



Corporate Governance Annual Report 2025

Dana Gas has consistently recognized the importance of adopting best practices in corporate governance, as this remains a critical success factor for its vision to lead the Middle East's oil and gas industry. Following its incorporation in April 2006, Dana Gas proactively engaged with the International Finance Corporation (IFC), a member of the World Bank Group, to assess and evaluate its corporate governance practices. The primary objective was to enhance the effectiveness of the Board of Directors, strengthen the control environment, and ensure that disclosure and transparency practices align with international standards. Dana Gas continues to benchmark its Corporate Governance and Compliance against global standards through periodic independent external reviews or audits.

The Corporate Governance, Remuneration & Nominations (CGR&N) Committee oversees compliance with governance regulations, complemented by the Compliance Officer's regular monitoring of adherence across the Company. These measures reaffirm Dana Gas's dedication to upholding the highest governance standards.

In 2021, Dana Gas updated its Articles of Association to comply with Federal Law No. 26 of 2020 and the Securities & Commodities Authority Chairman Decision No. (3/Chairman) of 2020. This amendment reflects the Company's ongoing commitment to evolving and maturing its governance standards. A comprehensive internal review of the Articles of Association and governance framework was conducted in 2021 to ensure alignment of policies with applicable guidelines and to integrate these into the Articles of Association.

In 2022, Dana Gas further refined its Articles of Association in line with the Federal Decree by Law No. 32 of 2021 concerning the Commercial Companies Law.

In 2025, the General Assembly approved the revised Board Remuneration Policy in full compliance with the 2024 amendments to the Corporate Governance Guide. An internal Board evaluation for the year 2024 was conducted in Q1 2025, followed by an external evaluation of the Board's performance by the Institute of Corporate Governance "Hawkamah" in Q4 2025, with a report submitted to the Board in November 2025. During the same year, the Company undertook a comprehensive review of the Terms of References of the Board committees to address regulatory changes and incorporate the best international practices in corporate governance.

Ongoing initiatives included verifying the independence of our directors, disclosing conflict of interests, and auditing of governance practices.

The dedication of our Board of Directors and Executive Management to uphold rigorous corporate governance standards is integral to achieving the Company's strategic goals. This commitment ensures transparency, effective control, and high performance, all of which are essential for transforming strategies into future successes. Ultimately Dana Gas's governance practices are designed to deliver value for its Shareholders and benefit other Stakeholders both locally and internationally.



1. Board Formation:

The Board of Directors is elected by the General Assembly every 3 years according to the requirements of the Articles of Association and the applicable regulations. The Annual General Assembly elected the current Board of Directors at its meeting held on 17 April 2024 for the period 2024-2027.

The Board members possess diverse expertise in areas such as operations, finance, law, risk management, governance, and strategy. The Board includes some of the UAE's leading business figures, alongside a select group of experienced professionals specializing in the oil and gas sector. This collective expertise enables well-informed strategic decision-making which supports the Company's long-term objectives.

The Board is committed to holding regular meetings to discuss key matters related to the Company's management, oversee its performance, and ensure compliance with applicable laws and regulations, in line with best corporate governance practices.

The current Board of Directors comprises seven independent Directors and four 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 of 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 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>	20 years (2005-2025)		<ul style="list-style-type: none"> - Chairman, Crescent Group of companies - Chairman, GulfTainer Ltd. - Founding Shareholder, URUK Group - Member, Board of Governors of Pearl Initiative - Founder, UAE Chapters of the Young Presidents Organization and the World Presidents Organization - Member, International Chief Executives Organization - Member of the Board of Trustees, American University of Sharjah



			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 was a member of the Board of Trustees of the American University of Sharjah until August 2023.			
2.	Mr. Rashed Saif Al Jarwan Al Shamsi, Vice Chairman	Non-Executive Non-Independent	Mr. Rashed Saif Al Jarwan Al Shamsi holds a Bachelor's Degree in Petroleum & Natural Gas Engineering from Pennsylvania State University, USA. Mr. Al Jarwan is the Vice Chairman of Dana Gas. He also served on the Board of several institutions in the United Arab Emirates. 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 at 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. Mr. Al Jarwan is the Chairman of the Board Steering Committee in Dana Gas.	17 years (2008-2025)	- Board Member, Sukoon Insurance Company (until 28 February 2025) -	- Board member, Emirates General Petroleum Corporation (EMARAT) (Until February 2025)
3.	Mr. Abdul Majid Abdul Hamid D. Jafar, Managing Director of Board Affairs	Non-Executive Non-Independent	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, venture capital,	20 years (2005-2025)	-	- CEO, Crescent Petroleum Company, UAE



		<p>private equity and real estate. He is also Managing Director of the Board of Dana Gas (PJSC), the region's leading publicly listed natural gas company, listed on the Abu Dhabi Exchange (ADX).</p> <p>Majid Jafar is an advocate of responsible energy and sustainable development, and serves on numerous boards and advisory boards including: the Arab Forum for Environment & Development, the International Energy Forum, the Royal Institute of International Affairs (Chatham House) in London, the Atlantic Council in Washington DC, and the Board of Fellows of Harvard Medical School, and 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 was 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 & 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. He has also been awarded an honorary doctorate from the UMASS Chan Medical School.</p>			<ul style="list-style-type: none"> - Vice Chairman, Crescent Group of companies - Board member, Arab Forum for Environment and Development (AFED) - Board member of the International Energy Forum - Board members of the Royal Institute of International Affairs (Chatham House) in London - Member of the Atlantic Council in Washington DC - Board member of Board of Fellows of Harvard Medical School - Member of the GCC Board Directors Institute - Member of the Young Presidents Organization (YPO)
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4.	Mr. Ziad Abdulla I. Galadari	Non-Executive Non-Independent	<p>Mr. Ziad Abdulla I. Galadari holds a Bachelor of Laws (LLB) Degree from UAE University.</p> <p>Mr. Galadari is the Founder and Chairman of Galadari Advocates & Legal Consultants. He has been practicing as an 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). He is a member of the IBA - International Bar Association (Lawyers International Association) and Chartered Institute of Arbitrators (CI Arb).</p>	20 years (2005-2025)	- Board Member, Emirates Integrated Telecommunications Company (DU)	<p>-Founder & Chairman, Galadari Advocates & Legal Consultants, UAE</p> <p>-Chairman, Galadari Investments Group, UAE</p> <p>-Board member, Dubai World Trade Centre</p>
5.	Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri	Non-Executive 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 a Board member of Al Rubaya Group since 2001. Al Rubaya Group is a leasing and real estate management company, commercial agencies and representing international companies.</p> <p>He also holds the position of Vice Chairman in Electromechanical Co., the 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. He has been a board member of the National</p>	7 years and 8 months (since April 2018)	<ul style="list-style-type: none"> • Board member, National Corporation for Tourism and Hotels (NCTH), Abu Dhabi • Member, Audit Committee of National Corporation for Tourism and Hotels, Abu Dhabi 	<p>-Vice Chairman, Electromechanical Co., Abu Dhabi</p> <p>- Board member of Al Rubaya Group</p>



			Corporation for Tourism and Hotels since 2010, he also is a member of the Audit Committee.			
6.	H.E. Najla Ahmed Mohamed Hamad Almidfa	Non-Executive Independent	<p>H.E. Najla Al Midfa is the Vice-Chairperson of the Sharjah Entrepreneurship Center (Sheraa), a government entity launched in 2016, with a mandate to build the entrepreneurial ecosystem in Sharjah, and support entrepreneurs as they build and grow innovative startups that will contribute positively to the region's economy.</p> <p>Prior to Sheraa, she held a senior position at Khalifa Fund for Enterprise Development, focused on SME financing, and was a consultant at McKinsey and Company's New York office, primarily serving clients across the financial institutions sector. Her previous professional experience also includes roles within PricewaterhouseCoopers and Shell.</p> <p>H.E. Almidfa is a board member of United Arab Bank and the Emirates Development bank. She also serves on the Board of Directors of Sharjah Research, Technology, and Innovation Park and the Sharjah Education Academy, contributing her governance expertise to various sectors. She is also the Vice Chair and Managing Director of the Emirates Growth Fund.</p> <p>H.E. Almidfa is a fellow of the Aspen Institute's Middle East Leadership Initiative, as well as an Eisenhower Global Fellow. Najla holds an MBA from Stanford University.</p>	4 years and 8 months (Since April 2021)	Board member, United Arab Bank	<ul style="list-style-type: none"> - Vice-Chairperson and board member of the Sharjah Entrepreneurship Center (Sheraa) - Board member, Emirates Development Bank - Board member, Sharjah Research Technology, and Innovation Park - Board member, Sharjah Education Academy - Vice Chair and Managing Director, Emirates Growth Fund.



