



## **Corporate Governance Annual Report 2018**

### **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 improve the effectiveness of the Board of Directors, strengthen the control environment and ensure that the disclosure and transparency practices of the Company are consistent with international best practice.

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

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

In 2010 the International Finance Corporation (IFC) published a report on "Corporate Governance Success Stories", demonstrating the business case for good corporate governance in MENA region. The report shared the experience of 11 companies that have adopted governance improvements and the impact they made. According to the IFC, the impact for Dana Gas was substantial access to capital, reputation enhancement, substantial 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 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 and the work place policy. A year-end exercise was conducted to seek employees confirmation on understanding and compliance with these five key controls. An audit of the application of the anti-bribery and corruption policy and anti-money laundering policy is scheduled for 2019 to improve the internal procedures.

## **2. Transactions of the members of the Board Directors, their spouses and children in the Company’s securities during 2018:**

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

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

In regards to the dealings of the members of the Board of Directors and their spouses and children, only one Director traded in the Securities of the Company during 2018. The transaction occurred outside the ban period set out and was duly approved by the Securities & Commodities Exchange and Abu Dhabi Market Exchange as below:

<b>Board Member</b>	<b>Position/Relationship</b>	<b>Shares owned as of 31/12/2018</b>	<b>Total Sale Transactions</b>	<b>Total Purchase Transactions</b>
Mr. Varouj Nerguizian	Director	5,500,000	1,000,000	-

## **3. Composition of the Board of Directors:**

The Board of Directors is elected by the General Assembly every 3 years. The number of members of the Board of Directors were 18 reduced subsequently to 12 in April 2015 and 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 the retiring members. 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 nine Independent Directors and two Non-Executive Directors.

a. The Board of Directors during 2018 comprises of the following members:

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 governmental or business entities
1	Mr. Hamid Dhiya Jafar, Chairman	Non-Executive Non-Independent	<p>Mr. Hamid 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. Hamid Jafar is the Founder and Chairman of the Crescent Group of companies headquartered in Sharjah in the UAE, with regional offices in the Middle East and the UK. The group is engaged in a variety of commercial ventures including container port operations, logistics, real estate, power generation and private equity.</p> <p>Mr. Jafar also promoted a culture of transparency and accountability in the Gulf Region through the "Pearl Initiative" (whose Board of Governors he chairs), founded in cooperation with the United Nations Office of Partnerships.</p> <p>Mr. Jafar is the founder of the UAE Chapter of the Young Presidents Organization and the World Presidents Organization (now 'YPO Gold'), and is also a member of the International Chief Executives Organization. In addition, Mr. Jafar has a wide range of philanthropic interests involving disabled and disadvantaged children, cancer treatment and education. He is a member of the Board of Trustees of the American University of Sharjah.</p>	13 years (2005-2018)		<ul style="list-style-type: none"> <li>- Chairman, Crescent Group of companies</li> <li>- Chairman, Gulftrainer Ltd.</li> <li>- Founding Shareholder, URUK Group</li> <li>- Chairman, Board of Governors of Pearl Initiative</li> <li>- Founder, UAE Chapters of the Young Presidents Organization and the World Presidents Organization</li> <li>- Board member, International Chief Executives Organization</li> <li>- Member of the Board of Trustees, American University of Sharjah</li> </ul>

2	Mr. Rashid Saif Al Jarwan, Vice Chairman	Independent	<p>Mr. Rashid Al-Jarwan holds a Bachelor's Degree in Petroleum &amp; Natural Gas Engineering from Pennsylvania State University, USA.</p> <p>Mr. Rashid Saif Al-Jarwan is the Vice Chairman of Dana Gas. He also serves on the Board of several institutions as the Emirates General Petroleum Corporation (Emarat), Oman Insurance Company, DIFC Investments (DIFCI), Mashreq Bank and Al Ghurair Holding Company.</p> <p>Through his extensive oil and gas experience extends over 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 ADNOC Group of companies in Abu Dhabi for 28 years. He also served on the board of the National Petroleum Construction Co., the National Drilling Co. in Abu Dhabi and the Sharjah Industrial Development Co. and Fertil Company in Abu Dhabi.</p> <p>In addition, he is the Chairman of the Board Steering Committee in Dana Gas.</p>	10 years (2008-2018)	<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 member, Emirates General Petroleum Corporation (EMARAT) &amp; EMOIL</li> <li>- Board member, Dubai International Financial Centre (DIFC)</li> <li>- Board member, Al Ghurair Holding Ltd</li> </ul>
3	Mr. Majid Jafar, Managing Director of Board Affairs	Non-Executive Non-Independent	<p>Mr. Majid Jafar holds Bachelor's and Master's Degrees in Engineering (Fluid Mechanics and Thermodynamics) from Cambridge University (Churchill College), as well as an MA (with Distinction) in International Studies and Diplomacy from the University of London's School of Oriental &amp; African Studies, and an MBA (with Distinction) from Harvard Business School, USA.</p> <p>Mr. Majid Hamid Jafar is the CEO of Crescent Petroleum, the main founder and largest shareholder of Dana Gas. He is the Vice-Chairman of the Crescent Group of companies, a diversified family business group headquartered in Sharjah in the UAE and active across different</p>	13 years (2005-2018)		<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, Carnegie Middle East Center</li> </ul>

