



## **Corporate Governance Annual Report 2020**

### **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 2016 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 Audit and the Company's Compliance Officer oversee adherence to corporate governance standards by employees, operating divisions, subsidiaries and counterparties.

The third milestone came in 2020 when the Securities & Commodities Authority (SCA) issued Chairman Decision No. (3/Chairman) of 2020 concerning the Approval of Joint Stock Companies Governance Guide (the "Guide"). The Guide was published in the Official Gazette on 27 February 2020 and came into effect on 28 April 2020. The Company had conducted an overall internal review of its articles of association, internal policies and governance framework to ensure full compliance with the Guide. The general principles of Corporate Governance laid down in the Guide will be proposed to be included in the Company's Articles of Association and its Code of Conduct as the Company is fully committed to the highest governance standard.

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 2017 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. During Q1 and Q2 2017 a Board Assessment exercise was carried out by Stanton Chase and the outcome / recommendations were presented to the Board of Directors in May 2017. The report highlighted that there was a high level of participation and transparency from Dana Gas Board Members. This exercise resulted in 8 key recommendations that were implemented over the course of the following 12 months. A Board Effectiveness Review and Succession Planning Process was carried out by Governance Creed during 2017 with a report delivered to the Board in November 2017.

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 2020:**

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 has traded in the securities of the Company during the closed 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 two Directors traded in the Securities of the Company during 2020. The transaction occurred outside the closed 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 31/12/2020	Total Sale Transactions	Total Purchase Transactions
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	-	-	-
Mr. Varoujan A. Nerguizian Mrs. Nirva Billorian wife of Varoujan Nerguizian	Director Wife	5,500,000 570,000	- -	- -
Mr. Said S. Youssef Arrata	Director	-	-	-
Mr. Hani Abdulaziz Hussain Al Terkait	Director	1874	-	-
Mr. Ziad Abdulla Ibrahim Galadari	Director	14,132,855	-	9,432,855
Mr. Abdullah Ali I. Almajdouie	Director	-	-	-
Mr. Nureddin S. M. Sehweil	Director	-	-	-
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri	Director	10,000,000	141,874	140,000
Mr. Jassim Mohamedrafi Alseddiqi Alansaari	Director	-	-	-

### 3. Board Formation:

The Board of Directors are elected by the General Assembly every 3 years. The number of members of the Board of Directors was originally 18 but was 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 Mohamed Rafi 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-independent 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 &amp; 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 initially chaired), 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</p>	15 years (2005-2020)		<ul style="list-style-type: none"> <li>- Chairman, Crescent Group of companies</li> <li>- Chairman, Gulfainer Ltd.</li> <li>- Founding Shareholder, URUK Group</li> <li>- Member, Board of Governors of Pearl Initiative</li> <li>- Founder, UAE Chapters of the Young Presidents Organization and the World Presidents Organization</li> <li>- Member, International Chief Executives Organization</li> <li>- Member of the Board of Trustees, American University of Sharjah</li> </ul>



			World Presidents Organization (now 'YPO Gold'), and is 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.			
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 &amp; 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, Mashreq Bank, Al Ghurair Holding Company and Gulf Marine Services.</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.</p> <p>In addition, Mr. Al Jarwan is the Chairman of the Board Steering Committee in Dana Gas.</p>	12 years (2008-2020)	<ul style="list-style-type: none"> <li>- Board Member, Oman Insurance Company</li> <li>- Board Member, Mashreq Bank</li> </ul>	<ul style="list-style-type: none"> <li>- Board Emirates General Petroleum Corporation (EMARAT)</li> <li>-Board member, Al Ghurair Holding Ltd- Board member, Gulf Marine Services</li> </ul>



