

Annual Corporate Governance Report 2013



1 Corporate Governance Practices

Pursuant to the responsibility of the Board of Directors towards shareholders and its duty to protect and promote the value of the shareholders' equity, the management of Dubai Investments PJSC ('DI' or 'the Company') has endeavored to apply the rules and principles of corporate governance set forth in the Ministerial Resolution No. 518 of 2009 in an effective and transparent manner.

A summary of the Company's commitment to apply sound governance rules is reported in the Fifth Corporate Governance report prepared and duly disclosed by DI.

The Board of Directors ('the Board') believes that the driving principles of transparency, fairness, disclosure and accountability to stakeholders have been pivotal to the performance of the Company, its Board, its Senior Management, employees and other stakeholders.

Accordingly, DI further enhanced its existing governance practices through various noteworthy initiatives.

Noteworthy governance initiatives undertaken :

- A. The Board commissioned the Audit Committee to undertake a comprehensive review of the Internal Control System operating model and organisation to ensure full compliance with the Law.
- B. The Board reviewed the adequacy and appropriateness of the Audit Committee Charter and the Nomination & Remuneration Committee Charter.
- C. The Audit Committee reviewed all Charters, Manuals and job descriptions related to Internal Control System for its relevance and adequacy.
- D. The Compliance Function has revised its Compliance Framework and presented its implementation plan to the Audit Committee.
- E. In addition to the annual assurance plans presented by the Head of Internal Control to the Audit Committee, the Chief Risk Officer also presented the Risk Management Functions' annual plan for review and approval by the Audit Committee.
- F. In line with DI's continuing efforts to combat fraud, it has initiated the Amanah program, wherein a dedicated email address is available for internal and external whistle-blowers to report instances of misconduct and/or fraud.

2 Board of Directors Disclosure

2.1 Transactions of Board members and their first-degree relatives in Company's securities

The Board members have complied with the annual disclosure of their independence during 2013, and the disclosure of any change affecting their independence, including their membership on other boards.

All Board members acknowledged that neither they nor their first-degree relatives traded in the Company's shares during 2013, with the exception of transactions by 2 (two) Board members tabulated hereunder:

Board Member	First Degree Relative	Number of Shares	
		Total Sales	Total Purchase
Mr. Ali Fardan Ali Al Fardan	Son	40,000	Nil

Board Member	First Degree Relative	Number of Shares	
		Total Sales	Total Purchase
Mr. Mohamed Saif Darwish Ahmed Al Ketbi	Self	Nil	500,000
	Father	9,559,510	27,475,503
	Mother	800,000	4,451,206
	Wife	3,019,830	3,069,830

The Board Members strictly comply with the period of ban on trading as specified under Article 14 of the SCA Regulations pertaining to Trading, Clearing, Settlement, Transfer of Ownership and Custody of Securities.

In addition to the approved policy pertaining to the Board members' dealings, the Company adopts a policy for its employees' trading in the Company's shares. All DI employees are regarded as insiders and are required to comply with specific requirements stated in its Corporate Governance Manual.

3. Composition of the Board of Directors

3.1 Composition

All 5 (five) Board members are UAE nationals with requisite skills and expertise and satisfies the requirements under the Ministerial Resolution 518/2009 i.e. at least one half of the Board to be Non-Executive and one third of the Board to be Independent.

Tabulated hereunder is the composition of the Board of Directors for Dubai Investments PJSC during the year 2013:

Name	Directorship	Independent / Non-Independent	Executive / Non-Executive	Year Appointed on BOD
Mr. Sohail Fares Ghanim Al Mazrui	Chairman	Independent	Non-Executive	1995
Mr. Hussain Mahyoob Sultan Al Junaidy	Vice Chairman	Independent	Non-Executive	1995
Mr. Ali Fardan Ali Al Fardan	Member	Independent	Non-Executive	2002
Mr. Mohamed Saif Darwish Ahmed Al Ketbi	Member	Independent	Non-Executive	2010
Mr. Khalid Jassim Bin Kalban	Member	Non-Independent	Executive	1998

3.2

The Board members possess a diversity of experience and knowledge which benefits discussions and strategic decision making. Their qualifications and expertise along with current membership as Directors in other joint stock companies are detailed below:

Mr. Sohail Fares Ghanim Al Mazrui holds a University Degree in Petroleum Engineering. He 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 is a member on the Board of Abu Dhabi Securities Exchange.

Mr. Al Mazrui has been on the Board of Directors of Dubai Investments PJSC since its inception in 1995 and Chairman since 2010.

Mr. Hussain Mahyoob Sultan Al Junaidy is a Bachelor of Science in Civil Engineering as well as a Chartered Civil Engineer. He is also a graduate of the School of Business, University of Pittsburg, USA. In the past he has been the Chairman and CEO of a number of Companies in the Oil and Gas Industry. He was also the ex-Founder and Group CEO of Emirates National Oil Company (ENOC).

Mr. Al Junaidy has been on the Board of Dubai Investments PJSC since its inception in 1995 and Vice-Chairman since 2010.

Mr. Ali Fardan Ali Al Fardan is a Bachelor of Science in Management and Information System. He has been involved with Real Estate Management, Property Investments, Capital Investment Management and Hospitality Management. Mr. Ali Fardan is the Vice Chairman of Al Fardan Group, CEO of First Investor LLC, and Managing Director of Al Fardan Real Estate. Additionally, he is currently a Board Member of Union Properties PJSC as well as Commercial Bank of Dubai.