4	Mr. Varouj Nerguizian	Independent	<p>industrial sectors and countries. His previous experience was with Shell International's Exploration &amp; Production and Gas &amp; Power Divisions in Europe.</p> <p>In addition to his energy industry positions, he serves on the board of the Arab Forum for Environment and Development, Queen Rania Foundation and the Iraq Energy Institute. He is also a member of the GCC Board Directors Institute and the Young Presidents Organization, and is an Accredited Director of the Institute of Directors (IoD Mudara).</p>	13 years (2005-2018)	- General Manager, Bank of Sharjah	<ul style="list-style-type: none"> <li>- Board member, Iraq Energy Institute</li> <li>- Board member, Queen Rania Foundation (QRF)</li> <li>- Board member, Higher Colleges of Technology (HCT)</li> <li>- Active member, the International Institute for Strategic Studies (IISS)</li> </ul>
			<p>Mr. Varouj Nerguizian holds Sciences Economiques Degree from Saint Joseph University, Lebanon and from Université Lyon Lumière, France.</p> <p>Mr. Varouj Nerguizian is the General Manager of Bank of Sharjah, UAE since 1992. 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 Lycee Libanais Francophone Prive in Dubai, a non-profit educational initiative that caters to the needs of the Lebanese and Francophone communities of the UAE since 2003. In addition, he serves on the Board of Growthgate PEF, "Pearl Initiative" and the Board of Trustees of the American University of Sharjah.</p>			<ul style="list-style-type: none"> <li>- Chairman and General Manager, Emirates Lebanon Bank SAL, Lebanon</li> <li>- Board member, Growthgate PEF</li> <li>- Board member, Pearl Initiative</li> <li>- Member of the Board of Trustees of the American University of Sharjah</li> <li>- Founding member and Chairman, Lebanese Educational Fund SA</li> <li>- Founding member and Chairman, Lycee Libanais Francophone Prive, Dubai (non-profit educational institution)</li> </ul>



5	Mr. Said Arrata	Independent	<p>Mr. Said Arrata holds a B.Sc. Degree in Petroleum Engineering from Cairo University, along with several post-graduate accreditations at various universities in North America, as well as 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>Through his extensive oil and gas extensive experience that extends over than 40 years, Mr. Arrata is the former Chairman and Chief Executive Officer of Sea Dragon Energy Company in Canada till 2015. He is a former Co-Founder and CEO of Centurion Energy International in Egypt in addition to senior management positions in major global oil companies in Canada and around the world.</p> <p>In addition, he is the Chairman of the Reserves Committee in Dana Gas.</p>	11 years (2007-2018)		<ul style="list-style-type: none"> <li>- Chairman, Delta Oil and Gas, UK</li> <li>- Board member, Deep Well Oil and Gas Incorporation, Canada</li> </ul>
6	Mr. Hani Hussain Alterkait	Independent	<p>Mr. Hani Alterkait holds a Bachelor's Degree in Chemical Engineering from University of Tulsa in USA.</p> <p>Mr. Hani Hussain Alterkait 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. Hani currently serves on the Board of several companies as Advanced Petrochemical Company in KSA, Kuwait Foundation for the Advancement of Science and Warba Bank in Kuwait. In addition, he is the Chairman of the Corporate Governance, Remuneration &amp; Nominations Committee in Dana Gas. Previously he held various executive positions in several oil and petrochemical companies in Kuwait as Kuwait National</p>	3.9 years (2015-2018)	<ul style="list-style-type: none"> <li>- Board member, Advanced Petrochemical Company, KSA</li> <li>- Board member, Warba Bank in Kuwait</li> </ul>	<ul style="list-style-type: none"> <li>- Board member, Kuwait Foundation for the Advancement of Science</li> <li>- Member, the Supreme Council for Planning in Kuwait</li> </ul>

7	Mr. Ziad Abdulla Galadari	Independent	<p>Petrochem Co., Petrochemical Industries Co., Public Authority for Industry, Hoechst German and Ikarus Petroleum Industries Company.</p> <p>In addition, he is the Chairman of the Corporate Governance, Remuneration &amp; Nominations Committee in Dana Gas.</p> <p>Mr. Ziad Galadari holds Bachelor's of Laws (LLB) Degree from UAE University.</p> <p>Mr. Ziad Abdulla 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 on the Board of Dubai World Trade Centre and Emirates Integrated Telecommunications Company PJSC (DU). He is he is a member of Lawyers International Association and Institute of Chartered Arbitrators.</p>	13 years (2005-2018)	- Board Member, Emirates Integrated Telecommunications Company (DU)	- Founder & Chairman, Galadari Advocates & Legal Consultants, UAE - Chairman, Galadari Investments Group, UAE - Board member, Dubai World Trade Centre		
8	Mr. Abdullah Ali Almajdouie	Independent	<p>Mr. Abdullah 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 Ali Almajdouie is the Group President and Vice Chairman of Almajdouie Holding Company since 1986. He is holding several chairs in GCC companies as Almajdouie De Rijke Logistic Co. in KSA, Star Marines Services in Dubai, Petrology LLC in Bahrain and Raya Financing Co. in KSA.</p> <p>Mr. Almajdouie is the Vice Chairman of Dhahran International Exhibitions Co. and serves on the board of several companies as Arab Union of Land Transport in Jordan, Arab Paper Manufacturing Co. and Prince Mohammed Bin Fahd University in</p>	9 years (2009-2018)	- Board Member, United Electronics Co. (eXtra)	- Chairman, Almajdouie De Rijke Logistic Co., KSA - Chairman, Star Marines Services, Dubai - Chairman, Petrology LLC, Bahrain - Chairman, Raya Financing Co., KSA - Vice Chairman, Dhahran International Exhibitions Co. - Board member, Arab Union of Land Transport, Jordan - Board member, Prince Mohammed		