3	Mr. Abdul Majid Abdul Hamid D. Jafar,  Managing Director of Board Affairs	Non-Executive  Non-Independent	<p>Majid Jafar is the CEO of Crescent Petroleum, the Middle East's oldest private oil &amp; gas company, and Vice-Chairman of the Crescent Group of companies which includes interests in port management, logistics, venture capital, private equity and real estate. He is also Managing Director of the 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 &amp; Production and Gas &amp; Power Divisions.</p> <p>In addition to his professional commitments, Majid Jafar is an advocate of responsible energy and sustainable development, and serves on the Energy Business Council of the International Energy Agency (IEA), the Advisory Board of the Responsible Energy Forum, the Stewardship Board of the Global System on Energy at the World Economic Forum, and the Board of Trustees of the Arab Forum for Environment and Development (AFED). He promotes education and youth employment and is a Board Member of the Queen Rania Foundation and the Kalimat Foundation for Children's Empowerment, as well as a founding patron of the Prince's Trust International. He also serves on the Panel of Senior Advisers of the Royal Institute of International Affairs (Chatham House) in London, the International Advisory Board of the The Atlantic Council in Washington DC, and the Board of Fellows of Harvard Medical School, and is a member of the GCC Board Directors Institute and the Young Presidents Organization (YPO), an Accredited Director of</p>	15 years (2005-2020)	-	<ul style="list-style-type: none"> <li>- CEO, Crescent Petroleum Company, UAE</li> <li>- Vice Chairman, Crescent Group of companies</li> <li>-Board member, Arab Forum for Environment and Development (AFED)</li> <li>- Board member, Iraq Energy Institute</li> <li>- Board member, Queen Rania Foundation (QRF)</li> <li>- Board member of 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</li> </ul>
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			<p>the Institute of Directors (IoD Mudara), and has been named a Young Global Leader by the World Economic Forum.</p> <p>Majid Jafar attended Eton College and graduated from Cambridge University (Churchill College) with 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 &amp; African Studies (SOAS), an MBA (with Distinction) from the Harvard Business School, and an Executive Certificate in Public Policy from the Harvard Kennedy School of Government.</p>			
4	Mr. Varoujan A. Nerguizian	Independent	<p>Mr. Varoujan Nerguizian holds Sciences Economiques Degree from Saint Joseph University, Lebanon and from Université Lyon Lumière, France (1976).</p> <p>Mr. Varoujan Nerguizian was appointed General Manager of Bank of Sharjah, UAE since 1992 and Group CEO since 2020. He is the Chairman and General Manager of Emirates Lebanon Bank SAL, Lebanon (member of Bank of Sharjah Group) since 2008.</p> <p>Mr. Nerguizian is a Founding Member of Dana Gas and the Chairman of the Audit &amp; Compliance Committee. He is also a Founding Member and Chairman of the Lebanese Educational Fund SA and the Lycée Libanais Francophone Privé in Dubai, a non-profit educational initiative that caters to the needs of the Lebanese and Francophone communities of the UAE since 2003. He serves on the Board</p>	15 years (2005-2020)	- General Manager of Bank of Sharjah since 1992 & Group CEO since 2020	<p>-Chairman and General Manager, Emirates Lebanon Bank SAL, Lebanon</p> <p>-Board member, Growthgate PEF</p> <p>- Member of the Board of Trustees of the American University of Sharjah</p> <p>- Member of the Conseil Stratégique de l'Université Saint Joseph, Beirut-Lebanon</p> <p>- Founding member and Chairman, Lebanese Educational Fund SA</p>





			of Growthgate and is a member on the Board of Trustees of the American University of Sharjah and the Conseil Stratégique de l'Université Saint Joseph, Beirut- Lebanon. In addition, he is a Board Member of "Pearl Initiative".			<ul style="list-style-type: none"> <li>- Founding member and Chairman, Lycee' Libanais Francophone Prive', Dubai (non-profit educational institution)</li> <li>- Board member, Pearl Initiative</li> </ul>
5	Mr. Said S. Youssef Arrata	<p>Non-Independent</p> <p>Non-Executive</p>	<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 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.</p>	13 years (2007-2020)		<ul style="list-style-type: none"> <li>-Chairman and CEO, Delta Oil and Gas, UK</li> <li>-Board member, Deep Well Oil and Gas Incorporation, Canada (until June 2019)</li> </ul>

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 &amp; Nominations Committee and a member of the Board Steering Committee.</p>	5.9 years (2015-2020)		<p>- Board member, Kuwait Foundation for the Advancement of Science</p> <p>-Member, the Supreme Council for Planning in Kuwait</p>
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 &amp; 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 and Emirates Integrated Telecommunications Company PJSC (DU).</p>	15 years (2005-2020)	- Board Member, Emirates Integrated Telecommunications Company (DU)	<p>-Founder &amp; Chairman, Galadari Advocates &amp; Legal Consultants, UAE</p> <p>-Chairman, Galadari Investments Group, UAE</p> <p>-Board member, Dubai World Trade Centre</p>

			Mr. Galadari is a member of the Corporate Governance, Remuneration & Nominations Committee and Reserves Committee.			
8	Mr. Abdullah Ali I. Almajdouie	Independent	<p>Mr. Abdullah Ali Almajdouie holds 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 is the Vice Chairman of Almajdouie Holding Company since 1986. He is holding several chairs in different companies like Almajdouie De Rijke Co.; Almajdouie Investment Co.; Almajdouie Logistics Co.; Raya Financing Co.; and Prince Mohammed Bin Fahad University in KSA and Star Marine Services in UAE.</p> <p>Additionally, Mr. Almajdouie the incumbent Vice Chairman of Dhahran International Exhibitions Co. and United Electronics Co. (eXtra). Besides, he is a Counseling Member of Tharawat Family Business Forum in Dubai and a Board Member of several social &amp; charitable organizations in Saudi Arabia.</p> <p>He is also currently appointed as Honorary Consul for the Republic of Korea and a member of the Saudi-Emirati Coordinating Council.</p> <p>Moreover, he was the Chairman of the Corporate Governance, Remuneration &amp; Nominations Committee in Dana Gas for many years.</p>	11 years (2009-2020)	Vice Chairman, United Electronics Co. (extra)	<ul style="list-style-type: none"> <li>- Chairman, Almajdouie De Rijke Co., KSA</li> <li>-Chairman, Star Marine Services, Dubai</li> <li>-Chairman, Raya Financing Co., KSA</li> <li>- Chairman, Almajdouie Investment Co. LLC., KSA</li> <li>- Chairman, Almajdouie Logistics Co. LLC., KSA</li> <li>-Vice Chairman, Dhahran International Exhibitions Co.</li> <li>- Vice Chairman, United Electronics Co. (eXtra)</li> <li>-Board member, Prince Mohammed Bin Fahd University, KSA</li> <li>- Honorary Consul, Republic of Korea</li> <li>- Member, Saudi-Emirati Coordinating Council</li> </ul>

