

ANNUAL CORPORATE
GOVERNANCE REPORT

2017



1 Corporate Governance Practices

Despite challenging market circumstances, Dubai Investments PJSC (DI) has endeavoured to contribute generously to the community, environment and charities (refer Section 10 of this report for more details) in 2017 which was declared as the Year of Giving. DI continues to make significant strides in giving its Shareholders a best-in-class governance framework with highest standards of honesty, transparency and accountability as it truly believes that good governance is the cornerstone of a successful and sustainable public company.

DI commissioned a comprehensive review of Federal Law No.2/2015 concerning Commercial Companies and The Chairman of Authority's Board of Directors' Resolution (No. 7 R.M.) of 2016 concerning the Standards of Institutional Discipline and Governance of Public Shareholding Companies (hereafter referred to as 'Resolution No. 7 R.M.'). Various initiatives emanating from the review have been implemented in 2017 and which is expected to ensure full compliance with requirements of the various regulators and supervisory bodies in 2018. Some of the key initiatives and measures directed by the Board to comply with Resolution No. 7 R.M. and Federal Law No. 2/2015 are summarised below:

- > Board members have complied with annual declaration of independence and disclosure of changes affecting their independence including membership on other boards. Board members have complied with the requirement to disclose trades by themselves or specified relatives in shares of DI. Additionally, **Board Members have submitted their Annual Declaration of Related Parties and Conflicts of Interest.**
- > Various statutory registers including **Register of Insiders, Register of Related Party Transactions, Register of Conflicts** etc. have been designed and necessary supporting implementation programmes /processes in the form of declarations from individuals have been developed. To enable the successful implementation a series of communications to enhance awareness is planned to continue in 2018.
- > **Nomination and Remunerations Committee** has been specifically tasked by the Board to monitor and review the **Gender Diversity and Emiratisation** levels.
- > **Risk Appetite has been approved by the Board** and **Risk Reports are presented to the Audit Committee.** Where Risk Limits and /or Risk Tolerance is breached the Audit Committee escalates to the Board for appropriate mitigation action by the Executive Management team.
- > To ensure a regime of compliance with laws and regulations, Group Compliance intends to initiate **industry/sector specific Compliance Reviews** based on robust compliance checklists developed/being developed. This is in addition to the existing process of **Compliance Self-Assessment** and **Declarations** from subsidiary companies.



- > Group Internal Audit function has **reviewed the effectiveness of Enterprise Risk Management** and has not observed any material deficiencies.
- > DI has approved its **Investor Communication and Disclosure Policy** which is available on the Investor Relations section on the corporate website. DI has also updated its **Investor Relations Manual** to ensure that internal processes and policies are updated to enhance controls and compliance with the Securities and Commodities Authority (SCA) and Market regulations. Also, the **Insider Trading Supervision Committee has been established** to monitor compliance with its internal policies and external laws and regulations.
- > **Internal Controls Over Financial Reporting** programme is on-going and entails a review of **300+ internal controls over financial reporting**. The Group CFO has updated the Audit Committee with the results of testing of internal controls and the fact that no material deficiencies were identified.
- > Adequacy and coverage of **insurance** and status of significant claims made during 2017 have been reviewed by the Board. Status of material **legal cases** has been reviewed by the Board. Both matters are also monitored and reported as part of the Risk Management process at DI.

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2 Transactions by Board members

All Board members acknowledged that neither they, nor their wives and/or children have traded in the Company's shares during 2017, with the exception of the following.

S. No.	Name	Title	Relation	Sale of shares during 2017	Purchase of shares during 2017	Shares owned as on December 31, 2017
1	Mr. Mohamed Saif Darwish Ahmed Al Ketbi	Director	Wife	Nil	100,000	105,000

Prior to becoming a DI Board member, Mr. Khaled Mohamed Ali Al Kamda has sold 989,665 shares.

3 Board of Directors

(a) Composition of the Board

All 7 (seven) Board Members are UAE nationals with requisite skills and expertise. The members were unanimously elected by the shareholders for a period of three years during the Annual General Meeting held on April 10, 2017. **Of the 7 (seven) members of the Board, 6 (six) are non-executive and independent directors. Both, the Chairman and the Executive member, are not members of the standing committees** of the Board.

Biography of the Board Members

The Board Members' experience, skills and other noteworthy offices held in publicly listed entities and government corporations are detailed below.



Mr. Sohail Faris Ghanim Ateish Al Mazrui

He is an Independent & Non-executive Director on the Board of DI for the last 23 years. He has also served as Chairman of the Board since 2010.

Mr. Sohail Al Mazrui has wide experience in Petroleum Engineering and executive experience in the Oil Industry. He is the former CEO of Abu Dhabi National Oil Company (ADNOC) as well as the former CEO and Chairman of Aabar. He holds a degree in Petroleum Engineering.



Mr. Hussain Mahyoob Sultan Al Junaidy

He is an Independent & Non-executive Director on the Board of DI for the last 23 years. He has also served as Vice-Chairman of the Board since 2010.

Additionally, he is a member of two of the Board Committees, namely, Audit Committee and Nomination and Remuneration Committee. He serves as Chairman of the Audit Committee. Mr. Hussain Al Junaidy has been the Chairman and CEO of various companies in the Oil and Gas Industry. He is also the founder and former Group CEO of Emirates National Oil Company (ENOC). He holds a Bachelor of Science in Civil Engineering and is a Chartered Civil Engineer. He is also a Business graduate from School of Business, University of Pittsburg, USA.