9	Mr. Nureddin S. Sehweil	Independent	<p>KSA. In addition, he is a Counseling Member in Tharawat in Dubai and a member of social &amp; charitable organizations in Saudi Arabia and in GCC as well.</p> <p>In addition, he was the Chairman of the Corporate Governance, Remuneration &amp; Nominations Committee in Dana Gas for many years.</p> <p>Mr. Nureddin Sehweil holds a BSC Degree in Petroleum Engineering from Louisiana State University, USA.</p> <p>Mr. Nureddin S. Sehweil is the Chief Executive Officer of UAG and Uni-Arab Engineering &amp; Oilfield Services in Abu Dhabi. His experience extends nearly 46 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 7 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>	8 months (April-December 2018)		<p>Bin Fahd University, KSA</p> <ul style="list-style-type: none"> <li>- Board member, Arab Paper Manufacturing Co.</li> <li>- Counseling member, Tharawat, Dubai</li> </ul>
10	Mr. Shaheen Mohamed Almheiri	Independent	<p>Mr. Shaheen Almheiri holds a Bachelor's Degree in Business Communications Technology from Staffordshire University in the UK.</p> <p>Mr. Shaheen Mohamed Almheiri is currently the General Manager of Al Rubaya Group since 2001. Al Rubaya Group is a leasing and real estate management company, commercial agencies and representation of international companies.</p> <p>He also holds the position of the General Manager of Abu Dhabi Medical Company since 2007, the exclusive company of Siemens in the United Arab Emirates.</p> <p>Previously Mr. Almheiri was the Assistant</p>	8 months (April-December 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>	<ul style="list-style-type: none"> <li>- Board member, Uni Arab Group and its subsidiaries and partnerships in the Oil and Gas Engineering, Services and Supplies</li> <li>- Board member, Newline Soosan ENS</li> <li>- Board member, Huvis Water</li> <li>- Board member, Newline Orbitech in the nuclear power generation services</li> </ul>

11	Mr. Jassim Mohamedrafi Alsiddiqi	Independent	<p>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> <p>Mr. Jassim Alsiddiqi holds a BSc in Electrical Engineering from the University of Wisconsin-Madison and MSc in Electrical Engineering from Cornell University, USA.</p> <p>Mr. Jassim Mohamedrafi Alsiddiqi is the Chief Executive Officer of Abu Dhabi Financial Group (ADFG). He has been at the helm of the company since its establishment in 2011, transforming it into one of the leading and fastest growing investment management companies in the MENA region. He is known for his dynamic and innovative approach, having pioneered investment strategies in the region.</p> <p>Mr. Alsiddiqi is the Chairman of SHUAA Capital, Eshraq Properties and The Entertainer. He also serves on the board of First Abu Dhabi Bank (FAB), Abu Dhabi Capital Group and ADNOC Distribution. He has also served as a noted lecturer at the Abu Dhabi based Petroleum Institute.</p>	2 months (November-December 2018)	<ul style="list-style-type: none"> <li>- Board member, Adnoc Distribution PSC</li> <li>- Board member, SHUAA Capital PSC</li> <li>- Board member, Eshraq Properties PJSC</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>
Mr. Adel Idris AlAwadhi	Independent	<p>Mr. Adel AlAwadhi holds a BA Degree in Business Administration from Colorado State University and MBA in International Business from the American University in Dubai.</p> <p>Mr. Adel AlAwadhi is the founder and Executive Chairman of The Corporate Group (TCG). His role is managing and advising all subsidiaries under TCG and developing businesses across the MENA region. Additionally, the role involves opening new potential relationships and partnerships.</p>	7 months (April-November 2018)		<ul style="list-style-type: none"> <li>- Founder and CEO, The Corporate Group</li> <li>- Founder and MD, Corporate Business Services</li> <li>- Vice Chairman, Rail Operations of UITP MENA</li> <li>- President, GCC Alumni for IMD Business School</li> </ul>	

			<p>His business development expertise spans different sectors such as infrastructure, energy, transport, health, training and education, BPO, ICT, aviation and facilities management. He has over than 20 years of experience in bidding, acquisition, business growth and directorship in many boards in the UAE and MENA region.</p> <p>Mr. AlAwadhi is the Head of Government Relations Task Force for HH Sheikh Abdul Aziz Bin Humaid Foundation (AAF) since 2015. He is also the President of GCC Alumni for IMD Business School since 2012. Furthermore, he also completed Mohammed Bin Rashid leadership program from IMD, Switzerland. In addition he serves on the board of Smart Life Foundation and is an Executive Committee member of the British Business Group since 2008.</p>			<ul style="list-style-type: none"> <li>- Executive Board member, various business for Serco in the GCC</li> <li>- Board member, Arabian Leaders of the Future Association</li> <li>- Executive Board member, British Business Group</li> <li>- Board member, Gulf Talent Advisory Board</li> </ul>
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**a. Female Representation in the Board of Directors in 2018:**

During 2018 the Board of Directors consisted of 11 members with no female representation.

**b. Female Representation Nomination:**

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

**c. Remuneration:**

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 Articles of Association of the Company. The executive Directors, if any not entitled to receive annual remuneration. The Board remuneration granted is disclosed in the Company's annual financial statements.

**1. Directors Annual Remuneration for 2017:**

The Annual General Assembly approved in its meeting held on 18 April 2018 the Directors remuneration award for the year 2017 for around AED 6 million.

**2. Directors Proposed Annual Remuneration for 2018:**

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

**3. Board and Committees' Attendance Allowances for the Year 2018:**

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

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

The Table below shows Board and Committees Attendance Allowances paid to the Directors during 2018. These committee meetings allowances are paid to UAE non-residents to cover for their attendance costs, therefore it does not apply on the UAE residents.