Mr. Ali Fardan Ali Al Fardan joined the Board of Directors of Dubai Investments PJSC in 2002.

Mr. Mohamed Saif Darwish Ahmed Al Ketbi has a degree in Business Administration majoring in Business Management. His area of expertise is in Investments & Projects, Business Development, Real Estate and the Hospitality Sectors. He is currently the Vice-Chairman on Danat El Emarat Women & Children's Hospital Project and a Board Member on Tasweek Real Estate Company and Board member of AHI-Carrier FZC.

Mr. Mohamed Saif Darwish Ahmed Al Ketbi has been a member of the Board of Directors of Dubai Investments PJSC since 2010.

Mr. Khalid Jassim Bin Kalban has a degree in Business Management from USA and also majored in management at the Metropolitan State College, U.S.A. His extensive experience covers the industrial, financial, investment and real estate sectors. Mr.Kalban is currently Chairman of the Board of Directors, Union Properties PJSC and also a Board member of National General Insurance PJSC, Arab Insurance Group -Bahrain (ARIG), Islamic Bank of Asia-Singapore and Bank of Beirut -Lebanon.

Mr. Kalban is currently the Managing Director and Chief Executive Officer (Managing Director & CEO) of Dubai Investments PJSC and has been holding this position since 1998.

3.3 Basis of Board Members' Remuneration

For the year 2012, the Directors of the Board were paid an amount of AED 4,830,000 inclusive of fixed annual Directors fees and attendance fees for Board meetings and Committee meetings.

The Nomination & Remuneration Committee has recommended an amount of AED 6,000,000 as fixed annual fee and attendance fee for Board members for the year 2013, however, the same is subject to Shareholders' approval at the Annual General Meeting.

The Company also pays additional expenses/fees or a monthly salary as specified by the Board of Directors to any of its members if such a member (a) is working in any Committee, (b) is extending special efforts, or (c) is performing additional work for the service of the Company, in addition to his ordinary duties discharged as a member of the Board of Directors of the Company.

Accordingly, the total fixed annual fees and attendance fees for Board meetings and Committee meetings for 2013 is proposed as follows:

Board/Committees	Amount (AED)
Board of Directors	6,000,000
Audit Committee	440,000
Nomination & Remuneration Committee	360,000

3.4 Board Meetings

The Board of Directors are committed to the shareholders to deliver growth and performance of the Company and consequently had convened 6 (Six) times during 2013. Specifically, personal attendance record of the Directors for the meeting is recorded below:

Board Members	4-Feb	27-Mar	23-Apr	31-Jul	30-Oct	23-Dec
Mr. Sohail Fares Ghanim Al Mazrui (Chairman)	✓	✓	X	X	✓	✓
Mr. Hussain Mahyoob Sultan Al Junaidy (Vice-Chairman)	✓	✓	✓	✓	X	✓
Mr. Ali Fardan Ali Al Fardan	✓	✓	✓	✓	✓	✓
Mr. Mohamed Saif Darwish Ahmed Al Ketbi	✓	✓	✓	✓	✓	✓
Mr. Khalid Jassim Bin Kalban	✓	✓	✓	✓	✓	✓

3.5 Roles and Responsibilities delegated 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 8/1984 and its amendments, the Articles of Association of the Company and the Ministerial Resolution 518/2009.

A. Responsibilities of Executive Management:

Executive Management is provided with delegated 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;
- 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.

B. 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.

C. Managing Director & CEO's Direct Reportees

The Executive Management of the Company is stable and have been working in their respective positions for the last several years. The direct Reportees to the Managing Director & CEO are listed below:

- *General Manager*
- *Group Chief Financial Officer*
- *Group Legal Advisor and Company Secretary*
- *Head of Internal Control**
- *Group HR Manager*

**Administrative reporting to MD & CEO with functional reporting to the Board / Audit Committee*

3.6 Stakeholder Transactions

The Corporate Governance Manual outlines the Code of Conduct and Conflict of Interest Policy developed in conformity with regulatory and professional standards. Any situation and/or circumstance wherein advantages may be presented to one or more of the Board of Directors, either by way of opportunities or for monetary and non-monetary benefits will be subject to the Conflict of Interest Policy. The Policy requires full disclosure of any conflict before or at the time the conflict is identified, and in limited circumstances may require shareholder approval.

No stakeholder transactions other than those mentioned in this Corporate Governance Report and those listed in the Annual Financial Statements for 2013 has taken place.

3.7 Executive Management Remuneration

Remuneration paid to Executive Management/Executives for 2013 are tabulated below:

Name	Designation	Date of Appointment	Total Annual Salary Paid (AED)*	Total Annual Bonus Paid (AED)
Mr. Khalid Jassim Bin Kalban	Managing Director & CEO	Jul 01, 1995	3,694,408	2,750,000
Mr. Abdulaziz Serkal	General Manager	Oct 01, 2012	1,849,582	450,000
Mr. Mushtaq Masood	Group Chief Financial Officer	Jan 02, 2008	922,870	270,000
Mr. Kurian Chacko	Group Legal Advisor and Company Secretary	May 01, 2005	858,800	215,710
Mr. Saderuddin Panakkat	Head of Internal Control	Oct 03, 2005	881,480	218,400
Ms. Asma Ahmed Mohamed	Group HR Manager	Nov 01, 2012	639,657	108,000

** Includes allowances of furniture, car, education, tickets, general pension and social security.*

4 External Auditors

"KPMG in the UAE is a member firm of KPMG International. It was established in 1973 and now consists of more than 750 staff members, including more than 30 partners, across 7 offices in the UAE. KPMG International is a global network of professional member firms providing Audit, Tax and Advisory services, which operates in 156 countries.

