

CORPORATE GOVERNANCE



2023

DEWA'S GOOD GOVERNANCE

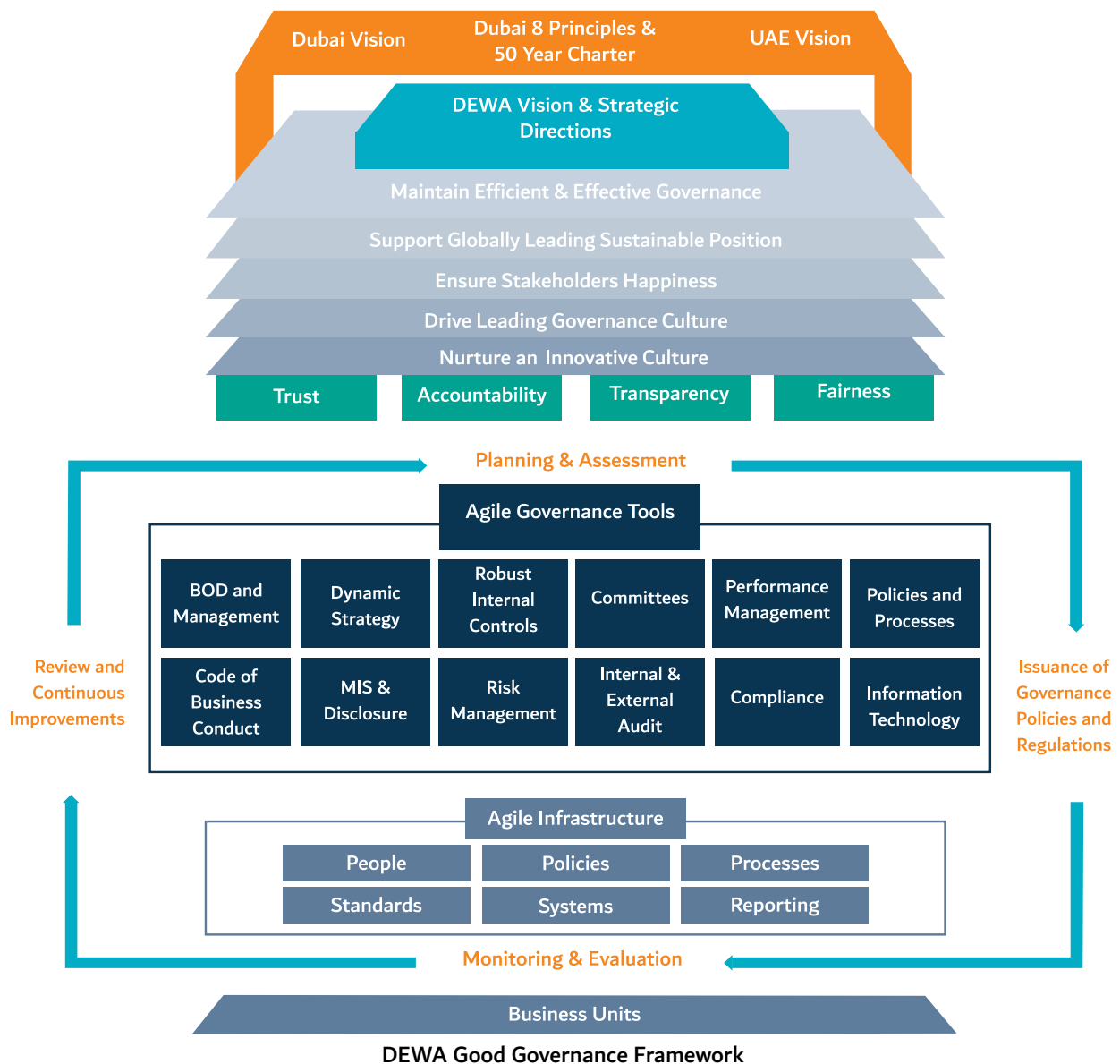
Governance is the way in which DEWA PJSC is directed and controlled in line with its establishment. The Company has implemented, both in letter and spirit, the best principles of Good Governance by choice and voluntary action for the adoption of best practices.

DEWA has adopted the four classic pillars of good governance, namely Trust, Transparency, Accountability, and Fair Practices. Building upon these four pillars, DEWA's governance drivers have evolved with changing technology and expectations over the last three decades.

DEWA's commitment to Good Governance is a foundation for steady growth, resulting in increased income and profitability, efficient budgeting processes, and increase in customers' happiness. These achievements are reflected in DEWA's outstanding global results. DEWA's good governance framework cascades from the strategic directions of the government of Dubai and the UAE, translated into the goals of its good governance practices, and underlined by DEWA's good governance principles

DEWA is committed to having a robust governance framework that complies with the local requirements set by the Securities and Commodity Authority (SCA) and the Dubai Financial Market (DFM).

The Company has become a benchmark for many local, regional, and global utility companies thanks to its outstanding performance and achievements over the years.

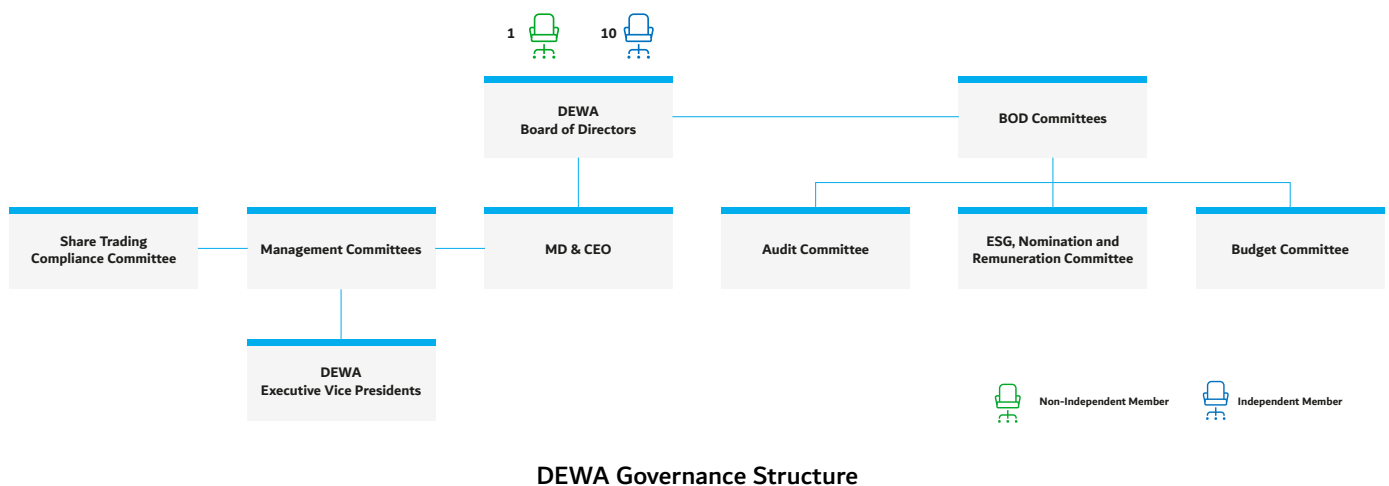


DEWA BOARD OF DIRECTORS APPOINTMENT, STRUCTURE AND COMPOSITION

APPOINTMENT

DEWA's Board of Directors, pursuant to its jurisdiction stipulated under Law No. 27 of 2021 and DEWA's Articles of Association, defines the strategic business guidelines and directions for DEWA and supervises its implementation.

DEWA's Board of Directors comprises 11 members; with 90% of the Board are independent members.



COMPOSITION

The composition of the Board reflects various complementary experiences, enabling its members to safeguard and promote the interests of the organisation and all stakeholders.

Female Representation on the Board:

Dr. Moza Suwaidan was appointed as a non-executive Board member in 2021. Currently, there is one female member on the Board, which is in compliance with SCA's Corporate Governance Rules.