Mr. Ali Fardan Ali Al Fardan

He is an Independent & Non-executive Director on the Board of DI for the last 16 years.

Additionally, he is a member of two of the Board Committees, namely, Audit Committee and Nomination and Remuneration Committee. He serves as Chairman of the Nomination and Remuneration Committee.

Mr. Ali Fardan Ali Al Fardan has significant experience in Real Estate Management, Property Investments, Capital Investment Management and Hospitality Management. He holds a Bachelor of Science in Management and Information System and currently holds the following positions:

- > Vice Chairman of Al Fardan Group
- > CEO of First Investor LLC
- > Managing Director of Al Fardan Real Estate
- > Board Member of Union Properties PJSC
- > Board Member of Commercial Bank of Dubai



Mr. Mohamed Saif Darwish Ahmed Al Ketbi

He is an Independent & Non-executive Director on the Board of DI for the last 8 years.

Additionally, he is a member of two of the Board Committees, namely, Audit Committee and Nomination and Remuneration Committee.

Mr. Mohamed Al Ketbi has experience in Investments & Projects, Real Estate and Hospitality Sectors. He holds a Bachelor Degree in Business Administration majoring in Business Management and currently holds the following positions:

- > Vice-Chairman of Danat El Emarat Women & Children's Hospital Project
- > Board Member of AHI- Carrier FZC
- > Board Member of Union Properties PJSC
- > Board Member of Marka PJSC
- > Board Member of Al Mal Capital PSC





Mr. Khalid Jassim Mohamed Bin Kalban

He is the Managing Director & Chief Executive Officer of DI. He is an Executive Director on the Board for the last 20 years.

Mr. Khalid Bin Kalban has extensive experience in manufacturing & industrial sectors as well as financial, investment and real estate sectors. He holds a degree in Business Management from USA and is a Management Major from Metropolitan State College, USA. He currently holds the following positions:

- > Chairman of Marka PJSC
- > Board Member of Union Properties PJSC
- > Board Member of National General Insurance PJSC
- > Board Member of the Islamic Bank of Asia (Limited) – IBA Singapore
- > Board Member of Arcapita Investment Management B.S.C. (c) – Bahrain
- > Chairman of Al Mal Capital PSC
- > Board Member of First Energy Bank B.S.C. – Bahrain



Mr. Abdulrahman Ghanem A. Al Mutaiwee

He is an Independent & Non-executive Director on the Board of DI since April 2017.

Additionally, he is a member of the Nomination and Remuneration Committee.

Mr. Abdulrahman Ghanem A. Al Mutaiwee is a high-ranking diplomat and has held senior management positions in various ministries and government establishments.

He has also served as the Ambassador of the UAE to the Court of St. James and Iceland. He is currently the Director in the Ministry of Foreign Affairs and International Cooperation. He holds a Bachelor's Degree in Economics from Cairo University and Diploma in Banking and Financial Studies from New York.



Mr. Khaled Mohammad Ali Al Kamda

He is an Independent & Non-executive Director on the Board of DI since April 2017.

Additionally, he is a member of the Audit Committee.

Khaled Al Kamda has over three decades of senior management experience across a number of sectors including airlines, private equity and banking and has also held senior management positions in government establishments. He holds a Bachelor's Degree in Electrical Engineering from Florida Institute of Technology, USA and a Management Degree from Cranfield School of Management, England.

(b) & (c) Female Representation on the Board

There is no female representation on the Board. However, it may be noted that DI had a female candidature for the Board elections held in April 2017.

Dubai Investments strongly believes in encouraging women's participation in businesses and enabling them to excel as business leaders. 22% of Executive Management of DI are women.



(d) Board Remuneration

The Board of Directors were paid a remuneration of AED 10,000,000 (Ten Million AED) for the year 2016.

The Nomination & Remuneration Committee and the Board of Directors have recommended an amount of AED 12.250 Mn (Twelve million two hundred and fifty thousand AED) as fixed annual fee for Board of Directors for the year 2017. However, the same is subject to shareholders' approval at the Annual General Meeting.

The total fixed allowances for Board Committee meetings for the year are proposed as follows:

S. No.	Name	Allowances for attending the Board Committee meetings			
		Committee name	Value of allowance (AED)	Number of meetings (invited)	Number of meetings (attended)
1	Mr. Hussain Sultan Al Junaidy	Audit Committee	140,000	4	4
		Nomination & Remuneration Committee	110,000	2	1
2	Mr. Ali Fardan Ali Al Fardan	Audit Committee	130,000	4	3
		Nomination & Remuneration Committee	120,000	2	2
3	Mr. Mohamed Saif Al Ketbi	Audit Committee	140,000	4	4
		Nomination & Remuneration Committee	120,000	2	2
4	Mr. Abdulrahman Ghanem A. Al Mutaiwee	Nomination & Remuneration Committee	Nil	- <i>(elected in April 2017)</i>	-
5	Mr. Khaled Mohammad Ali Al Kamda	Audit Committee	130,000	3 <i>(elected in April 2017)</i>	3

(e) Board Meetings

The Board has convened 5 (five) times during the year.