						- Counseling member, Tharawat Family Business Forum, 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 &amp; Oilfield Services in Abu Dhabi. His experience extends nearly 48 years in the E &amp; P areas. He started his oil &amp; gas career with Mobil Oil Corporation and Consolidated Natural Gas in the Gulf of Mexico area and has experience over 9 years in the Nuclear Power generation.</p> <p>He serves on the board of 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.</p>	2.8 years (since April 2018)		<p>-Board member, Uni Arab Group and its subsidiaries and partnerships in the Oil and Gas Engineering, Services and Supplies</p> <p>-Board member, Newline Soosan ENS</p> <p>-Board member, Huvis Water</p> <p>-Board member, Newline Orbitech in the nuclear power generation services</p>
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 Board member of Al Rubaya Group since 2001. Al Rubaya Group is a leasing and real estate management company, commercial agencies and representation international companies.</p>	2.8 year (since April 2018)	<ul style="list-style-type: none"> <li>Board member of National Corporation for Tourism and Hotels (NCTH), Abu Dhabi</li> <li>Member, Audit Committee of National Corporation for Tourism and Hotels, Abu Dhabi</li> </ul>	-Vice Chairman, Electromechanical Co., Abu Dhabi

			<p>He 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 his board membership in the National Corporation for Tourism and Hotels since 2010, he also is a member of the Audit Committee.</p>			
11	Mr. Jassim Mohamedrafi Alseddiqi Alansaari	Independent	<p>Mr. Jassim Alseddiqi is the Chief Executive Officer of Shuaa Capital, the leading asset management and investment banking platform with c. USD 14 billion in assets under management.</p> <p>Jassim is known for his dynamic and innovative approach, having pioneered many investment strategies in the region.</p> <p>Jassim holds a BSc in Electrical Engineering from the University of Wisconsin-Madison and MSc in Electrical Engineering from Cornell University, USA.. He has also served as a noted lecturer at the Abu Dhabi-based Petroleum Institute.</p>	2.2 year (since Nov 2018)	<ul style="list-style-type: none"> <li>-Chairman of Islamic Arab Insurance Company (SALAMA)</li> <li>-Chairman of GFH Financial Group</li> <li>-Chairman of Eshraq Investments</li> <li>-Chairman of Khaleej Commercial Bank - Bahrain</li> <li>-Board member, ADNOC Distribution PSC</li> <li>-Board member, First Abu Dhabi Bank PJSC</li> </ul>	<ul style="list-style-type: none"> <li>-Board member, Abu Dhabi Capital Group*</li> <li>-Chairman of The Entertainer</li> <li>-Lecturer at the Abu Dhabi based Petroleum Institute.</li> </ul>



**B. Statement of the percentage of female representation in the Board for 2020:**

During 2020, 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 receive enough votes to be elected to 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 2019:**

The Annual General Meeting approved in its meeting on 21 April 2020 the Directors annual remuneration for 2019 for an amount of AED 8.25 million.

**2. The total remunerations of the Board members, which are proposed for 2020, and will be presented in the annual general assembly meeting for approval:**

No recommendation will be submitted in the Annual General Meeting on the Directors annual remuneration for 2020.

**3. Details of the allowances for attending sessions of the committees emanating from the Board, which were received by the Board members for 2020 fiscal year, according to the following schedule:**

The Directors receive 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 provided 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 2020.

Name Board Member	Committees Attendance Allowances for 2020 and			
	Name of Committee	Annual payment of Board committees membership (AED)	Allowance Amount Paid for non-residents* (AED)	Number of Meetings
	<b>Board Steering Committee</b>			2
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	10011.76	
Mr. Hani Abdulaziz Hussain Al Terkait – <i>non resident</i>		75,000	13766.17	
	<b>Audit &amp; Compliance Committee</b>			4
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	10276.37	
Mr. Nureddin S.M. Sehweil		75,000	-	
Mr. Jassim Mohamedrafi Alseddiqi Alansaari		75,000	-	
	<b>Corporate Governance, Remuneration &amp; Nominations Committee</b>			3
Mr. Hani Abdulaziz Hussain Al Terkait, Chairman – <i>non resident</i>		100,000	-	
Mr. Said S. Youssef Arrata – <i>non resident</i>		75,000	-	
Mr. Ziad Abdulla I. Galadari		75,000	-	
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri		75,000	-	
Mr. Nureddin S.M. Sehweil		75,000	-	

**\*Note:** Allowance Amount Paid for non-residents of the UAE for attending Board & Committees meetings.



**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 2020 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 eight (8) meetings during the year 2020, which is consistent with best corporate governance standards laid down by the Chairman of the Authority's Decision No. 3 (R.M) of 2020.

