



**ENTERTAINMENTS**  
DREAMS WITHOUT BOUNDARIES



Corporate Governance Report 2018



## Corporate Governance Report

### 1. Corporate Governance

DXB Entertainments PJSC (the “Company”) recognises that sound corporate governance is fundamental to the success of its business and for delivering long-term benefits to the Company’s stakeholders. The Company complies with and strives to exceed the corporate governance and regulatory requirements applicable to public joint stock companies listed on the Dubai Financial Market (“DFM”) and adopts the highest standards of international corporate governance best practice.

The Company’s Board of Directors (the “Board”) is responsible for ensuring that the Company complies with its legal and regulatory obligations, enhancing the value of the shareholders’ equity, achieving the Company’s corporate objectives, providing

oversight of the integrity of the Company’s accounting and financial reporting systems, and ensuring an appropriate system of internal controls. The Board acts in accordance with its fiduciary duty to the Company, ensuring responsibility and accountability.

The Company strives to maintain transparent communication with its stakeholders to ensure that they are kept up-to-date in a timely manner, including disclosures to shareholders, the regulator, the market, and other stakeholders.

#### Corporate Governance Framework

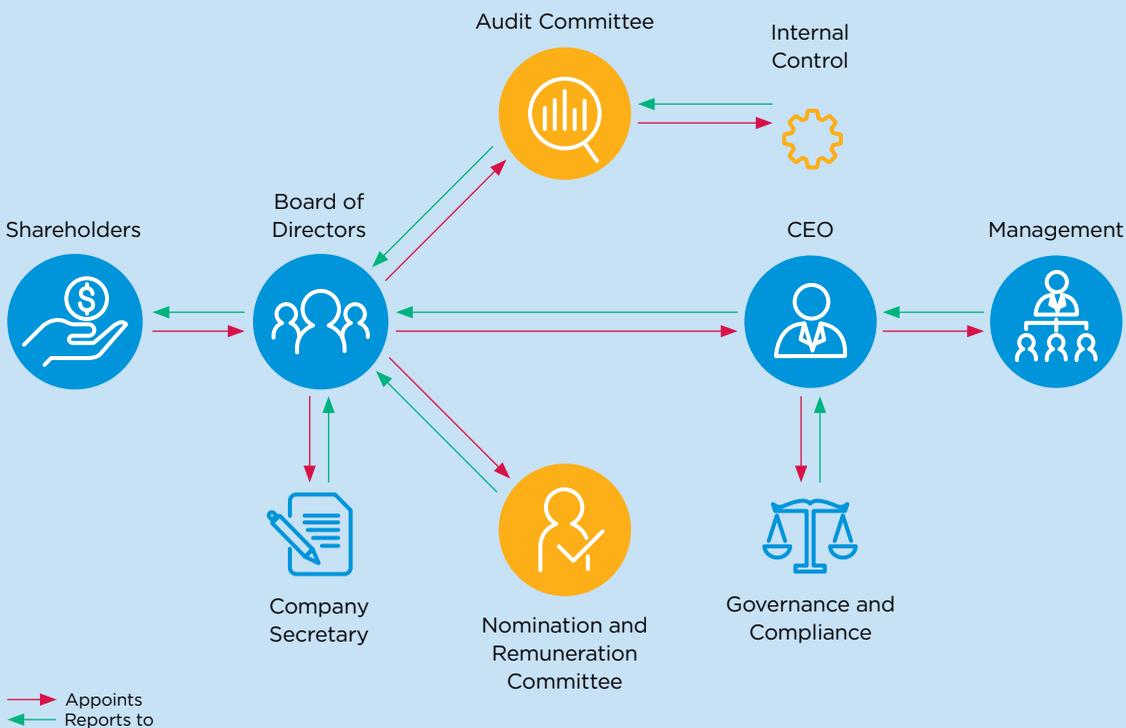
In support of its commitment to the highest standards of corporate governance and corporate responsibility, the Board has established a robust corporate governance framework.

The corporate governance framework provides the structure that enables the Company to deliver on its values and principles.

The corporate governance framework is implemented by the Company’s management team, and independently monitored for effectiveness by the Board and its committees, including the Audit Committee (“AC”) and the Nomination and Remuneration Committee (“NRC”), and assisted by external and internal auditors and the Company officers and employees, including the Chief Executive Officer, Chief Financial Officer, Director of Internal Control, Compliance Officer and Director of Governance and Compliance.

#### Regulatory Bodies

Securities and Commodities Authority, Dubai Financial Market



The Company's independent Internal Control Department reports to and is overseen by the AC. The Compliance Officer is responsible for verifying compliance by the Company and its employees with applicable laws, regulations, resolutions and by-laws.

The Company's Governance and Compliance Department is headed by the Director of Governance and Compliance, who ultimately reports to the CEO, through direct reporting to the Deputy CEO. The Governance and Compliance Department is responsible for the internal corporate governance framework, including delegations of authority, policies and procedures and oversight of management committees.

The Company's Corporate Governance Manual forms an essential part of the corporate governance framework, and covers the following matters:

- Board structure and the role of the Company officers and directors;
- Board matters including Board director independence, liability remuneration, conflicts of interest, confidentiality and evaluation;
- Board and management committees;
- Stakeholder rights;
- Investor relations;
- Corporate social responsibility;
- Conduct and ethics;
- Whistleblower protection;
- Share dealing;
- Related party transactions;
- Market disclosures;
- Internal control and internal audit;
- External audit; and
- Governance, risk and compliance.

In accordance with its obligations, the Board ensures that appropriate disclosures are made of all material developments, and the Company maintains active shareholder communication. The Board has established the Company's Internal Control system and the active monitoring of and reporting on the resourcing, testing and effectiveness of the internal control system has been delegated to the AC.

The Company continuously reviews and improves its corporate governance framework and practices ensuring compliance with changes in the regulatory landscape as well as international best practices.