S. No.	Board meetings	Attendance
1	8 th March 2017	Attended by all members*
2	4 th May 2017	Attended by all members
3	30 th July 2017	Attended by all members
4	30 th October 2017	Attended by all members
5	28 th December 2017	Attended by all members other than Mr. Abdulrahman Ghanem A. Al Mutaiwee

* Mr. Abdulrahman Ghanem A. Al Mutaiwee and Mr. Khaled Mohammad Ali Al Kamda were elected only in April 2017 and were not eligible to attend the Board Meeting held on 8th March 2017.



(f) Board Duties and Delegation to Executive Management

The powers reserved for the Board of Directors have been explicitly stated in the Board Charter in compliance with legislations and regulations inter alia the Companies Law 2/2015 and its amendments, the Articles of Association of the Company and Resolution No. 7 R.M. **The Managing Director & CEO and the Executive Management have been appointed and detailed Job descriptions are provided. None of the Executive Management have a fixed term contract.** The Executive Management is given the freedom and responsibility to run the day to day operations, and secure Board approvals for major decisions or investments.

(g) Transactions with Related Parties

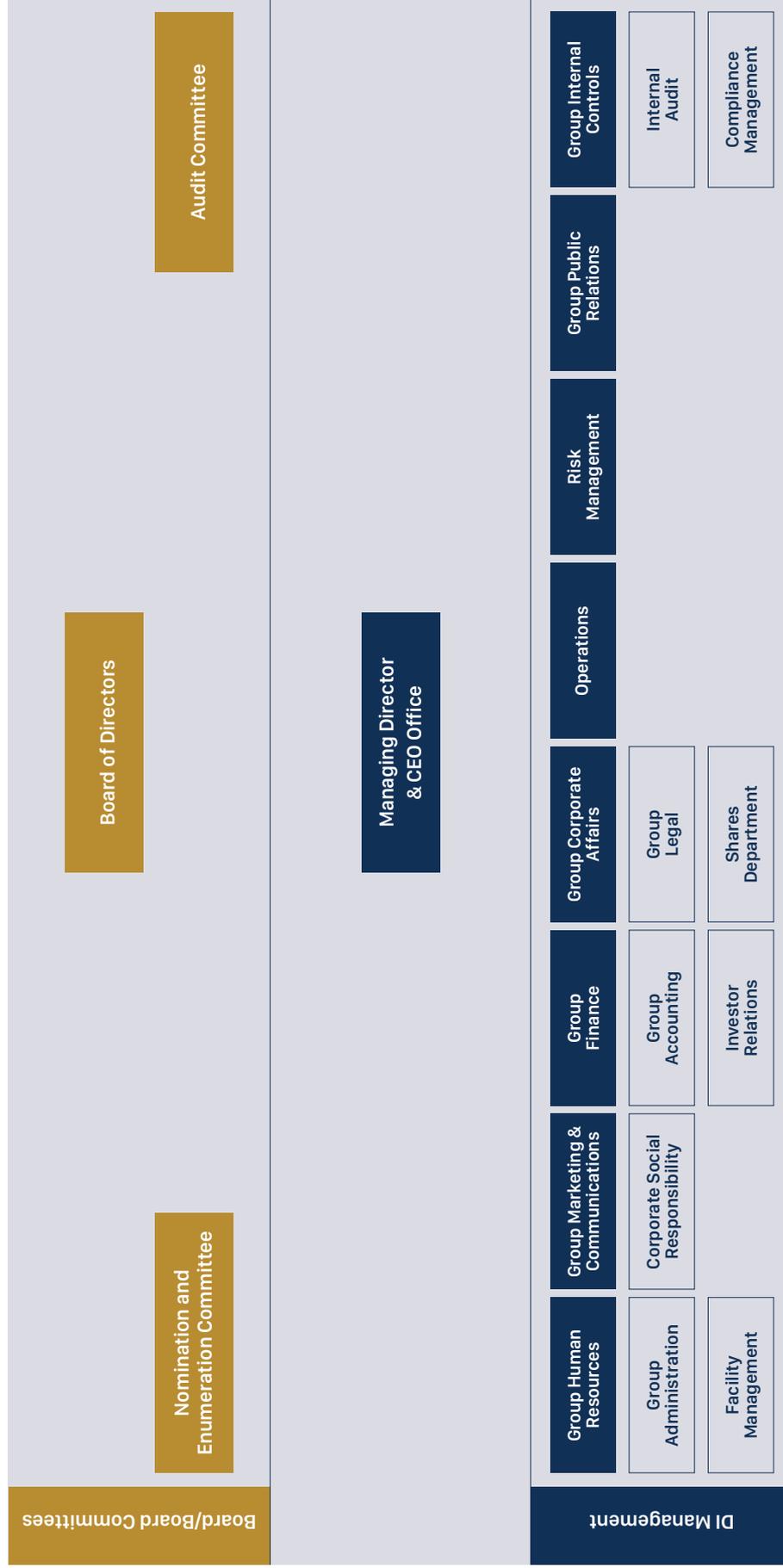
Transactions between DI and its subsidiaries, have been eliminated on consolidation and are not stated in this disclosure. **Significant transactions between DI and its joint ventures and associates, all of which are at arms' length, and identified in the audited financial statements are tabulated below.**