Where Board vacancies arise, DEWA will actively seek out larger female representation while also considering all qualified candidates, regardless of gender and recognising that the appointment or election of directors is subject to shareholders' approval in the General Assembly in accordance with the provisions of DEWA's Articles of Association.

BOARD OF DIRECTORS PROFILES AND EXPERIENCES



H.E. Matar Humaid Al Tayer

Chairman of the Board of Directors – Non-Executive Board Member (since 2004)

H.E. Matar Al Tayer has served as the Chairman of the Board of Directors of the Group since 2004. He is also the vice chairman and a board member of the Al Tayer Group of Companies. Between 2003 and 2011, H.E. Al Tayer was the Chairman of Oman Insurance. Between 1992 and 1997, he was the Under Secretary at the UAE Ministry of Communication and between 1997 and 2004, he was the UAE Minister of Labour and Social Affairs. H.E. Matar Al Tayer holds a degree in business administration from the University of Denver, Colorado, USA.



H.E. Saeed Mohammed Al Tayer

Board Member and MD & CEO – Executive Board Member (since 2004)

H.E. Saeed Mohammed Al Tayer was appointed Managing Director and Chief Executive Officer of the Group in 2004 and a member of the Board of Directors. He has more than 35 years of experience in the fields of telecommunications, energy, water, infrastructure, oil, gas and industry.

H.E. Saeed Al Tayer was appointed as General Manager of the group in 1992. Mr. Al Tayer is the Vice-Chairman of the Dubai Supreme Council of Energy, a member of the Dubai Executive Council and Strategic Affairs Council, a member of the Dubai Supreme Fiscal Committee and Vice Chairman of the Board of Directors of EGA. He is the first UAE personality to be awarded Honorary Fellowship from the Energy Institute (EI), UK. Mr. Al Tayer holds a bachelor's degree in business administration from Columbus State University, Georgia, USA. He has

been conferred with an honorary Doctorate by Amity University in Dubai.



H.E. Khalfan Ahmad Harib

Board Member – Non-Executive Board Member (since 2002)
Audit Committee member

Mr. Harib is the Chairman of the Central Grievance Committee for employees of Dubai Government departments since 2008 and a Board member of the Consultative Commission for the Supreme Council for the Arab States of the Gulf since 2010. He had also occupied positions such as Director of H.H. The Ruler's Court, Government of Dubai from 2005 to 2008, Deputy Chairman of the Sheikh Zayed Housing Programme from 2006 to 2012, Chairman of the Mohammed Bin Rashid Housing Establishment from 2004 to 2008, Deputy Chairman of the Judiciary Council of the Dubai Government from 2004 to 2008, Chairman of the Dubai Educational Establishment from 2004 to 2008, Board Member of the Executive Council, Government of Dubai from 2002 to 2008, Director General of Dubai Finance Department from 2001 to 2006, and Director of Financial Affairs at H.H. The Ruler's Court from 1996 to 2001. Mr. Harib holds a degree in Management Information Systems from the University of Arizona, USA.



H.E. Majid Hamad Rahma Al Shamsi

Board Member – Non-Executive Board Member (since 1992)

Mr. AlShamsi serves as the 1st Vice Chairman of Dubai Chamber of Commerce and Industry since 2007 and has been a director of the Group since 1991. He is the

Chairman of Union Coop, Dubai, Chairman of Consumer Cooperative Union of UAE, Chairman of the Board of Trustees of the University of Dubai, and Chairman of Hamad Rahma Al Shamsi General Trading. He was a Member of the Federal National Council. Mr. AlShamsi holds a bachelor's degree in management and finance from New York University.



Mr. Saeed Mohammed Al Shared

Board Member – Non-Executive Board Member (since 1992)

Audit Committee Chairman Mr. Al Shared is a Board member of Union Coop. and member of the UAE Accounting & Auditing Association. He is an accredited auditor in the Ministry of Economy. His previous positions include General Manager of Emirates Transport, Chairman of the Board of Directors of Emirates Islamic Bank and Director of Etisalat. He holds a bachelor's degree in accounting & business administration from UAE University.



Mr. Mohammed Juma Al-Suwaidi

Board Member – Non-Executive Board Member (since 2021)

Mr. AlSuwaidi has been a director at DEWA since 2021. He is Assistant Secretary General of the Supreme Legislation Committee in Dubai (since 2015) and Judicial member of the Rental Dispute Resolution Center in the Emirate of Dubai (since 2014). Prior to that, he held key legal and legislative roles in Dubai Government Legal Affairs Department. Mr. Al Suwaidi holds a bachelor's degree in law from the University of Sharjah.



Mr. Al Sayed Abdullah Mohamad Al Hashemi

Board Member – Non-Executive Board Member (since 2004)

Audit Committee Member Mr. Al Hashemi has been a director of the Group since 2004. He is currently a member of the investment board of Emirates REIT (CEIC) plc. He also acts as an arbitrator for the UAE Federal Government and Dubai Government and is involved in the design of projects undertaken by Al Hashemi Consultant Office. Past roles include Board Director at Dubai Islamic Bank, Head of Planning at Dubai Municipality, and Board Director at the Private Housing Finance scheme. Mr. Al Hashemi holds a bachelor’s degree in architecture from the Fine Arts Academy in Egypt.



Dr. Moza Shaiban Sweidan

Board Member – Non-Executive Board Member (since 2021)

Dr. Suwaidan serves as the Director of Strategy and Innovation and Consultant to the Director General Consultant of Digital Dubai Authority. Before that, she was Director of Information Technology Department at Dubai Culture, and also worked in Dubal Aluminium. She has over 20 years’ experience in information technology and strategic planning and held key roles in the government and private sectors. Dr. Suwaidan holds a Ph.D. in quality management from Hamdan Bin Mohammed Smart University and an MBA from the American University in Dubai.



Mr. Hilal Khalfan Bin Dhafer

Board Member – Non-Executive Board Member (since 2003) Chairman of ESG, Nomination and Remuneration Committee since 2021)

Mr. Hilal Bin Dhafer has been a member of the Board of Directors of DEWA since 2003. During his 23 years’ professional career at Citibank NA. UAE, Mr. Hilal served as VP in different sectors such as Corporate Banking, Consumer Banking and established the first outsourcing concept for Citibank in UAE, which resulted in a reputable business model. Mr. Hilal serves on the boards of Dubal Holding and Emirates Global Aluminium (EGA).

He is also a member of the Human Capital Committee and Finance & Commercial Committee in EGA. Formerly, he served on the Board of directors in different entities such as UAE Central Bank, Majid Al Futtain Group (MAF), Securities & Commodities Authority (SCA), Dubai Aluminium company (DUBAL) and Emirates Aluminium company (EMAL). Mr. Hilal obtained a bachelor’s degree in business administration from University of Arizona,

USA. He took an MBA while at Citibank Training Center in Athens, Greece, covering Credit, Treasury & Operations.



Mr. Obaid Bin Mes’har

Board Member – Non-Executive Board Member (since 1995), Member of ESG, Nomination and Remuneration Committee (since 2021)

Mr. Mes’har has been a director of the Group since 1995. He has over 35 years of experience in the telecom, water & electricity industries and runs a mediation/arbitration practice in this field.

His previous positions include Chairman of Etisalat Investment Committee, Chairman of Canartel (CDMA) operator in Sudan, Chairman of Zantel (Fixed and Mobile Operator in Tanzania), Chairman of Etisalat Academy, member of Dubai e-Government executive team, board member of Etihad Etisalat, Atlantique Telecom (GSM operator in six West African countries) and board member of Mohammed Bin Rashid Housing Establishment. Mr. Mes’har holds a bachelor’s degree in finance and business administration from UAE University and an MBA from the University of Minnesota, USA.