### Corporate Governance Practice

Below are highlights of the Company's significant corporate governance developments and activities in 2018:

- The Board met six times in 2018 and passed resolutions by circulation during the year;
- Edris Al Rafi resigned from his seat on the Board on 25 March 2018, and the vacancy was filled with the appointment of Malek Al Malek.
- H.E. Abdulla Al Habbai resigned from his seat on the Board on 8 August 2018, and the Board members elected Abdul Wahab Al-Halabi as the Chairman of the Board via cumulative secret vote. The Company has carried out an extensive ongoing search to fill the vacancy which arose on the Board due to the resignation of H.E. Abdulla Al Habbai.
- As a result of his election as the Chairman of the Board, Abdul Wahab Al-Halabi resigned from his position as a member of the AC and as Chairman of the AC. Malek Al Malek was subsequently appointed to the AC and Shравan Shroff was appointed as Chairman of the AC.
- As a result of his election as the Chairman of the Board, Abdul Wahab Al-Halabi resigned from his position as a member of the NRC and Mukesh Sodani was subsequently appointed as a member of the NRC;
- The Board Charter and Board Committee Charters were reviewed and updated, ensuring that they remained consistent with the Board's and Committees' objectives and responsibilities, regulatory requirements and best practices;
- The Board reviewed and updated the Board Delegation of Authority detailing its reserved powers and those delegated to the Company's senior management;

- The Board approved a revised management structure for the Company;
- A new Compliance Officer for the Company was appointed;
- The NRC reviewed and confirmed that the Directors have complied with independence requirements;
- The Company management committees continued to oversee key aspects of the Company's operations and material risks;
- The Board and the AC continued to review and oversee the integrity of the Company's financial statements, significant financial reports to regulators and any other formal announcements relating to the Company's financial performance;
- The Board reviewed the Company's performance in light of the approved strategy and budget;
- The Board and Board committees' self-assessment evaluations were carried out to ensure the ongoing effectiveness of the Board in the governance of the Company;
- The AC recommended the continued appointment of the external auditors to the Company's shareholders as well as undertaking an annual assessment of the external auditors' performance;
- The Company's internal delegations of authority were continuously reviewed and updated to ensure operational efficiency while maintaining proper internal controls.

## 2. Share Dealing

The Company has adopted a share dealing policy that is applicable to all Board members, employees of the Company, and to vendors who have a contractual relationship with the Company. The policy includes guidance and policies on the share dealing framework, unpublished price sensitive information, restrictions, closed periods, share dealing notification, clearance, exemptions, dealing with breach of policy and implementation.

Board members must disclose if they or their first-degree relatives own Company shares. Board members wishing to trade must notify the Company Secretary and obtain approval prior to dealing in the Company's securities.

The Directors holding shares in the Company are as follows:

Name	Position	Shares owned 31 December 2018	Shares sold During 2018	Shares purchased during 2018
Mukesh Sodani	Director	6,500	Nil	Nil

### 3. Board of Directors

#### A. Composition of the Board

S/N	Name	Category (Executive, Non-executive and Independent)	Experience and Qualifications	Period served as a Board member since first election date	Memberships and positions in any other joint-stock companies	Positions in any other important supervisory, governmental or business entities
1	Abdul Wahab Al-Halabi	Chairman of the Board Vice Chairman of the Board Director (previously Non-Executive and now Independent)	Refer to page 4	8 August 2018 – 31 December 2018 9 December 2014 – 8 August 2018 9 December 2014 – 31 December 2018	Not Applicable	<ul style="list-style-type: none"> <li>Group Chief Investment Officer of Equitativa Group.</li> <li>Board Member of Global Investment House PJSC, a Kuwait based and regulated financial services company.</li> <li>Vice Chairman of Global Investment House, Saudi Arabia</li> <li>Chairman of La Tresorerie Limited, a DIFC licensed and regulated financial services company.</li> <li>Board Member of AA Infra (Middle East) Ltd.</li> <li>Board Member of Mexican Grills Limited.</li> <li>Board Member of Decker &amp; Halabi DMCC</li> <li>Board Member of Rapid Ventures Limited (ADGM FZE)</li> </ul>
2	Mukesh Sodani	Vice Chairman of the Board Non-Executive Director	Refer to page 4	8 August 2018 – 31 December 2018 28 November 2017 – 31 December 2018	Not Applicable	<ul style="list-style-type: none"> <li>Deputy CEO of Meraas Holding LLC</li> <li>Board Member of Dubai Hills Estate LLC</li> <li>Board Member of Dubai Hills Estate Retail LLC</li> <li>Board Member of Dubai Hills Estate Hospitality LLC</li> <li>Board Member of Dubai Hills Estate District Cooling LLC</li> <li>Chairman of Yvolv LLC</li> <li>Chairman of M E Investments LLC</li> <li>Board Member of Marsa Al Seef LLC.</li> <li>Chairman of Urban Foods LLC</li> <li>Vice Chairman of Zabeel Square LLC</li> <li>Vice Chairman of Zabeel Square Retail LLC</li> <li>Vice Chairman of Zabeel Square Hospitality LLC</li> <li>General Manager of Meraas Healthcare LLC</li> </ul>
3	Mohamed Almulla	Executive Director, Managing Director and Chief Executive Officer	Refer to page 5	28 November 2017 – 31 December 2018	Board member of Noor Bank PJSC	<ul style="list-style-type: none"> <li>Board Member of Noor Investment Group LLC</li> <li>Deputy Chairman of Hala China LLC</li> <li>Board Member of Al Jalila Cultural Centre for Children</li> <li>Board Member of Hamdan Sports Complex</li> </ul>