Particulars	Associates 2017 AED '000	Joint ventures 2017 AED '000
Purchase of a commercial building		
> Mojavi 2 Limited	39,000	-
Land and other lease charges		
> Emicool	-	2,974
> Dubai International Driving School	-	1,236
> Global Pharma	-	1,219
> Mojavi 1	-	241





(h) Organisation Structure



(i) Executive Management

Executive Management is provided with responsibilities to accomplish the Company's goals, objectives and targets by implementing strategic decisions which are recommended to and approved by the Board. The Executive Management is responsible inter alia for:

- > Creating and maintaining effective and efficient legal, organizational and governance structures;
- > Arranging and deploying the resources required to achieve the strategies;
- > Adequate planning, internal control and risk management systems that assess risks on an integrated cross-functional basis; and,
- > Succession planning that formalizes the process of identifying, training and placing of successors in key positions in the Company

The Managing Director & CEO and the Executive Management are entrusted to provide the Chairman, Board of Directors and its Committees with sufficient documented information in due time to ensure informed decisions are taken and for efficient performance of tasks and responsibilities.

Managing Director & CEO

The Managing Director & CEO has been appointed by the Board of Directors to oversee the day to day operations of the Company and to effectively execute its plans and strategies to achieve its vision, mission and strategic initiatives. The Managing Director & CEO reports to and is accountable to the Board of Directors. The Managing Director & CEO is responsible inter alia for:

- > Delivering the Company's strategic and operational plans as approved by the Board of Directors;
- > Escalating transactions outside of his delegated authority to the Board of Directors for due decision making;
- > Ensuring compliance with the Company's policies and with the applicable laws and regulations; and,
- > Providing direction and guidance to the Executive Management

Executive Management

The Executive Management of the Company is stable and have been working in their respective positions for the last several years. The Executive Management personnel are listed below:

- > General Manager/Chief Risk Officer *
- > Group Chief Financial Officer
- > Chief Operating Officer*
- > Chief Corporate Affairs Officer
- > Chief Internal Controls Officer **
- > Chief Human Resources and Administration Officer
- > Group Marketing & Communication Manager
- > Group Public Relations Manager

Notes: *subsidiaries operations

** administrative reporting to MD & CEO with functional reporting to the Audit Committee

Remuneration paid by the Company to Executive Management in 2017 is tabulated below:

S.No	Designation	Date of appointment	Total annual salary Paid (AED)*	Total annual bonus paid (AED)**	Any other cash or non-cash rewards in 2017 or which shall be due in the future
1	Managing Director & Chief Executive Officer	Jul 01, 1995	4,322,388.00	5,000,000	***
2	General Manager/Chief Risk Officer	March 01, 1998	2,212,118.00	1,000,000	***
3	Group Chief Financial Officer	Jan 02, 2008	1,171,537.00	450,000	***
4	Chief Operating Officer	Sep 09, 2015	1,471,384.00	415,000	***
5	Chief Corporate Affairs Officer	May 01, 2005	1,000,118.00	375,000	***
6	Chief Internal Controls Officer	Oct 03, 2005	987,788.00	375,000	***
7	Chief Human Resources & Administration Officer	Nov 01, 2012	958,465.00	325,000	***
8	Group Marketing & Communication Manager	Oct 01, 2004	709,880.00	200,000	***
9	Group Public Relations Manager	Sept 01, 2004	691,323.00	156,000	***

Note:

* Includes allowances, general pension and social security

** Paid in 2017 pertaining to 2016

*** Bonuses for the year 2017 have not been declared as of the date of this Report



4 External Auditor

KPMG in the UAE is a member firm of KPMG International which was established in 1973. KPMG International is a global network of professional member firms providing Audit, Tax and Advisory services, which operates in 155 countries. KPMG UAE now comprises of more than 750 staff members, including 50 plus partners, across offices in Dubai, Abu Dhabi and Sharjah.

KPMG was re-appointed as the Company's external auditor by the Shareholders at their Annual General Meeting for the year 2017. **KPMG** has been re-appointed as external auditor at each AGM since 1996 i.e. **21 years since first appointment as External Auditor.**

AED 408,100 was paid to KPMG for the **audit and quarterly review** of the **consolidated financial statements** of DI. Additionally, KPMG was paid **AED 55,110** for non-audit services i.e. **VAT and IFRS trainings.**

Additionally, KPMG has been appointed as external auditors by DI's subsidiaries for which fees have been agreed separately by the relevant subsidiaries. Similarly, fees for external audit by other external auditing firms have been agreed separately by the relevant DI Subsidiaries.

No other independent auditor other than KPMG has been engaged by DI PJSC in 2017.

Name of Auditing Office	KPMG
No. of years spent as External Accounts Auditor for the Company	21 years
Total fees for auditing the Financial Statements of the Company for 2017 (AED) (total fee for audit and review of consolidated financial statements of DI)	AED 408,100
Fees and costs of the other special services other than auditing of the Financial Statements of the Company for the Year 2017 (Dirhams) if any	AED 55,110
Details and nature of the above special services rendered (if any)	VAT and IFRS trainings
Statement showing the other services performed by an External Auditor other than the External Accounts Auditor of the Company and which rendered during the Year 2017 (if any)	Not applicable

5 Audit Committee

All members of the Audit Committee are Non-Executive & Independent, and Chairman of the Board is not a member of the Audit Committee.