Mr. Nabil Abdulrahman Ahmad Arif

Board Member – Non-Executive Board Member (since 1995), Member of ESG, Nomination and Remuneration Committee (since 2021)

Mr. Arif has been a director of the Group since 1995. He is also a member of the Board of Mustafa Bin Abdullatif Investment LLC and the Najibi Investment Company. Mr Arif is a founding member of the UAE Society of Engineers and a founding partner of M/S Arif & Bint oak Consulting Architects & Engineers. Mr. Arif obtained a bachelor’s degree in civil engineering from the Loughborough University of Technology, United Kingdom in 1973.

STATEMENT OF OWNERSHIP

STATEMENT OF OWNERSHIP AND TRANSACTIONS OF BOARD MEMBERS IN DEWA'S SHARES DURING 2023

S.N	Name	Position	Total sale during 2023	Total purchase during 2023	Owned shares as on 31 Dec. 2023
1	HE Matar Humaid Al-Tayer	Chairman	N	N	1,612,903
2	HE Saeed Mohammed Ahmad Al Tayer	Member	N	N	20,161,290
3	HE Khalfan Ahmad Harib	Member	N	N	N
4	HE Majid Hamad Rahma Al Shamsi	Member	N	N	40,866
5	Mr. Hilal Khalfan Bin Dhaher	Member	220,662	100,000	N
6	Mr. Al Sayed Abdullah Mohamad AlHashemi	Member	N	N	N
7	Mr. Obaid Bin Mes'har	Member	N	N	N
8	Mr. Saeed Mohammed Al Shared	Member	N	N	N
9	Mr. Nabil Abdulrahman Ahmad Arif	Member	N	N	250,000
10	Mr. Mohammed Juma Al-Suwaidi	Member	N	N	N
11	Dr. Moza Shaiban Sweidan	Member	7,431	N	N

BOARD REMUNERATION

Subject to approval by the shareholders at the upcoming general assembly in March 2024, the total remuneration to be paid to the Board of Directors is AED 39.5 million.

BOARD MEETINGS AND RESOLUTIONS IN 2023

BOARD MEETINGS

During the year 2023, a total of four (4) board meetings were held. The invitation and the agenda are sent to the members ahead of the meeting date, and details of issues and decisions made during the meeting are recorded as minutes taking into

account any members' opinions that are expressed during the meeting.

The Board appreciated and acknowledged DEWA management and employees' efforts throughout the year 2023. The management and employees are constantly encouraged to aspire for excellence with the goal

to deliver sustainable stakeholder value.

DEWA's Articles of Association require that the Board of Directors meet a minimum of 4 times each year. The quorum for meetings is a majority of directors, and approval on subjects is by majority vote of attendees.

The following table sets forth the meetings held by DEWA 's Board of Directors in 2023:

Name	Position	M1	M2	M3	M4
H.E. Matar Humaid Al-Tayer	Chairman	P	P	P	P
H.E. Saeed Mohammed Ahmad Al Tayer	Member	P	P	P	P
H.E. Khalfan Ahmad Harib	Member	P	P	P	P
H.E. Majid Hamad Rahma Al Shamsi	Member	P	P	P	P
Mr. Hilal Khalfan Bin Dhaher	Member	P	P	P	A
Mr. Al Sayed Abdullah Mohamad AlHashemi	Member	P	P	P	P
Mr. Obaid Bin Mes'har	Member	P	P	P	P
Mr. Saeed Mohammed Al Shared	Member	P	P	P	P
Mr. Nabil Abdulrahman Ahmad Arif	Member	P	P	P	P
Mr. Mohammed Juma Al-Suwaidi	Member	P	P	P	P
Dr. Moza Shaiban Sweidan	Member	P	P	P	A

P – Present, A – Absent

BOARD RESOLUTIONS

Seven resolutions were passed by circulation by the Board (which were mostly for considering urgent operational matters) and these resolutions were recorded in the minutes of the subsequent meeting of the Board.

S.N	No.	Date
1	Board Resolution No. 1/2023 passed by circulation	6/1/2023
2	Board Resolution No. 2/2023 passed by circulation	8/2/2023
3	Board Resolution No. 3/2023 passed by circulation	28/2/2023
4	Board Resolution No. 4/2023 passed by circulation	14/3/2023
5	Board Resolution No. 5/2023 passed by circulation	22/3/2023
6	Board Resolution No. 6/2023 passed by circulation	14/9/2023
7	Board Resolution No. 7/2023 passed by circulation	27/9/2023

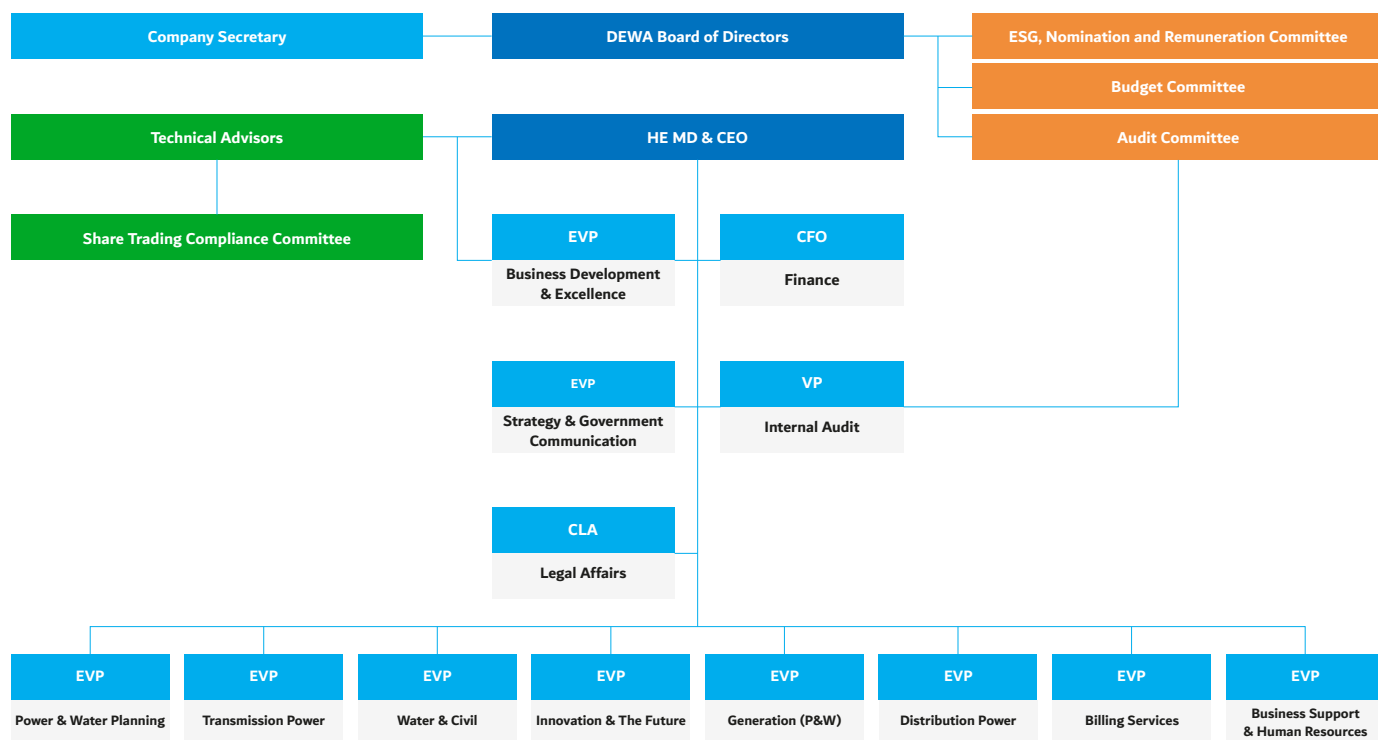
GENERAL ASSEMBLY (GA) MEETING HELD IN 2023

The Board held the Annual General Assembly Meeting on 10 April 2023, where the following decisions and resolutions were made:

