



## Invitation to the Annual General Assembly of Shareholders

### For Dana Gas Company (PJSC)

The Board of Directors of Dana Gas PJSC has the honor to invite shareholders to attend the annual general assembly meeting in person at Dana Gas Head office, Sharjah and electronically/remotely at 11:00 AM, on Wednesday 16 April 2025 to review the following agenda:

#### **General Assembly Agenda:**

1. Review and approval of the report of the Board of Directors on the Company's Activities and its Financial Position for the Financial Year ended 31 December 2024.
2. Review and approval of the report of the Company's Auditor for the Financial Year ended 31 December 2024.
3. Discussion and approval of the Company's Balance Sheet and its Profit and Loss Account for the year ended 31 December 2024.
4. Review of the Board of Directors' proposals regarding the Appropriations, and the distribution of a cash dividend to Shareholders of 5.5 fils per share (amounting to AED 384,745,535.5equivalent to 5.5 % of the nominal capital) for the financial year ended 31 December 2024.
5. Approval of a proposal regarding the Annual Remuneration of the Company's Board of Directors and determining it.
6. Absolving the Members of the Board of Directors and Executive Management from liability for the Financial Year ended 31 December 2024.
7. Absolving the External Auditors of the Company from liability for the Financial Year ended 31 December 2024.
8. Appointment of E&Y as the External Auditors for the Financial Year 2025 and determining their fees of AED 388,500.
9. Approval of the Revised Board Remuneration policy.
10. **Special Resolution:**
  - 10.1 Approval is requested 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 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.



### **Notes:**

1. A party has the right to attend the assembly may deputize on his behalf whomever he chooses from the members of the Board of Directors or employees of the Company or the brokerage company or its employees, under a special power of attorney in writing. The attorney for a number of shareholders must not hold in this capacity more than five (5%) percent of the Company's capital, and ineligible or incapacitated members must be represented by their legal representatives (taking in account the requirements contained in Clauses 1 and 2 of Article No. (40) of the Chairman of the Authority Board of Directors' Resolution No. (3/Chairman.) of 2020 regarding the adoption of the Guide of Governance of Public Joint Stock Companies). You can view the disclosure published on the Company's page on the market's website regarding the necessary procedures for approving the power of attorney.
2. A corporate person may authorize one of its representatives or those in charge of its management, pursuant to a resolution by its board of directors or its representative, to represent it in the Company's general assembly, and the authorized person shall have the powers stipulated in the authorization decision.
3. As per the Securities and Commodities Authority's Guidelines, shareholders of the Company attending virtually must register electronically to be able to register and vote on the items of the general assembly. Registration will be opened on Tuesday 15 April 2025 at 11:00 AM and will be closed on Wednesday 16 April 2025 at 11:00 AM. Shareholders can register by visiting the site [www.smartagm.ae](http://www.smartagm.ae). Proxy holders must send a copy of the proxies to the following email address [is@bankfab.com](mailto:is@bankfab.com) along with name/mobile number to receive a SMS for registration.
4. The owner of the shares registered on Tuesday 15 April 2025 shall have the right to vote in the General Assembly.
5. Shareholders that are registered in the Company's share book on Monday 28 April 2025 shall be deemed to be entitled to receive the dividends if the quorum is achieved on Wednesday 16 April 2025, and Shareholders that are registered in the Company's share book on Monday, 5 May 2025 shall be deemed to be entitled to receive the dividends if the meeting is held on Wednesday, 23 April 2025 due to the lack of quorum in the first meeting.
6. Shareholders can review the Company's financial statements, governance report, and sustainability report (integrated report) through the market website (<https://www.adx.ae/main-market/company-profile/overview?symbols=DANA&secCode=DANA>) and the Company's website [www.danagas.com](http://www.danagas.com).
7. In the event that the quorum of the General Assembly is not complete at its first meeting, the powers of attorney issued to attend the first meeting are considered valid and effective for any subsequent meetings unless they are expressly canceled by the concerned shareholder by written notice addressed to First Abu Dhabi Bank (attention of the Issuance Services Department) – P.O. Box 6316 - Fourth Floor - First Abu Dhabi Bank Building - Khalifa Business Park - Qurum District, Abu Dhabi, at least two days before the next meeting.
8. The virtual meeting will be recorded. Shareholders are entitled to discuss the items listed in the agenda and ask questions to the Board of the Directors and the auditors of the Company.
9. The General Assembly shall not be quorate unless it is attended by shareholders who own or represent by proxy no less than (50%) of the Company's capital. If this quorum is not attended at the first meeting, the second meeting will be held on Wednesday 23 April 2025 in the same place



and time. The adjourned meeting shall be considered valid, regardless of the number of attendees.

10. If any matter requires a Special Decision, the decision requires a positive vote of shareholders who own at least three-quarters of the shares represented at the general assembly meeting of the Company.
11. You can review the guide of investors' rights in securities, which is available on the home page of the Authority's official website according to the following link:  
<https://www.sca.gov.ae/en/regulations/minority-investor-protection.aspx>