The Audit Committee is tasked by the Board to review the Internal Controls System on a quarterly basis and its Charter is compliant with the requirements of Resolution No. 7 R.M.

Continuous evaluation and monitoring of the Internal Control System is the key activity of Audit Committee and is demonstrated by the fact that 4 (four) Audit Committee meetings were held during 2017.

Mr. Hussain Mahyoob Sultan Al Junaidy was nominated as the financial expert on the Audit Committee in line with SCA requirements and also serves as the Chairman of the Audit Committee. Notably, the Audit Committee has unrestricted access to the records of the Company and can seek expert advice if required.

The **Roles and Responsibilities of the Audit Committee** inter alia include:

- > Review the annual and quarterly Financial Statements;
- > Review the effectiveness of the Internal Control Over Financial Reporting;
- > Review of Related Party transactions, managing conflict of interests, and submitting recommendations concerning such transactions to the Board;
- > Review the effectiveness of the Company's Enterprise Risk Management (ERM) function; and,
- > Review the adequacy of insurance coverage and legal dispute status

The Audit Committee convened on March 8th, July 30th, October 30th, and December 28th, 2017.



Following table summarizes the membership and attendance of the Audit Committee during 2017:

S.No.	Name	Title	Meetings: 4
1	Mr. Hussain Mahyoob Sultan Al Junaidy	Chairman	4
2	Mr. Ali Fardan Ali Al Fardan	Member	3
3	Mr. Mohamed Saif Darwish Ahmed Al Ketbi	Member	4
4	Mr. Khaled Mohammad Ali Al Kamda*	Member	3

*Mr. Khaled Mohammad Ali Al Kamda was elected to the Board of Directors only in April 2017.

Additionally, the Audit Committee has met the external auditors in 2017 to review audit findings and matters for attention of the Board.

6 Nomination & Remuneration Committee

All members of the Nomination & remuneration committee are Non-Executive and Independent, and Chairman of the Board is not a member of the Audit Committee.

The key objective of the Nomination & Remuneration Committee is to develop and review annually the ongoing suitability of the Company's policy for remuneration and benefits for the Company's Board of Directors, Executive Management and employees and to ensure that the remuneration and benefits granted are reasonable and aligned with the Company's performance.

Mr. Ali Fardan Ali Al Fardan serves as the Chairman of the Nomination & Remuneration Committee.

The Roles and Responsibilities of the Nomination & Remuneration committee inter alia include:

- > Verify the independence of the Board members by means of a Declaration of Independence form which was completed and signed by each independent member;
- > Review the Board members' remuneration policy;
- > Review and approve the Human Resources policies;
- > Annually review the Board's Self-Evaluation forms and Board Members' Self-Assessments forms;
- > Promote gender diversity at Board, Executive management and staff level and annually review the Emiratisation activities being undertaken by the Company

The Nomination & Remuneration Committee convened on March 8th as well as on 5th April 2017.

Following table summarizes the membership and attendance of the Nomination & Remuneration Committee during 2017:

S.No.	Name	Title	Meetings: 2
1	Mr. Ali Fardan Ali Al Fardan	Chairman	2
2	Mr. Hussain Mahyoob Sultan Al Junaidy	Member	1
3	Mr. Mohamed Saif Darwish Ahmed Al Ketbi	Member	2
4	Mr. Abdulrahman Ghanem A. Al Mutaiwee*	Member	-

*Mr. Abdulrahman Ghanem A. Al Mutaiwee was elected to the Board of Directors only in April 2017.

7 Committee for Management & Supervision of Insiders Trading

The Insider Trading Supervision Committee (ITSC) membership comprises of:

- > Mr. Abdulaziz Bin Yagub AlSerkal – General Manager – DI (Chairman);
- > Mr. Mushtaq Masood – Group Chief Financial Officer; and,
- > Mr. Kurian Chacko – Chief Corporate Affairs Officer.

The ITSC has been tasked with performing the following functions as detailed in its Charter:

- > Management, follow-up, and supervision of insiders' trading and their shareholding in DI shares;



- > Maintaining a special and comprehensive register for all insiders, including persons who could be considered as insiders on a temporary basis and who are entitled to or have access to inside information of the Company prior to publication. The record shall also include details of initial declaration and subsequent updates on the trades by insiders and their shareholding; and,
- > Submitting periodic statements and reports to the Market.

ITSC is responsible to establish, publish and enforce effective procedures applicable to the purchase and sale of its securities by DI's officers, directors, employees and other insiders designed not only to prevent improper trading, but also to avoid any question of the propriety of insider purchases or sales.

ITSC was established in 2017 and it was agreed to maintain a Register of Insiders and increase the frequency of review of trades by Board of Directors and extend this scrutiny to the Company's employees. Additionally, it was resolved that the Committee would review the market announcements on post-facto basis to ensure that DI complies with its own Investor Communication and Disclosure Policy.

The latest meeting of the **ITSC was held on 11th March 2018** and ITSC is envisaged to meet quarterly.

8 Internal Controls System

The Internal Control System comprises of three primary functions namely Group Internal Audit, Risk Management and Compliance. Additionally, Executive Management comprising the General Manager – DI, Group CFO and Group Company Secretary have additional responsibilities assigned under the remit of the Internal Control System and detailed in the Corporate Governance Manual of DI.