S/N	Name	Category (Executive, Non-executive and Independent)	Experience and Qualifications	Period served as a Board member since first election date	Memberships and positions in any other joint-stock companies	Positions in any other important supervisory, governmental or business entities
4	Amina Taher	Independent Director	Refer to page 5	28 November 2017 – 31 December 2018	Not Applicable	<ul style="list-style-type: none"> <li>Vice President Corporate Affairs of Etihad Aviation Group.</li> <li>Board Member of The Middle East Public Relations Association.</li> <li>Member at IAWA International Aviation Womens Association</li> </ul>
5	Shravan Shroff	Independent Director	Refer to page 5	23 June 2016 – 26 March 2017 28 November 2017 – 31 December 2018	Not Applicable	<ul style="list-style-type: none"> <li>Director of Shringar Film Pvt Ltd.</li> <li>Partner and Managing Director of RoseWood Portal Company LLC.</li> <li>Board Member of Rapid Ventures Limited (ADGM FZE).</li> <li>Managing Director of Rasikh Portal LLC.</li> <li>Managing Director of Rhode Island Events Ticket Selling LLC.</li> <li>Board Member of Rigveda Holdings Pte Ltd.</li> <li>Board Member of Rathdowne Entertainment Pvt Ltd.</li> <li>Board Member of Noumea Properties Pvt Ltd.</li> </ul>
6	Malek Al Malek	Independent Director	Refer to page 5	25 March 2018 – 31 December 2018	Board Member of the Emirates Integrated Telecommunications Company (du)	<ul style="list-style-type: none"> <li>Group Chief Executive Officer of TECOM Group.</li> <li>Board Member at the Mohammed Bin Rashid Library.</li> <li>Board Member of the National Media Council.</li> <li>Board Member of Higher Colleges of Technology</li> <li>Chairman of Dubai Institute of Design and Innovation</li> </ul>
7	Edris Al Rafi	Non-Executive Director	Refer to page 5	18 April 2017 – 25 March 2018	Vice Chairman of Noor Bank PJSC	<ul style="list-style-type: none"> <li>Vice Chairman of Noor Investment Group LLC</li> <li>Board Member of Meraas Al Seef LLC to 3 April 2018</li> </ul>

Note: The Board is composed of seven (7) directors. Due to the resignation of H.E. Abdulla Al Habbai as a director effective 8 August 2018, there remained a vacancy in the Board on 31 December 2018.

## Experience and Qualifications of the Board Members

### Abdul Wahab Al-Halabi

Abdul Wahab Al-Halabi is the Group Chief Investment Officer of Equitativa Group, a diversified financial services group that is involved in asset management, wealth management and private equity. He is also Chief Executive Officer and Board Member of Global Investment House, a Kuwait-based investment group. He has more than 20 years' experience in the real estate sector, with expertise in financial restructuring, crisis and debt management, credit enhancements and joint ventures. Previously he was the Group Chief Investment Officer of Meraas Holding, a

partner at KPMG and has acted as Chief Executive Officer of Dubai Properties, a member of Dubai Holding. He holds a BSc Economics from London School of Economics and an Executive MBA from Ecole Nationale des Ponts et Chaussées. He is a Fellow of the Institute of Chartered Accountants in England and Wales and is a member of the UK-based Securities Institute.

### Mukesh Sodani

Mukesh Sodani has over three decades of experience in finance and investments across various industries. In 2017, Mukesh joined Meraas as Chief Financial & Investment Officer and is currently the Deputy CEO. Previously he was Chief Financial Officer of Flydubai

where he was an integral part of the airline's growth strategy. Before joining Flydubai in 2011, Mukesh was Group Chief Financial Officer of a real estate conglomerate in Dubai. He has also held senior management positions with Noor Bank, Emirates Airline Group and Dnata. He started his career in finance with one of the Big Four audit firms in Kuwait and Dubai. Mukesh qualified as a member of the Institute of Chartered Accountants, India, in 1987 before gaining Certified Public Accountant (CPA) and Certified Internal Auditor (CIA) qualifications in the US. He also has a diploma in Business Finance from the Institute of Chartered Financial Analysts of India.

### **Mohamed Almulla**

Mohamed Almulla was appointed Chief Executive Officer of DXB Entertainments PJSC in June 2017. Mohamed brings extensive experience from a wide range of media and entertainment business segments, including radio and TV broadcasting, printing & publishing, digital media, out of home advertising, event management, parks and attractions. He was previously Chief Executive Officer at the Arab Media Group where he oversaw all operational aspects of the group's three major business units: Arabian Radio Network, Done Events and Global Village. Since his appointment in 2008, Mohamed steered the group towards market growth through innovation in the entertainment sector and new customer-centric strategies. Prior to joining the Arab Media Group, Mohamed held several leadership positions within the TECOM Group, including Executive Director of Dubai Media City, where he led the consolidation of the business hub's international status whilst playing a key role in attracting leading global media brands to the region. Mohamed holds a Bachelor of Science degree from the University of Toledo, Ohio, USA.

### **Amina Taher**

Amina Taher was appointed as Etihad Aviation Group's Vice President Corporate Affairs in May 2017. She is responsible for setting the group's global communications strategy, managing and safeguarding its brand, providing counsel and overseeing the group's engagement with a number of its key stakeholders. Before joining Etihad, Amina was Head of Social Development and Sponsorship in the Group Communications Unit at Mubadala Investment Company, where she was responsible for assessing, managing and activating Mubadala's sponsorship portfolio. Prior to Mubadala, Amina was the Executive Director of Corporate Communications at Zabeel Investments and has also held various roles with Dubai Holding and General Motors. Amina holds a Master of Public Administration (MPA),

degree from Harvard University (USA) and a Master of Business Administration (MBA) degree from the London Business School (UK). She also has a Bachelor of Science degree in Applied Media Studies, graduating with honours from the Higher Colleges of Technology (UAE).