The Table below shows attendance of Board meetings by the Directors during 2020:

Board Members	8 January	11 March	10 June	16 June	30 June	13 August	23 September	18 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	✓	✓	✓	✓	✓	✓	✓	✓	-
Mr. Varoujan A. Nerguizian	x	✓	✓	✓	✓	✓	✓	✓	-
Mr. Said Youssef Arrata	✓	✓	✓	✓	✓	✓	✓	✓	-
Mr. Hani Abdulaziz Hussain Al Terkai	✓	x	✓	✓	✓	✓	✓	✓	-
Mr. Abdullah Ali I. Almajdouie	✓	✓	✓	✓	✓	✓	✓	✓	-
Mr. Ziad Abdullah Ibrahim Galadari	✓	✓	✓	✓	✓	✓	✓	✓	-
Mr. Nureddin S.M. Sehweil	✓	✓	✓	✓	✓	✓	✓	✓	-
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri	✓	✓	✓	✓	✓	✓	✓	✓	-
Mr. Jassim Mohamedrafi Al Siddiqi Alansaari	✓	✓	✓	✓	✓	✓	✓	✓	-

(✓) Attend in person

(x) Absent

No attendance by proxy



**F. Number of Board resolutions by circulation passed during the 2020 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 2020, two resolutions by circulation were passed as below:

1. In June, the Board of Directors passed a resolution by circulation regarding approving a revised internal audit plan. (Resolution No. 28/2020).
2. In June, the Board of Directors passed a resolution by circulation concerning opening a new bank account. (Resolution No. 29/2020).

**G. Statement of the Board duties and powers exercised by Board members or the executive management during 2020 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
Mergers & Acquisition Committee	To consider the timing, desirability, assessing interests and to submit recommendations to the Board of Directors. It comprises of Mr. Majid Jafar, Mr. Rashid Al-Jarwan, Mr. Said Arrata, Mr. Hani Hussain and Mr. Jassim Alseddiqi.	Ongoing from September 2020.
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"> <li>1. To implement the strategies, plans and policies laid down by the Board of Directors for achieving Company's objectives;</li> <li>2. To manage the day to day affairs and business of the Company;</li> <li>3. To identify, pursue and submit studies and proposals relating to business development and new investment opportunities;</li> <li>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;</li> <li>5. To provide the Board of Directors, on a timely basis, with the information and documents required for efficient conduct of Board meetings;</li> <li>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.</li> </ol>	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 during 2020, provided that it shall include the following:**

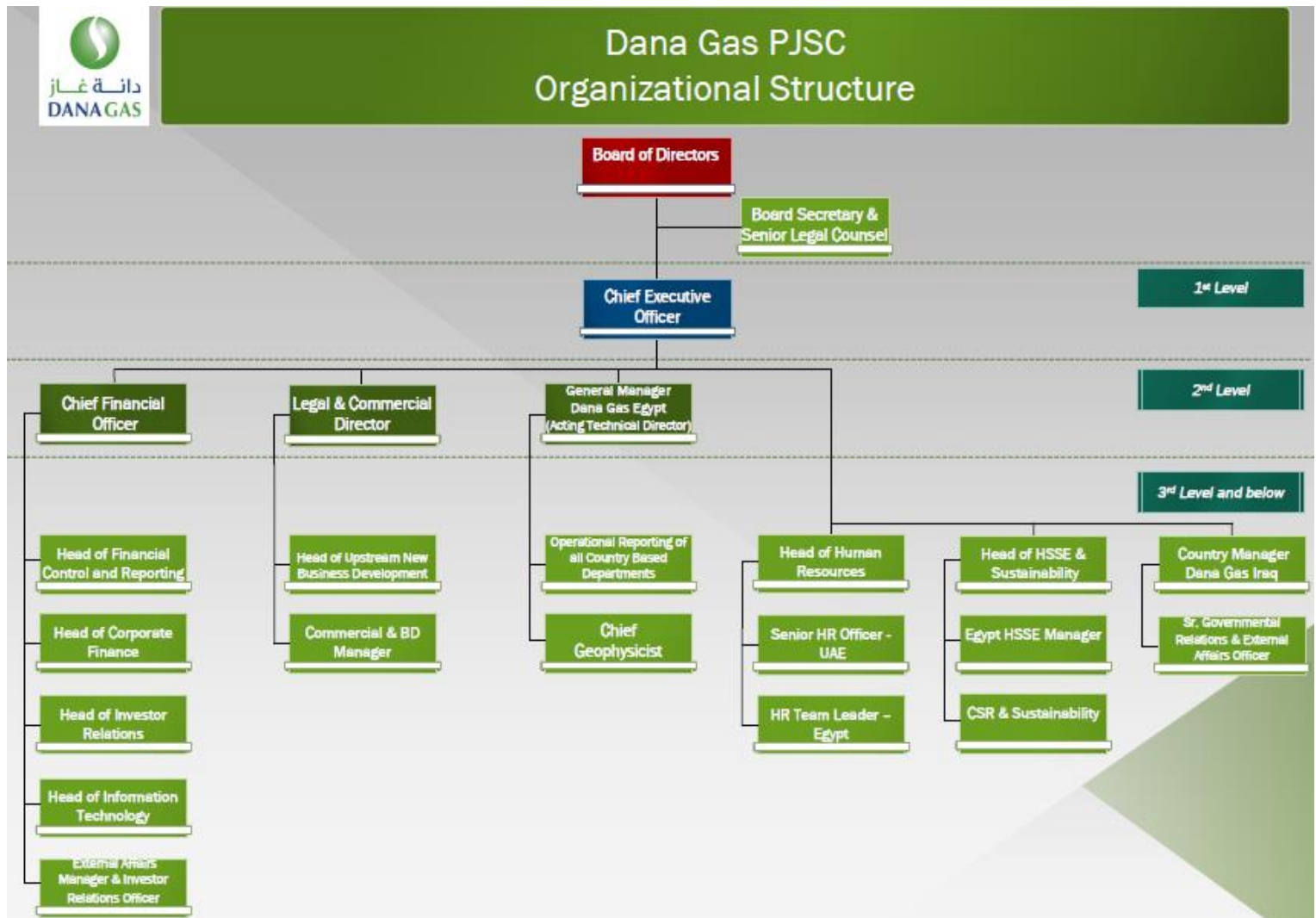
Ser.	Statement of related parties	Clarifying the nature of relationship	Type of transaction	Value of transaction
1	Crescent National Gas Corporation Limited (CNGCL)	Joint Venture	Pipeline capacity billing to Joint Venture	\$1 million
2	Pearl Petroleum Company Limited	Joint arrangement	Fees for Management services billed to Joint arrangement	\$2 million
3	Crescent Petroleum Company	Major shareholders	Management services charged by Major Shareholder	\$2 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 by the Company with related parties during 2020 which equal 5% or more of the Company's capital.