Name Board Member	Name of Committee	Allowance Amount	Number of Meetings
	<b>Board Steering Committee</b>		5
Mr. Rashid Al-Jarwan		-	
Mr. Majid Jafar		-	
Mr. Varouj Nerguizian		-	
Mr. Said Arrata		83,391	
Mr. Hani Hussain Alterkait (from 26 September)		-	
Mr. Abdullah Ali Almajdouie (until 25 September)		24,308	
	<b>Audit &amp; Compliance Committee</b>		5
Mr. Varouj Nerguizian		-	
Mr. Majid Jafar		-	
Mr. Said Arrata (until 25 September)		55,594	
Mr. Abdullah Ali Almajdouie (from 26 September)		6,077	
Mr. Nureddin S. Sehweil (from 26 September)		-	
Mr. Adel Idris AlAwadhi (from 26 Sept. until 5 November)		-	
	<b>Corporate Governance, Remuneration &amp; Nominations Committee</b>		4
Mr. Hani Hussain Alterkait		54,335	
Mr. Said Arrata (from 26 September)		27,797	
Mr. Ziad Abdulla Galadari (from 26 September)		-	
Mr. Shaheen Mohamed Almheiri (from 26 September)		-	
Mr. Nureddin S. Sehweil (from 26 September)		-	
Mr. Abdulla Ali Almajdouie (until 25 September)		12,153	
Mr. Rashid Al-Jarwan (until 25 September)		-	
Mr. Adel Idris AlAwadhi (from 26 Sept until 5 November)		-	

The Table below shows attendance of Board meetings by the Directors during 2018:

Board Members	14 March	18 April (before AGM)	29 May	24 June	26 September	18 November	Attendance by proxy
Mr. Hamid Jafar, Chairman	✓	✓	✓	✓	✓	by phone	-
Mr. Rashid Al-Jarwan, Vice Chairman	✓	✓	✓	✓	✓	✓	-
HE Sheikh Sultan Bin Ahmed Al Qasimi (until 18 April)	✓	✓	*	*	*	*	-
Mr. Majid Jafar, Managing Director of Board Affairs	✓	✓	✓	✓	✓	✓	-
Mr. Varouj Nerguizian	✓	✓	✓	X	✓	by phone	-
Mr. Said Arrata	✓	✓	✓	X	X	✓	-
Mr. Abdullah Ali Almajdouie	✓	✓	✓	✓	✓	✓	-
Mr. Ziad Abdullah Galadari	✓	✓	✓	✓	✓	✓	-
Mr. Nasser Mohamed Al Nowais (until 18 April)	✓	✓	*	*	*	*	-
Mr. Hani Hussain Alterkait	✓	✓	X	X	✓	✓	-
Mrs. Fatima Obaid Al Jaber (until 18 April)	✓	X	*	*	*	*	-
Mr. Nureddin S. Sehweil (from 18 April)	*	*	✓	X	✓	✓	-
Mr. Shaheen Mohamed Almheiri (from 18 April)	*	*	✓	X	✓	✓	-
Mr. Adel Idris AlAwadhi (until 5 November)	*	*	✓	✓	✓	*	-
Mr. Jassim Mohamedrafi Al Siddiqi (from 6 November)	*	*	*	*	*	X	-

(✓) Attend in person

(x) Absent

(\*) Not a member

No attendance by proxy



e. **Delegation of Responsibilities to the Executive Management**

Name of the Authorized person	Delegation Authority	Duration of the Delegation
The Chairman	To oversee and manage the refinancing of the Company's Sukuk issued in 2012 including supervising negotiations terms, media and public relations. Directors participated in the work of the Committee according to their qualifications and experiences.	The delegation expired upon refinancing and issuance of the new Sukuk in August 2018.
NIOC Ad-hoc Committee	To negotiate terms of the Settlement Agreement with Crescent Petroleum. It comprises of Mr. Rashid Al-Jarwan, Mr. Varouj Nerguizian and Mr. Ziad Galadari	From February to April 2018
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.

#### f. Details of Related Parties' Transactions

"Related Parties include Chairman and members of the Board of Directors, Senior Executive Management, employees and companies in which contribute any of these including at hold at least 30% or more of the Company's capital, as well as subsidiaries or sister or affiliate companies."

The transactions with related parties are listed in the below consolidated income statement as below:

	<u>2018</u>	
	<u>* Revenues</u>	<u>**Fees for Management Services</u>
	<i>USD mm</i>	<i>USD mm</i>
Joint arrangement	1	3
Major Shareholders	-	4
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	1	7
	<hr style="width: 50%; margin: 0 auto;"/>	<hr style="width: 50%; margin: 0 auto;"/>

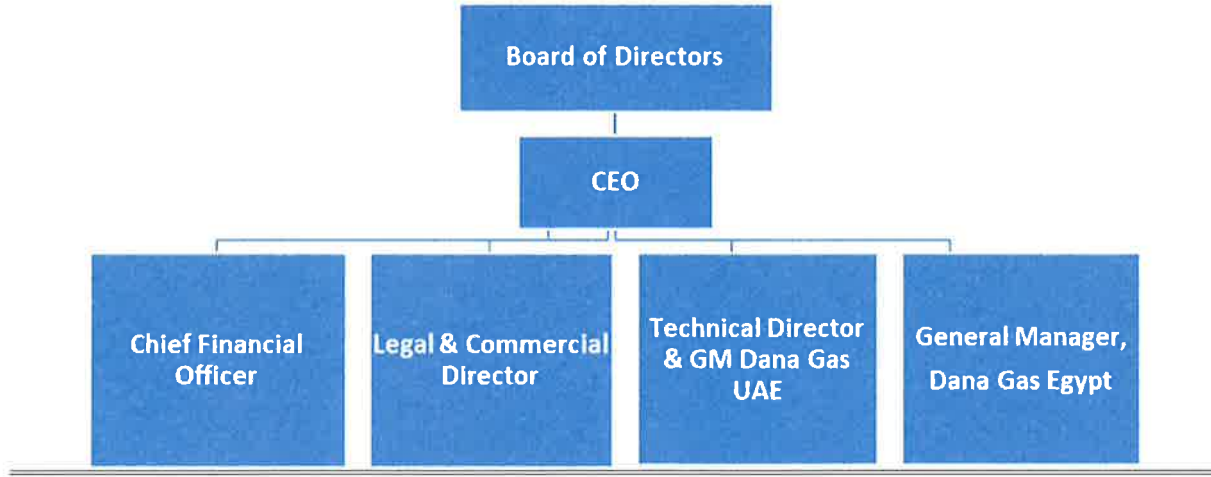
#### \*Revenues:

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 holds 35% interest.