### **Shravan Shroff**

Shravan Shroff is currently Partner at Rosewood Portal Company LLC, a Dubai-based company engaged in online aggregation of tourist villas and other online solutions. He began his career in 1997 with Shringar Films, the family run film distribution business where he pioneered the concept of outsourced screen programming and multiplexing. Under his leadership the group rolled out a chain of 25 multiplexes with over 100 screens in India under the brand name FAME, which he sold to Inox Leisure Ltd. in 2011. In 2013, Shravan co-founded VentureNursery, India's first angel-based accelerator, that incubates and starts up companies in various domains. He is a graduate from Mumbai University and holds a Masters in Business Administration from the Melbourne Business School. Shravan is also an active member of the Mumbai chapter of the Young Presidents Organization (YPO) a US-based non-profit organisation, and is the current Membership Chair of the Mumbai Chapter. He has served on the Censor Board of India from 2008 to 2012.

### **Malek Al Malek**

Malek Al Malek is the Group CEO of TECOM Group where he has led the transformation of TECOM Group's communities into destinations for innovation, attracting some of the world's most advanced businesses and entrepreneurs. Through his endeavours, he has promoted entrepreneurship, built an intellectual framework, and helped create a unique business environment that attracts investment from Fortune 500 firms who are contributing to shaping Dubai into one of the innovative cities of the world. Additionally, Malek pioneered the launch of in5, an integrated innovation platform that has created,

within Dubai, a distinctive and well-rounded ecosystem for entrepreneurs and start-ups. Malek is an active participant in the development of the UAE's education sector through his role on the Board of Trustees at the Higher Colleges of Technology (UAE), and Chairman of the Dubai Institute of Design and Innovation. Malek is also a member of various Boards including the Board of Directors at the Mohammed Bin Rashid Library, the National Media Council, and Emirates Integrated Telecommunications Company (du). Previously, he was a member of Dubai Freezone Council, as well as a board member of Energy Management Services International, Smart City Kochi (India), and Smart City Malta. Malek joined TECOM Group in 2002 and last served as CEO of TECOM Business Parks. He holds a Bachelor's degree in Business Management from the Higher Colleges of Technology (UAE).

### **Edris Al Rafi**

Edris Al Rafi is the former Chief Executive Officer of Dubai Holding, where he was responsible for developing and implementing the commercial and financial strategy for the overall Group. He was also Chief Commercial Officer at Meraas Holding. Edris brings more than 13 years of experience in investment banking and private equity. Prior to Meraas, Edris served as Head of UAE coverage at Goldman Sachs. He joined Goldman Sachs in 2008 to manage sovereign wealth funds, UAE commercial banks, and large UAE corporate clients including GREs for investment banking and securities business. Prior to Goldman Sachs he served as general manager at First Gulf Bank. He is also presently serving on the Board of Noor Bank PJSC. Edris holds a degree in finance from the Higher Colleges of Technology (UAE).

## **B. Female Representation**

As on 31 December 2018, the Board included one female director who was appointed on 28 November 2017.

### C. Board Remuneration for 2017 and 2018

The members of the Board were not paid any remuneration for 2017. No proposal for payment of remuneration is being presented at the General Assembly for the members of the Board for the period 1 January 2018 to 31 December 2018.

#### Compensation

In November 2017, the Board adopted criteria for payment of Directors' fees and bonuses for additional services in excess of regular duties as directors and for serving as committee members or as a committee chairperson.

The Board-approved fees are set out below:

Committee membership annual fees	AED 55,103
Committee chairman annual fee	AED 91,838
Fees for 'additional services in excess of his/her regular duties as a director'	Determined on a case-by case basis and in any event no more than AED 128,573 per annum

Under these criteria, H.E. Abdulla Al Habbai, Mohammed Almulla, Edris Al Rafi, Mukesh Sodani and Malek Al Malek were ineligible to receive fees, and the remaining members (Abdul Wahab Al-Halabi, Amina Taher and Shravan Shroff) were eligible.

Based on these criteria, on 8 August 2018 the Board approved payment of directors' fees for additional services in excess of regular duties as director in amount of AED 128,573 annually, payable to Abdul Wahab Al-Halabi, Shravan Shroff and Amina Taher, prorated for the period from 28 November 2017 to 30 June 2018. Abdul Wahab Al-Halabi and Shravan Shroff chose not to accept the fees to which they were entitled.

The following fees have been paid to the Directors for the period 1 January 2018 until 31 December 2018:

Name	Fees paid for additional work performed by Board members in relation to their directors' duties (AED)	Allowances for attending Board Committees	
		Name of Committee	Allowance amount (AED) Number of meetings attended
H.E. Abdulla Al Habbai	None	—	— —
Abdul Wahab Al-Halabi	None	AC (until 8 August 2018); and NRC (until 8 August 2018)	— AC - 4; NRC - 1
Mukesh Sodani	None	AC; and NRC (effective from 8 August 2018)	— AC - 5; NRC - 1
Mohamed Almulla	None	—	— —
Amina Taher	None**	NRC	50,323* NRC - 4
Malek Al Malek	None	—	— —
Shravan Shroff	None	AC and NRC	— AC - 5; NRC - 4
Edris Alrafi	None	—	— —

\* In 2018, Amina Taher was paid a total of AED 50,323 representing combined fees for serving as the chairperson of the NRC from 13 December 2017 to 31 December and from 1 January to 30 June 2018. In addition, she is entitled to a payment of AED 45,919 for serving as the chairperson of the NRC from 1 July 2018 to 31 December 2018, which will be paid in 2019.

\*\* Amina Taher is also entitled to payment of the sum of AED 64,286 for additional services in excess of her regular duties for the period 1 January 2018 to 30 June 2018, as approved by the Board on 8 August 2018, which will be paid in 2019.

Payment of fees in relation to additional services provided by the Board members in excess of their regular duties for the period from 1 July 2018 to 31 December 2018 will be considered by the Board in Q1 2019.