1. Approve the Board of Directors' report on the Company's activities and its financial position for the financial year that ended on 31 December 2022.
2. Approve the auditor's report for the financial year that ended on 31 December 2022.
3. Approve the Company's balance sheet and profit and loss account for the financial year that ended on 31 December 2022.
4. Approve the Board of Directors' recommendation regarding the distribution of a cash dividend amounting to AED 3.1 billion (6.2 fils per share) for the second half of 2022, which was paid to the Company's eligible shareholders in April 2023.
5. Approve the Board of Directors' recommendation regarding the distribution of a one-time special cash dividend, resulting from the partial sale of the Company's share in EMPOWER, amounting to AED 1.67 billion (3.34 fils per share), which was paid to the Company's eligible shareholders in April 2023.
6. Authorize, approve and delegate the Board of Directors of DEWA to pay a cash dividend of AED 3.1 billion (6.2 fils per share) for the first half of 2023 in October 2023.
7. Absolve the members of the Board of Directors of liability for the financial year that ended 31 December 2022.
8. Absolve the auditors of liability for the financial year that ended 31 December 2022.
9. Approve the appointment and fees of the external auditor for DEWA for the fiscal year ending on 31 December 2023.
10. Approve the total remuneration for the Board of Directors of DEWA for the financial year that ended on 31 December 2022, as specified in DEWA's corporate governance report.

DEWA ORGANISATIONAL STRUCTURE

The below diagram highlights DEWA's organisational structure and reporting channels:



DEWA Organization Structure

DELEGATION TO MANAGEMENT

DEWA's Board provides guidance and direction to the Management for achieving its strategic objectives. The Board is responsible for the direction and oversight of DEWA, and the day-to-day activities of DEWA are managed by the MD & CEO and the divisional heads in compliance with Law No 27 of 2021 and Articles of

Association and the directions of the Board and the General Assembly.

The Board of Directors may delegate any of its powers to any of its committees or to the CEO in line with the provisions of the Law and the Articles of Association. Such Delegation of Authority is subject

to regular review and amendment (if required) by the Board and the Audit Committee.

DEWA has implemented a robust SAP ERP system with carefully designed controls that enable transparency and promote efficiency and effective governance in all its processes.

INTERNAL CONTROL SYSTEM

ROLE OF THE BOARD IN INTERNAL CONTROL

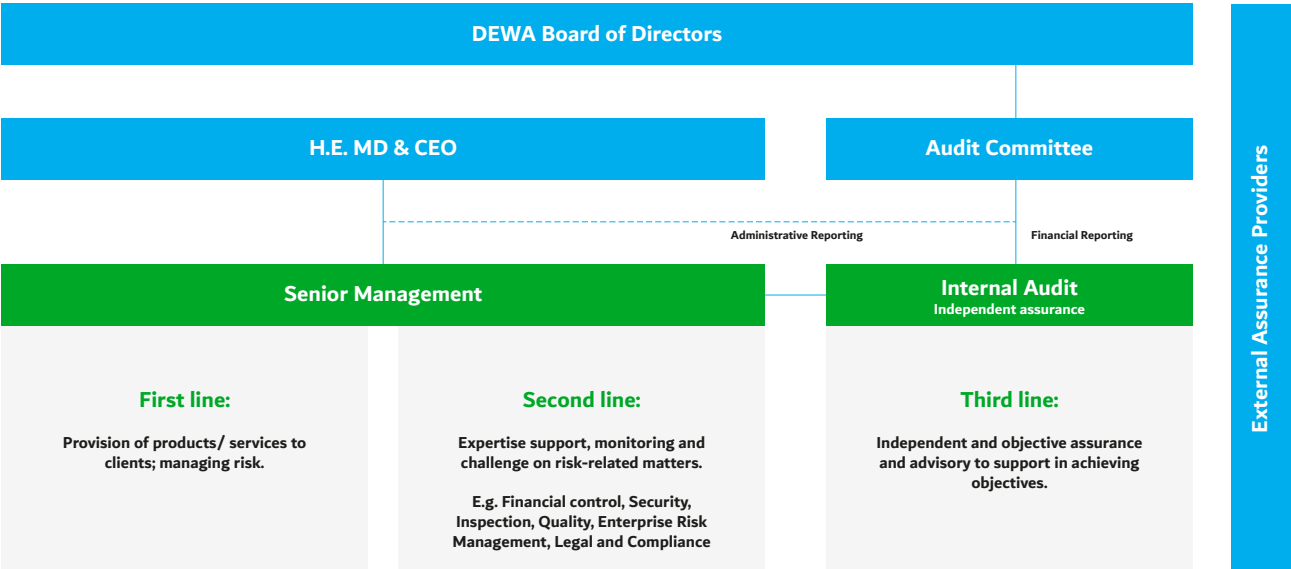
The Board has overall responsibility for ensuring the effectiveness of the internal control system in DEWA. The Board is responsible for setting a clear framework to ensure effective and efficient operations, accurate financial reporting, and compliance with laws and regulations.

INTERNAL CONTROL SYSTEM PROCESS

DEWA follows the COSO Framework for internal controls and conducts periodic reviews of their effectiveness. The 17 Principles of COSO Internal Control are applied across all DEWA’s divisions, departments, and operations and are constantly scanned for compliance. Internal Control is broadly defined as a process designed to provide reasonable assurance regarding the achievement of objectives while simultaneously ensuring:

- Effectiveness and efficiency of operations: Addresses DEWA’s basic business objectives, including adherence to performance standards and the safeguarding of resources.
- Reliability of financial reports: Ensures that reliable financial statements and other financial information are presented to the shareholders, the Board, and Management.
- Compliance with applicable legislations and internal regulations: Oversight of regulatory compliance with applicable legislations, internal regulations, policies, and procedures which DEWA is subject to in order to avoid any risk of non-compliance with laws & regulations, damage to reputation, or payment of fines/penalties.

Internal control within DEWA is established via the implementation of the Three Lines model:



DEWA Three Lines Model

The internal control system aims to establish, document, maintain, and consistently adhere to DEWA’s strategy and approved policies and procedures. The system is applied

across all divisions/departments and all activities related to corporate governance and risk management. DEWA’s control management process ensures that the procedures are

appropriately designed and effectively applied in accordance with DEWA’s annual strategic plan. This process is reviewed by the Audit Committee and approved by the Board.

BOARD AND MANAGEMENT COMMITTEES

The Board is empowered to establish Board committees and delegate powers to such committees as necessary or appropriate. The Board delegates certain functions to well-structured committees but without renouncing its own responsibilities.

Board committees are an effective way to distribute work among Board members and allow for more detailed consideration of specific matters. All Board committees function on behalf of the Board, and the Board is responsible for constituting, assigning, co-opting, and determining the terms of service for Board committee members.

The Board has three (3) committees, each with its charter that defines the obligations, duration, and authority. These committees are regularly monitored by the Board to assess their performance and commitment. These committees are: 1. Audit Committee, 2. ESG, Nomination and Remuneration Committee, and 3. Budget Committee.

Furthermore, the Share Trading Compliance Committee, which is a management committee is also in place. It aims to supervise the transactions of the insiders and their ownership of the Company shares.

AUDIT COMMITTEE

The Board constituted an Audit Committee that monitors financial statements, reviews and recommends changes to DEWA's financial and internal control systems, and reviews terms of appointment, while maintaining an appropriate relationship with its external auditors.

The Audit Committee's key responsibilities include, but not limited to, reviewing and monitoring the integrity of annual and interim financial statements, advising on the appointment of external auditors, supervising their independence, and reviewing the effectiveness of the external audit and internal audit process. The Audit Committee consists of the following members:

N/A	Committee Members	Position	1st Meeting	2nd Meeting	3rd Meeting	4th Meeting	5th Meeting
			08/02/2023	08/03/2023	08/05/2023	09/08/2023	06/11/2023
Mr. Saeed Mohammed Al Shared	Chairman	P	P	P	P	P	P
H.E. Khalfan Ahmad Harib	Member	P	P	P	P	P	P
Mr. Abdulla Mohammad Al Hashemi	Member	A	P	P	P	P	P

P – Present, A – Absent

DEWA Management is responsible for implementing internal controls across DEWA processes and operations. The Internal Audit Department is responsible for evaluating the effectiveness of Internal Control processes.