#### **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 2020.

Job Title	Date of Appointment	Total salaries, allowances & benefits paid in 2020 (AED)	Total Bonuses paid in 2020 (for 2019 performance) (AED)	Any other cash / in kind bonuses for 2020
Chief Executive Officer	1-Sep-13	2,933,996	2,720,029	-
Chief Financial Officer	5-Jan-16	2,073,392	1,327,201	-
Legal & Commercial Director (till 06-Sep-2020)	02-Mar-2014 to 06-Sep-2020	1,315,532	1,063,632	1,314,187*
Legal & Commercial Director	16-Aug-20	684,997	-	-
General Manager DG Egypt	13-May-18	1,671,468	1,245,244	-

*\* End of service dues paid on account of resignation.*

**Note:** The overall compensation of Sr. Executives was reduced in 2020 in terms of the performance related compensation elements which will reflect in a bonus reduction of 2/3 for 2020 (payable in 2021, if approved by the BOD).

**4. External Auditors**

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

The Annual General Assembly in its meeting held on 21 April 2020 approved the appointment of the auditors, PricewaterhouseCoopers (PwC), and determination of their fees to perform the Group's audit work for the financial year 2020.

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.

PwC has a network of 284,000 employees in more than 155 countries. In FY 2020, PwC firms provided services to 84% of the Global Fortune 500 companies and more than 100,000 entrepreneurial and private businesses.

**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 2020 amounts to AED 308,380 as approved by the General Assembly. The total fees for auditing the Group



is AED 1,090,000 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	2 year
Total fees for auditing the financial statements of 2020 (AED)	1,090,000 Million
The fees and costs of the special services other than the auditing of the financial statements in 2020 (AED)	254,872
The details and nature of other services provided (if any)	Dana Gas sustainability report, advisory services and issuance of cost recharge certificates
A statement of the other services performed by an <b>external auditor other than</b> the Company's auditor in 2020 (if any)	Ernst & Young for Dana Gas sustainability report and advisory services

**C. Statement clarifying the reservations that the Company's auditors included in the interim and annual financial statements for 2020:**

The Company's External Auditors highlighted some opinions about the interim reports for Q1, Q2 and Q3 2020.

Q1 2020: A paragraph was added by the auditors in respect of the following:

1. "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".

The same paragraph was added in Q2 2020 and Q3 2020 interim reports

FY 2020: No emphasis of matter paragraph.

**3. 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. 3 (R.M) of 2020.



**C. Number of meetings held by the Audit & Compliance Committee during 2020 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:**

	Dates of meetings			
Members of the A&C Committee	11 February	10 March	11 August	10 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

**4. 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. 3 (R.M) of 2020.

**C. Statement of number of meetings held by the Committee during 2020 and their dates, and statement of all Committee members' personal attendance of times:**

Members of the CGR&N Committee	Dates of meetings		
	10 March	22 Sept.	16 November
Mr. Hani Abdulaziz Hussain Al Terkait, Chairman	x	✓	✓
Mr. Said S. Youssef Arrata	✓	✓	✓
Mr. Ziad Abdulla I. Galadari	✓	✓	✓
Mr. Nureddin S.M. Sehweil	✓	x	✓
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri	✓	✓	x

(✓) in person

(x) Absent

No attendance by proxy



## **5. The Supervision and Follow-up Committee of insiders' transactions**

A. Mr. Neville Henwood, 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. Neville Henwood, 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 2020:**

Pursuant to Article 33 of the Decision No. 3 (R.M) of 2020 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 2020, the committee maintains the register of insiders and submits periodic statements and reports to the Market.

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

## **6. 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:



<b>Members of the Committee</b>
Mr. Rashed Saif Al Jarwan Al Shamsi, Chairman
Mr. Abdul Majid Abdul Hamid D. Jafar
Mr. Varoujan A. Nerguizian
Mr. Said S. Youssef Arrata
Mr. Hani Abdulaziz Hussain Al Terkait

This is a 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 2020 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 2020 and members attendance:

<b>Members of the Board Steering Committee</b>	<b>10 March</b>	<b>9 June</b>
Mr. Rashed Saif Al Jarwan Al Shamsi, Chairman	✓	✓
Mr. Abdul Majid Abdul Hamid D. Jafar	✓	✓
Mr. Varoujan A. Nerguizian	✓	✓
Mr. Said S. Youssef Arrata	✓ (By phone)	✓
Mr. Hani Abdulaziz Hussain Al Terkait	✓ (By phone)	✓

(✓) 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:

Members of the Committee
Mr. Said S. Youssef Arrata, Chairman
Mr. Ziad Abdulla Ibrahim Galadari
Mr. Varoujan A. Nerguizian
Mr. Nureddin S.M. Sehweil
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 2020 and their dates, and all Committee members' personal attendance times:**

The Table below shows the number and dates of meetings held by the Reserves subcommittee during 2020:

<b>Members of the Reserves Sub-Committee</b>	<b>10 March 2020</b>
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	✓

(✓) in person

(x) Absent

No attendance by proxy

**7. 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 the audit plan 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.