### D. Meetings and Attendance

The table below indicates the Board meetings that were conducted during the period 1 January 2018 to 31 December 2018 including attendance:

Date of Board meetings held in the year 2018	Number of attendees	Number of attendances by proxy	Names of absent members
11 February 2018	5	N/A	H.E. Abdulla Al Habbai and Edris Al Rafi
25 March 2018	5	N/A	H.E. Abdulla Al Habbai and Malek Al Malek
9 May 2018	6	N/A	H.E. Abdulla Al Habbai
8 August 2018	6	N/A	N/A
5 November 2018	5	N/A	Malek Al Malek
11 December 2018	6	N/A	N/A

### E. Tasks and Functions Delegated by the Board to Executive Management

The authorities reserved to and exercised by the Board comply with the provisions of 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 (the "Governance Rules"). The Board is responsible for exercising these authorities and carrying out these functions but may delegate these in writing to a Board Committee or to Executive Management, provided that these delegations are set out in writing.

The powers reserved to the Board are set out in the Board Charter. During 2018, the Board did not delegate any of these reserved duties or functions to the Executive Management of the Company.

Key authorities other than those reserved to the Board have been delegated by the Board to the Chief Executive Officer of the Company as set out in the Board Delegation of Authority.

The Chief Executive Officer thereafter has the power to sub-delegate such authorities in accordance with Company policies and procedures. Approval responsibilities have primarily been sub-delegated to senior management, being Chief Officers, General Managers, and Vice Presidents, as well as Directors and Heads.

### F. Related Parties Transactions

The Company enters into transactions with companies and entities that fall within the definition of related parties as defined in the Governance Rules and as contained in International Accounting Standard 24 Related Party Disclosures. The transactions involving related parties are governed by the Company's Related Party Transactions Policy ("RPT Policy"). The RPT Policy specifies the disclosures required by the Board, the Executive Management and the relevant approvals required prior to entering into a related party transaction.

The related party transactions provisions of the Company's RPT Policy apply to all Directors, executive management and significant shareholders, and any persons or entities related to them. Transactions with related parties are based on terms and conditions approved by the Company's Board of Directors. At the beginning of each fiscal year, members of the Board disclose their position in other companies. The Board is required to review and approve all related party transactions, but it pre-approves certain types of related party transactions and delegates the authority to the Audit Committee for related party transactions below certain thresholds. Additionally, the Board and General Assembly both must approve any related party transactions which exceed 5 percent of the Company's issued share capital.

The Company has entered into a number of significant related party transactions in the period 1 January 2018 to 31 December, 2018. The table below includes all such transactions:

### Transactions with Related Parties

Related party	Relationship	Nature of transaction	Amount (AED)
Meraas Leisure and entertainment LLC	Parent	Operational management services Other services	5,407,500 (275,139)
Meraas F and B concepts LLC	Parent's affiliate	Dining and hospitality services	416,282
Meraas Developments LLC	Parent's affiliate	Infrastructure development fees	20,095,547
Meraas Entertainment Destination LLC	Parent's affiliate	Other services	(116,165)
Duvent LLC	Parent's affiliate	Event management services	(215,778)
Legoland Hotel LLC	Joint venture	Project management services	1,890,782
North 25 Project Management LLC	Parent's affiliate	Transfer of assets	177,937

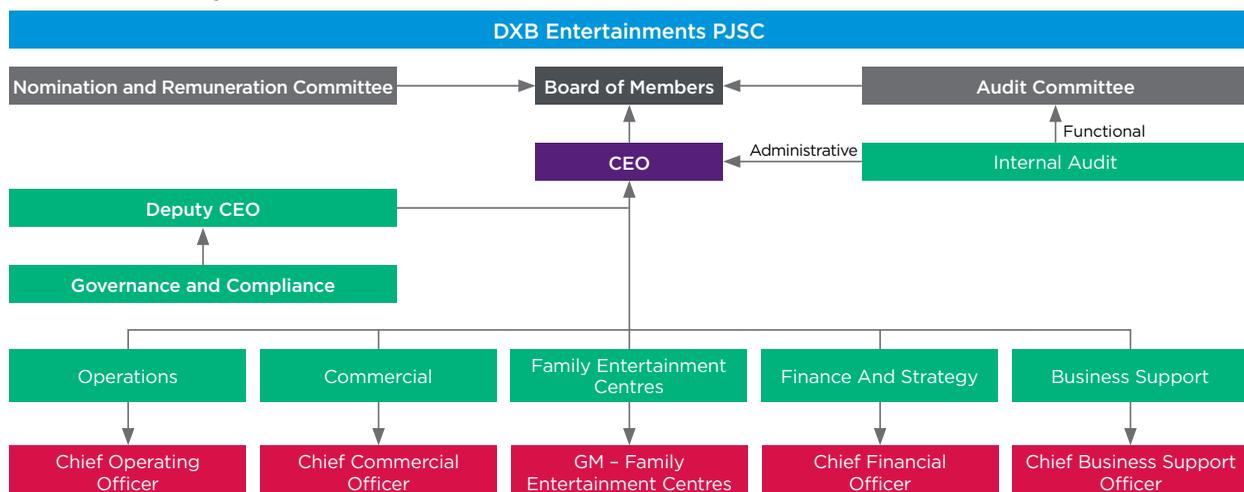
Note: Positive numbers represent receivables and negative numbers represent payables.

## Loans from Related Parties

Related party	Relationship	Nature of transaction	Amount (AED)
Meraas Holding LLC	Ultimate parent	Convertible bonds	12,168,036
Meraas Leisure and Entertainment LLC	Parent	Convertible bonds	1,204,635,608

## G. Company's Organisation Structure

Below is the management structure effective 31 December 2018:



## H. Executive Management Compensation

No.	Position	Date of appointment	Total salaries and allowances paid in 2018	Total bonuses paid in 2018	Any other bonuses cash/in kind for 2018 or payable in the future
1	Chief Executive Officer	31-May-17	2,606,977	113,685	-
2	Deputy CEO**	14-Aug-17	1,883,934	44,493	-
3	Chief Commercial Officer	14-Jun-17	1,571,217	46,258	-
4	Chief Financial Officer	14-Jun-17	1,564,657	54,518	-
5	Chief Business Support Officer	9 Dec-14*	1,808,771	81,400	-
6	General Manager - Family Entertainment Centres	1-Oct-17	1,351,782	-	-

\* These employees joined prior to the establishment of the Company. Hence the date of appointment is the same as the date of establishment of the Company.