#### \*\*Fees for Management Services:

1. Fees for management services for joint arrangement relates to actual cost charged to Pearl Petroleum in respect of time spent by Dana Gas personnel on Pearl activities during 2018.
2. Fees for management services by major shareholders relates to actual cost charged by Crescent Petroleum in respect of time spent by its personnel on Dana Gas activities during 2018.

#### g. The Company's Organizational Chart



#### h. Senior Executives of the Company

The following Table shows the Senior Executives of the Company with their designations, appointment dates and total remuneration including bonus paid to them for 2018.

Job Title	Date of Appointment	Total remuneration for 2018 (Salary + Allowances) (AED)	Total Bonuses Paid in 2018 (AED)
Chief Executive Officer	September 2013	2,938,130	2,514,595
Chief Financial Officer	January 2016	1,916,254	1,078,211
Legal and Commercial Director	March 2014	1,876,519	986,123
Technical Director and GM DG UAE	September 2015 until October 2018	1,798,169	816,494
General Manager, DG Egypt	December 2016 until June 2018	711,372	806,593
General Manager, DG Egypt	May 2018	1,085,623	-

#### 4. External Auditors

##### a. Brief account on the Company's External Auditors:

The Company's External Auditors, Ernst & Young, is one of the top tier audit firms with a network of 230,000 employees in more than 150 countries. The firm's areas of work include oil and gas, banks, financial institutions, technology and commerce, health care, infrastructure, industrial, leisure in addition to consumer products and allied sectors.

The duration of the current term of the Company's External Auditors, Ernst & Young, which lasted for 13 years has come to an end. The Company will appoint new auditors to perform the Group's audit work for the financial year 2019. The matter will be presented to the Annual General Meeting, which will be held on 17 April 2019 for discussion, approval of appointment and determination of their fees.

##### b. Appointment and Fees of External Auditors:

The Auditors' fees in respect of the annual Financial Statements for Dana Gas for 2018 amounts to AED 323,750 as approved by AGM. The total fees for auditing the Group is AED 1.3 Million. The external auditors' fees are disclosed in the Company's Annual Financial Statements. No other external auditors other than E&Y provided any other services to the Company during 2018.

Name of Auditing Firm	Ernst & Young
Number of years served as external auditor for the Company	13 years
Total fees for auditing the financial statements of 2018 (AED)	AED 1.3 Million
The fees and costs of the special services other than the auditing of the financial statements in 2018 (AED)	None
The details and nature of other services provided (if any)	None
A statement of the other services performed by an <u>external auditor other than</u> the Company's auditor in 2018 (if any)	None

##### Statement of the qualified opinions made by the Company's External Auditors in the interim and annual Financial Statements for 2018:

The Company's External Auditors did not highlight any qualified opinions or reservations about either the interim or the annual Financial Statements for 2018.

## 5. The Audit and Compliance Committee (A&C)

a. The Audit and Compliance Committee is composed of the following members:

Members of the Committee
Mr. Varouj Nerguizian, Chairman
Mr. Majid Jafar
Mr. Nasser Al Nowais (until 18 April)
Mrs. Fatima Al Jaber (until 18 April)
Mr. Said Arrata (until 25 September)
Mr. Abdullah Ali Almajdouie (from 26 September)
Mr. Nureddin S. Sehweil (from 26 September)
Mr. Adel Idris AlAwadhi (from 26 September until 5 November)

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 Ministerial Resolution No. 7 (R.M) of 2016.

b. The Table below shows the number and dates of meetings held by A&C Committee during 2018 and members attendance:

Members of the A&C Committee	Dates of meetings				
	8 February	13 March	6 May	12 August	8 November
Mr. Varouj Nerguizian, Chairman	✓	✓	✓	✓	✓
Mr. Majid Jafar	x	✓	✓	✓	x
Mr. Nasser Al Nowais (until 18 April)	✓	✓	*	*	*
Mrs. Fatima Al Jaber (until 18 April)	✓	x	*	*	*
Mr. Said Arrata (until 25 September)	x	✓	x	proxy	*
Mr. Abdullah Ali Almajdouie (from 26 September)	*	*	*	*	✓
Mr. Nureddin S. Sehweil (from 26 September)	*	*	*	*	✓
Mr. Adel Idris AlAwadhi (from 26 September until 5 November)	*	*	*	*	*

(✓) in person

(x) Absent

(\*) Not a member

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

a. The Corporate Governance, Remuneration & Nominations Committee is composed of the following members:

Members of the Committee
Mr. Hani Hussain, Chairman
Mr. Abdulla Almajdouie (until 25 September)
Mrs. Fatima Al Jaber (until 18 April)
Mr. Rashid Al Jarwan (until 25 September)
Mr. Said Arrata (from 26 September)
Mr. Ziad Ali Galadari (from 26 September)
Mr. Nureddin S. Sehweil (from 26 September)
Mr. Shaheen Mohamed Almheiri (from 26 September)
Mr. Adel Idris AlAwadhi (from 26 Sept. until 5 November)

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 Ministerial Resolution No. 7 (R.M) of 2016.