KPMG was re-appointed as the Company's external auditors by the Shareholders at their Annual General Meeting for the year 2013. KPMG have been re-appointed as external auditors at each AGM since 1996.

The external audit fees for audit and quarterly review of Company's consolidated financial statements for the year 2013 amounted to AED 420,000. In addition KPMG has been appointed as external auditors by the Company's subsidiaries for which fees have been agreed individually. KPMG has not provided any other non-audit services in the year 2013".

5 Audit Committee

The Audit Committee is tasked by the Board to review the internal control environment of the Company, and its Charter is compliant with the established requirements of the Ministerial Resolution 518/2009.

The composition of the Audit Committee is in accordance with the Ministerial Resolution 518/2009 as all members are Independent Non-Executive Directors and at least one member has the requisite financial knowledge.

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

- Review the effectiveness of the Internal Controls Over Financial Reporting.
- Review the annual and quarterly Financial Statements.
- Review any insider, affiliated or related party transactions and ensure that rules for the conduct and approval of these are complied with.
- Review the efficiency and effectiveness of the Company's Internal Control System.
- Review the adequacy of insurance coverage and legal dispute status.

Additionally, the Audit Committee has met the external auditors in 2013 to review audit findings and matters for attention of the Board.

Meetings of the Audit Committee

Good governance and monitoring of risk and compliance is a key directive for the Company. The tone at the top is demonstrated by the fact that 5 (five) Audit Committee meetings were held during 2013 as opposed to the minimum requirements stipulated by the Ministerial Resolution 518/2009.

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 has the ability to seek expert advice if required.

Recorded below are the dates and attendance record of the Audit Committee Members:

Member	4-Feb	27-Mar	31-Jul	30-Oct	23-Dec
Mr. Hussain Mahyoob Sultan Al Junaidy (<i>Chairman</i>)	✓	✓	✓	X	✓
Mr. Ali Fardan Ali Al Fardan	✓	✓	✓	✓	✓
Mr. Mohamed Saif Darwish Ahmed Al Ketbi	✓	✓	✓	✓	✓

6 Nomination & Remuneration Committee

All members of the committee are Non-Executive and Independent.

During the year 2013, 2 (two) meetings were held by the Nomination & Remuneration Committee. Recorded below are the dates and personal attendance record of the Committee Members:

Name	27-Mar	23-Dec
Mr. Ali Fardan Ali Al Fardan (<i>Chairman</i>)	✓	✓
Mr. Hussain Mahyoob Sultan Al Junaidy	✓	✓
Mr. Mohamed Saif Darwish Ahmed Al Ketbi	✓	✓

By virtue of the Ministerial Resolution 518/2009 and as per its duties, the Committee performed the following tasks:

- *Verified the independence of the Board members by means of a Declaration of Independence form which was completed and signed by each independent member;*
- *Endorsed Human Resources policies with respect to promotions, employee benefits and employee performance evaluation;*
- *Reviewed the Board members' remuneration policy;*
- *Verified that the remunerations and benefits granted to the Executive Management are reasonable and in line with the Company's performance; and*
- *Determined the Company's needs for competencies at the Executive Management and employee level, the basis for choosing them, as well as the employee training policy.*