7.	H.E. Younis Haji Abdulla Hussain Alkhoori	Non-Executive Independent	<p>His Excellency Younis Haji Al Khoori is the Undersecretary of the UAE Ministry of Finance, where he is in charge of overseeing the General Budget Department, the revenue and financial operations of the Federal Government, the development and diversification of financial resources, and all financial policies and procedures, in addition to managing the UAE's financial relations with regional and international institutions, such as the GCC and the OECD.</p> <p>Having joined the Ministry of Finance after leading roles at the Abu Dhabi Department of Finance and Abu Dhabi National Oil Company (ADNOC), H.E. Al Khoori manages planning the Ministry's annual budget and setting its core strategies covering IT, human resources, communications, and excellence programmes, in addition to representing the UAE in regional and international financial institutions.</p> <p>On top of his role as Undersecretary of the Ministry of Finance, H.E. Al Khoori is a member of several boards of directors, including the UAE Central Bank, Federal Tax Authority (FTA), the Government Financial Policy Coordination Council, UAE Gender Balance Council, and General Pension and Social Security Authority.</p> <p>H.E. Al Khoori holds degrees from prestigious, world-renowned institutions, namely, a Bachelor of Science in Computer Engineering from Boston University, a Master of Science in Engineering Management from Northwestern University, and a degree in Executive Management from Harvard Business School.</p>	Four years and 8 months (Since April 2021)		<ul style="list-style-type: none"> - Board Member of Central Bank of the UAE - Board Member of Al Etihad Credit Bureau - Department of Finance, Abu Dhabi, Financial Management Information System, Project Manager - Abu Dhabi National Oil Company, Abu Dhabi, Project Engineer
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8.	Mr. Ahmed Abdulhamid Mohammed Saeed Alahmadi	Non-Executive Independent	<p>Mr. Ahmed Abdulhamid Alahmadi is the CEO of Albaher Real Estate Development. He serves as an independent member of the Audit and Risk Committee for ADX-listed Presight AI Holdings.</p> <p>Mr. Alahmadi's professional career has spanned time at Mubadala, Rothschild & Co, and ADQ. He is a CFA charter-holder and holds a First-Class Honours Degree in Chemical Engineering from University College London, and a Master's Degree in Risk Management and Financial Engineering from Imperial College London.</p>	Two years and three months (Since October 2023)	Independent member of Risk Committee for ADX-listed Presight AI Holdings	
9.	Mr. Mohamed Al Sayed Mohamed Ebraheem Alhashmi	Non-Executive Independent	<p>Mr. Mohamed Al Hashimi is currently the CEO, Private Department of HH Sheikh Mohammed Bin Khalid Al Nahyan where he oversees a diverse portfolio of Real Estate and Financial investments. He brings extensive experience in Oil & Gas, Capital Markets, and Financial Strategy. Having served previously in various leadership roles across the ADNOC Group, Mr. Al Hashimi has a proven track record of delivering world class projects.</p> <p>He holds a Bachelor's Degree from Ohio State University and a Postgraduate Degree from Harvard University.</p>	One year and 8 months (Since April 2024)	Board member, Islamic Arab Insurance Company - Salama PJSC	- CEO, Private Department of HH Sheikh Mohammed Bin Khalid Al Nahyan
10.	Mr. Mohamed Khalil Mohamedsharif Foulathi Alkhoori	Non-Executive Independent	Mr. Mohammed Khalil Foulathi is an investment professional who holds a Bachelor's Degree in Applied Sciences, specializing in Business Administration and a Higher Diploma in Business and Management – Financial Services from the Higher Colleges of Technology in the	One year and 8 months (Since April 2024)	Board member, Abu Dhabi Aviation PJSC Board member,	



			<p>United Arab Emirates, in addition to being a Chartered Financial Analyst (CFA). He has worked previously at the Abu Dhabi Investment Council and the Abu Dhabi Pension Fund.</p> <p>Mr. Foulathi currently serves as a board member for Abu Dhabi Aviation PJSC and Al Dhabi Investments PJSC.</p>		Al Dhabi investments PJSC	
11.	Mr. Omar Ibrahim Al-Mulla	<p>Non-Executive Independent</p>	<p>Mr. Omar Al Mulla is the CEO of Osool Investments at Sharjah Asset Management Holding LLC (SAM), the investment arm of the Government of Sharjah, where he oversees SAM's global investment activities. His responsibilities also include strategic investments in regional infrastructure assets, joint ventures and partnerships that foster long-term growth of Sharjah's economy.</p> <p>He chairs the board of Sharjah Hamriyah Independent Power Company (SHIPCO) and serves on the board of ADX listed Sharjah Cement & Industrial Development Co. In addition, Mr. Omar is a board member in the Investment committee in Sharjah Sports Council, He also served as the Chairman of RAFID Automotive Solutions and heads several leadership and executive committee positions across SAM's subsidiaries and joint ventures.</p> <p>Mr. Al Mulla holds a Bachelor's Degree in E-business Management, Higher Diploma in Financial Service and Banking from Higher College of Technology in the United Arab Emirates and a Master of Science degree in Finance and Banking from the British University in Dubai.</p>	One year and 8 months (Since April 2024)	Board member, Sharjah Cement & Industrial Development Co.	<ul style="list-style-type: none"> - Chairman of Sharjah Hamriyah Independent Power Company (SHIPCO) - CEO of Osool Investments at Sharjah Asset Management Holding LLC (SAM) - a board member in the Investment committee in Sharjah Sports Council - Former Chairman of RAFID Automotive Solutions



B. Statement of the percentage of female representation in the Board for 2025:

In April 2024, H.E. Najla Almidfa was successfully elected as a member of the Board of Directors. Accordingly, female representation on the Board is now 9%, and Dana Gas is compliant with the minimum requirement under the Corporate Governance Guide for listed companies issued by the Securities & Commodities Authority to have at least one female Board member.

C. Directors' Remuneration

The Corporate Governance, Remuneration and Nominations Committee (CGRNC) proposes the annual remuneration for members of the Board of Directors which, following Board endorsement, is presented to the General Assembly for approval, pursuant to the provisions of the Commercial Companies Law, the Company's Articles of Association and the Board Remuneration Policy.

1. Total remuneration paid to the Board members for 2024:

The total remuneration for the Board members for 2024 was an amount of AED 15,175,000 including fees for committee memberships.

2. Total remuneration of the Board members proposed for 2025, and which will be presented in the 2026 Annual General Assembly meeting for approval:

The recommendation for the proposed Directors' remuneration was submitted by the CGRNC to the Board of Directors at its meeting held on 11 February 2026, for an amount of AED 14,975,000.

The proposed Directors' remuneration will be presented for approval to the Annual General Assembly scheduled to be held on 21 April 2026.

3. Details of the allowances for attending sessions of the committees of the Board, which were received by the Board members for 2025 fiscal year.

The Directors receive committee fees for their work on Board committees. AED 100,000 is paid to Committee Chairs and AED 75,000 is paid to Committee members. The Committees' membership payments are included in the Board remuneration figures above.

An attendance allowance of AED 15,000 is provided to Directors who are not resident in the UAE to cover board, accommodation, transportation and other expenses. The allowance is withheld in case of non-attendance. At present, all Directors are residents of the UAE.

The Table below shows Board and Committees attendance allowances paid to the Directors during 2025.

Name Board Member	Committees Attendance Allowances for 2025 and			
	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	-	
H.E. Younis Haji Abdulla Hussain Alkhoori		75,000	-	
H.E. Najla Ahmed Mohamed Hamad Almidfa		75,000	-	
	Audit & Compliance Committee			5
H.E. Younis Haji Abdulla Hussain Alkhoori, Chairman		100,000	-	
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri		75,000	-	
Mr. Mohamed Al Sayed Mohamed Ebraheem Alhashmi (since 17 April 2024)		75,000	-	
Mr. Mohamed Khalil Mohamedsharif Foulathi Alkhoori (since 17 April 2024)		75,000	-	
Mr. Omar Ibrahim Abdulla Ahmed Almulla (since 17 April 2024)		75,000	-	
	Corporate Governance, Remuneration & Nominations Committee			5
H.E. Najla Ahmed Mohamed Hamad Almidfa		100,000	-	
Mr. Abdul Majid Abdul Hamid D. Jafar		75,000	-	
H.E. Younis Haji Abdulla Hussain Alkhoori		75,000	-	
Mr. Ziad Abdulla I. Galadari		75,000	-	
Mr. Ahmed Abdulhamid Mohammed Saeed Alahmadi		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 additional allowances, salaries or fees were paid to the Board members other than the allowances for attending the committees.