- b. The Table below shows the number and dates of meetings held by CGR&N Committee during 2018 and members attendance:

Members of the CGR&N Committee	Dates of meetings			
	13 March	28 May	18 September	18 November
Mr. Hani Hussain, Chairman	✓	x	✓	✓
Mr. Abdulla Ali Almajdouie (until 25 September)	✓	by phone	✓	*
Mrs. Fatima Al Jaber (until 18 April)	by phone	*	*	*
Mr. Rashid Al Jarwan (until 25 September)	✓	✓	✓	✓
Mr. Said Arrata (from 26 September)	*	*	*	✓
Mr. Ziad Ali Galadari (from 26 September)	*	*	*	✓
Mr. Nureddin S. Sehweil (from 26 September)	*	*	*	✓
Mr. Shaheen Mohamed Almheiri (from 26 September)	*	*	*	✓
Mr. Adel Idris AlAwadhi (from 26 Sept. until 5 November)	*	*	*	*

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

## 7. Insiders' Trading, Follow-Up and Supervision Committee

Pursuant to Article 12 of the Resolution No. 7 (R.M) of 2016 and its amendments the Board of Directors should appoint any of the Company's departments or internal committee or a special committee to be responsible for the management, follow up and supervision of insiders' trading. The committee maintains the register of insiders and submits periodic statements and reports to the Market as prescribed in. The Committee met several times during the year, followed up the transactions of the insiders, and found no irregularities.

The committee comprises of Mr. Duncan Maclean, Mr. Mohammed Mubaideen and Mrs. Fatima Al Obaidly.

## 8. Other Committees approved by the Board of Directors

There are three other committees approved by the Board of Directors, namely Board Steering Committee, the Reserves Committee and Sukuk Committee.

### Board Steering Committee:

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

1. Mr. Rashid Saif Al Jarwan, Committee Chairman
2. Mr. Majid Jafar, Managing Director of Board Affairs
3. Mr. Varouj Nerguizian, Chairman of the A&C Committee
4. Mr. Said Arrata, Chairman of the Reserves Committee
5. Mr. Hani Hussain Alterkait, Chairman of the CGR&N Committee (from 26 Sept.)
6. Mr. Abdullah Almajdouie, Chairman of the CGR&N Committee (until 25 Sept.)

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.

b. The Table below shows the number and dates of meetings held by the Board Steering Committee during 2018 and members attendance:

Members of the Board Steering Committee	13 March	19 April	25 May	21 June	25 September
Mr. Rashid Saif Al Jarwan, Chairman	✓	✓	✓	✓	✓
Mr. Majid Jafar	✓	x	✓	x	✓
Mr. Varouj Nerguizian	✓	✓	✓	by phone	✓
Mr. Said Arrata	✓	✓	✓	x	x
Mr. Hani Hussain Alterkait (from 26 September)	*	*	*	*	*
Mr. Abdullah Ali Almajdouie (until 25 September)	✓	x	by phone	by phone	✓

(✓) in person

(x) Absent

(\*) Not a member

No attendance by proxy

### The Reserves Sub-Committee

This is a sub-committee of the Board Steering Committee and is chaired by Mr. Said 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.

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

1. Mr. Said Arrata, Chairman
2. Mr. Ziad Abdullah Galadari
3. Mr. Hani Hussain Alterkait

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

b. The Table below shows the number and dates of meetings held by the Reserves sub-committee during 2018:

Members of the Reserves Sub-Committee	13 March 2018
Mr. Said Arrata, Chairman	✓
Mr. Ziad Galadari	x
Mr. Hani Hussain Alterkait	✓

(✓) in person

(x) Absent

No attendance by proxy

### Sukuk Committee

The Board of Directors delegated the Chairman to constitute and chair the Sukuk Committee to oversee and manage the Company's Sukuk refinancing transaction issued in 2012.

### **Internal Control System:**

In 2011 The Board of Directors established an Internal Control Department and defined its functions which include:

1. Assessment of the risks facing the Company;
2. Preparing the risks register and updating it quarterly and annually;
3. Preparing audit plans for the risks and the 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.

#### **a. The Board's responsibility for the Internal Control System:**

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 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 Manager also advises the CEO for corrective actions. During 2018, no major issues were identified that warranted disclosure in the Annual financial statements for the year.

The Internal Control Manager submits an annual audit plan to the Board of Directors for approval, which includes a comprehensive assessment of the risks facing the Company.

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

#### **b. The Internal Control & Risk Manager:**

Mr. Bobby P. S. Sehmi was appointed Corporate Internal Controls & Risk Manager in July 2016. He has over 30 years of experience working with multinational organizations listed in the London, New York and Frankfurt Stock exchanges and the Abu Dhabi Securities Exchange. Mr. Sehmi is a Fellow of the Chartered Institute of Management Accountants (FCMA), Member of the Institute of Risk Management (MIRM), MBA, Member of the

Institution of Civil Engineers (MICE) and Member of the Institution of Structural Engineers (MIStructE).

**c. Compliance Officer:**

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

Mr. Maclean is the Legal and Commercial Director with over than 25 years of experience in corporate, commercial and oil & gas legal practice in international law firms. He holds a Bachelor Degree in Law (LLB) and a Masters Degree in Commercial Law (MCommLaw). Mr. Maclean is an Australian qualified lawyer, is admitted as a Barrister and Solicitor of the High Court of Australia, Federal Court of Australia, the Supreme Courts of the Northern Territory, South Australia and Western Australia.

**d. Whistle Blowing Mechanism:**

The Company has established a whistleblowing mechanism whereby employees can anonymously make complaints pertaining to mal-administration, fraud or corruption. The Internal Control Manager leads the Business Ethics Committee which is responsible for addressing complaints made through this procedure.

Since the Internal Control Manager 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.

**9. Compliance during 2018**

The Company did not commit any regulatory violations during 2018 and no fines or penalties were imposed on the Company.