The Audit Committee is responsible for monitoring the Internal Control System and updating the Board on a quarterly basis in addition to the annual review undertaken by the Board.

The Chief Internal Controls Officer and the Chief Risk Officer submit their observations and report to the Audit Committee which in turn discusses with the Executive Management **and provides its recommendations to the Board of Directors to take necessary decisions.** When deemed necessary the Audit Committee requests other members of the Executive Management for their input in resolving significant and material issues.

The Chief Internal Controls Officer reports to the Audit Committee and administratively reports to the Managing Director & CEO. He is responsible for the Group Internal Audit and Compliance functions of DI. **The Chief Internal Controls Officer** of DI is **Mr. Saderuddin Panakkat**, a Chartered Accountant and a MBA holder, appointed on **October 03, 2005**, and he is supported by **Mr. Mohamed El Sahwi**, a Certified Management Accountant, who was appointed as **the Compliance Officer** on **September 06, 2015**. The **General Manager of DI** is tasked with the additional responsibility as the **Chief Risk Officer** of the Company.

The Board acknowledges its responsibility for reviewing the Internal Control System and is pleased to confirm to its stakeholders that in line with Article 50 of Resolution No. 7 R.M., **the Board has conducted its annual review of the efficiency of the Internal Control System** and concluded that **No Material Internal Control breaches was recorded in 2017** requiring disclosure in a Report or to the Market.

9 Violations Committed

To the best of the knowledge of the Board and the Executive Management, **No Material violations were committed** during 2017 and the company is compliant with Resolution No. 7 R.M. on Corporate Discipline and Governance Standards.

10 Contribution towards Society and Environment\

In line with its Corporate Social Responsibility strategy, Dubai Investments PJSC is committed to play a responsible role in the community. Continuing on its Sustainability Strategy, Dubai Investments aligned its initiatives during 2017 to support a sustainable future and making a tangible contribution to the society and the environment.

Dubai Investments undertook and supported more than **53 initiatives**, with a total contribution of approximately **AED 1.84 million**. These included a number of community, workplace as well as environmental programs and initiatives. Dubai Investments' support included organizing, promoting and participating in activities that foster the community and social spirit.



Community development activities

Dubai Investments undertook and supported a total of 45 initiatives underscoring the Company's philosophy to play a proactive role in the community's development by nurturing the citizens and fostering progress.

- > **Contribution to lesser privileged sections of the society**
 - > Dubai Autism Centre to construct of its classrooms for their new centre
 - > Al Tareq Rehabilitation & Autism Centre for treatment of children
 - > Support to the Emirates Red Crescent centre
 - > Supporting disabled children, desk calendars, football tournament at Al Noor Centre
 - > Support to Senses Residential and Day Care for Special Needs
 - > Emirates Championship for Blind through Emirates Association of Visually Impaired
 - > Rent support to Awladouna Centre
 - > Building construction support to Rewaq Ousha Bint Hussain
 - > Medical supplies to needy through Fujairah Charity Association
 - > White Cane Day by the Emirates Association of Visually Impaired
 - > Support to Children's Centre of Lebanon
- > **Commitment to the UAE's rich heritage, culture and national events**
 - > Organizing and participation in the UAE National Day activities
 - > Participation in Flag Day activities
 - > Support to Arabic Language through Akhlaq Project
 - > Quran Memorization by Sheikh Mohammed Centre for Cultural & Social Understanding
 - > Let's Read initiative by Ousha Bint Hussein Cultural Centre
 - > Helayel Reads program by Rawafed Centre
- > **Ramadan initiatives and campaigns**
 - > Iftar organised by Rewaq Ousha Bint Hussain
 - > Smile on the Face initiative for labourers
 - > Iftar organised by Beit Al Khair Society
 - > Iftar for disabled by UAE Disabled Sports Federation
 - > Make-a-wish program by Takatof
 - > Joy of Giving initiative by Rawafed Centre
- > **Commitment to various community and social programs**
 - > Walk for Education by Dubai Cares
 - > Beat Diabetes walk
 - > Scavenger hunt initiative by Dubai Cares
 - > Handball tournament by UAE Handball Federation
 - > Anti-drug campaign by Dubai Police
 - > Carnival of Giving by Ministry of Culture & Knowledge Development
 - > Basketball tournament in Dubai Investments Park
 - > Support to Dubai Women's Association
 - > Activities to mark International Women's Day
- > **Fostering entrepreneurial skills among youth and future generations**
 - > Seeds for the Future initiative by UAE Ministry of State for Higher Education
 - > Collaborated with iMAKE to integrate 3D printing technology and real-life business processes for 20 students of different schools
- > **Dubai Investments organized and supported health awareness campaigns, besides engaging the employees in various other enrichment initiatives.**
 - > Dubai Fitness Challenge for 30 days. Employees actively walked, jogged, did yoga, other exercises and clocked 300 hours of physical activities
 - > Positive Thinking Workshop
 - > Presentation on Business Etiquette
 - > Yoga session in the Green Community
 - > Partnered with Dubai Health Authority for Blood Donation Camp
- > **Support through financial assistance for academic support**
 - > Therapy material to Kalimat Centre
 - > Needy student at American University of Beirut



Environment related activities

In order to ensure a sustainable future, Dubai Investments undertook 8 (eight) initiatives during the year to significantly reduce its carbon footprint – both at the Company level as well as its subsidiaries through eco-friendly initiatives.