\*\* The Deputy CEO was also appointed as the acting COO for the year 2018 due to the vacancy of the position.

## 4. External Auditor

### A. Overview

Deloitte & Touche (M.E.) is a member firm of Deloitte Touche Tohmatsu Limited (DTTL) and is the first Arab professional services firm established in the Middle East region with an uninterrupted presence since 1926.

Deloitte is among the region's leading professional services firms, providing audit, tax, consulting, and financial advisory services through 26 offices in 15 countries with more than 3,000 partners, directors and staff throughout the Middle East.

It has served as the external auditor of DXB Entertainments PJSC since 9 December 2014.

## B. Fees and Expenses

Name of the audit firm	Deloitte and Touche Middle East
The number of years served as an external auditor of the company.	9 December 2014 – 31 December 2018
Total fees for auditing the financial statements for 2018 (AED)	DXB Entertainments PJSC ('DXBE") Consolidated Financial Statement: AED 134,900*
Special service fees and expenses, other than auditing the financial statements for 2018 (AED), if any, if not it shall be clearly stated	<ul style="list-style-type: none"> <li>• Year-end audit of subsidiaries of the Company: AED 650,000*</li> <li>• DXBE interim review: AED 180,000*</li> <li>• Additional scope of year-end audit: AED 183,675*</li> </ul>
Details of other services provided (if any) and if not, it shall be clearly stated	<ul style="list-style-type: none"> <li>• Audit of financial statements of Subsidiaries of DXBE.</li> <li>• Interim review of financial statement of DXBE</li> <li>• Additional scope for year-end audit</li> </ul>
Statement of other services provided by an external auditor, other than the company's external auditor in 2018, if any, if not it shall be clearly stated.	<ul style="list-style-type: none"> <li>• DXBE also engaged PwC, EY and KPMG to provide advisory services during 2018 for the following:                             <ul style="list-style-type: none"> <li>- Preparing feasibility studies and financial models.</li> <li>- Internal audit services</li> <li>- Other advisory services</li> </ul> </li> </ul>

\* Audit fees quoted are exclusive of VAT and out-of-pocket expenses (e.g. travel, transportation, communication, printing and supplies, etc.)

### C. Statement of the qualified opinions made by the external auditor in the interim and annual financial statements for 2018

There were no qualified opinions made by the external auditor in the interim and annual financial statements for 2018.

## 5. Audit Committee

### A. Members and Responsibilities

In accordance with the requirements of the Governance Rules, the Board has established the AC. The AC is composed of three (3) non-executive directors of which two (2) are independent directors. The Chairman of the AC is an independent director. All the AC members are well versed in financial and accounting matters.

Abdul Wahab Al-Halabi, Shravan Shroff and Mukesh Sodani were appointed as the AC members by the Board on 13 December 2017. On 8 August 2018, Abdul Wahab Al-Halabi resigned from his position as the Chairman and member of AC and Malek Al Malek was appointed in his place as an AC member. On 13 August 2018, Shravan Shroff was appointed as the Chairman of the AC.

The Charter governing the AC has been approved by the Board. Key responsibilities of the AC are outlined below:

- Make recommendations to the Board to be put to the shareholders with respect to the appointment of an external auditor;
- Review the remuneration and terms of engagement of the external auditor, and report to the Board with recommendations regarding the re-appointment or removal of the external auditor;
- Review the independence and objectivity of the external auditor on an annual basis;
- Review the nature, scope, efficiency and adherence to approved audit standards of the Company's audit plan and system of internal accounting controls with the external auditors;
- Review the findings of the audit with the external auditor, including, but not limited to, the effectiveness of the audit, errors identified during the audit, accounting and audit judgments and identification of significant issues arising during the audit;
- Review and oversee the integrity of the Company's financial statements, including the annual, semi-annual and quarterly reports, interim management statements, significant financial

- reports to regulators and any other formal announcements relating to its financial performance before their submission to the Board;
- Review the sufficiency and effectiveness of the Company's internal financial control, internal control and risk management systems and ensure the adequacy of these systems through independent review of operational processes;
- Review and approve the internal audit plan on an annual basis as well as the risk assessment assumptions forming the basis of the audit plan;
- Review all audit reports submitted to the AC and monitor management's responsiveness to the findings and recommendations;
- Review and approve the organisational structure and budget of the internal control function;
- Ensure the internal control function has adequate standing and is free from management or other restrictions;
- Ensure coordination between the external auditor and internal control;

- Review on an annual basis the adequacy of the Company's internal whistleblowing policies and procedures to ensure that these arrangements allow proportionate and independent investigation and appropriate follow-up action;
- Make investigations and consider the findings of investigations into internal control issues assigned to it by the Board or at the independent initiative of the AC upon the approval of the Board;
- Oversee compliance with the Directors' Code of Conduct; and
- Approving the appointment, dismissal and oversight of the functional head of internal control and compliance officer as delegated by the Board.

## B. Meetings and attendance

The table below indicates the AC meetings that were conducted in 2018 including the attendance:

AC Member	Dates of AC meetings				
	7 Feb 2018	19 Mar 2018	7 May 2018	6 Aug 2018	4 Nov 2018
Abdul Wahab Al-Halabi	⊙	⊙	⊙	⊙	N/A
Shravan Shroff	⊙	⊙	⊙	⊙	⊙
Mukesh Sodani	⊙	⊙	⊙	⊙	⊙
Malek Al Malek	N/A	N/A	N/A	N/A	⊙

⊙ Attended ○ Absent

N/A, or not applicable, has been recorded where an individual was not a member of the AC.