Number of Board meetings held during 2025 fiscal year, along with their convention dates, personal attendance times, and members attending by proxy:

According to the Company's Articles of Association and the corporate governance standards laid down by the Chairman of the Authority's Decision No. 3 (R.M) of 2020 (as amended), the Board of Directors is required to meet at least 4 times per year. The Board of Directors held five (5) meetings during 2025.

The Table below shows attendance of Board meetings by the Directors during 2025:

Board Members	24 February	16 April	4 June	17 Sep	26 Nov	Attendance by proxy
Mr. Abdul Hameed Dhia Jafar, Chairman	✓	✓	✓	x	✓	-
Mr. Rashed Saif S. Al Jarwan Al Shamsi, Vice Chairman	✓	✓	✓	✓	✓	-
Mr. Abdul Majid Abdul Hamid D. Jafar, Managing Director of Board Affairs	✓	✓	✓	✓	✓	-
Mr. Ziad Abdullah Ibrahim Galadari	✓	✓	✓	✓	✓	-
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri	✓	✓	✓	✓	✓	-
H.E. Younis Haji Abdulla Hussain Alkhoori	✓	✓	✓	✓	✓	-
H.E. Najla Ahmed Mohamed Hamad Almidfa	✓	✓	x	✓	✓	-
Mr. Ahmed Abdulhamid Mohammed Saeed Alahmadi	✓	✓	✓	✓	✓	-
Mr. Mohamed Al Sayed Mohamed Ebraheem Alhashmi	✓	✓	✓	✓	✓	-
Mr. Mohamed Khalil Mohamedsharif Foulathi Alkhoori	✓	✓	✓	✓	✓	-
Mr. Omar Ibrahim Abdulla Ahmed Almulla	✓	✓	✓	✓	✓	-

(✓) Attend in person

(x) Absent

No attendance by proxy

(*) Not a member



Number of Board resolutions by circulation passed during the 2025 fiscal year:

According to Article 30 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 as if they were adopted in a meeting that had been properly called for and validly held provided a majority of the members of the Board of Directors agree to their urgency, and the resolution is delivered in writing to all members for approval, and approved in writing by a majority of the members of the Board.

During the fiscal year 2025, the Board of Directors successfully passed only one resolution by circulation regarding the Approval of Chemchemical Early Well Test (CH EWT) project revised work program and budget, circulated on 7 March 2025.

2. Committees of the Board of Directors:

The Audit and Compliance Committee (A&CC)

A. H.E. Younis Haji Abdulla Hussain Alkhoori, 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 competencies and tasks assigned to them:

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

Members of the Audit and Compliance Committee
H.E. Younis Haji Abdulla Hussain Alkhoori, Chairman
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri
Mr. Mohamed Al Sayed Mohamed Ebraheem Alhashmi
Mr. Mohamed Khalil Mohamedsharif Foulathi Alkhoori
Mr. Omar Ibrahim Abdulla Ahmed Almulla

All members of the Audit and Compliance Committee are financially literate, come from a financial, business, or banking background, and are deeply familiar with financial, accounting, banking and business matters. All of the members are Independent Directors.

The Committee is tasked with overseeing the company's financial reporting, internal controls, audit processes, risk management framework, and compliance with applicable laws and regulations. The Committee is committed to adhering to the highest standards of corporate governance to protect shareholder interests and enhance the integrity of financial and non-financial disclosures.



The Committee is responsible for the following responsibilities:

1. Financial Reporting Oversight

- a. Review the integrity of the financial statements, including annual and interim accounts, reports to regulators, and any public disclosures relating to financial performance.
- b. Evaluate key financial reporting practices, including accounting policies, judgements, and estimates.
- c. Ensure consistent adherence to the requirements of applicable accounting standards and disclosure obligations.

2. Internal Control

- a. Oversee the systems of internal control to ensure they are robust and effective.

3. External Audit Oversight

- a. Recommend the appointment, reappointment, and removal of the external auditor, subject to shareholder approval.
- b. Confirm the external auditor's independence, effectiveness, and compliance with regulatory requirements.
- c. Approve the scope, approach, and fees of the external audit.

4. Internal Audit Oversight

- a. Review and approve the annual internal audit plan.
- b. Monitor the independence and effectiveness of the internal audit function, including evaluating significant findings and ensuring management responsiveness to audit recommendations.

5. Compliance Oversight

Ensure the organization is compliant with applicable statutory provisions, industry standards, and regulations, including but not limited to:

- a) Data Protection laws and regulations.
- b) Anti-Bribery laws and policies.
- c) Industry-specific regulatory obligations.
- d) Monitor whistleblowing policies and frameworks for ethical reporting.
- e) Identify and oversee strategies for addressing compliance risks.

In addition to these responsibilities, the Committee also performs the duties prescribed in the Chairman of the Authority's Decision No. 3 (R.M) of 2020 Concerning the Adoption of the Corporate Governance Guide for Public Joint Stock Companies (as amended). These duties include any additional functions aimed at strengthening the effectiveness of governance and



internal control, and ensuring full adherence to the principles of transparency and accountability.

C. Number of meetings held by the Audit and Compliance Committee during 2025 and their dates to discuss matters related to financial statements and any other matters, the members' personal attendance in those held meetings:

The table below shows the number and dates of meetings held by the Audit and Compliance Committee during 2025 and members' attendance:

Members of the A&C Committee	6 February (Virtually)	19 March (Virtually)	7 May (Virtually)	7 August (Virtually)	6 November (Virtually)
H.E. Younis Haji Abdulla Hussain Alkhoori, Chairman	✓	✓	✓	✓	✓
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri	x	✓	✓	✓	✓
Mr. Mohamed Al Sayed Mohamed Ebraheem Alhashmi	✓	✓	x	✓	✓
Mr. Mohamed Khalil Mohamedsharif Foulathi Alkhoori	✓	✓	✓	✓	✓
Mr. Omar Ibrahim Abdulla Ahmed Almulla	✓	✓	✓	✓	✓

(✓) in person (x) Absent No attendance by proxy (*) Not a Member

D. Annual Audit & Compliance Committee Report

In the course of endorsing the financial results and statements for both quarterly and yearly periods, the Audit & Compliance Committee engaged in discussions with the management and External Auditors regarding significant matters identified for the respective quarter and year-end. Their joint conclusions on the matters were also reviewed. In 2025, the key issues included:

- UAE Gas project assets and legal arbitration.
- Impairment of Oil & Gas interests.
- Estimation of fair value of financial assets through profit or loss.
- Trade receivables.

The Audit & Compliance Committee ensures the independence and effectiveness of the external audit process through several measures. This includes quarterly confirmation of independence from the External Auditors and regular updates to the Committee on the audit process and annual



plan. The shareholders appoint the external auditor for a term of one financial year, with the option to renew for up to six consecutive years. Importantly, the audit partner must be rotated after three consecutive years. Ernst & Young has served as the company's external auditors for the past 5 years, with the audit partner being changed in 2024 after completing a three-year tenure.

The Committee's recommendation regarding the appointment, reappointment, or dismissal of the external auditor is based on a thorough evaluation process. Only external auditors registered with the Capital Market Authority ("CMA" formerly SCA) are eligible for appointment. Candidate firms must demonstrate qualifications and independence, including adherence to restrictions on non-audit services.

The Audit & Compliance Committee evaluates firms based on efficiency, reputation, independence, capacity, experience, and qualifications. The recommended firm is then submitted to the Board for further deliberation and ultimately to shareholders for approval at its annual meeting.

To ensure the independence of the external auditor, the Audit & Compliance Committee must approve any engagements of the firm for non-audit services. The Committee assesses these engagements based on the auditor's expertise in the relevant area and the measures in place to prevent potential conflicts of interest.

Internal Audit submits quarterly reports to the Audit & Compliance Committee for review, which include the following:

- An overview of the internal audit results for the quarter including areas audited, number of controls tested and audit findings in terms of numbers and ratings; and
- Audit results for each audit engagement are presented and discussed during the Audit Committee meetings.