## 10. Company's Social Responsibility and Environmental Conservation Policy during 2018

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 2018:

<b>The Company's Corporate Social Responsibility activities during the year 2018</b>		
<b>UAE</b>		
<b>Institution</b>	<b>Purpose</b>	<b>Activity</b>
Sharjah Social Empowerment Foundation	Social	Give education to Orphans, A large-scale academic empowerment project which aims to provide orphans with access to education with an amount of AED 15,000.
Sharjah Social Empowerment Foundation	Social	'Sidreh of Wishes' (Tree of Wishes) Grant wishes to the orphans amounting to AED 10,000.
AMAR International Charitable Foundation	Social	Provide an annual donation of \$1450,000 to the AMAR USD \$145,000 who operate the Khanke Camp for Internally Displaced People (IDP) on the outskirts of Dohuk in northern Kurdistan.
The Centre for Economic Growth (CEG) Insead UAE	Education	Provide annual sponsorship USD \$20,000 to "The Centre for Economic Growth (CEG) Insead UAE, which conducts research and projects on key economic topics impacting the region.
American University of Sharjah	Education	Sponsoring the Chemical Engineer Chair at the American University of Sharjah (AUS) with an amount of \$800,000.
American University of Sharjah and Higher Colleges of Technology	Education	Provide internships for 2 technical students for 6-week program. The students were assigned projects and tasks in IT and HSSE Departments.
<b>Egypt</b>		
<b>Institution</b>	<b>Purpose</b>	<b>Activity</b>
Dar El Orman Association	Health	Medical Campaign: Signed a Protocol with Dar El Orman Association to cover heart, eye operations and prosthesis, medical Check Up was made for 105 person in Abu Greeda Village, Faraskur, Damietta with an amount of \$12,000.



Petroleum Marine Services	Health	Supported the PMS (Petroleum Marine Services) in a kind of sponsorship to cover the Critical Medical Cases for the parents in Oil & Gas Industry who are out of Health Care Coverage with an amount of \$1,123.5
American University in Cairo	Education	Teacher Training Program: Signed a Gift Agreement with the American University in Cairo to train 80 teachers from different schools around our facilities in Dakahlia and Damietta Governorates to become fully certified in advanced teaching practices with an amount of \$27,000.
Schools in Faraskur, Damietta and El Gamaleya, Dakahlia	Education	DGE held a soccer tournament competition between 60 best performer students from different schools in Faraskur, Damietta and El Gamaleya, Dakahlia after obtaining the required approvals. Sixty Athletic Uniforms with printed Dana Gas Logo were distributed to the Students with an amount of \$3,000.
Dakahlia Governorate	Community	Bakery Project: Finalized the Maintenance of the Bakery Project with an amount of \$3,138.2.
Cancer's Hospital (57357)	Community	Cancer Hospital Visit: Conducted the Cancer's Hospital visit on May 2018, Invited DGE employees to participate in the Cancer's Hospital Visit. Purchased around 300 toys and school equipment; that were distributed to the kids suffering from Cancer in Cancer's Hospital (57357) with an amount of \$4,945.
Dakahlia & Damietta	Community	Ramadan Boxes: Purchased 2,000 Ramadan Boxes (Dry Food) that has been distributed in the Two Governorates (Dakahlia & Damietta) to support the community around our facilities. Dana Gas employees participated in labelling Dana Gas Logo on all the Boxes, after our two different meetings with Damietta and Dakahlia Governors to discuss the best way to distribute Ramadan Bags around our facilities and under their supervision parallel to their plan with an amount of \$11,020.

#### Kurdistan Region of Iraq

Institution	Purpose	Activity
Directorate of Education- Chemchemical District	Education	Provide school transportation for 180 students in 21 different villages in addition to contracting 6 teachers for three schools in the area with an amount of \$31,800.
Directorate of Education- Chemchemical District	Education	Singing contract with 8 teachers from the area to teach the specialties unavailable at Qadir Karam Schools with an amount of \$15,420.
Directorate of Education- Chemchemical District	Education	Distribute 400 bags/backpacks and Stationery to students in Qadir Karam and Chemchemical with an amount of \$16,432.
Directorate of Water in	Electricity	Provide free electricity supplies from the Khor Mor Gas

Chemchemical and Qadir Karam		Plant to the local villages in and around Qadir Karam and Khor Mor. The amount of electric power provided to the villages is approximately 16,000 kWh per day, which is around 30% of the total electric power generated at the Khor Mor Gas Plant with an amount of \$1,152,000.
Directorate of Electricity in Qadir Karam	Electricity	Supplying 13 villages not connected to electricity grid with 8,200 liters of diesel for their generators with an amount of \$49,197.
Directorate of Water in Chemchemical		Provide 50KV generator, Build a room and connecting cables and Provide fuel to Turka village on monthly basis with an amount of \$15,637.
Burns hospitals in Sulaymaniyah	Health	Supplying 3 boxes of consumable, dressing and sanitizers to Shar and Suli Burns hospitals in Sulaymaniyah with an amount of \$300.
Directorate of Water in Shorish, Chemchemical	Water	Supply daily 70,000 L of potable water to Chachamal/Shorsh with an amount of \$43,680.
Local Authorities Departments	Community	Reimbursing the cost of a Temporary Employment arrangement to hire 10 local persons in Qadir Karam submitted by Qadir Karam Mayor with an amount of \$10,000.
Civil Development Organization (CDO)	Community	Constructing a bakery in CDO compound to deliver bread to needy people and IDPs in Sulaymaniyah with an amount of \$7,500.