Malek Al Malek was appointed as AC member on 8 August 2018 in place of Abdul Wahab Al-Halabi when he was appointed Chairman of the Board. Shravan Shroff was appointed as the Chairman of AC on 13 August 2018.

## 6. Nomination and Remuneration Committee

### A. Members and responsibilities

In accordance with the requirements of the Governance Rules, the Board has established the NRC.

The NRC is composed of three (3) non-executive directors of which two (2) are independent directors. The Chairman of the NRC is an independent director.

Abdul Wahab Al-Halabi, Shravan Shroff and Amina Taher were appointed as the NRC members by the Board on 13 December 2017.

Amina Taher was appointed as the Chairman of NRC by the NRC on 19 March 2018. On 8 August 2018, Abdul Wahab Al-Halabi resigned from his position as a member of NRC and Mukesh Sodani was appointed in his place as a NRC member.

The Charter governing the NRC has been approved by the Board. Key responsibilities of the NRC are outlined below:

- Providing advice in relation to the remuneration packages of the senior executive management of the Company, non-executive directors and executive directors, and another employee benefit programmes;

- Reviewing the Company's nomination, retention and termination policies;
- Reviewing succession plans of the executive management of the Company and its executive directors;
- Recommending individuals for nomination as members of the Board and its committees and encouraging female nominees;
- Ensuring that the performance of the executive management of the Company and members of the Board are reviewed at least once annually; and
- Any other matters as requested by the Board.

## B. Meetings and attendance

The table below indicates the NRC meetings that were conducted in 2018 including the attendance of its members:

NRC Member	Dates of NRC meetings			
	19 Mar 2018	9 May 2018	8 Aug 2018	11 Dec 2018
Amina Taher	⊙	⊙	⊙	⊙
Abdul Wahab Al-Halabi	⊙	○	○	N/A
Shravan Shroff	⊙	⊙	⊙	⊙
Mukesh Sodani	N/A	N/A	N/A	⊙

⊙ Attended ○ Absent

N/A: or not applicable, has been recorded where an individual was not a member of the NRC Committee.

Mukesh Sodani was appointed in place of Abdul Wahab Al-Halabi on 8 August 2018.

## 7. Insider and Disclosure Committee

### A. Members and responsibilities

The Board has constituted the Insider and Disclosure Committee (IDC) in compliance with the requirements of the Governance Rules. The IDC consists of the following members at 31 December 2018:

- Chairperson – Tessa Lee – Company Secretary
- Member – Waseem Hassan – Chief Business Support Officer
- Member – Firas Marouf – Director, Governance and Compliance
- Member – Marwa Gouda – Director, Investor Relations
- Member – Glenn Moore – Manager, Corporate Governance

The key responsibilities of the IDC are:

- To review and make recommendations to the Board with respect to approval and implementation of Company policies and procedures with respect to the trading of Board members and employees in the securities issued by the Company or its parent company, subsidiaries, or its sister companies, including but not limited to, insider and share dealing policies and procedures;
- To prepare and maintain a comprehensive register of all insiders;
- To determine and implement the processes for acknowledgments and disclosures by employees and external parties who may be insiders;
- To manage and supervise insiders' trading and holdings, including review and determination of share dealing requests and disclosures;
- To recommend disciplinary action against employees to HR, due to non-compliance with the share dealing policy;
- To ensure that the Company is compliant with all rules for disclosure and transparency; and
- To report annually to the AC and the Board on compliance with the policy and regulatory requirements.

### B. Work performed in 2018

Below is a summary of the work performed/ reviewed by the IDC during 2018:

- Ongoing reviews of criteria for and identification of employee insiders and external/ third-party insiders;
- Processes/procedures for insider lists, for communication to employees and third parties of their insider status and its implications, to obtain information from employees with respect to shareholdings, notifying employees of blackout periods;
- Share dealing policy of the Company
- Employee declarations, notices and acknowledgment forms;
- Changes to reporting requirements and interpretation of the regulatory requirements around share dealing by directors and executive management;
- Role of IDC with respect to review and determination of matters for disclosure and establishing criteria for reviewing the same.

During 2018, employee requests for share dealing continued to be referred to the Company Secretary for review and determination.

## 8. Internal Control System

### A. Responsibility and Framework

The Board acknowledges that it is ultimately responsible for establishing the Company's internal control and for the application, review of the functioning and effectiveness of the Company's internal control system. The internal control system framework of the Company consists of the following:

- The Board has constituted the AC to assist in monitoring the internal control system and updating the Board on the effectiveness of internal control in the Company. The AC also has oversight of the Company's internal control department functionally and ensures that the resources provided to the Company's internal control department are adequate;

- The Internal Control Department has been established and reports to the Board and the Audit Committee on the design and operating effectiveness of the internal control system. The department achieves this objective through a system of internal audits and compliance reviews. The results of the work performed are reported to the AC on a quarterly basis. The department adheres to the relevant professional standards including that of the Institute of Internal Auditors ('IIA'). The Department is headed by the Director – Internal Control.
- The Internal Control Department also contains the risk function which established a formal risk management process and ensure that the company's assets are safeguarded. The Company has a comprehensive risk management framework which consists of the risk management charter, enterprise risk management policy, identified key risk and periodic updates to its risk register. Operational risk registers have been developed for each of the functions across the Company, with consolidated risks being formally reported to the AC.
- The role of the Compliance Officer has been established to ensure compliance with the requirements of the Governance Rules. The Compliance Officer verifies compliance by the Company and its employees with the applicable laws, regulations, resolutions and bylaws;
- Governance and Compliance ('G&C') department is a management function responsible for developing the corporate governance structures, policies, and monitors compliance with laws and regulations. The G&C Department ultimately reports to the CEO, through direct reporting to the Deputy CEO;

- The executive management has constituted various management committees to ensure that appropriate review has been conducted by all the relevant stakeholders prior to key decisions being approved. In this respect, the Board of Directors has approved a Delegation of Authority ('DoA') to the executive management;
- The Company has additionally formalised policies relating to corporate governance, share dealing and whistleblowing; and
- The Executive Management of the Company acknowledges its roles and responsibilities with respect to the internal control systems of the Company and has appropriately established internal controls for operations of the Company and specifically over financial reporting.