To address any deficiencies or weaknesses in internal control or risk management, the Committee has implemented a comprehensive corrective action plan. This plan includes a quarterly action tracking process to validate the implementation status of management actions resulting from internal audits. The process involves:

- Validating completed actions and justifying any delays
- Assessing overdue actions based on risk exposure
- Presenting these actions to the Audit & Compliance Committee, including details on risk ranking, aging and expected completion dates

The Audit & Compliance Committee, as part of its review of quarterly and annual financial statements, reviews all transactions entered into with related parties as disclosed in Company's 2025 audited annual consolidated financial statements



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

A. H.E. Najla Ahmed Mohamed Hamad Almidfa, Chairperson of the Corporate Governance, Remuneration & Nominations Committee, acknowledges responsibility for the committee system in the Company, review of its working mechanism and ensure its effectiveness.

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

Members of the CGR&N Committee
H.E. Najla Ahmed Mohamed Hamad Almidfa, Chairperson
Mr. Abdul Majid Abdul Hamid D. Jafar
Mr. Ziad Abdulla I. Galadari
H.E. Younis Haji Abdulla Hussain Alkhoori
Mr. Ahmed Abdulhamid Mohammed Saeed Alahmadi

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

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.

The Committee has the following responsibilities:

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 Article 12 of the Corporate Governance Guidelines regarding independent external evaluation at least every three years.



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. Review and recommend individual remuneration packages for directors and senior executives, including fixed pay, bonuses, pension contributions, and long-term incentive schemes.

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.

In addition to these responsibilities, the Committee also undertakes other duties specified in the Authority Chairman's Decision No. 3 (R.M) of 2020 Concerning the adoption of the Corporate Governance Guide for Public Joint Stock Companies, in accordance with the latest approved amendments.

C. Statement of number of meetings held by the Committee during 2025 and their dates, and statement of all Committee members' personal attendance:

The table below shows the number and dates of meetings held by the Corporate Governance, Remuneration & Nominations Committee during 2025 and members' attendance:

Members of the CGR&N Committee	17 February (Virtually)	11 March (Virtually)	28 May (Virtually)	16 September (Virtually)	26 November (Virtually)
H.E. Najla Ahmed Mohamed Hamad Almidfa, Chairperson	✓	✓	✓	✓	✓
Mr. Abdul Majid Abdul Hamid D. Jafar	✓	✓	✓	x	x
Mr. Ziad Abdulla I. Galadari	✓	✓	✓	✓	✓
H.E. Younis Haji Abdulla Hussain Alkhoori	✓	✓	✓	✓	✓
Mr. Ahmed Abdulhamid Mohammed Saeed Alahmadi	✓	✓	✓	✓	✓

(✓) in person (x) Absent No attendance by proxy (*) Not a Member

The Supervision and Follow-up Committee of insiders' transactions

A. Mr. Neville Henwood, Legal and Commercial Director, is responsible for maintenance of the register of insiders and for follow-up on the reporting of insiders' transactions and acknowledges his responsibility for the committee system in the Company, reviewing its working mechanisms and ensuring its effectiveness.

B. Names of members of the Supervision and Follow-up Committee of insiders' transactions and clarifying their competencies and tasks assigned to them:

The committee comprises Mr. Neville Henwood, Legal and Commercial Director, Mr. Mohammed Mubaideen, Head of Investor Relations, Mrs. Fatima Al Obaidly, External Affairs Manager & Investor Relations Officer and Mr. Omran Alzamani, Board Secretary & Senior Legal Counsel.

C. A summary of the committee's work report during 2025:

Pursuant to Article 33 of Decision No. 3 (R.M) of 2020 (as amended), 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 2025, the Company maintained such a register and submits periodic statements and reports to the Market.

Other Committees approved by the Board of Directors:

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



1. **Board Steering 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 working mechanisms and ensuring its effectiveness.

B. **Name of the committee:**

Board Steering Committee.

C. **Names of each committee member, clarifying its competencies 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:

Members of the Board Steering Committee
Mr. Rashed Saif Al Jarwan Al Shamsi, Chairman
Mr. Abdul Majid Abdul Hamid D. Jafar
H.E. Najla Ahmed Mohamed Hamad Almidfa
H.E. Younis Haji Abdulla Hussain Alkhoori

The Committee is established to support and facilitate the deliberations and decision-making process of the Board of Directors. The Committee is responsible for the following responsibilities:

1. To consider, review, and make recommendations to the Board of Directors concerning matters submitted for approval by the Board, including but not limited to Company strategies, business plans and budgets.
2. To propose annual business performance targets and develop corporate scorecards detailing metrics for evaluation.
3. To provide periodic reviews of progress against the corporate scorecard and guide the Board regarding adjustments to strategic targets where necessary.
4. To consider and review new business development initiatives.
5. To deliberate and report on findings submitted by the Reserves Sub-Committee, particularly those concerning Company's Reserves, independent engineering assessments, and audit results.
6. To oversee the Company's risk management framework.

D. Statement of number of meetings held by the Committee during 2025 and their dates, and all Committee members' personal attendance:

The Table below shows the number and dates of meetings held by the Board Steering Committee during 2025 and members' attendance:

Members of the Board Steering Committee	21 February (Virtually)	2 June (Virtually)	16 September (Virtually)	25 November (Virtually)
Mr. Rashed Saif Al Jarwan Al Shamsi, Chairman	✓	✓	✓	✓
Mr. Abdul Majid Abdul Hamid D. Jafar	✓	x	x	✓
H.E. Najla Ahmed Mohamed Hamad Almidfa	✓	✓	✓	✓
H.E. Younis Haji Abdulla Hussain Alkhoori	✓	✓	✓	✓

(✓) in person (x) Absent No attendance by proxy (*) Not a Member

2. Reserves Sub-Committee:

A. Mr. Rashed Saif Al Jarwan Al Shamsi, Chairman of the Reserves Sub-Committee, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensure its effectiveness.

B. Name of the committee:

The Reserves Sub-Committee.

C. Names of each committee member, clarifying its competencies and tasks assigned thereto:

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

Members of the Reserves Sub-Committee
Mr. Rashed Saif Al Jarwan Al Shamsi, Chairman
Mr. Ziad Abdulla Ibrahim Galadari
Mr. Mohamed Al Sayed Mohamed Ebraheem Alhashmi
Mr. Mohamed Khalil Mohamedsharif Foulathi Alkhoori
Mr. Omar Ibrahim Abdulla Ahmed Almulla



The Sub-Committee functions as a delegated subcommittee of the Board Steering Committee, operating within the governance framework of the Company and the provisions of the Terms of Reference. The Committee is tasked with reviewing and approving Company Reserves reports.

The Committee is responsible for the following duties:

1. Ensure that the Company is properly assessing and reporting reserves derived from exploration and development activities, with emphasis on accuracy, transparency, and compliance with applicable laws and standards.
2. Ensure that reserves estimate updates are prepared and reported in a timely manner, adhere to internationally recognized standards, and are professionally documented.
3. Ensure the existence of valid contracts with qualified, independent engineering and reserves auditing firms of international standing, authorized to conduct annual updates of reserve estimates.
4. Conduct annual meetings to review oil and gas reserves updates provided by external consultants, in consultation with the Company's technical management and the independent engineers.
5. Evaluate any changes proposed to the reserves' estimates in the reports and deliberate the technical and financial implications with management and auditors.
6. Make recommendations to the Board or Board Steering Committee regarding adoption, amendment, or rejection of the Company's reserves reports.