ESG, NOMINATION AND REMUNERATION COMMITTEE

The Environment, Social and Governance (ESG), Nomination and Remuneration Committee assists the Board in discharging its responsibilities in relation to ESG matters in addition to the qualifications, compensation, appointment and succession of the Company's directors and key management personnel.

The Committee also oversees the Company's nomination process for the Board of Directors and continuously monitors the independence of the independent members of the Board.

The ESG, Nomination and Remuneration Committee consists of the below members:

Committee Members	Position	Meeting (8 March 2023)
Mr. Hilal Khalfan Bin Dhaher	Chairman	P
Mr. Obaid Bin Mes'har	Member	P
Mr. Nabil Abdulrahman Ahmad Arif	Member	P

BUDGET COMMITTEE

The Budget Committee reviews and approves DEWA's Standalone proposed annual budget and recommends for approval to the Board of Directors. The Committee meets once every year.

SHARE TRADING COMPLIANCE COMMITTEE

The Share Trading Compliance Committee oversees the implementation of an effective process to maintain an updated register of Insiders and monitor their adherence to the Insider Trading policy.

The key responsibilities of this Committee are to supervise the transactions of the insiders and their ownership of the Company shares and provide DFM with periodic reports on the transactions of insiders.

The Committee members are as follow:

Committee Members	Position
Chief Financial Officer	Chairman
Head of Investor Relations	Member
Vice President – Internal Audit	Member
Board Secretary	Member

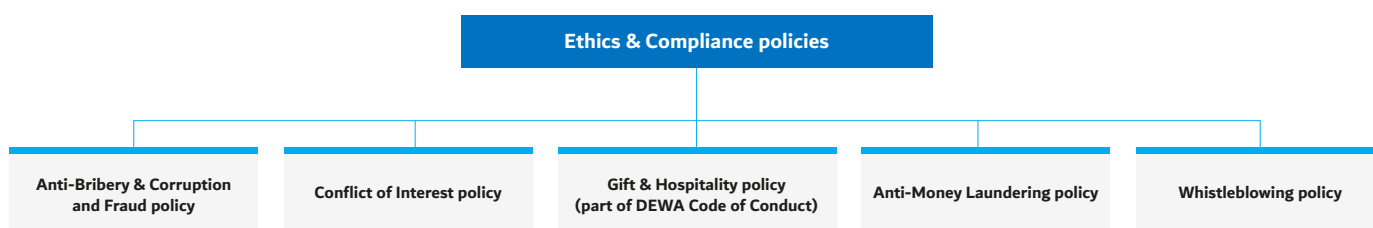
ETHICS AND COMPLIANCE POLICIES

ANTI-BRIBERY AND CORRUPTION AND FRAUD POLICY

DEWA adopts a zero-tolerance approach towards any occurrence of fraud, bribery or corruption across its business activities and operations. DEWA recognises that the prevention of fraud, bribery, and corruption is an integral component of good governance and affirms its commitment to conduct its business and operations in an honest, transparent, and ethical manner, and as per the applicable UAE federal laws and the Emirate of Dubai legislations.

DEWA has implemented a robust framework to deter and prevent fraud, bribery, and corruption. This framework is designed to describe DEWA's Anti-Bribery Management System (ABMS), developed based on leading international standards including, but not limited to, ISO 37001:2016 Anti-Bribery Management Systems - Application requirements and guidelines. DEWA has been globally recognised as a pioneer in anti-bribery and corruption practices, being awarded the ISO 37001:2016 Anti-Bribery Management System certification in 2023.

DEWA's commitment towards prevention of fraud, bribery, and corruption is articulated in the DEWA Code of Business Ethics. This document sets clear standards of conduct and acceptable behaviour for all DEWA employees in compliance with applicable, legislations, regulations, approved policies, standards. It underscores DEWA's commitment to conducting business activities in a legal and ethical manner by ensuring transparency and integrity in all business dealings and relationships



For more details related to Anti-Bribery and Corruption and Fraud policy, please refer to <https://www.dewa.gov.ae/en/about-us/strategy-excellence/corporate-governance-and-strategy>

CONFLICT OF INTEREST POLICY

DEWA is committed to implement an effective policy to prevent conflict of Interest and uphold integrity in execution of duties and responsibilities, ensuring compliance with applicable legislations. The Company conducts its business in a manner that upholds and safeguards the rights and legitimate interests of all stakeholders, based on the principle of fair treatment and non-discrimination.

Our Conflict-of-Interest Policy sets forth requirements for the avoidance and management of conflicts of interest that may arise in some activities, including the avoidance of situations that merely give the impression of a conflict of interest. According to this Policy, any conflicts of interest must be promptly disclosed so that the appropriate course of action can be taken to protect DEWA's interests.

For more details related to DEWA Conflict of Interest policy, please refer to <https://www.dewa.gov.ae/en/about-us/strategy-excellence/corporate-governance-and-strategy>

MANAGEMENT INFORMATION SYSTEM (MIS) AND DISCLOSURE

Management Information System (MIS) is vital for decision-making, coordination, control, analysis, and visualisation of information in DEWA. A complex organisation like DEWA requires multiple systems but needs an overarching platform to allow for more effective, data-driven decision-making.

The implementation of the SAP Enterprise software platform and the SAP GRC (Governance, Risk &

Compliance system) to automate and monitor all transactions has significantly enhance the control system, making it much more robust. Governance monitoring and reporting are now driven by technology and automated processes, with dashboards facilitating graphic information flows.

Integrity of data and its prompt processing are crucial enablers for DEWA to improve current products

and services and design innovative services that respond to the changing needs of its stakeholders. DEWA has implemented a data governance model to ensure transparency, responsibility, and accountability in the use of this data, in conformity with Dubai Government legislations related to Open and Big Data.

CORPORATE RISK & RESILIENCE

DEWA (PJSC) is a globally leading sustainable, innovative corporation committed to achieving Net-Zero by 2050, aligning with the vision and directives of the wise leadership of the UAE and the Emirate of Dubai. This ensures fulfillment and readiness of its management system to effectively manage potential risks and threats, which supports its mission and acts as a roadmap for achieving the vision to guide DEWA's strategic direction.

Risk and resilience are integral to DEWA's strategic direction. The organisation proactively anticipates, and adapts to risks and threats, while effectively responding to and

recovering from incidents to safeguard Dubai's critical infrastructure. In doing so, DEWA ensures that risks and threats are mitigated, and electricity and water services are maintained according to the highest international standards (ISO31000 Risk Management, ISO22301 Security and Resilience – Business Continuity Management System, & BS11200 Crisis Management Guidelines) to achieve reliability, availability, efficiency, and quality.

In supporting Dubai, the wider UAE resilience ecosystem, and critical national infrastructure, DEWA collaborates, coordinates, and communicates with local

and national-level ministries and authorities to share best practices to enhance the resilience of critical national infrastructure, ensuring continuous coordination and communication through active participation and exchange of information, intelligence and responses.

The Board of Directors bears the responsibility of overseeing DEWA's risk and resilience approach, while the Group Risk & Resilience Committee is responsible for providing leadership and direction on all risk and resilience matters, including the management of emerging threats and risks.

EXTERNAL AND INTERNAL AUDIT

EXTERNAL AUDIT

KPMG has been appointed as the Company's external auditor for the fiscal year 2023. KPMG provides independent auditors report in accordance with International Standard of Auditing (ISAs) and submits Internal Control

Reports (ICR's). It is worth mentioning that there are no qualified opinions made by DEWA's external auditors in the annual financial statements for the year 2023.