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. In June the Board approved a revised audit plan for 2020.

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

**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.

Mr. Sehmi left the Company on 30 June 2020. The roles and responsibilities were handed over to the Legal and Commercial Director.

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

Mr. Duncan Maclean was the Legal and Commercial Director until his resignation effective 7 September 2020. He has over 25 years of experience in corporate, commercial and oil & gas legal practice in law firms multinational corporations. He holds a Bachelor Degree in Law (LLB) and a Master's Degree in Commercial Law (MCommLaw).

Mr. Neville Henwood has been appointed as the new Legal and Commercial Director effective 08 September 2020. He was appointed as the Compliance Officer for the Company by Board Resolution No. 39/2020 dated 23 September 2020, to carry on the duties and functions prescribed stated in Article (69) of the Chairman of the Securities and Commodities Authority's Resolution No. 3 (R.M) of 2020 concerning adopting the Governance Guide for Public Joint Stock Companies. He is responsible for verifying the scope of compliance by the Company and its employees with the applicable laws, regulations and resolutions.

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

**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 Compliance Officer leads the Business Ethics Committee which is responsible for addressing complaints made through this





procedure. Any financial related complaints will be addressed by the Compliance Officer and promptly communicated to the Audit & Compliance Committee.

Since the Head of Internal Audit 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 2020, 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 2020 the Internal Control Department issued two reports to the Company's Board of Directors.

**10. Details of the violations committed during 2020:**

No violation was imposed on the Company during 2020.

**11. The cash and in-kind contributions made by the Company during 2020 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 2020:

The Company's Corporate Social Responsibility activities during the year 2020		
UAE		
Institution	Purpose	Activity
The Big Heart Foundation	Social	Dana Gas employees donated clothes, blankets, accessories, books and toys to the refugees in Lebanon.

Sharjah City for Humanitarian Services (SCHC)	Social	Dana Gas sponsored “the 7th festival of Used Books” which was launched by Sharjah City for Humanitarian Services (SCHC). The festival is considered as the first and the largest in UAE, in which a million of books are displayed for sale to the public with nominal prices. The proceeds of this event are used in supporting services provided by the SCHC to people with disabilities.
Sharjah Social Empowerment Foundation	Social	Giving education to Orphans. A large-scale academic empowerment project, which aims to provide orphans with access to education with an amount of AED 18,000.
<b>Egypt</b>		
<b>Institution</b>	<b>Purpose</b>	<b>Activity</b>
American University in Cairo	Education	Teacher Training Program: Finalized the training for 100 teachers from different schools in Damietta and Dakahlia Governments.
Misr El Khier Association	Health	Help combat COVID-19 in EGYPT: After we obtained all the required approvals from the Ministry of Health in coordination with the Ministry of Petroleum, we handed over the big two batches of the required materials to the hospitals dealing with Corona virus patients. <b>USD. 20,000</b>
Dar El Orman Association	Health	Critical operations needed: covered 8 heart operations, 54 eye operations and provided 8 wheel chairs, 8 artificial limbs and 8 earphones around Balsam-5 well which is located in Abo Galal, Sherbin, Dakahlia and (SWEW-2) well which is located in Elrkabya ,Kafr Elbatykh, Damitta <b>USD. 40,127</b>
Misr El Khier Association	Income Generation	Women Empowerment (Income Generation Projects): Handed over 30 different income generation projects to the neediest women in Dakahlia Gov. 10 projects for selling (Stationary, Grocery, shoes and Poultry breeding); 20 projects for needle work and knitting. Project's Implementation started first week of January 2020. We are following up monthly and will keep to follow up for one year through Misr El Khier association to ensure that they are committed and fully independent.
Through Dana Gas Procurement Dept.	Community Awareness: /	Ramadan Boxes Distribution: 3000 Dry food boxes were distributed in Damietta and Dakahlia Governments during the month of Ramadan, after