D. Statement of number of meetings held by the Committee during 2025 and their dates, and all Committee members' personal attendance:

The table below shows the number and dates of meetings held by the Reserves subcommittee during 2025:

Members of the Reserves Sub-Committee	20 February 2025
Mr. Rashed Saif Al Jarwan Al Shamsi, Chairman	✓
Mr. Ziad Abdulla I. Galadari	✓
Mr. Mohamed Al Sayed Mohamed Ebraheem Alhashmi	x
Mr. Mohamed Khalil Mohamedsharif Foulathi Alkhoori	✓
Mr. Omar Ibrahim Abdulla Ahmed Almulla	✓

(✓) in person

(x) Absent

No attendance by proxy

(*) Not a Member

E. Statement of Board duties and powers exercised by Board members or the executive management during 2025, 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
NIOC Award Enforcement Strategy Ad Hoc Committee	To monitor enforcement of the NIOC arbitral award and to provide reports to the Board of Directors. The members of the committee are Mr. Majid Jafar, Mr. Ziad Abdulla I. Galadari, H.E. Younis Alkhoori, Mr. Richard Hall and Mr. Neville Henwood.	From January 2022 until end of enforcement of the arbitral award.
Mergers & Acquisition Committee	The mandate of this committee is to consider the timing, desirability, discussion with one or more parties assessing interests, and to submit recommendations to the Board of Directors. The members of the committee are Mr. Majid Jafar and Mr. Rashid Al-Jarwan.	Ongoing from September 2020.
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 until the end of the Board membership period in April 2027.
Chief Executive Officer	<ol style="list-style-type: none"> 1. To implement the strategies, plans and policies laid down by the Board of Directors to achieve the 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; and 6. To provide regulatory bodies (Ministry of Economy, Capital Market Authority, Abu Dhabi Securities Exchange) with information, disclosure 	The delegation is valid during the tenure of the Chief Executive Officer.

	statements and documents as required in accordance with applicable laws, rules, policies and Company regulations.	
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F. Statement of the details of the transactions made with parties during 2025, provided that it shall include the following:

Sn	Statement of related parties	Clarifying the nature of relationship	Type of transaction	Value of transaction
1	Crescent National Gas Corporation Limited (CNGCL)	Minority shareholding	Pipeline capacity billing to Joint Venture ¹	\$1.3 million
2	Pearl Petroleum Company Limited	Joint operations	Fees for Management services billed to Joint Venture ²	\$ 5 million
3	Pearl Petroleum Company Limited	Joint operations	Overhead cost ³	\$ 7.4 million
4	Crescent Petroleum Company	Shareholder	Fees for Management services provided by shareholder ⁴	\$ 1.2 million

¹ 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.

² Fees for management services to the Pearl Petroleum joint venture (Joint operations) reflect actual cost charged in respect of time spent by Dana Gas personnel on joint ventures activities.

³ Relates to amount paid by Pearl Petroleum (Joint operations) with respect to overhead cost as per the agreement with the host government.

⁴ Fees for management services provided by the shareholder reflect actual cost charged in respect of time spent by shareholder personnel on activities related to Dana Gas.

There were no transactions by the Company with related parties during 2025 which equal 5% or more of the Company's capital.

3. Statement of ownership and transactions of Board of Directors members, their spouses and their children in the Company's securities during 2025:

The Dana Gas PJSC Share Dealing Code (the "Code") was adopted in September 2017. The Code complies with international best practice as well as relevant provisions in regulations issued by the Capital Markets Authority (formerly Securities and Commodities Authority) and Abu Dhabi Securities Exchange.



The Code defines periods during which Directors and employees are not permitted to deal in the Company's shares. No Director nor employee has traded in the shares of the Company during the closed periods set out in the Code or in the Securities and Commodities Authority's Resolution No. 2/2001.

The table below shows the trading in the company's shares conducted by the members of the Board, their spouses, and their children during 2024 and their holdings of such shares at the end of the year:

Board Member	Position/ Relationship	Shares owned as of 31/12/2025	Total Sale Transactions	Total Purchase Transactions
Mr. Abdul Hameed Dhia Jafar	Chairman	-	-	-
Mr. Rashed Saif S. Al Jarwan Al Shamsi	Vice Chairman	1,600,000	-	-
Mr. Abdul Majid Abdul Hamid D. Jafar	Managing Director of Board Affairs	-	-	-
Mr. Ziad Abdulla Ibrahim Galadari	Director	4,132,855	-	-
Mr. Shaheen Mohamed Abdulaziz Rubayea Almheiri	Director	10,000,000	-	-
H.E. Najla Ahmed Mohamed Hamad Almidfa	Director	1,000,000	-	-
H.E. Younis Haji Abdulla Hussain Alkhooiri	Director	19,477,938	-	2,863,448
	Wife	2,601,011	-	-
Mr. Ahmed Abdulhamid Mohammed Saeed Alahmadi	Director	-	-	-
Mr. Mohamed Al Sayed Mohamed Ebraheem Alhashmi	Director	-	-	-
Mr. Mohamed Khalil Mohamedsharif Foulathi Alkhooiri	Director	21,204,118	-	-
Mr. Omar Ibrahim Abdulla Ahmed Almulla	Director	-	-	-

4. Assessment of the Board of Directors

Every year, the Board of Directors carries out an internal assessment to evaluate its overall effectiveness, including the performance of individual board members and committees. The evaluation focuses on several key areas:

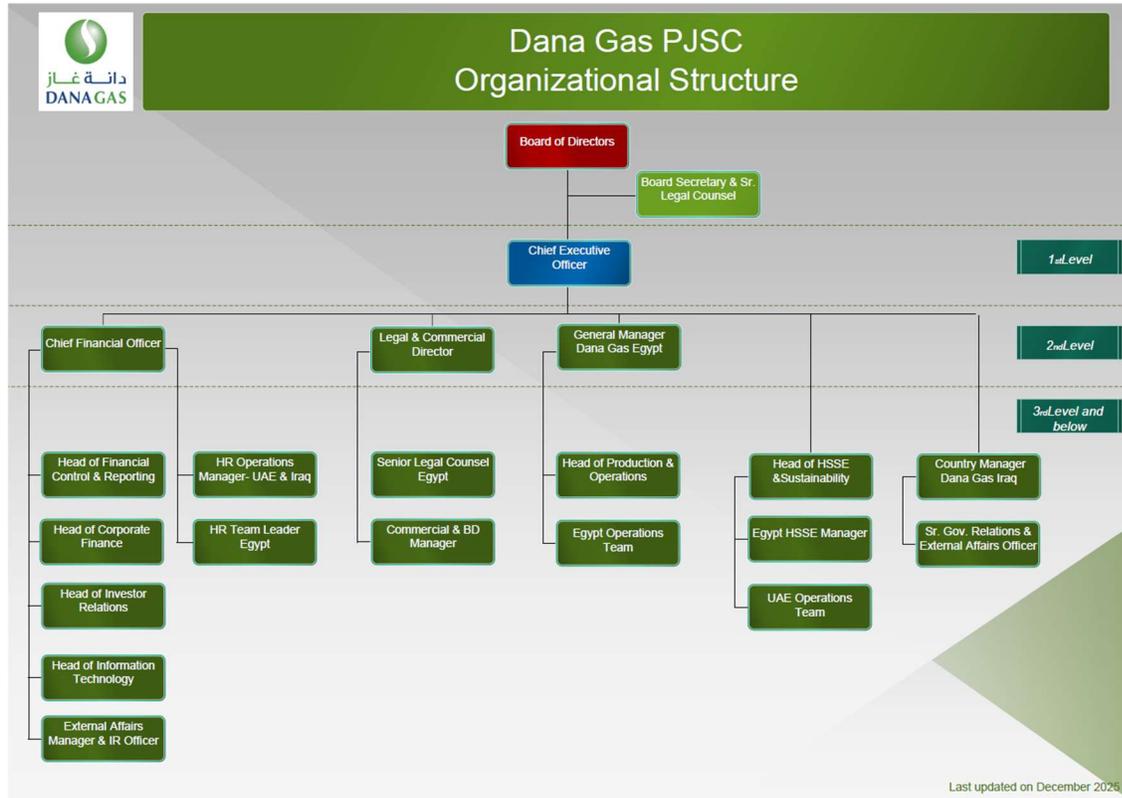


- Strategic Oversight
- Board evaluation
- Financial oversight
- Risk management
- Behavioral support
- Stakeholder engagement
- Team composition
- Discussions and decision-making
- Information accessibility
- Meeting efficiency
- Committee support
- Areas of improvement and development

A Board evaluation questionnaire was developed and circulated to all Directors on 16 December 2024, using the Thinking Board Evaluator Platform (online questionnaire). The questionnaire was designed to promote critical and objective feedback, encouraging self-evaluation and reflection on potential improvement areas. To ensure comprehensive feedback, participants were invited to add comments beyond the close-ended questions. Anonymous feedback was then collected, and a report with the collated results was produced. This report was presented to the Board for further discussion and consideration.