## 11. General Information

### a. Schedule of share price in the market at the end of each month of the fiscal year of 2018

Date	Month-End	High	Low
31 January	0.750	0.770	0.750
28 February	0.750	0.750	0.740
29 March	0.920	0.940	0.870
30 April	0.990	1.00	0.940
31 May	1.080	1.130	1.080
28 June	1.040	1.050	1.010
31 July	1.090	1.120	1.080
30 August	1.110	1.120	1.100
30 September	1.180	1.200	1.170
31 October	1.150	1.150	1.120
29 November	0.92	0.951	0.915
31 December	0.980	0.960	0.880

**b. Statement on Company's shares performance with the market index during 2018**

Date	DG Price	ADX Index	Energy Index
02 January	0.790	4,441.990	1,422.920
01 February	0.750	4,612.330	1,394.770
01 March	0.760	4,594.980	1,461.680
01 April	0.940	4,583.530	1,643.890
01 May	0.970	4,673.310	1,786.490
03 June	1.080	4,566.050	1,833.470
01 July	1.030	4,621.150	1,773.390
01 August	1.110	4,845.350	1,881.880
02 September	1.100	4,939.930	1,853.340
01 October	1.170	4,979.580	1,905.570
01 November	1.150	4,920.660	1,848.410
04 December	0.925	4,898.150	1,615.510

**c. Statement of Shareholders' ownership as of 31/12/2018**

Type	UAE	GCC	Arab	Others
Individuals	1,209,734,933	731,309,252	171,967,231	100,080,198
Companies	2,308,701,801	495,241,139	3,497,921	1,924,945,624
Governments	1,987,001	29,158,322	0	-
TOTAL	3,520,423,735	1,255,708,713	175,465,152	2,025,025,822
<b>6,976,623,422</b>				

**d. Statement of Shareholders owning 5% or more of the Company's capital as of 31/12/2018**

Investor Name	Citizenship	Quantity	%
CRESCENT PETROLEUM COMPANY INTERNATIONAL	United Kingdom - GBR	1,364,108,236	19.553%
Ajman Bank	UAE	417,522,313	5.985%

**e. Details of shares ownership as of 31/12/2018, in accordance to the following schedule:**

Shares Ownership	Number of shareholders	Number of shares	% of shares compared to capital
Less than 50,000	235,793	558,911,083	8.01
From 50,000 to less than 500,000	1835	249,936,395	3.59
From 500,000 to less than 5,000,000	469	734,991,279	10.55
Higher than 5,000,000	143	5,432,784,665	77.96
Total	238,240	6,976,623,422	100

**f. Procedures of Investor Relations Control:**

**1. Head of Investor Relations and contact details**

Mr. Mohammed Mubaideen is the Head of Investor Relations and the Corporate Communications. He has more than 12 years of experience in investor relations.

The public can communicate with the Investor Relations Department by phone on +971 6 5194401 and on the website concerning the investors <http://www.danagas.com/en-us/investors>.

**2. Investors' link on the Company's website**

All related financial information is available on the company's website [www.danagas.com](http://www.danagas.com) on regular basis to comply with disclosure regulations where the investors are aware of all significant developments of the Company's business.

**g. Special Resolutions presented in the Annual General Assembly held during 2018 and actions taken thereon:**

There were no special resolutions presented in the Annual General Assembly held in April 2018.

**h. Board Secretary:**

The Board of Directors appointed Dr. Mohamed Nour Eldin Eltahir as Board Secretary since 2006 to date.

#### **i. Major events encountered by the Company during 2018**

1. In April 2018, the Annual General Assembly elected a new Board of Directors for the Term 2018-2021.
2. In June 2018, the Company announced the launch of the terms and conditions of an offer for restructuring and refinancing of its Sukuk Al-Mudarabah.
3. In August 2018, the Company announced that the issue its new Sukuk has been completed and listed on Euronext Dublin (previously known as "Irish Stock Exchange"). All legal proceedings have been completely brought to an end by the parties to the Sukuk litigation in all jurisdictions.
4. In October 2018, the Company announced a buyback of approximately US\$ 99 million of its new Sukuk (Nile Delta Sukuk Ltd Certificates).
5. In December 2018, the Company announced that its Group production reached 70,000 barrels of oil per day (boepd) as a result of the ramp up of production from debottlenecking projects in the Kurdistan Region of Iraq.
6. In December 2018, the Company announced a buyback of approximately US\$ 12 million of its new Sukuk (Nile Delta Sukuk Ltd Certificates).
7. In December 2018, the Company announced that the Company's 2018 cash collections reached US\$ 324 million from its operations in Egypt, the Kurdistan Region of Iraq and Sharjah.

#### **j. Emiratisation percentage in the Company as of 2018**

The nationalization percentage in the Company reached 6.3% by end of 2018.

#### **k. Innovative Initiatives by the Company during 2018**

At Dana Gas, we focus on achieving commercial success that creates shared value, ethics compliance, and respects all stakeholders and the environment. We continued in 2018 to engage with stakeholders through public consultations and supported their economic growth and infrastructure improvements within our countries of operation.

Our inaugural sustainability report was in 2016 and marked a new milestone towards advancing our sustainability journey in the years ahead. As was stated in 2016, and continuing in 2017 and 2018, we believe in integrating environmental, social and economic considerations into the business decisions and vision. 2018 showed that we continued to improve our sustainability progress with focused initiatives which helped to build greater accountability and trust with our stakeholders.

The content of the 2018 report follows the GRI principles of stakeholder inclusiveness, materiality completeness and sustainability context specific to Dana Gas. In 2018 we made improvements on sustainability data reporting and recording. For 2019, we have established commitments to continue focusing on social and environmental performance metrics.



### **Communication with Shareholders, Investors and Media:**

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. All information about the Company's activities and its financial affairs are also available at the Company's website [www.danagas.com](http://www.danagas.com).

Shareholders are encouraged to contact the Company in respect to any inquiries about the affairs of the Company.



**Mr. Hamid D. Jafar**  
**Chairman of the Board**



24 March 2019