	obtaining all the required approvals from the Governors and Social solidarity directorates. <b>USD. 25,000</b>
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Kurdistan Region of Iraq		
Institution	Purpose	Activity
Department of Electricity & Qadir Karam Mayoralty - Qadir Karam Sub-District	Community	<b>Community Support Project CSP-KM-0021-20:</b> Provision of monthly 8,900 ltrs of fuel for the local communities in Qadir Karam and surrounding areas (30 villages and location) for generating electricity - \$43,788
Department of Electricity - Qadir Karam	Community	<b>Community Support Project CSP-KM-0018-20:</b> Repair of Awbarik Village power generator - \$2,000
Department of Electricity - Qadir Karam	Community	Provision of electrical power supply to Qadir Karam and five (5) villages surrounding the KM Plant  <b>\$1,655,136.00</b> "Electricity is provided from the KM Plant: Calculation: at rate of 200 IQD/kwhr; 9,765,300 kwhr for 2020. The Iraq central bank currency exchange rate of 1180 IQD / USD for 2020"
Mayoralty of Chamchamal - Chamchamal District	Community	<b>STOP COVID-19: Community Support Project CSP-KM-0013-20 SF Emergency Fuel;</b> provision of (ten) 10 tons of benzene and (ten) 10 tons of diesel fuel per month to the Chamchamal Mayoralty to support the local COVID-19 response - \$10,625
Turka village - Chamchamal District	Community	Hiring of two (2) generator operators for Turka Village - \$ 2,000
Department of Electricity - Qadir Karam	Community	Support to Qadir Karam Directorate of Electricity; to repair equipment critical for providing energy to the local community - \$500
Mayoralty of Chamchamal - Chamchamal District	Community	<b>Community Support Project CSP-KM-0022-20 SF Emergency Fuel;</b> provision of 10,000 ltrs of benzene and 10,000 ltrs of diesel fuel to the Chamchamal Mayoralty in support of the local security forces - \$9,000
Water Department - Qadir Karam	Community	<b>Community Support Project CSP-KM-0009-20:</b> Water Truck Tanker Repair for Qadir Karam Water Department that supports in solving day to day matter for the communities in the town and surrounding villages - \$2,315

Directorate of Health - Chamchamal District	Health	<b>STOP COVID-19: Community Support Project CSP-KM-0011-20 Medical Support Equipment's to the Chamchamal Directorate of Health:</b> (Ventilator – 2 items, Monitor iMEC15 – 3 items, Infusion pump SN 1500H – 6 items, Pump stand – 2 items, VTM and Medical PPEs and PCR Testing Machine) for treatment of the local populace of Chamchamal and the surrounding area - \$153,900
Health Centre - Qadir Karam Sub-District	Health	<b>STOP COVID-19: Community Support Project CSP-KM-0008-20:</b> sponsoring monthly salaries of two (2) ambulance drives belonging to the Health Centre of Qadir Karam - \$6,000
Directorate of Health -Chamchamal District	Health	<b>STOP COVID-19: Community Support Project CSP-KM-0017-20 CH Medical Supply to the Chamchamal Directorate of Health:</b> (PCR Testing Machine, testing kit and VTM) , for treatment of the local populace of Chamchamal and the surrounding area - \$60,500
Directorate of Health -Chamchamal District	Health	<b>STOP COVID-19: Community Support Project CSP-KM-0019-20 CH Medical Support Equipment to the Chamchamal Directorate of Health:</b> ( Heating Block, Micropipette Set , Filter tip, Microcentrifuge, Rack for Eppendorf Tube and Biosafety Cabinet Class II ) at the Chamchamal Hospital; which is for the testing and analyse of the local populace of Chamchamal and the surrounding area - \$18,602
Directorate of Education - Chamchamal District	Education	Providing school transportation for 181 students in 21 different villages in addition to sponsoring the monthly Salaries of 18 teachers in area to teach the specialties unavailable at Qadir Karam Schools - \$138,000
Mayoralty of Qadir Karam - Qadir Karam Sub-District	Infrastructure	<b>Community Support Project CSP-KM-0007-19:</b> constructing a Culvert on the access road - \$1,950
Chamchamal and Surrounding Areas - Chamchamal District	Welfare	<b>STOP COVID-19: Community Support Project CSP-KM-0010-20:</b> distributing 1500 Care Packages to the local populace of Chamchamal and the surrounding areas - \$63,663
Chamchamal and Surrounding Areas - Chamchamal District	Welfare	<b>STOP COVID-19: Community Support Project CSP-KM-0014-20:</b> distributing 350 Care Packages to the local populace of Chamchamal and the surrounding areas - \$13,198
Department of Civil Defence - Qadir Karam Sub-District	Welfare	<b>Community Support Project CSP-KM-0015-20:</b> Provision of firefighting equipment for Qadir Karam in support of local populace - \$1,320
Sub-district Management - Qadir Karam	Protection	<b>Company Internal Project - CIP-KM-0003-20:</b> Provide financial assistance with the repair of the

		government-registered vehicle belonging to the police station. - \$550
Qadir Karam Sub-District	Environmental	<b>Community Support Project CSP-KM-0005-19:</b> Provision of Green Team from the local community for the removal of the waste material within the KM Block - \$11,680

## 12. General Information:

### A. The Company's share price in the market at the end of each month during the fiscal year 2020:

Date	Close	High	Low
30 January	0.901	0.910	0.901
27 February	0.875	0.875	0.860
31 March	0.570	0.594	0.532
30 April	0.737	0.737	0.737
31 May	0.644	0.658	0.644
30 June	0.641	0.646	0.641
29 July	0.720	0.723	0.715
31 August	0.729	0.735	0.716
30 September	0.710	0.720	0.704
28 October	0.680	0.689	0.676
30 November	0.683	0.683	0.675
31 December	0.714	0.715	0.700

### B. The Company's comparative performance with the general market index and sector index to which the Company belongs during 2020

Date	DG Price	ADX Index	Energy Index
02 January	0.947	5,100.260	1,620.740
02 February	0.909	5,115.920	1,609.430
01 March	0.801	4,723.820	1,521.490
01 April	0.560	3,745.100	1,230.420
03 May	0.701	4,105.680	1,407.270
01 June	0.620	4,170.710	1,341.840
01 July	0.638	4,285.060	1,369.950
03 August	0.716	4,324.140	1,688.360
01 September	0.741	4,525.410	1,733.110
01 October	0.713	4,492.020	1,741.690