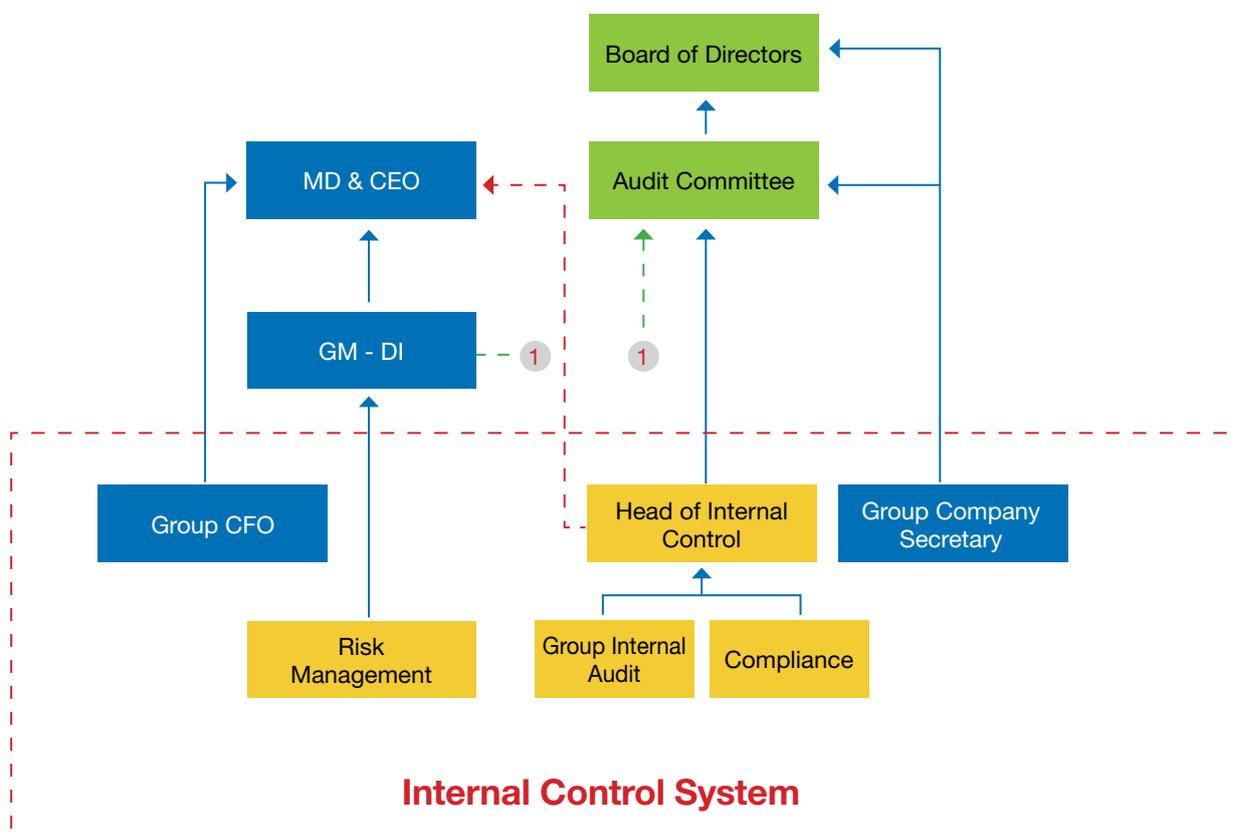
7 Internal Control System

7.1 Declaration

The Board is pleased to inform the shareholders that it believes an adequate and effective Internal Control System is in place, that no significant violations occurred during 2013, and that there are no major concerns. **To the best of the knowledge of the Board of Directors and the Executive Management, the Company has met with all the regulations set by SCA.**

7.2 Internal Control System

The Board acknowledges that it is ultimately responsible for establishing the Company's internal controls and reviewing their adequacy and effectiveness. The Audit Committee is responsible for monitoring the Internal Control System and updating the Board on a quarterly basis at the Board meetings on the resourcing, testing and effectiveness of internal controls in the Company. The Internal Control System established within DI is depicted below:



- As required by the Ministerial Resolution 518/2009, the **Internal Control System in DI includes primarily three functions namely Group Internal Audit, Risk Management and Compliance.** Additionally, line managers namely the General Manager–DI (GM-DI), Group CFO and Group Company Secretary have responsibilities assigned under the Internal Control System.
- The Head of Internal Control of DI is Mr. Saderuddin Panakkat, a Chartered Accountant and a MBA holder.

The Head of Internal Control reports to the Audit Committee and administratively reports to the Managing Director & CEO. The Head of Internal Control is responsible for the Group Internal Audit and Compliance functions in DI.

7.3 Handling of Material Issues

Depending on the nature of the issues and the level of related risks faced by the Company as well as their impact on the financial statements, the various stakeholders of the Internal Control System carry out the necessary analysis and discuss them with the Executive Management and relevant stakeholders to check whether a disclosure is needed in the financial statements. The Head of Internal Control and the Chief Risk Officer independently submit their findings and report to the Audit Committee which in turn discusses them with the Executive Management and raises its recommendations to the Board of Directors to take the necessary decision with respect thereto.

In 2013, the Company did not confront any such significant issue(s).

8 Details of Breaches

To the best of the knowledge of the Board of Directors and the Executive Management, **during 2013 the Company has not committed any breaches / violations.**

9 Corporate Social Responsibility

Dubai Investments PJSC is fully committed to its Corporate Social Responsibility ('CSR') strategy. Within the scope of this, Dubai Investments plays its part in sustainable development – be it the environmental initiatives or its social and community programs aimed at creating a real impact for a better tomorrow.

Dubai Investments has achieved commercial success by effectively managing the environmental impact of its business, and has always encouraged a positive impact across its employees and the community with focused programs to improve the economic and social well-being of the stakeholders. As part of this, Dubai Investments undertook over 22 initiatives during 2013. Details are available in the Corporate Social Responsibility Report attached to this Annual Report.