DEWA has well-established disclosure and communication policies and

prepares its annual accounts according to the International Financial Reporting Standards. The entire accounting system is powered by SAP S/4HANA system. DEWA releases its audited financial statements on an annual basis to all relevant stakeholders.

External Audit Details	2023	2022
Name of the audit office and partner auditor	KPMG LOWER GULF LIMITED Mr. Emilio Pera	KPMG LOWER GULF LIMITED Mr. Emilio Pera
Number of years he served as the Company's external auditor (from the year DEWA became PJSC.)	3	2
Audit Fee - DEWA and its subsidiaries (AED)*	AED 1,630,670	AED 1,511,421
Audit related services - DEWA and its subsidiaries (AED)*	AED 795,215	AED 873,658
Non-audit services - DEWA and its subsidiaries (AED)*	AED 949,810	AED 1,297,505
Statement of other services that an external auditor other than the Company's accounts auditor provided during (if any).	<p>EY</p> <ul style="list-style-type: none"> a) Consultancy Services for Preparing HR Manual b) SAP GRC Risk Management c) ISO 50001: Energy Management System d) Advisory services for Phase VI Solar PV e) Tax Advisory Services <p>Deloitte</p> <ul style="list-style-type: none"> a) Advisory services for Hassyan Phase II <p>Emirates Chartered Accountant Group</p> <ul style="list-style-type: none"> a) Tax Advisory Services 	<p>EY</p> <ul style="list-style-type: none"> a) Group reporting related to audits of subsidiary companies b) Consultancy services for preparing HR manual c) SAP GRC Risk management d) Consultancy for productivity assessment and cost optimization <p>Deloitte</p> <ul style="list-style-type: none"> a) Consultancy service for governance

*This fee excludes outlays and VAT

INTERNAL AUDIT

DEWA's Internal Audit Department is an independent assurance function that adopts the best-in-class audit standards and practices, the International Professional Practices Framework (IPPF) promulgated by The Institute of Internal Auditors (IIA). The Internal Audit department at DEWA operates under an approved charter and conducts reviews to add value and provide assurance over

the adequacy of the effectiveness of internal controls, risk management and governance processes and systems of DEWA and its subsidiaries through an annually developed risk-based audit plan.

The Internal Audit Department; acts as a third line role to provide assurance, advice, and insight that DEWA and its Subsidiaries are efficient and effective in conducting their responsibilities and to be in line

with and support DEWA's corporate vision, purpose, mission and objectives. The Internal Audit Department conducts regular reporting to the MD&CEO and the Audit Committee.

Moreover, the Internal Audit Department established a Quality Assurance and Improvement Program (QAIP) as required by the Institute of Internal Auditors (IIA) which enables it to enhance the quality of audit and pursue continuous improvement.

COMPLIANCE MANAGEMENT

Since its establishment, DEWA has continuously strived for and attained excellence and that has made it globally recognized as a leader in compliance practices and has set it as a global pioneer in compliance management.

DEWA's compliance journey, being one of the key milestones for DEWA's public listing, was implemented by adopting the key elements of the ISO 37301 – Compliance Management

Systems as the foundation for its compliance management practices and fostering a culture of compliance across the organization. This sustained DEWA's global recognition as it is the first organization in the utility sector to be ISO 37301:2021 Compliance Management Systems Certified. The scope of the Compliance Framework extends to laws and regulations that are issued by legislative and regulatory bodies relevant to DEWA's business; both new or existing and extends to

internal rules issued by the MD&CEO. The scope of the framework includes the following:

- Laws and Regulations
- Orders, Rules or Guidance Issued by Regulatory Agencies
- Environmental Commitments
- Relevant organization and industry standards
- Internal Rules and Administrative Resolutions

THE FRAMEWORK

DEWA's Compliance Framework ("Framework") sets out DEWA's approach to managing compliance requirements and mitigating compliance risk to achieve its compliance objectives. An effective, organisation-wide Compliance Framework enables DEWA to demonstrate its commitment to compliance with relevant laws, including legislative requirements, industry codes and organisational standards, internal obligations as well as standards of good corporate governance, best practices, ethics, and community expectations.

The involvement of the Board and Senior Leadership, who set the tone at the top and contributed not only to the internal compliance culture but also to stakeholders and the overall compliance community, supported in achieving the following:

- **Legal and Regulatory Compliance:** Mapping of all internal and external applicable requirements that ensured the avoidance of current and futuristic legal, financial, and reputational impacts that could take place from non-compliance.
- **Risk Management:** A full-fledged compliance risk assessment exercise conducted where compliance risks were identified and assessed, and appropriate mitigation plans were developed.
- **Corporate Governance:** The continued implementation of the compliance management framework is one of the main agile governance tools that are linked and have complimented DEWA's robust and world-class corporate governance framework by encouraging transparency, accountability, and ethical behaviour; the essential components to DEWA's corporate governance practices.



- Streamlined Structure and Operating Model: A systematic approach to managing compliance is being implemented through a hybrid operating model and reporting structure with the support of appointed Compliance Ambassadors and Compliance Champions in the execution of the compliance mandate, resulting in a streamlined compliance process and efficient allocation of resources which was cost saving and improved the overall business performance of compliance practices.
- Training and Communication: With around 11,000 employees at DEWA, the culture of compliance is enhanced through the implementation of compliance training and communication, and continuous investment in employees' learning development in being internationally compliance certified.
- Continuous Improvement: A mechanism for ongoing monitoring, evaluation, and improvement of the compliance framework.

INTERNAL AND EXTERNAL CONTEXT

Implementing a world-class compliance framework was one of the main factors in supporting DEWA in its public listing transformations and has reiterated DEWA's global position within its internal and external contexts as it holds paramount importance, signifying a commitment to the highest standards of ethical conduct and compliance management.

For stakeholders, this serves

as a tangible demonstration of DEWA's dedication to integrity and commitment. It instils confidence in the ability to operate ethically, fostering trust and transparency. For shareholders in specific, DEWA's commitment to compliance serves as a valuable indicator of DEWA's dedication in increasing shareholder value and positioning itself favorably in the eyes of investors who prioritize integrity and responsible business practices that DEWA holds.

DEWA's business operations are in compliance with laws, regulations and compliance obligations of different federal and local governing bodies, including but not limited to the Executive Council, Supreme Legislative Council, Dubai Municipality, Dubai Roads and Transport Authority (RTA), Dubai Financial Market (DFM), Securities and Commodities Authority (SCA) international standards and guidelines and DEWA internal policies, circulars, and guidelines.

INFORMATION TECHNOLOGY AND SECURITY GOVERNANCE

DEWA holds the ISO/IEC 27014:2020 and ISO/IEC 38500:2015 certifications in Information Security Governance and Information Technology Governance, respectively, since 2019. DEWA's integrated framework of IT and IS (ITS) Governance standards has been implemented by utilising internal competencies across all DEWA divisions.

Endorsed by HE the MD&CEO, DEWA's integrated Information Technology and Security (ITS) Governance framework establishes a model for governance of IT and information security. It is based on eight principles for good governance

of IT and Information security that cover strategy, responsibility, adopting a risk-based approach, establishing organisation-wide information security, acquisition, conformance, human behaviour and positive environment, and performance. Information Technology and Security (ITS) Governance additionally aligns with corporate governance requirements and practices, aimed at efficient, effective and acceptable use of IT and IS. ITS Governance provides Governing Body visibility on the status of current and future use of IT and Information security in DEWA, in addition to assuring conformance

to compliance obligations (legal, regulatory, contractual) requirements concerning acceptable use of IT and information security.

DEWA has an automated Governance, Risk and Compliance (GRC) system to manage DEWA's overall governance and alignment of ITS and business objectives, while effectively mitigating risk and meeting compliance requirements. This automation has allowed us to achieve improved decision-making, optimal IT investments, elimination of silos, and increased collaboration among Divisions and DEWA's stakeholders.