01 November	0.668	4,634.530	1,670.960
06 December	0.700	5,033.380	1,780.380

**C. Shareholders' ownership distribution as on 31/12/2020 classified as follows:**

Type	UAE	GCC	Arab	Others
Individuals	1,519,624,613	705,305,908	197,177,103	111,965,022
Companies	2,185,640,129	442,678,009	2,908,968	1,823,229,996
Governments	6,843,625	0	0	0
<b>TOTAL</b>	<b>3,712,108,367</b>	<b>1,147,983,917</b>	<b>200,086,071</b>	<b>1,935,195,018</b>
	<b>6,995,373,373</b>			

**D. Shareholders owning 5% or more of the Company's capital as of 31/12/2020 according to the following schedule:**

Investor Name	Citizenship	Quantity	%
<b>CRESCENT PETROLEUM COMPANY INTERNATIONAL</b>	United Kingdom - GBR	1,399,087,797	20%
<b>Ajman Bank</b>	United Arab Emirates	391,106,029	5.591%

**E. Details of shares ownership as of 31/12/2020, in accordance to the following schedule:**

Shares Ownership	No. of shareholders	No. of shares	% of shares compared to capital
Less than 50,000	234,331	555,226,324	7.94
From 50,000 to less than 500,000	1,886	280,002,627	4.00
From 500,000 to less than 5,000,000	471	736,149,799	10.52
Higher than 5,000,000	143	5,423,994,623	77.54
<b>Total</b>	<b>236,831</b>	<b>6,995,373,373</b>	<b>100.00</b>

**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 14 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](mailto: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 <https://www.danagas.com/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](http://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 2020 and the procedures taken in their regards:**

Two special resolutions have been presented and approved by the Annual General Assembly held on April 21, 2021, namely:

1. The Annual General Assembly approved a resolution to remove the first sub-clause of Article (31) of the Company's Articles of Association concerning the maximum number of the Board of Directors' resolutions passed by circulation in any one year.
2. The General Assembly approved a resolution to allow the Board of Directors of Dana Gas to conduct a feasibility study for the demerger of the Company and to start evaluating its assets and to present the study in another General Assembly meeting in due course for its consideration.

## **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**

1<sup>st</sup> 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 27<sup>th</sup> 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 12 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 2020:**

1. In March, Dana Gas's announced that its operations remained unaffected by the coronavirus.
2. In April, Dana Gas shareholders approved 5.5 fils cash dividend and to carry out a demerger feasibility study at AGM.
3. In October, Dana Gas announced that it signed US\$90 million credit facility with Mashreq Bank.
4. In October, Dana Gas announced that it has entered into a binding agreement with IPR Wastani Petroleum Ltd, a member of the IPR Energy Group ("IPR") for the sale of its onshore Egyptian producing oil and gas assets for a consideration of up to \$236 million including contingent payments.



5. In November, Dana Gas announced that it fully redeemed the \$309 million of the outstanding Sukuk.
6. In November, Dana Gas announced that the production of sales gas from Pearl Petroleum's Khor Mor Gas Plant in the Kurdistan Region of Iraq (KRI) reached a record level of 418MMscf/d on 18 November 2020.
7. In December, Dana Gas announced new record gas production from Khor Mor Gas Plant in the KRI, Pearl Petroleum has also restarted expansion plans in the KRI on the 15 December.

**J. Statement of the details of the transactions made by the Company during 2020, which is equal to 5 % or more of the Share Capital of the Company:**

The sale of Dana Gas' onshore Egypt producing business to IPR Energy Group for a consideration of up to \$236 million including contingent payments.

**K. Emiratization percentage in the Company at the end of 2018, 2019 and 2020:**

The nationalization percentage in the Company reached 6.3 % by end of 2018, 6.5 % by end of 2019 and 9 % by end of 2020.

**L. Innovative projects and initiatives carried out by the Company or being developed during 2020**

2020 was characterized by the company response to COVID-19, which required the activation of Business Continuity Plans and managing the operational impacts of the pandemic. This has included measures to assess health & safety risks associated with COVID-19 and implementation of a comprehensive range of mitigations to maintain staff and public health, including remote working where not business critical. These measures fully comply with and in some cases go beyond the recommended measures of the national authorities in those countries where we operate. Several IOCs have consulted with our Pearl Petroleum venture in the KRI in recognition of its 'best-in-class' COVID management approach and response to a particularly challenging and dynamic situation. This includes robust testing and quarantine programmes, adjusting shift rotation patterns to enable continued safe production operations and maintain supply to customers, and careful execution of projects and rig activities. We have also revised and diverted Social Investment in the KRI and Egypt to support health authorities COVID capability through provision of essential medical equipment, and further helped enhance COVID resilience amongst local communities via specific awareness campaigns.



Chairman of the Board	Chairman of the Audit & Compliance Committee	Chairman of the Corporate Governance, Remuneration & Nominations Committee	Head of Internal Audit
Mr. Abdul Hamid Dhia Jafar	Mr. Varoujan A. Nerguizian	Mr. Hani Abdulaziz Hussain Al Terkait	Mr. Neville Henwood
Signature: 	Signature: 	Signature: 	Signature: 
Date: 21-03-2021	Date: 21-03-2021	Date: 21-03-2021	Date: 21-03-2021

