



Dana Gas PJSC

Terms of Reference of the Corporate Governance, Remuneration & Nominations Committee (CGR&NC)

Approved by the Board of Directors on 26 November 2025

1. Introduction

The Corporate Governance Remuneration & Nominations Committee (the “**Committee**”) is established by the Board of Directors of Dana Gas PJSC (the “**Company**”) in accordance with the Federal Commercial Companies Law and the SCA Corporate Governance Guidelines (the “**Corporate Governance Guidelines**”) and applicable regulatory requirements. The Committee is tasked with overseeing corporate governance, remuneration of the Board and senior management and the nomination, appointment, and succession planning for the board of directors and senior management positions in alignment with the Company’s strategy, diversity objectives, and regulatory requirements under the Corporate Governance Guidelines.

2. Establishment, Membership and Independence

2.1 Membership

- a) The Committee shall comprise not fewer than three and not more than five members. All members shall be non-executive Board members and at least two members of the Committee, whatever its number, shall be independent members.
- b) All members of the Committee shall have adequate knowledge and experience in the work scope of the Committee (including without limitation: financial, legal, administrative, executive or other relevant experiences).

2.2 Chairperson

The Chairperson of the Committee shall be appointed by the Board and must be an Independent Non-Executive Director. The Chairperson of the Board may not serve as Chairperson or a member of the Committee. In the absence of the Committee Chair at a Committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

2.3 Appointment and Term

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

2.4 Quorum

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

2.5 Attendance

- a) The Chief Executive Officer, senior management, and external advisers may attend as required, subject to the approval of the Chair of the Committee.
- b) Directors shall recuse themselves from attendance whenever conflicts of interest concerning remuneration or nominations may arise.

3. Roles and Responsibilities

3.1 Corporate Governance

- a. Advise the Board on all matters of corporate governance, including compliance with the Corporate Governance Guidelines, the principles of Board effectiveness, and statutory obligations under the Federal Commercial Companies Law.
- b. Oversee the Board's performance evaluation process and ensure compliance with the Article 12 of the Corporate Governance Guidelines regarding independent external evaluation at least every three years.

3.2 Remuneration

- a. Develop and recommend the Company's Board and executive remuneration policies, ensuring compliance with regulatory requirements.
- b. Align remuneration structures with Company strategy, purpose, values, and long-term sustainable growth.
- c. Ensure clarity, proportionality, predictability, and simplicity in all remuneration arrangements.
- d. Approve individual remuneration packages for directors and senior executives, including fixed pay, bonuses, pension contributions, and long-term incentive schemes.

3.3 Nominations

- a. Lead the process for electing/appointing new members to the Board and senior management, ensuring a transparent and merit-based approach.
- b. Develop and monitor succession plans to secure continuity in leadership, incorporating short, medium, and long-term objectives.
- c. Promote diversity and inclusion across the Board and top management teams, including meeting any statutory targets or voluntary objectives such as achieving greater female representation.
- d. Oversee the skills, qualifications, and experience analysis of Board members, ensuring a comprehensive evaluation to meet the Company's strategic needs.
- e. Engage external consultants in the recruitment process when necessary and disclose any relationships between consultants, the Company, and individual directors.

4. Authority

4.1 The Committee shall have full authority to:

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

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

5. Committee Operations

5.1 Meetings

- a. The Committee shall convene at least two times per year. Additional meetings may be organised as required to address urgent matters or specific actions.
- b. Meetings should be scheduled alongside broader Board sessions, where appropriate, to align with annual reporting cycles.

5.2 Meeting Minutes

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

5.3 Reporting

- a. The Committee shall report to the Board following each meeting regarding its activities, recommendations, and progress against established goals.
- b. The Committee shall oversee the preparation of a detailed annual report, outlining its activities, governance impact, and commitments, including but not limited to diversity achievements, remuneration outcomes, and other statutory disclosures required under the Corporate Governance Guidelines Code.

6. Review and Amendments

- a. At least once every three years, the Committee shall review these Terms of Reference and its performance against its Terms of Reference and submit proposed amendments to the Board for approval, ensuring alignment with current governance best practices and regulations.
- b. Any updates required due to changes in applicable legislation, the SCA Corporate Governance Guideline, or industry developments shall be reviewed and presented for approval.



7. Approval

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

8. Publication

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