Every three years, the Board undergoes an external assessment conducted by an independent professional entity, ensuring no conflict of interest with the Company, Board members, or executive management. This assessment evaluates the performance of the Board, its members, and committees. As planned, Hawkamah Institute was engaged to conduct the external evaluation of the Board and its committees. Online questionnaires were distributed to all Board members on 25 September 2025 through a dedicated online platform to ensure the collection of independent and transparent feedback. In addition, the Board Secretary coordinated individual, in-person interviews between Board members and the external evaluator during the period from 27 October to 7 November 2025. Upon completion of the evaluation process, the final report's findings were presented to and discussed with the Board. No material issues were identified requiring Board-level remediation.

5. The complete organizational structure of the Company:



A detailed statement of senior executives in the first and second grade according to the Company's organizational structure, their jobs and dates of 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 in 2025.

Sn	Job Title	Date of Appointment	Total salaries, allowances & benefits paid for 2025 (AED)	Total Bonuses paid for 2025 (AED)	Any other cash / in kind bonuses for 2025
1	Chief Executive Officer	6/Nov/23	2,816,040	3,786,750	-
2	Chief Financial Officer	5/Jan/16	2,245,449	1,450,483	-
3	Legal & Commercial Director	16/Aug/20	2,094,522	1,315,383	-
4	General Manager DG Egypt (until 30 Apr 2025)	01/May/23	557,156	-	-



5	General Manager DG Egypt	1/May/25	248,096	165,921	-
6	Head of HSSE & Sustainability	16/Mar/20	380,688	-	456,083 *
7	Head of Technical and Operations	3/Mar/25	1,278,204	535,644	256,144**
8	Country Manager Dana Gas Iraq	27/May/07	1,192,933	510,249	-

(*) End of Service Benefits

(**) Joining Bonus + Onboarding charges

6. External Auditors

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

The Company's External Auditors, Ernst & Young, is one of the "Big Four" global accounting firms. It employs more than 312,000 professionals in over 150 countries, with four global regions and 33 sub-areas within those regions.

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 statutory Financial Statements for Dana Gas PJSC for 2025 amount to AED 388,500 as approved by the General Assembly. The total fee for auditing the Group Companies' quarterly, annual and standalone financial statements is AED 1.5 million. The External Auditors' fees are disclosed in the Company's Annual Financial Statements.

Name of Auditing Firm	Ernst & Young Mr. Thodla Hari Gopal
Number of years served as external auditor for the Company	5 years
Total fees for auditing the Group Companies' quarterly, annual and standalone financial statements of 2025 (AED)	AED 1.5 million
The fees and costs of the special services other than the auditing of the financial statements in 2025 (AED)	-
The details and nature of other services provided (if any)	-
A statement of the other services performed by an external auditor other than the Company's auditor in 2025 (if any)	Name of the Auditor: PricewaterhouseCoopers Details of the Services Provided: Tax advisory services Name of the Auditor: Grant Thornton Details of the Services Provided: Internal audit services



C. Statement clarifying the reservations that the Company's auditors included in the interim and annual financial statements for 2025:

None.

7. Internal Control System:

A. The Board of Directors acknowledges responsibility for the Company's internal control system, review of its working mechanisms and ensuring its effectiveness. The Board of Directors has established an internal control functions which include the following:

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 the internal audit plan; and
5. Implementing the audit plan and submitting periodical reports to the Board of Directors and to the Audit & Compliance Committee with observations on the actions taken by executive management with respect to them.

The internal control functions enjoy independence in performing their functions. They report to the Audit & Compliance Committee of 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 directives to the Board of Directors and the Audit & Compliance Committee identified during the audit process. The internal controls functions mandated by the Board investigate and form an independent opinion on any matter which obstructs, delays or challenges internal control work.

The Internal Audit function 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 Audit prepares an annual internal 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 24 February 2025 the 2025 internal audit plan. In March 2021, the Board of Directors resolved to appoint Grant Thornton as Dana Gas' internal auditors for the period 2021 to 2023 inclusive and they have been reappointed annually since then.

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:

In order to comply with CMA requirements Grant Thornton has been appointed to manage the Company's internal audit function in March 2021. Grant Thornton is a globally recognized professional services firm with established strength in internal audit, risk management, and governance advisory. The firm applies internationally accepted internal audit standards and brings extensive regional experience, enabling it to provide independent, objective, and value driven assurance. Their appointment supports the company's commitment to strong corporate governance by enhancing the effectiveness of internal controls, compliance frameworks, and overall risk management practices.

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

Ms. Lydia Garcia was appointed as the Compliance Officer for the Company by Board Resolution No. 15/2025 dated 4 June 2025, to carry on the duties and functions prescribed under 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 (as amended). She is responsible for verifying the scope of compliance by the Company and its employees with the applicable laws, regulations and resolutions.

Ms. Garcia has more than twenty years of international experience in Europe and the Middle East. She is a highly qualified financial professional who has successfully built and led high-performing finance teams, and her extensive expertise has contributed to enhancing operational efficiency and supporting institutional growth.

D. How the Internal Control Function deals with any major company issues or those 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 complaints will be addressed by the Compliance Officer and promptly communicated to the Audit & Compliance Committee.

There were no major issues identified that warranted disclosure on the 2025 annual financial statements.

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

The Internal Control Function presented multiple internal audit reports to the Company's Board of Directors and to the Audit & Compliance Committee comprising an ongoing internal audit activities from 2021 to 2025 as part of the internal audit plan.

8. Details of the violations committed during 2025:

There were no violations reported by the Company in 2025.



9. The cash and in-kind contributions made by the Company during 2025 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 in the vicinity of its operations. 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.

The table below shows some of the Company's social responsibility activities during the year 2025:

Dana Gas UAE 2025

Theme	Project	Partners	Description	Total
Education	Give Education to Orphans	<i>Sharjah Social Empowerment Foundation</i>	'Give Education to Orphans' is a large-scale academic empowerment project, which aims to provide orphans with access to education.	\$5 K
Social	Partnership	<i>Pearl Initiative</i>	Annual partnership with the Pearl Initiative to enhance corporate transparency and accountability in the Gulf Region. This collaboration reflects our commitment to sustainable and ethical business practices, aiming to foster a culture of responsibility and positive societal impact.	\$25 K
			Total DG UAE	\$30 K

Note: Dana Gas continues to support the Dana Gas Chair in Chemical Engineering at the American University of Sharjah, following an endowment of \$4 MM made in 2008.

Dana Gas Egypt 2025

Theme	Project	Partners	Description	Total
Welfare	Ramadan Boxes	<i>Albirweltakwa Foundation and Ministry of Social Solidarity</i>	Distribution of 5000 dry food boxes to low income families for the holy month of Ramadan in Damietta, Dakhlia & Sharkiya governorates.	\$35K
	Underprivileged Community Support	<i>Annual Fees paid to SPE Society of Petroleum Engineers-Mining & Gas.</i>	Collective contribution with other companies in the Egyptian oil & gas sector to support various health and welfare activities for underprivileged members of the community.	\$1K
		<i>Al Orman foundation and Drinking Water & Wastewater Authority</i>	Construction of 90 water pipes and delivery of clean water to houses of poor families in the neighbourhood villages.	\$ 10K

Social Entrepreneurship	Income Generation Projects	<i>Al Orman foundation and Ministry of Social Solidarity</i>	Provided 18 various small projects for low income/ underprivileged individuals to sustain sustainable income in Sharkiya governorate.	\$9K
Sponsorship	Gold Sponsorship for the UAE National Day	<i>Embassy of UAE in Cairo, Egypt</i>	Contribution to the UAE National Day Celebration	\$10K
			Total DG Egypt	\$ 65 K