10 General Information

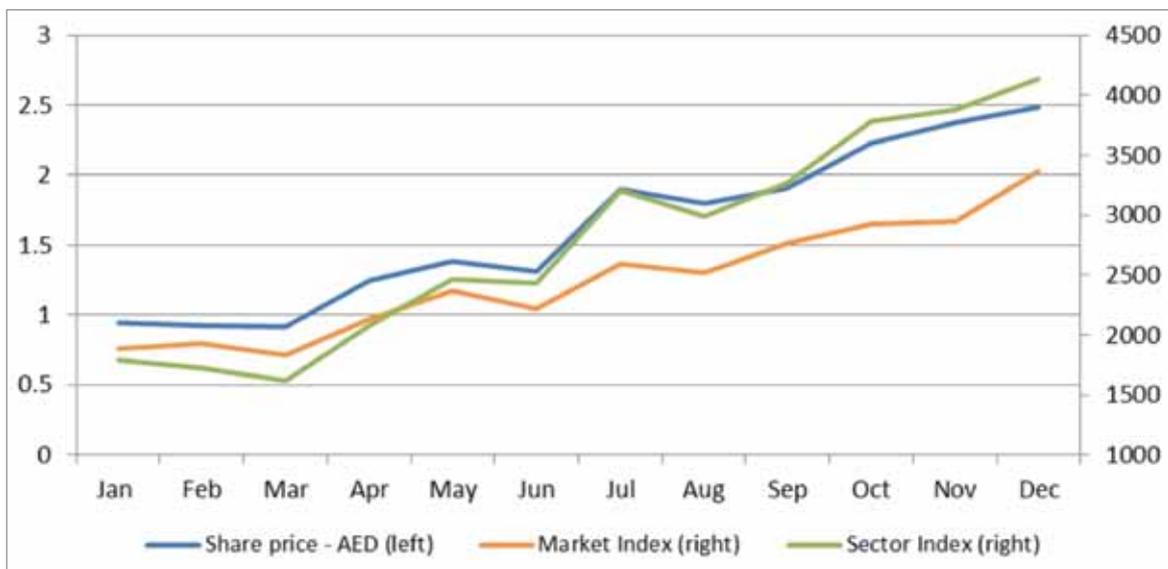
10.1 Principal Events of 2013

Growth and Expansion	<ul style="list-style-type: none">■ Dubai Investments together with Switzerland-based glass pioneers SwissINSO SA incorporated Emirates Insolaire LLC to manufacture one of its kind colored solar glass which generates energy on its own.■ During the year, DI incorporated Dubai Investments International Limited, which will focus on participating in overseas ventures.■ Emirates District Cooling LLC (EMICOOL), a joint venture company, announced a new strategic partnership with Switzerland based Aquametro AG to launch AquaCool Metering LLC, focused on manufacturing thermal energy meters.■ EMICOOL announced the commissioning of a Solar Farm within its premises at Dubai Investment Park.
Capital Markets & Acquisitions	<ul style="list-style-type: none">■ Dubai Investments Park Development Company LLC was assigned a long-term Corporate Credit Rating of 'BB' by Standard & Poor's Ratings Services with a Stable Outlook.■ Dubai Investments Park Development Company LLC announced its plans to issue a US\$ 300 million 5 year Sukuk and the appointment of Joint Lead Managers and advisors for the transaction.■ During the year, DI acquired an additional 5% interest in Emirates Float Glass LLC, increasing its ownership from 62.28% to 67.28%.■ During the year, DI acquired an additional 7.02% interest in Masharie LLC, increasing its ownership from 65% to 72.02%.
Recognition & Awards	<ul style="list-style-type: none">■ Dubai Investments House, the Corporate Head Quarters of DI, received the prestigious ISO 14064-1: 2006 certification, the first of its kind by the Company.■ Emirates Building Systems received the Occupational Health and Safety Management System [OHSAS 18001:2007] certification.■ EMICOOL received the Gold Award at the International District Energy Association [IDEA] Annual Conference and Trade Show.■ Emirates Float Glass received a prestigious Environmental Performance Card from the UAE Ministry of Environment and Water.■ Lumiglass Industries LLC received the European CE Mark certification, the regulatory approval for competing in the European market.

10.2 The Company's (**Maximum** and **Minimum**) **Share Price** at the end of each month for the fiscal year ending on December 31, 2013 is given below:

Month	Closing Price at End of the Month	Maximum Price During the Month	Minimum Price During the Month	Market Index	Sector Index
January	0.943	0.972	0.855	1887.59	1785.06
February	0.927	0.975	0.918	1927.10	1723.22
March	0.915	0.935	0.900	1829.24	1621.24
April	1.250	1.260	0.910	2135.40	2084.18
May	1.380	1.410	1.210	2366.79	2465.36
June	1.310	1.720	1.290	2222.57	2428.28
July	1.900	1.930	1.320	2588.53	3202.72
August	1.800	2.010	1.620	2523.13	2985.51
September	1.910	1.920	1.470	2762.50	3268.30
October	2.230	2.270	1.850	2922.18	3784.92
November	2.380	2.480	2.050	2945.91	3875.53
December	2.490	2.510	2.300	3369.81	4132.51

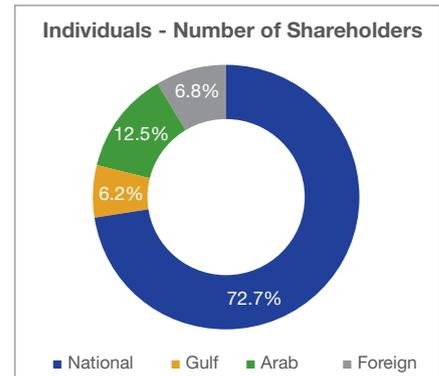
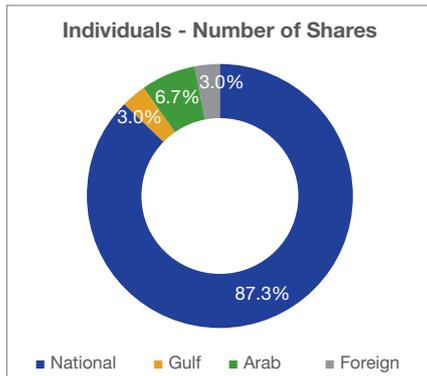
10.3 The graph depicted below indicates the performance of the **Company Closing Share Price** for 2013 against the **DFM General Index** and the **Index of Financial Investment Sector** for 2013.