WHISTLEBLOWING

All internal and external stakeholders who suspect or become aware of potential or actual unlawful act or misconduct within or in connection with DEWA activities, including but not limited to fraudulent financial activities and noncompliance to DEWA policies, have the obligation to report this immediately through any of the following, including a secured whistleblowing 24/7 hotline and other communication channels mentioned below:

- DEWA Ethics Hotline (+971 4 3222202)
- DEWA Ethics Email (ethicshotline@dewa.gov.ae)
- DEWA's official website (www.dewa.gov.ae)



For more details related to DEWA Whistleblowing policy, please refer to

<https://www.dewa.gov.ae/en/about-us/strategy-excellence/corporate-governance-and-strategy>

INTERNATIONAL STANDARDS AND BENCHMARK

In its pursuit of excellence in all its operations, DEWA adopts and implements a broad range of applicable standards, benchmarks, and international best practices. DEWA has been certified as compliant with the British standard BSI 13500 “Code of practice for delivering effective governance” in 2017 and in successive years including 2023.

Some of the other prominent certifications that DEWA has received recognition for during 2023 include:

- ISO 37301:2021: Compliance Management Systems
- ISO 37001:2016: Anti-Bribery Management Systems
- ISO/IEC 27014:2020: Information Security Governance
- ISO/IEC 38500:2015 Information Technology Governance
- ISO31000 Risk Management System
- ISO22301 Security and Resilience - Business Continuity Management System
- BS11200 Crisis Management Guidelines



CORPORATE SOCIAL RESPONSIBILITY

In alignment with its core mission of delivering electricity and water services at the pinnacle of operational excellence, DEWA places significant emphasis on its role in social empowerment. Recognising the inherent interconnectedness between organisational performance and societal welfare, DEWA has positioned itself as a vanguard in Corporate Social Responsibility (CSR) initiatives within Dubai. Our commitment to CSR is not only evident in our actions but also in the meticulous benchmarking of our practices against esteemed local, regional, and international standards. Furthermore, DEWA actively spearheads the development, execution, and endorsement of projects and social endeavours that contribute meaningfully to the cultivation of the UAE's National Identity. This holistic approach underscores DEWA's unwavering dedication to fostering sustainable development and societal progress.

In DEWA's governance report, the organisation's current CSR strategy is delineated across four key pillars: (1) Education, Skills Development and National Identity (2) Philanthropy and Volunteering (3) Support for Community Development (4) Economic Growth and Environment Sustainability. These pillars serve as focal points guiding DEWA's efforts to create sustainable value for stakeholders and the broader community. Integral to this strategy is DEWA's robust partnership management approach, which emphasises the cultivation of effective collaborations with government entities, private sector partners, civil society organisations, educational institutions, and non-profit organisations.

These partnerships are forged within the framework of DEWA's core values, which prioritise stakeholder happiness, sustainability, innovation, excellence, and good governance. Through this concerted approach,

DEWA is dedicated to fostering impactful initiatives that promote societal well-being and advance the organisation's overarching mission.

During the period spanning from 2013 to 2023, DEWA undertook a series of community-centric initiatives, signifying its dedication to corporate social responsibility. Noteworthy among these endeavours was the collective contribution of DEWA employees, amounting to an impressive 232,973 volunteer hours allocated towards humanitarian and community-oriented activities.

This concerted effort resulted in tangible benefits for a substantial demographic, with many individuals both within the UAE and beyond, in a number of countries. Furthermore, in the calendar year 2023, DEWA achieved a significant milestone, evidenced by a notable societal satisfaction rating of 93.55%. These achievements underscore DEWA's steadfast commitment to advancing societal well-being and fostering a culture of service excellence and community engagement. Aligned with its vision to be a globally leading sustainable innovative corporation committed to achieving Net-Zero by 2050, DEWA has meticulously crafted a comprehensive framework to govern its CSR initiatives. This framework is characterised by a structured approach encompassing key stages such as needs identification, strategic planning, meticulous implementation, rigorous measurement and review, and a steadfast commitment to learning and continuous improvement. Anchored upon the principles outlined by the Global Reporting Initiative (GRI), this framework ensures the enduring sustainability of outcomes and practices. It is structured around three fundamental pillars: Environmental Sustainability, Social Sustainability, and Economic Sustainability. These pillars serve as robust foundations aligned with the United Nations Sustainable Development Goals

(SDGs) 2030, reflecting DEWA's steadfast dedication to advancing global sustainability agendas.

DEWA's comprehensive CSR initiatives encompass a diverse array of areas, reflecting its holistic approach to corporate responsibility. These initiatives extend to supporting local communities, fostering educational opportunities, empowering employees, advocating for gender equality, and championing waste reduction efforts. Through these multifaceted endeavors, DEWA reaffirms its commitment to making a positive impact on society while upholding its core values of sustainability, innovation, and excellence.

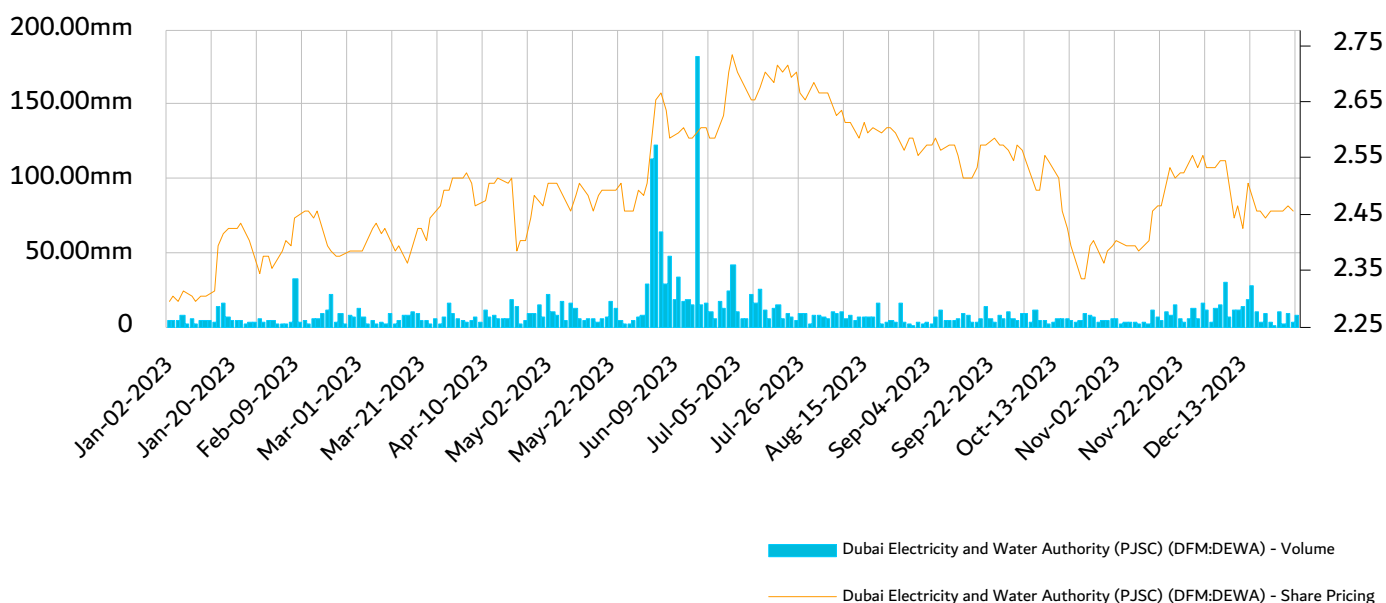
DEWA's unwavering commitment to corporate social responsibility (CSR) has garnered widespread acclaim both domestically and internationally. Notably, DEWA secured first place in the Public Sector Category at the Arabia CSR Awards 2022 for the eighth consecutive year, alongside receiving an honorary shield during the Community Development Authority (CDA) Partners Forum Ceremony, affirming its significant contributions to societal advancement. DEWA's dedication to sustainability excellence was further recognised with the Committed to Sustainability Certificate from the European Foundation of Quality Management (EFQM) in 2019. Additionally, DEWA's formidable brand presence was underscored by its ranking as the third most valuable utility brand in the Middle East and the third fastest-growing brand in the UAE according to the esteemed annual report issued by 'Brand Finance' for 2022. These accolades highlight DEWA's steadfast commitment to setting the benchmark for sustainability practices while actively contributing to the achievement of the United Nations Sustainable Development Goals (SDGs).

