



## REVISED BOARD REMUNERATION POLICY

This Policy aims at setting clear principles which provide the basis for remunerations of the Chairman and the Members of Board of Directors of Dana Gas PJSC (hereinafter referred to as the "Company"). These principles are tailored in a way that complies with relevant provisions of the Company's Articles of Association, the provisions of the Chairman of Securities and Commodities Authority Resolution No. (3/Chairman) of 2020 concerning the Approval of Joint Stock Companies Governance Guide and Federal Decree No. 32 of 2021 concerning Commercial Companies. Further, these principles take into consideration the competitive, challenging and evolving nature of the Oil and Gas sector.

This Policy has the following components:

### **1. Annual Board Fees:**

In accordance with Article 40 of the Articles of Association, the Chairman and Board Members shall be entitled to remuneration as recommended by the Board and approved by the General Assembly of either (but not both):

(a) An amount that shall not exceed 10% of the Company's net profit after deducting all depreciation and reserves; or

(b) A fee not exceeding AED 200,000 where -

- (i) the Company does not make a profit; or
- (ii) If the Company makes a profit but the share of profit able to be paid to the Board members in accordance with paragraph (a) is less than AED 200,000.

The Chairman and the Members of the Board are not eligible for any fees in relation to the attendance of Board meetings.

Overseas Directors are eligible for an attendance fee of AED 15,000 per meeting plus actual air ticket costs if they physically attend the meeting.

### **2. Special remuneration:**

The Board of Directors may determine by Board resolution a special remuneration to a member who serves on any committee, who makes special efforts or who performs additional work to serve the Company in excess of his regular duties as a member of the Company's Board.

### **3. Remuneration Mechanism for the Board:**

The remuneration of the Board Members shall be determined based on the following criteria:

**3.1 Industry Benchmarking:** Board of Directors remuneration shall be benchmarked against companies within the same sector and/or listed companies that have a comparable turnover at the local, regional, and international levels to ensure competitiveness and fairness.



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**3.2 Market Comparison and Industry Standards:** the Company shall rely on specialized reports and external advisory services to assess the remuneration of Board Members in comparison with other listed companies in the UAE, the region, and globally. Factors such as company size, revenue, and profitability shall be taken into account when conducting these comparisons.

### **4. Disclosure and Transparency**

All the Board of Directors' remuneration shall be disclosed in the Company's annual corporate governance report to ensure transparency and compliance with governance regulations.

This remuneration policy shall be reviewed and approved by the General Assembly periodically to maintain alignment with the Company's objectives and market trends.