- > Sustainability Champions Training to align the Dubai Investments sustainability activities with the 17 UN Sustainable Development Goals (SDGs). The Sustainability Champions Network comprised 20 employees of Dubai Investments and subsidiaries
 - > Finalizing the Sustainability Champions calendar
 - > Workshops through the year for Sustainability Champions
 - > Conclusion of the year-long Sustainability Champions activities
- > Support and participation in activities of Emirates Environmental Group
 - > World Environment Day
 - > Earth Hour
 - > Recycling initiatives
- > Awareness and clean-up drives
 - > Support and participation in Diving Clean Up initiative by UAE Ministry of Interior and Dubai Police to clean the waterbodies of the UAE
 - > Support and participation in Car Free Day

11 General Information

(a) Share Price Movement

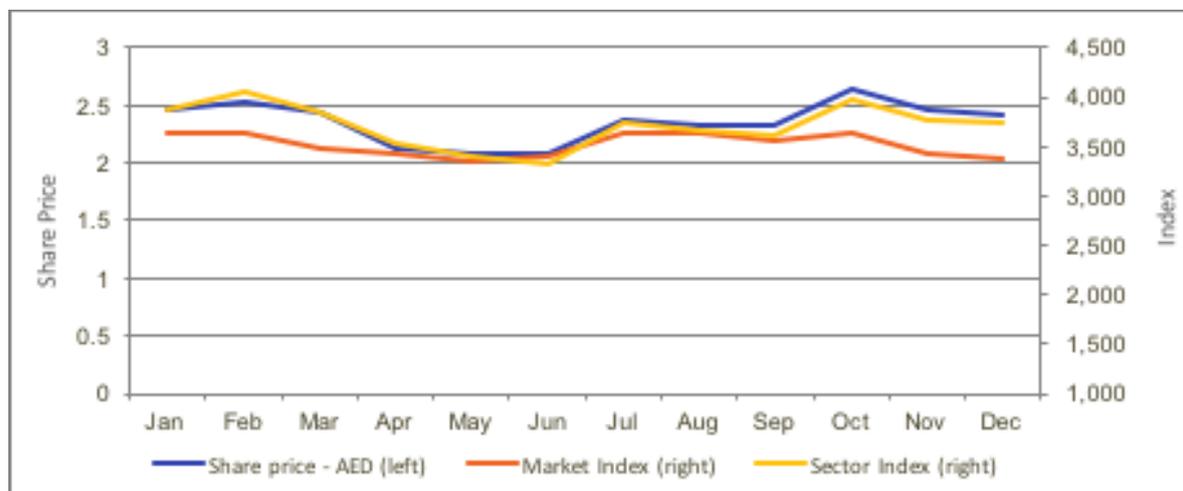
The Company's (Maximum and Minimum) Share Price at the end of each month for the fiscal year ending on December 31, 2017 is given below:

Month	Closing price at the end of the month	Maximum price during the month	Minimum price during the month	DFM General Index	Index of financial investment sector
January	2.47	2.63	2.38	3642.85	3881.56
February	2.52	2.63	2.44	3630.34	4056.04
March	2.44	2.61	2.30	3480.43	3842.91
April	2.13	2.60	2.12	3414.93	3540.76
May	2.08	2.20	2.01	3339.37	3395.36
June	2.08	2.19	1.99	3392.00	3323.24
July	2.36	2.48	2.08	3633.18	3748.28
August	2.33	2.54	2.32	3637.55	3649.38
September	2.32	2.41	2.28	3563.99	3607.04
October	2.63	2.66	2.29	3635.87	3985.97
November	2.46	2.66	2.34	3420.17	3761.53
December	2.41	2.49	2.28	3370.07	3737.61



(b) Comparative Share Price

The graph depicted below indicates the performance of **the Company Closing Share Price for 2017** against the **DFM General Index** and the **Index of Financial Investment Sector** for 2017.



(c) Statement of Shareholders' Equity

As on December 31, 2017, **4,252,019,585 shares were held by 16,913 shareholders**. The shareholder mix is depicted in the table below.

Classification	% of Ownership				Total %
	Individuals	Companies	Governments & Institutions	Banks	
Local	47.85%	17.00%	18.34%	0.56%	83.75%
GCC	1.27%	1.40%	0.06%	0.06%	2.79%
Arab	2.20%	0.06%	0.00%	0.01%	2.27%
Foreign	1.20%	9.10%	0.75%	0.14%	11.19%
Total	52.52%	27.56%	19.15%	0.77%	100%

(d) Shareholders who own 5% or more as on 31 December 2017 are depicted in the table below:

S.No.	Name	Number of owned shares	Percentage of the owned shares from the Company's capital
1	Investment Corporation of Dubai	490,615,372	11.54%
2	Al Fardan Real Estate	258,300,000	6.07%
3	Mr. Mohamed Saif Darwish Ahmed Al Ketbi	216,605,337	5.09%



(e) Distribution of shareholders by size of shareholding as on 31 December 2017 is depicted in the Table below :

S.No.	Ownership of shares (number of shares)	Number of shareholders	Number of owned shares	Percentage of the owned shares from the Company's capital
1	Less Than 50,000	12,468	222,001,080	5.22%
2	Between 50,000 and 500,000	3,775	509,717,965	11.99%
3	Between 500,000 and 5,000,000	562	855,723,184	20.13%
4	Greater than 5,000,000	108	2,664,577,356	62.67%
	Total	16,913	4,252,019,585	100%

(f) Investor Relations

For the purposes of Article 35 of Resolution No. 7 R.M., the officer in charge of investor relations and shareholder communications for the Company is **Mr. Maher Rabah**.