GENERAL INFORMATION

STATEMENT OF THE COMPANY'S SHARE PRICE IN THE MARKET DURING 2023

Month	Highest price	Lowest price	Closing price
January 2023	2.43	2.29	2.37
February 2023	2.45	2.35	2.38
March 2023	2.51	2.36	2.51
April 2023	2.52	2.38	2.48
May 2023	2.50	2.45	2.48
June 2023	2.66	2.50	2.62
July 2023	2.73	2.65	2.68
August 2023	2.66	2.55	2.55
September 2023	2.58	2.51	2.56
October 2023	2.57	2.33	2.38
November 2023	2.55	2.38	2.53
December 2023	2.54	2.42	2.45

PERFORMANCE OF THE COMPANY'S SHARES IN 2023



STATEMENT OF THE SHAREHOLDERS' OWNERSHIP DISTRIBUTION AS ON 31 DECEMBER 2023

Country	Type of investor/ shareholders	Number of shares	Percentage
UAE	Government	41,185,235,890	97%
	Companies	5,212,063,765	
	Individuals	1,595,111,764	
	Banks	422,846,633	
	Institutions	68,685,220	
	Others	1,818,296	
Other GCC Countries	Individuals	103,551,052	<1%
	Company	164,767,700	
	Bank	9,196,695	
Unites States of America	Companies	2,596,710	1%
	Individuals	520,767,202	
Other Nationalities	Government	10,384,000	1%
	Company	419,741,693	
	Individual	278,701,603	
	Bank	4,297,857	
	Institution	6,154	
	Other	227,766	
Grand Total		50,000,000,000	100%

STATEMENT OF SHAREHOLDERS OWNING 5% OR MORE OF THE COMPANY'S CAPITAL AS ON 31 DECEMBER 2023

Name	Number of owned shares	Percentage of owned shares
Dubai Investment Fund	41,000,000,000	82%

STATEMENT OF DISTRIBUTION OF SHAREHOLDERS ACCORDING TO THE SIZE OF THE EQUITY AS ON 31 DECEMBER 2023

Share (s) ownership	Number of shareholders	Number of owned shares	Percentage of owned shares
Less than 50,000	50,929	172,639,094	0.3%
Between 50,000 and 500,000	3,043	449,408,493	0.9%
Between 500,000 and 5,000,000	689	996,668,481	2.0%
More than 5,000,000	157	48,381,283,932	96.8%
Total	54,818	50,000,000,000	100%

STATEMENT OF EMIRATISATION PERCENTAGE

DEWA seeks to achieve the visions set by the wise leadership in achieving the prosperity and sustainable prosperity of the nation and its citizens, by supporting the Emiratisation process using best practices. This is accomplished through the development of operational plans and strategies to enhance participation of Emiratis in all sectors to ensure the achievement of career aspirations of national competencies through training, guidance, and creating an attractive work environment for them.

DEWA's Emiratisation approach and commitment are to provide national employees with a positive work environment including exceptional opportunities for learning and growth. This section includes the below parts:

Emiratisation targets and actuals (in %) for the year 2020, 2021, 2022 and 2023:

DEWA achieved excellent Emiratisation results percentages. DEWA aims to enhance Emiratisation through its integrated strategy that includes innovative programmes and initiatives to attract and train Emiratis in different fields, such as DEWA Academy, scholarships programmes, leadership development programmes happiness strategy and many others.

KPI	2020		2021		2022		2023	
	Actual	Target	Actual	Target	Actual	Target	Actual	Target
Emiratisation Rate - Leadership	89.05%	88.33%	87.97%	88.33%	87.42%	87.93%	88.14%	89.05%
Emiratisation Rate - Management	61.46%	70.10%	60.55%	60.16%	59.65%	59.18%	71.01%	71.10%
Emiratisation Rate - Non Supervisory	40.79%	32.33%	38.47%	39.33%	38.47%	36.96%	31.26%	33.33%

Emirati attrition rate for the year 2021, 2022 and 2023:

KPI	2021		2022		2023	
	Actual	Target	Actual	Target	Actual	Target
Emirati attrition rate (Turnover Rate)	1.19%	2%	1.25%	2%	1.66%	2%

INITIATIVES ADOPTED BY THE COMPANY TO ATTRACT AND RETAIN LOCAL TALENTS

In accordance with the Human Capital Policy & Emiratization Policy, DEWA adopts the following policies towards the national employees.

A - Attraction and integration: DEWA uses different channels to attract Emiratis and reaches them wherever they are to ensure attracting highly profile professional UAE applicants & fresh graduates to work in different fields.

- **Career Fairs:** DEWA participates in different career fairs, that considered an ideal platform to meet Emirati job seekers, fresh graduates, and students.
- **DEWA Academy:** Dubai Electricity and Water Authority launched DEWA Academy in 2013 in collaboration with the Business and Technology Education Council – UK. It aims to prepare a new generation of professional Emiratis who understand the importance of work & the interest of the nation by offering a technical/vocational skills programme that enhances the efforts of the UAE in localising technical jobs in the energy and water sectors. The Curriculum offered at DEWA Academy is based on three disciplines: Electrical Engineering, Mechanical Engineering, and Mechatronic Engineering. Students at the Academy study the Ministry of Education curriculum in addition to the BTEC Curriculum. Upon completion of secondary school, the student receives a certificate from the Ministry of Education – UAE which is equivalent to a High school Diploma, as well as a Diploma/Extended Diploma from the Business and Technology Education Council (Pearson BTEC- UK) for the Technical / Vocational Curriculum.
- **Scholarship Programme:** This programme, which aims to attract UAE nationals to work at DEWA, is designed for secondary school students. It supports high school/university Emirati students by sponsoring them during their studies. They are directly employed at graduate level in DEWA after graduation.
- **Postgraduate Programme:** DEWA provides postgraduate scholarships for its National employees in different divisions and departments. The scholarship offers master and PhD degree mainly in technical and critical fields related to DEWA' needs and objectives. This scholarship programme is offered in accredited and well know universities in UAE and abroad, depending on the availability of the programmes and the requirements. Some of the majors offered include Master's in electrical engineering, MSC in Information Security, PhD in Project Management, PhD in Architecture & Sustainable Built Environment, etc. Develop and Empower Employees: DEWA prioritises the development and empowerment of UAE national employees through a structured process. They are given priority in assessments for development, career paths, succession planning, and training programmes.
- **DEWA's succession plan:** is designed to identify and prepare national candidates (successors) for high-level management positions that become vacant due to retirement, resignation, new business opportunities, restructure, or transfer.

B - Happiness and retention: this focuses on all main areas for national happiness such as:

- Competitive salary structure
- Development and progression
- Happiness rate for Emiratis
- Benefits (nursery, tejeri, happiness initiatives, sport)

INVESTORS RELATIONS

Through the year, DEWA's Investor Relations publishes earnings, releases, and arranges briefings and conference calls to raise investors' awareness globally about the Company's attractive value proposition among listed companies and provide updates on DEWA's growth strategy and performance.

DEWA adopts a proactive Investor Relations engagement strategy to sustain investor trust and maximise shareholder value, particularly during volatile market conditions and global uncertainty.

DEWA Investor Relations Email: dewainvestors@dewa.gov.ae

DEWA Investor Relations Website: <https://www.dewa.gov.ae/en/investor-relations>

MAJOR EVENTS AND DISCLOSURES IN 2023

On 26 October, 2023, DEWA paid its shareholders a dividend of AED 3.10 billion for the first half of 2023.