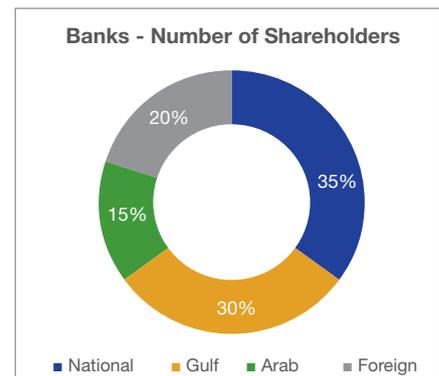
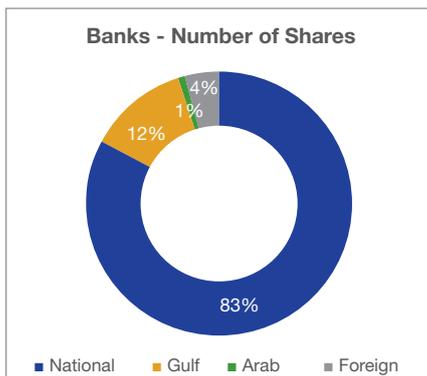
10.4 Distribution of Shareholding

As on December 31, 2013, 3,570,395,400 shares were held by 19,351 shareholders. The shareholder mix is depicted in the charts below.

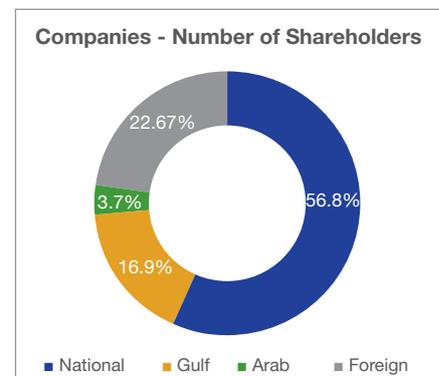
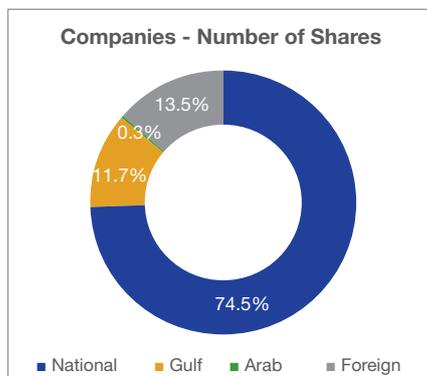
19,073 **Individuals** held 2,206,515,328 shares of which Mr. Mohamed Saif Darwish Ahmed Al Ketbi held 5.09% of the total shares of the Company on December 31, 2013. The shareholder mix is depicted below:



20 **Banks** held 44,710,761 shares. The shareholder mix is depicted below:



243 **Companies** held 671,821,565 shares of which Al Fardan Real Estate LLC held 6.05% of the total shares of the Company on December 31, 2013. The shareholder mix is depicted below:



Additionally, 3 **UAE Government entities** and 12 **UAE Institutions** held 426,999,019 shares and 220,348,727 shares respectively. Investment Corporation of Dubai held 11.54% of the total shares of the Company on December 31, 2013.

Signed: Chairman

Dated: March 27, 2014

Seal of Company



Corporate Social Responsibility Report 2013

CSR Approach

Dubai Investments PJSC is fully committed to its Corporate Social Responsibility [CSR] strategy. Within the scope of this, Dubai Investments plays its part in sustainable development – be it the environmental initiatives or its social and community programs aimed at creating a real impact for a better tomorrow.

One of the pivotal initiatives undertaken by Dubai Investments this year was opening a Day Care Centre and Crèche within its premises for its employees' children – the first-of-its-kind nursery ever by a UAE private sector establishment.

Dubai Investments has achieved commercial success by effectively managing the environmental impact of its business, and has always encouraged a positive impact across its employees and the community with focused programs to improve the economic and social well-being of the stakeholders. As part of this, Dubai Investments undertook over 22 initiatives during 2013.

Apart from this, Dubai Investments was also conferred with top industry quality certifications such as the ISO 14064, as also maintains world-class quality management systems [QMS], Environmental Management System [EMS] and the Occupational Health and Safety Management System [OHSAS] in line with ISO 9001, ISO 14001 & OHSAS 18001 accreditations.

This report covers the four key focus areas:

- Environment stewardship
- Community Development
- Workplace Management
- Marketplace

1. Environment Stewardship

Environment is a key concern for Dubai Investments and the company is committed to continuous improvement on reducing the environmental impact from its vehicles as well as its facilities. Committed to the natural environment, Dubai Investments undertook a number of initiatives throughout the year to educate and encourage the employees and other stakeholders with the opportunities to play their part in saving the environment.

World Environment Day

Dubai Investments celebrated the World Environment Day with a range of activities for the employees and the community. Focusing on Think-Eat-Save, the theme for the World Environment Day 2013, the employees at the Dubai Investments Headquarters were invited to participate in a host of activities aimed at encouraging food-saving habits and increasing awareness of food shortages across the world.

A leading environment welfare group was invited to speak to DI employees on the various methods to build an eco-friendly, sustainable lifestyle, and give back to the planet and society. These included concepts such as 'do-it-yourself' vertical gardening, organic farming and recycling of food products. Employees were additionally given a chance to display their food-management skills through a 10-day-long competition.