Further information in relation to Investor Relations is available in the *Investor Relations* section of the Company's website which can be accessed at <http://www.dubaiinvestments.com/en/investor-relations-homepage#>.

(g) Special Resolutions

The following resolution was unanimously adopted by the Shareholders at the 21st Annual General Meeting that was held on **10th April 2017**:

- > To amend the Article (19/a) of the Amended Article of the Association of the Company to **increase the number of the Board of Directors** from 5 (five) members to 7 (seven) members.

The following resolution was unanimously adopted by the Shareholders at the General Assembly Meeting that was held on **29th November 2017**:

- > To amend Article 7 (Shareholding Percentage) such that all of the Company's shares are nominal and the **shareholding of the UAE nationals should not be less than (51%) of the capital** at any time and the non-UAE nationals shareholding must not exceed (49%) of the capital.



(h) Significant Events

Acquisitions and investments	<ul style="list-style-type: none">> Dubai Investments acquired additional 1.85% equity interest in Al Mal Capital PSC, increasing its shareholding to 66.61%> Dubai Investments acquired additional 12.57% stake in Emirates Float Glass, increasing its shareholding to 100%> Al Mal Capital arranged a sale and lease back transaction with Kent College Dubai through a Dubai Investments led consortium of investors
Growth and expansion	<ul style="list-style-type: none">> DIRC signed AED 1.1 billion financing with First Abu Dhabi Bank and ADCB> Dubai Investments recorded 36% increase in DIP sub-leasing contracts> Green Community West III (GCW III) in Dubai Investments Park, completed Phase 1> Al Mal Capital partnered with Azimut for UCITS MENA Equity Fund> MODUL University Dubai launched CSRE – first of its kind in MENA region> Dubai Investments broke ground on Mirdif Hills; announced Millennium Hotel in project> LABTEC won AED 11 million contracts to supply lab furniture & fire-rated doors in UAE> DIP grew with 33% surge in warehouses' lease area> Emicool signed district cooling contract for Mirdif Hills project> Al Mal MENA Equity Fund outperformed its peers> DIP grew with 280 new sub-tenants in first four months of 2017> Dubai Investments started infrastructure work on Palisades> Al Mal Capital announced dividend distribution in flagship products
Recognition and awards	<ul style="list-style-type: none">> Dubai Investments CEO Khalid Bin Kalban won Iconic Developer Award at Dubai Property Show in India> Khalid Bin Kalban received Top CEO Award 2017 by Trends Magazine> TechSource won award for Top 10 Best IT companies to work in the UAE> Emirates Float Glass won the Industrial Development Bureau Award> Emicool won Emirates Energy Awards 2017
Appointment	<ul style="list-style-type: none">> Al Mal Capital appointed Sanjay Vig as Managing Director – Corporate Advisory & Direct Investments and Charles Monchau as Head of Investment Management



(i) Emiratization

The percentage of **Emiratization** as on December 31, 2017 is **11%**; however, **44% of Executive Management of DI is constituted by UAE Nationals.**

(j) Innovation Projects and Initiatives

Dubai Investments is committed to innovation across processes, services and products of its subsidiaries. Innovation is the core of Dubai Investments' identity, not only in the first-of-its-kind technologies and concepts across its businesses, but also in unveiling and supporting programs that impact the future generations. The following initiatives were undertaken and under development during 2017.

- > To foster entrepreneurial skills among the youth and future generations, Dubai Investments worked closely with the UAE Ministry of State for Higher Education, Dubai Chamber and other partners to support the Seeds for the Future initiative. The program encouraged university students across the UAE to come up with innovative ideas in Information & Communications Technology (ICT) and turn them into viable projects.
- > Dubai Investments also collaborated with iMAKE, a company specialized in project-based learning programs, to integrate 3D printing technology and real-life business processes for students of Dubai American Academy. The initiative was part of an ongoing program to engage students to think critically on the latest technologies, and stimulating an engineering or design approach toward real-world business processes.
- > Dubai Investments also targets using its innovative model to provide sustainable solutions to shape smart cities of the future. As the One-Stop Sustainability Provider, Dubai Investments offers sustainability products and solutions through its subsidiaries, including world's first coloured solar photovoltaic panels from Emirates Insoleaire, triple glazing efficiency with world-class glass from Emirates Glass, energy-efficient LEDs from Lite-Tech Industries, building insulation from Emirates Extruded Polystyrene and chilled air-conditioning and district cooling systems from Emicool. The company targets creating long-term value for the future generations by supporting the Clean Energy goals of Dubai and the UAE.
- > The company also highlighted its innovation in technologies, especially in sustainability domain, through its participation in the Future Cities Show in April and WETEX in October. The company also supported the White Cane Day initiative, which showcased innovative technology to assist the visually impaired.

Signed:



Sohail Faris Ghanim Ateish Al Mazrui
Chairman

Dated: March 12, 2018



Seal of Company