Dana Gas KRI (Completed) 2025

Theme	Project	Partners	Description	Total
Energy	Substation Operators Sponsorship - QK	<i>CH-Mayoralty, Qadir Karam Sub-District, Electric dep.</i>	Provide continual funding for the Qadir Karam 10KVA Mobile Substation by financing the sponsorship of twelve (12) Operators to oversee the substation operations throughout the year 2025.	\$48.2 K
	Community Fuel Distribution - Qadir Karam and Surrounding Area	<i>Dept of Electricity & Mayoralty, Qadir Karam Sub-District</i>	Provided fuel (9,800 L/month) for 40 villages/locations to power generators.	\$61.1 K
	Authority Fuel Distribution - Qadir Karam	<i>CH- Mayoralty, Qadir Karam Sub-District</i>	Provided annual fuel to the local authority of Qadir Karam (SDM, Police Station and Asayesh) (1,650 L/month).	\$12.8 K
	Qadir Karam Asayesh- Generator Repair Service	<i>QK-Asayesh Station</i>	Repaired the Asayesh generator to ensure continuous power for CCTV monitoring at checkpoints.	\$2.2 K
	CH Electricity Directorate Purchase All in One PCs	<i>CH-Electricity Directorate</i>	Purchased two all-in-one computers for the Chemchemical Electricity Distribution Directorate.	\$1.3 K
	Dar Basara Village - Water Pump Power Supply	<i>CH-Water Directorate</i>	Resolved the main power issue at the village water source.	\$13.4 K
	NVCP - Damaged Power Pole Replacement	<i>QK- Electricity Department</i>	Replaced a damaged power pole near NVCP to restore a safe electricity connection.	\$1.9 K
Education	Deden Primary School Renovation - Chemchemical	<i>CH-Education Directorate</i>	Refurbished the primary school.	\$25.6 K
	Laboratory Equipment Requirements - Charmo University	<i>Chemchemical Technical Institute</i>	Provided new equipment and improved laboratory facilities.	\$32.6 K
	Purchase and Maintenance of AC's - Chemchemical Technical Institute	<i>Chemchemical Technical Institute</i>	Provided and maintained air conditioning systems to improve the learning environment at the Technical Institute.	\$7.8 K

	KM Student Transportation	<i>CH-Education Directorate</i>	Financed teacher and student transportation for the 2024-2025 school year.	\$66.1 K
	Chemchemical Technical Institute - First Phase Renovation	<i>Chemchemical Technical Institute</i>	Restored the roof and fixed leaks in the nursing department (Phase 1).	\$31.5 K
	Sul-Down Syndrome Centre Support	<i>Sul-Education Directorate</i>	Constructed an enclosed play area with sandwich panels for safety.	\$14.8 K
	QK High School - Capacity Building	<i>CH-Education Directorate</i>	Sponsored a summer Student Empowerment Program training course.	\$6.4 K
	Outstanding Students Gift - CH & QK	<i>CH-Education Directorate</i>	Awarded laptops to top-performing grade 12 students (95% and above).	\$67.6 K
	Handicap Student Gift - Sul	<i>Asha Organization</i>	Awarded laptops to handicap and recently graduated 12th-grade students as an educational reward.	\$4.1 K
	Cultural Hall Renovation - Chemchemical	<i>CH-Mayoralty</i>	Provided financial support to renovate part of the Chemchemical Cultural Hall building.	\$1.5 K
Health & Welfare	Suly - Orphanage & Care House Support - Essential Support Items	<i>Sul-Social Care Directorate</i>	Provided essential materials to improve living conditions (Phase 3).	\$24.3 K
	Sul-Orphanage & Care House - Eid Gifts	<i>Sul-Social Care Directorate</i>	Provided Eid gifts (clothes and sweets) to residents of orphanage, elderly care, and juvenile centres.	\$3.2 K
	Breast Cancer Awareness - QK	<i>CH-Health Directorate, QK-Health Centre</i>	Conducted a public awareness campaign on early detection and screening.	\$47.7 K
	Ambulance Drivers - Qadir Karam	<i>CH-Health Directorate, QK-Health Centre</i>	Provided financial support to sponsor two (2) ambulance drivers for the Qadir Karam Health Centre.	\$6.5 K
	Support for People with Special Needs - CH & SL	<i>Asha Organization</i>	Provided wheelchairs, computers, and sewing machines to 45 individuals.	\$35.1 K
	CH Care Packages	<i>CH-Mayoralty</i>	Distributed 1,000 essential food baskets to low-income families and workers.	\$30.3 K
	Provision of Equipment - CH Kidney Centre	<i>CH-Health Directorate</i>	Provided haemodialysis equipment and a Reverse Osmosis (RO) system.	\$68 K
	24-Hour Powerline Connection - CH Kidney Centre	<i>CH-Health Directorate</i>	Connected the Kidney Treatment Centre to 24-hour national grid electricity.	\$13.6 K
	Emergency Centre Renovation - Chemchemical	<i>CH-Health Directorate</i>	Refurbished the Chemchemical Emergency Centre, the only 24-hour facility.	\$11.7 K
	Emergency Assistance for Flood	<i>CH-Mayoralty</i>	Deliver emergency flood relief and essential community support in Chemchemical District and Qadir	\$51.6 K

	Relief & Community Support - CH & QK		Karam Sub-district, helping affected families meet urgent needs and begin recovery.	
	Support of the Flood-Affected Families	<i>CH-Mayoralty</i>	The assistance targets households affected by damage to homes, shops, and vehicles, and is distributed through formal, transparent mechanisms under the supervision of the Chemchemical Emergency Commission and the KRG Deputy Prime Minister's Office.	\$2 M
Water	Water Pipeline Repair - Chemchemical - Dukan 3 rd Phase	<i>CH-Water Directorate</i>	Repaired the broken Dukan-Chemchemical water pipeline (Phase 3).	\$3.9 K
	Water Source Rehabilitation (Extension) - Taza Shar	<i>CH-Water Directorate, QK-Water Dep.</i>	Restored and rehabilitated the water supply damaged by rainfall and floods.	\$11.2 K
	Purchasing Water Valve - Chemchemical	<i>CH-Water Directorate</i>	Purchased 32 water valves of various sizes to replace damaged ones.	\$17.8 K
	Provision of Submersible Pumps & Soft Starters - Chemchemical	<i>CH-Water Directorate</i>	Funded submersible pumps and soft starters for water wells.	\$18.1 K
	Chemchemical Water Distribution	<i>CH-Water Directorate</i>	Distributed potable water for 105 days in Chemchemical district and Shorsh Sub-district.	\$485.4 K
	Water Well Rehabilitation - Qadir Karam	<i>CH-Water Directorate, QK-Water Dep.</i>	Urgently restored Water Well #1 by cleaning and replacing the broken submersible pump.	\$1.3 K
	Sangaw Water Source - Provision of Cabins	<i>CH-Water Directorate, Sangaw-Water Dep.</i>	Purchased three cabins for the Zenana Water Project, the main potable water source.	\$4.7 K
	Raparin Quarter - Water Network	<i>CH-Water Directorate</i>	Installed a new polyethylene pipeline to address water shortages in Raparin Quarter.	\$3.7 K
Infrastructure	Construction of Sewerage Network - Shorsh	<i>Shorsh-Municipality Dep.</i>	Constructed a concrete pipe sewerage network in Ajdakh Neighbourhood to improve sanitation.	\$6.6 K
	Zhazh Village - Access Road Repair	<i>CH-Road/Bridge Repair and Protection Directorate</i>	Repaired access roads to ensure safe use during winter.	\$33 K
Others	QK Asayish - Material, IT & Furniture Supply	<i>QK-Asayesh</i>	Provided materials, IT equipment, and furnishings to the Qadir Karam Asayish Department.	\$9.9 K



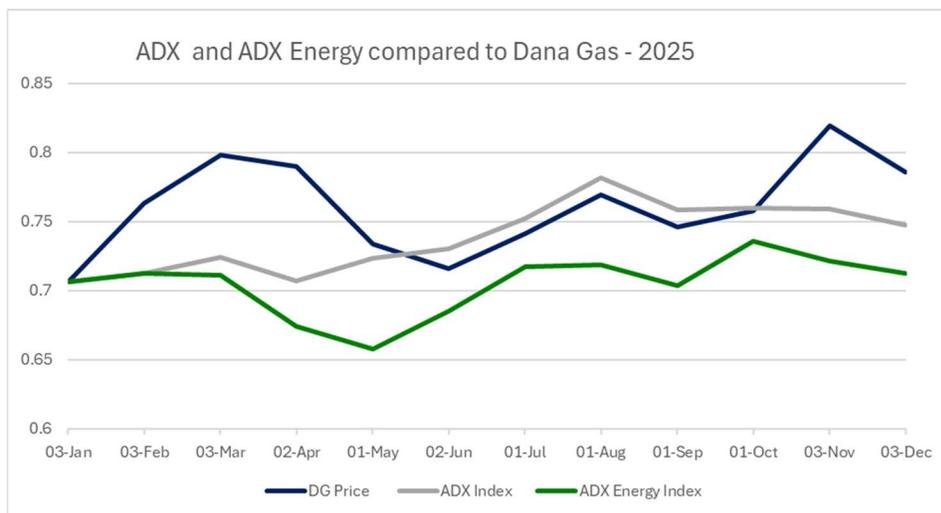
	Rooms Construction - TJ Police Department	CH-Police Directorate	Funded the construction of three rooms for the Takya Jabari Police Department.	\$3.4 K
Total CREDAN KRI Completed in 2025				\$3,289 K