Over 3,000 plant saplings were distributed to the schools and residential communities at Dubai Investments Park, in order to promote environmental awareness among children, residents and visitors to the mixed-use development.

ISO 14064 certification

DI House was conferred the prestigious ISO 14064-1: 2006 certification, the first-of-its-kind by the company. The ISO certification is a testament to DI's focus in adopting and implementing best practices towards environment and its commitment for conducting business in a sustainable manner. The certification follows a stringent audit to ensure DI's conformity with ISO 14064-1:2006 requirements.

Emirates Energy Awards

Dubai Investments Park won a special recognition at the 2013 Emirates Energy Award handed over by the Supreme Council of Energy, Government of Dubai for its energy efficiency and sustainability programme. The EEA recognized DIP's integrated sustainable approach which has made it one of the most environment friendly developments in Dubai.

Emirates Float Glass receives certifications

Emirates Float Glass (EFG) was honoured with health and safety certifications for maintaining high environmental standards in its operations. The company was recognized by Specialized Economic Zones (ZonesCorp) and Health Authority of Abu Dhabi (HAAD) for its initiatives aimed to minimize occupational health, safety and environmental impacts and risks. EFG also received the Environmental Performance Card (EPC) from UAE Ministry of Environment & Water for its efforts to encourage greener production models.

Sale of organic plants and seeds

In a step aimed at encouraging organic farming and sustainable gardening, employees of Dubai Investments had the opportunity to buy seeds and samplings from the organic farm of a leading environment group at discounted price. Various organic vegetable saplings, kitchen herbs, soil nutrients were on sale. Experts also answered questions on organic farming on the occasion.

Paper and Stationery Recycling

Dubai Investments is committed to achieving its environment and CSR goals through sustainable practices, as evident in the weekly recycling of newspapers across the entire group, and printing all company-branded literature and newsletters on recycled papers throughout the year. DI also participates in seminars and discussions, aimed at creating a more sustainable environment at the workplace.

E-Waste Recycling

Dubai Investments has continued its initiative to recycle print cartridges and electronic waste by partnering with IndustryRE LLC – a leading sustainable management consultancy firm. The company has installed recycling boxes, and the e-waste and cartridges are collected on a quarterly basis to avoid environmental damage. The e-waste is responsibly recycled and reused back in secondary manufacturing activity. DI has also received certificates for its e-waste recycling achievements.

2. Community Development

Dubai Investments has committed itself to the cause of the community it operates in, and sees this as an essential element of its Corporate Social Responsibility. As part of this, DI has consistently supported various initiatives, events and activities throughout the year to help social organizations and campaigns in their charitable and fund-raising programs. The company's employees also played a pivotal role in contributing to DI's continued association with community events and charity activities.

Ambulance unit

Dubai Investments handed over an ambulance unit to the ambulance station at Dubai Investments Park to increase service capacity of the facility. With the donation from Dubai Investments, the station became self-sufficient, with two state-of-the-art ambulance units to serve the entire expanse of DIP, as well as attend to distress calls from the nearby Sheikh Mohammed Bin Zayed Road, Lehabab Road and Bypass Road. The ambulance personnel report to the Al Manara Centre of Dubai Municipality on Sheikh Zayed Road.

Charity for visually-challenged

Dubai Investments supported the Khorfakkan Club to print the Holy Quran in Braille to benefit the visually-impaired. Dubai Investments also supported the Emirates Association of Blind in organizing a football tournament for the visually-impaired. The company also sponsored specialized computers for the Association.

DHA Health & Safety Campaign

Dubai Investments supported the Dubai Health Authority's campaign 'Dubai Free of Tobacco' to mark the 'World No Tobacco Day 2013' and World Environment Day. As part of the campaign, experts raised awareness on the detrimental effects of smoking and discussed new ways to kick the habit.

CDA Waleef program

Dubai Investments supported the Community Development Authority's [CDA] Waleef program by sponsoring 10 elderly persons. The CDA initiative called 'Sponsor an Elderly' is part of the Waleef home care program for elderly that provides care, protection and focuses on improving their lifestyle, through a number of services and care programs.

Healing Hearts

DI supported the Palestine Children Relief Fund which provides for medical aid to the children. The support was aimed at supporting aid and helping the children living in the war camps, as well as helping disabled and physically restricted children integrate with the rest of their community.

Employee Volunteer Program

As part of its CSR strategy, Dubai Investments PJSC took upon the mantle of supporting the Al Noor Training Centre for Children with Special Needs. The initiative involved painting the classrooms of Al Noor Centre. DI employees put together their time and efforts to paint five classrooms within four hours. The painting of the Al Noor Centre is part of DI's commitment to support children with special needs and the underprivileged sections of the society. Dubai Investments also sponsored the Annual Calendar of the Al Noor Centre.

Student Sponsorship

Dubai Investments also supported a needy student by funding his college tuition fee. Apart from this, DI also supported a student from Dubai Autism Centre.

Ramadan Charity

Dubai Investments supported the Ousha Bint Hussein Centre and Beit Al Khair in organizing special Iftars for the underprivileged during the Holy Month of Ramadan. DI also supported the 'End Poverty. Educate Now' campaign launched by Dubai Cares to boost awareness about the key role education plays in eradicating poverty. In continuation of its support from last year, DI also supported the 'Smile on the Face' campaign, which involved distribution of Iftar meal boxes to over 10,000 labourers at camps across Abu Dhabi, Dubai and Sharjah.

