved the increase the Company's Capital from AED 6,976,623,422 to AED 6,995,373,373 by an amount of AED 18,749,951 in order to issue the employees incentive shares for the performance for the years 2013, 2014 and 2015 vesting in 2017, 2018 and 2019 amounting to 18,749,951 shares in liquidation of the previous Employees' Long Term Incentive Plan and amend Article (7) of the Company's Memorandum of Association and Article (8) of the Articles of Association accordingly.

H. Rapporteur of the Board meetings:

1. Name of Rapporteur

In 2019 the Board of Directors appointed Mr. Omran Al Zamani as Board Rapporteur to the Board meetings following Dr. Mohamed Nour Eldin Eltahir's retirement as Board Secretary on 30 November 2019.

2. His appointment date

1st December 2019.

3. His qualifications and experiences

Mr. Omran Al Zamani, Senior Legal Counsel and Board Secretary holding this position since December 2019. He is an Emirati qualified lawyer who joined Dana Gas as Senior Legal Counsel on 27th May, 2018.

He holds a Master degree in International Law, Diplomacy and International Relations with Focus in International Business Law from Paris Sorbonne University Abu Dhabi and a bachelor degree of law from University of Sharjah. He has more than 11 years of experience of corporate commercial practices in the region. Prior to joining Dana Gas, he was with ABB Group of Companies as Legal Counsel & Data privacy Officer for UAE & Oversight Countries (Oman, Qatar, Bahrain, Iraq, Jordan, Lebanon, Syria, Iran, and Afghanistan).

Omran Al Zamani is a certified Board Secretary by The Institute of Corporate Governance (Hawkamah) and Dubai Financial Market (DFM).

4. Statement of his duties during the year

- Prepare, review and negotiate a variety of commercial contracts.
- Defend Dana Gas' interests in claims and disputes.
- Provide legal support to the Company's business operations.
- To ensure compliance with Dana Gas' policies and applicable laws.
- To supervise and lead corporate governance in Dana Gas.
- To prepare and take the minutes of Board of Directors and Board Steering Committees Meetings.

I. Major events and important disclosures that the Company encountered during 2019:

1. In March, Pearl Petroleum Company Limited, the Consortium led by Crescent Petroleum and Dana Gas of the UAE, has signed a new 20-year Gas Sales Agreement with the Kurdistan Regional Government to enable production and sales of an additional 250 MMscf/day that the Consortium aims to produce by 2022 in order to boost much needed local domestic electricity generation.
2. In March, the Company bought back a total of \$133 million Sukuk. The buyback reduced the size of the Sukuk from \$530 million to \$397 million.
3. In May 2019, Dana Gas announced its inclusion in the Morgan Stanley Capital International (MSCI) for Global Small Cap Indexes. Dana Gas joined the benchmark, which includes 23 emerging markets countries, including the United Arab Emirates.
4. In July, Dana Gas announced that its share of the proved plus probable (2P) hydrocarbon reserves at Pearl Petroleum Company's Khor Mor and Chemchemal Fields in the Kurdistan Region of Iraq had increased by 10% following the recent certification of reserves by Gaffney Cline Associates.
5. In December 2019, Dana Gas received a one-off \$42 million dividend payment from Pearl Petroleum Company Limited in the Kurdistan Region of Iraq.

J. Emiratization percentage in the Company at the end of 2017, 2018 and 2019:

The nationalization percentage in the Company reached 5.9% by end of 2017, 6.3% by end of 2018 and 6.5% by end of 2019.

K. Innovative projects and initiatives carried out by the Company or being developed during 2019

At Dana Gas, we focus on delivering commercial success whilst at the same time maintaining our corporate culture of shared values, ethical compliance, respects for all our stakeholders and the environment.

Our inaugural sustainability report was in 2016 and marked a new milestone towards advancing our sustainability journey in the years ahead. As was stated in 2017, and continued in 2018 and 2019, we believe in integrating environmental, social and economic considerations into our business decisions and vision. In 2019, we continued to engage with stakeholders through public consultations and supported their economic growth and infrastructure improvements within our countries and areas of operation. We made improvements on sustainability data reporting and recording. We also established commitments to continue focusing on social and environmental performance metrics. The Company commits to the UAE vision for 2021 by reporting sustainability indicators against key priorities and objectives represented in the Vision and Sustainable Development Goals.

The Environment, Social and Governance (ESG) key initiatives issued by Abu Dhabi Securities Exchange complements the Securities and Commodities Authority's Corporate Governance Code, which provides guideline on corporate governance requirements. The Company is responsive to its stakeholders' needs to enhance market competitiveness and drive cost reduction by measuring and monitoring issues such as water, energy consumption, materials use and waste, including GHG emissions.

In compliance with the ESG metrics, the Company introduced in June 2019 an approach to embrace sustainability on environmental operations through an initiative to cut down the usage of plastic water bottles and replaced them by refilled glass bottles through water dispensers. Moreover, the Company's electricity consumption has reduced over 2019 comparing to 2018 parameters. In addition, since 2010 the Company continues to support and work with "Bee'ah" (the UAE's leading integrated environmental, recycling & waste management company) through sending surplus papers to be recycled through their facilities set up at the Waste Management Centre.

Further details are provided in the Company's Sustainability Report.

Chairman of the Board	Chairman of the Audit & Compliance Committee	Chairman of the Corporate Governance, Remuneration and Nominations Committee	Head of Internal Controls & Risk Management Department
Mr. Abdul Hamid Dhia Jafar	Mr. Varoujan A. Nerguizian	Mr. Hani Abdulaziz Hussain Al Terkait	Mr. Bob Sehmi
Signature: 	Signature: 	Signature: 	Signature: 
Date: 9/4/2020	Date: 31/3/2020	Date: 25/3/2020	Date: 29/3/2020



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