10. General Information:

A. The Company's share price in the market at the end of each month during the fiscal year 2025:

Date	Close	High	Low
31 January	0.760	0.761	0.756
28 February	0.794	0.803	0.789
28 March	0.786	0.790	0.785
30 April	0.745	0.749	0.738
30 May	0.720	0.720	0.712
30 June	0.737	0.739	0.730
31 July	.766	0.782	0.766
29 August	0.753	0.757	0.752
30 September	0.760	0.760	0.746
31 October	0.828	0.834	0.819
28 November	0.780	0.788	0.771
31 December	0.860	0.860	0.844

B. The Company's comparative performance with the general market index and sector index to which the Company belongs during 2025





C. Shareholders' ownership distribution as on 31/12/2025 classified as follows:

Type	UAE	GCC	Arab	Others
Individuals	2,052,654,834	615,953,933	198,142,427	139,996,031
Companies	1,154,119,693	414,930,466	3,362,806	2,416,213,183
Governments	0	0	0	0
TOTAL	3,206,774,527	1,030,884,399	201,505,233	2,556,209,214
		6,995,373,373		

D. Shareholders owning 5% or more of the Company's capital as of 31/12/2025 according to the following schedule:

Investor Name	Citizenship	Quantity	%
CRESCENT PETROLEUM COMPANY INTERNATIONAL	United Kingdom - GBR	1,399,087,797	20%

E. Details of shares ownership as of 31/12/2025, in accordance to the following schedule:

Shares Ownership	No. of shareholders	No. of shares	% of shares compared to capital
Less than 50,000	229,079	533,853,571	7.63
From 50,000 to less than 500,000	1,969	295,515,630	4.22
From 500,000 to less than 5,000,000	555	824,090,744	11.78
Higher than 5,000,000	179	5,341,913,428	76.36
Total	231,782	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 Corporate Communications. He brings extensive experience of more than nineteen years in the field of investor relations, making him a key pillar in strengthening communication with shareholders and developing corporate relations strategies in line with leading professional practices.



2. Communications with the Investor Relations

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 contact with its Shareholders, investors and financial analysts to inform them on the Company's business activities and financial position through regular meetings and calls with financial institutions, analysts, media and investors and regular press releases on important developments and activities.

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

Information related to the investors can be viewed at the investor relations page <https://www.danagas.com/investors/>

Shareholders are invited to familiarize themselves with the Company's activities and its financial affairs at the Company's webpage www.danagas.com where disclosures on important developments in the Company's business are also made.

G. The special resolution presented in the Annual General Assembly held during 2025 and the procedures taken in its regard:

A special resolution was presented and approved by the Annual General Assembly held on April 16, 2025, as follows:

"Resolved,

10.1 to approve to issue bonds or sukuks having a fixed tenor (such as from 3 to 5 years), with an aggregate outstanding face amount not exceeding USD 500 million (or equivalent). The bonds or sukuks would not be convertible into shares of Dana Gas PJSC and could be offered to eligible investors both inside and outside of the UAE, at any time, whether directly or through a special purpose vehicle, provided that this is undertaken in compliance with the Federal Decree Law No. 32 of 2021 concerning Commercial Companies.

10.2 To approve to delegate to the Board of Directors of the Company (the Board), or any person so authorized by the Board, authority to adopt any resolution or take any action on behalf of the Company as may be necessary to implement the resolutions referred to in (10.1) above, and authorizing the Board, or any person so authorized by the Board, to determine and agree on the size, timing, terms, and documentation in respect of any such issuances of bonds or sukuk."



H. Board Secretary:

1. Name of Board Secretary

The Board of Directors appointed Mr. Omran Al Zamani as Board Secretary.

2. Appointment date

01 December 2019.

3. Qualifications and experience

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

He holds a Master's Degree in International Law, Diplomacy and International Relations with focus in International Business Law from Paris Sorbonne University Abu Dhabi and a Bachelor's Degree in Law from University of Sharjah. He has more than 17 years of experience in 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).

Mr. Omran Al Zamani is a certified Board Secretary by The Institute of Corporate Governance (Hawkamah) and Dubai Financial Market (DFM) and certified by the GCC Board Directors Institute and the Financial Academy in the Kingdom of Saudi Arabia.

I. Major events and important disclosures that the Company encountered during 2025:

Dana Gas partners with Levidian and invests in groundbreaking technology to transform flare gas into high-quality graphene and hydrogen	22 January 2025
Dana Gas announces Net Profit of AED 553 million (\$151mm) for FY 2024	07 February 2025
Dana Gas' Board recommends a dividend of AED 385 million (5.5 fils per share) for 2024	25 February 2025
Crescent Petroleum and Dana Gas reach 500 MMboe cumulative production from Khor Mor field, announce major growth and development plans	03 April 2025
Dana Gas reports a 13% increase in Net Profit for Q1 2025	8 May 2025
Dana Gas Reports Successful Results at the 'Begonia-2' Appraisal Well and Progress on 'Balsam-3' in Egypt's Onshore Nile Delta	23 July 2025
Dana Gas Reports Increase in Net Profit to AED 270 Million (\$73mm) in H1 2025	8 August 2025



Dana Gas and Crescent Petroleum boost Khor Mor gas capacity by 50% with early completion of KM250 Project	15 October 2025
Dana Gas Reports AED 379 million (\$103mm) Net Profit in 9M 2025	7 November 2025
Dana Gas Signs MoU with the Syrian Petroleum Company to Assess the Opportunity to Redevelop Key Existing Gas Fields	12 November 2025
Dana Gas Reports Further Success in Egypt's Onshore Nile Delta with a Significant Discovery	11 December 2025

J. Statement of the details of the transactions made by the Company during 2025, which is equal to 5 % or more of the Share Capital of the Company:

There was no transaction made by the Company during 2025, which is equal to 5 % or more of the share capital of the Company.

K. Emiratization percentage in the Company at the end of 2023,2024 and 2025:

The nationalization percentage in the Company reached 9 % by the end of 2023, 2024 and 2025.

L. Innovative projects and initiatives carried out by the Company or being developed during 2025.

Innovative projects being developed in 2025 included the following:

Dana Gas signed an agreement with Levidian, a British climate tech business, in September 2024 to pilot groundbreaking patented LOOP technology which converts methane into graphene and hydrogen. The project aligns with Dana Gas' commitment to investing in next-generation innovation and supporting sustainable energy solutions, while unlocking new revenue streams for the Company. The engineering, design, construction, and acceptance testing of the pilot unit was completed in 2025, with the unit now being organized for shipment to our SajGas Plant, UAE for commissioning in 2026. The unit will use advanced microwave plasma technology to capture carbon from methane and produce 1.5 tonnes of high-quality graphene and hydrogen per year, which will allow Dana Gas to demonstrate the technology's capabilities and explore broader commercial applications for the graphene - a high-value versatile material that is set to shape the future of multiple industrial applications – from batteries and tyres to concrete and polymer pipes – which has drawn strong interest from the industry and investors. By adopting this innovative technology, Dana Gas aims to secure first-mover advantage and unlock new commercial opportunities, including sourcing customers for graphene offtake in partnership with Levidian. The installation of the pilot unit will allow Dana Gas to test and refine the capability for graphene production at its facilities, with the potential to install industrial scale units that will each be capable of producing over 15 tonnes of graphene per annum if there is sufficient demand in the market.

In terms of the company's energy transition strategy and climate action plan, our Pearl Petroleum venture in the KRI continued to voluntarily offset its annual CO2 emissions for the fifth year, maintaining its position as one of the first carbon neutral O&G production businesses in the Middle East.

For additional information on Innovative projects and initiatives, refer to the Sustainability Report section of the Integrated Report.

Chairman of the Board	Mr. Abdul Hamid Dhia Jafar	Signature: 	Date: 31-03-2026
Chairman of the Audit & Compliance Committee	H.E. Younis Haji Abdulla Hussain Alkhoori	Signature: 	Date: 31-03-2026
Chairperson of the Corporate Governance, Remuneration & Nominations Committee	H.E. Najla Ahmed Mohamed Hamad Almidfa	Signature: 	Date: 31-03-2026
On behalf of the Head of Internal Audit	Mr. Neville Henwood	Signature: 	Date: 31-03-2026