Back-To-School Traffic Safety Campaign

As part of its commitment to the community, Dubai Investments sponsored the Back-To-School Traffic Safety Campaign launched by Dubai Police in September. The campaign aimed at improving awareness on traffic safety among schoolchildren – both on the road as well as the school buses. The campaign focused on making the children aware about road safety, and ways to get on and off school buses and steps to become traffic safety ambassadors.

Pink Ball Breast Cancer Awareness

As part of its support to the breast cancer awareness initiatives, Dubai Investments sponsored the Big Pink Ball annual charity event, organized by Breast Cancer Arabia in October. The event helped raise money for Breast Cancer Awareness Month, and for research initiatives to fight the ever-growing problem of breast cancer.

UAE Talent Search Initiative

Within the scope of its commitment to support the creative talent among the local UAE youth, Dubai Investments sponsored the Talent Search initiative undertaken by the General Authority of Youth and Sports Welfare in November 2013. The Talent Search was a great platform to showcase the skills, expertise and innovations of the UAE youth across various fields and provide them the necessary support to further build their talent.

Beat Diabetes Walkathon

Dubai Investments supported the Beat Diabetes Walkathon organized in Dubai in December. Over 40 employees from DI and its subsidiaries joined the walkathon to raise awareness about diabetes and promote the benefits of a healthy lifestyle. The two-kilometre walkathon was followed by free diabetes blood checks.

3. Workplace Management

Dubai Investments has always offered a healthy, growth-oriented and enjoyable workplace atmosphere. As a major step in this direction, the company has organized a number of events and activities for its employees aimed at educating, raising awareness and building the camaraderie among the staff. The initiatives undertaken were aimed at fostering team spirit and encouraging teamwork in pursuit of corporate objectives and employee growth.

First-of-its-kind Day Care Centre

Dubai Investments has always believed that its true wealth lies in its people and its human capital – the true secrets of its success. As a step towards this, Dubai Investments conceptualized, built and manages a Day Care Centre and Crèche within its premises for the employees' children – the first-of-its-kind nursery ever by a UAE private sector establishment.

This cradle for the future generation is aimed at fostering a comfortable work environment among the Dubai Investments group employees, in order to boost productivity, stimulate innovation and upgrade skills. The move is also aimed at incentivizing more women to join the DI workforce.

The nursery – which has both indoor and outdoor play area for kids – offers the most modern educational and entertainment equipment and facilities for infants and toddlers. The centre, fitted with all requisite safety features, is also equipped with trained caretakers for child supervision purposes.

Health camp for employees

Dubai Investments, in association with a leading medical centre, conducted a health camp for employees. More than 100 employees attended the camp, and benefited from the free consultations with doctors and physicians from the medical centre. As part of the camp, the BMI, blood sugar and blood pressure levels of the employees were also checked.

RTA Mobility Management Workshop

Dubai Investments, in close coordination with the Roads & Transport Authority [RTA] organized a workshop at the DI House to shed light on its initiatives and programs to boost Mobility Management. The workshop focused on the alternative ways available for DI employees to commute to and from office. Aimed at reducing traffic congestion on the roads and providing alternative means of transport, RTA proposed a variety of programs – from car-pooling to special fleet – to meet the employees' needs.

National Bonds Savings Program

Dubai Investments organized a workshop with National Bonds Corporation in September to present the Employee Savings Program for DI employees. The workshop provided an overview on the need and the modalities to sign up for the Employee Savings Program; aimed at saving and building wealth to safeguard the financial future.

4. Marketplace

Dubai Investments has always taken upon the mantle to play a supportive role to the community by organizing events and campaigns to educate and support everyone in its stakeholder chain. The company is firm in its commitment to not only adhering to the best standards of business practices but also support every party in the supply chain by unveiling different programs which aims to improve their livelihoods.

Summer Campaign for Labourers

Dubai Investments collaborated with the UAE Ministry of Labour in May to organize an awareness campaign for construction workers at the labour camps in Dubai Investments Park. The campaign educated labourers on best ways to respond to emergency situations such as on-site accidents. The blue-collared workers were also given tips on how to cope with the heat during the summer months. Nearly 2,000 food packets provided by Dubai Investments and beverages by Marmum Dairy Farm were distributed during the session. A popular movie was also screened for entertainment.

Dubai Investments organized a health camp for labourers at Dubai Investments Park in June, where over 400 labourers were monitored for blood pressure, body mass index (BMI) and sugar levels. DI also supported the Ministry of Labour's Mid-Day Break Campaign by distributing Marmum products throughout the period.



• **Stakeholder transactions**

Please refer to item 2.1 of the Corporate Governance Report (attached) where we have given details of the transactions of certain Board members along with their first degree relatives relating to trading of Company's shares during 2013. Other than that, there has been no other stakeholder transactions in the Company.

• **التعاملات التي تمت مع الأطراف ذات العلاقة**

يرجى الإطلاع على البند ٢-١ من تقرير حوكمة الشركات (المرفق)، حيث أننا قدمنا تفاصيل معاملات أعضاء معينين في المجلس مع أقربائهم من الدرجة الأولى فيما يتعلق بتداول أسهم الشركة خلال العام ٢٠١٣. عدا ذلك، لم تكن هناك تعاملات أخرى تمت مع الأطراف ذات العلاقة في الشركة.