The Board has conducted a review of the internal control system of the Company and its subsidiaries, its efficiency, the reporting by the Board Committees to the Board, and the risk management procedures as a part of its meetings during the period 1 January 2018 to 31 December 2018.

#### **B. Director – Internal Control**

The Internal Control Department reports to Hesham Shawa, Vice President – Internal Audit. The AC approved the appointment of Hesham Shawa as the Director – Internal Control on 7 May 2018. Hesham holds a Bachelor's degree in accounting and he is a CPA. He is also a member of the Institute of Internal Auditors and a member of the IIA Global Advisory and Research Committee.

Previously, Hend Alshaibani had served as Acting Director – Internal Control from 1 December 2017, until the appointment of Hesham Shawa.

#### **C. Compliance Officer**

The Compliance Officer of the Company until 6 August 2018 was Hend Alshaibani. On 6 August 2018, the AC appointed Glenn Moore as the Company's Compliance Officer.

#### **D. Dealing with issues, or those issues that are disclosed in the annual reports and accounts**

The Internal Control Department, as a part of its mandate, reviews the design and operating effectiveness of the internal controls and provides independent assurance through a system of internal audits and compliance reviews. Any weaknesses identified during the audits and reviews are reported to the AC on a quarterly basis together with the appropriate resolution mechanisms that are agreed with the executive management.

In the case of any specific problem identified or reported in the annual reports and accounts, the Internal Control Department notifies the AC. Depending on the nature of the problem, the Internal Control Department liaises with the relevant stakeholders through various mechanisms as defined in the corporate governance manual and mandates of the various management committees. The results of the review performed and the recommendations are submitted to the AC and notified to the executive management and/or other stakeholders, as appropriate. The AC notifies the problems and/or the resolution to the Board, as determined on a case-by-case basis.

For the period 1 January 2018 to 31 December 2018, there were no significant design deficiencies or operating ineffectiveness which had a material impact on the annual financial statements reported to the AC or the Board arising from the internal control reviews completed.

#### **9. Violations**

The Board confirms that there have been no material regulatory violations committed during the period 1 January 2018 to 31 December 2018, to the best of its knowledge.

#### **10. Contributions for Local Community Development and Environmental Protection**

The Company confirms that no cash contributions were made during 2018. The Company is committed to Corporate Social Responsibility ('CSR') and its commitment to sustainability initiatives, thereby contributing to UAE's development.

The Company won the CSR Label award by Dubai Chamber on 30 September 2018, as an evidence of the Company's dedication and commitment to operating responsibility with UAE society.

In 2018, the Company undertook the following initiatives:

#### **A. Contribute and support for the Year of Zayed**

In line with its commitment to support the Year of Zayed initiative which aims to celebrate achievements, wisdom sustainability, human development and respect, the Company set out to establish collaborations with various philanthropic organisations to help spread happiness to those less fortunate and is pleased to have partnered with societies such as the Emirates Thalassemia Society, the Make a Wish Foundation and Friends of Cancer Patients to provide their members with dedicated days at the Dubai Parks and Resorts theme parks through complimentary tickets.

The Company also participated in the Dubai Fitness Challenge launched by His Highness Sheikh Hamdan bin Mohammed bin Rashid Al Maktoum, Crown Prince of Dubai, by hosting a 10-km marathon titled the DPR Fun Run.

#### **B. Employee welfare programmes**

The Company believes in creating an inclusive environment for its employees and promoting a positive work culture and engaging environment. The flagship 'GEMBA' programme held various events throughout the year.

The aim of the GEMBA programme is to educate the multicultural employee base about UAE culture and tradition as well as improving their general well-being. During the year the Company celebrated and educated its employees through several events such as the UAE Flag Day, National Day and Commemoration Day as well as spreading awareness of and understanding about the holy month of Ramadan.

To enhance communication across the organisation, the Company has also hosted breakfast and coffee sessions with the CEO aimed at increasing transparency and providing a forum for employees to interact with senior management.

In an attempt to drive employee wellbeing and encourage a healthy balanced lifestyle, Company employees have participated in the Dubai Fitness Challenge, held health screening sessions, delivered breast cancer awareness sessions and held mindfulness seminars, as well as participating in a company-wide blood donation programme.

### C. Health, Safety and Environment

The Company is committed to protecting the environment and the health and safety of colleagues, visitors and vendors. People and safety are two of the corporate values that form the basis of the Company's Health Safety and Environment ('HSE') management system, and the HSE culture. The Company is committed to providing a safe and healthy workplace for colleagues and to protect the environment by preventing pollution and minimising the environmental impact of operations.

The Company seeks to manage and operate its facilities to maximise safety, promote energy efficiency and to protect the environment by meeting or exceeding all applicable environmental, health and safety requirements as stated by the law. During the year ended 31 December 2018 we are happy to report that no major safety incidents took place from the operations of the Dubai Parks and Resorts destination.

The Company is also committed to protecting the natural environment in which it operates. To achieve this aim, an environmental management system has been developed that ensures that any activities which have an effect on the environment are controlled and aligned to local and federal legislation. To monitor our environmental performance, three key goals have been established:

- Reduce waste to landfill;
- Reduce electricity consumption; and
- Reduce water use.

Each of these environmental goals has supporting programmes which are tracked on a regular basis and include activities such as a recycling scheme in all offices and a water usage minimisation program.

An extensive environmental program has been rolled out to protect the surrounding environment, including recycling to divert waste from landfills, efficient water management and actively working to reduce office energy and water consumption.

There is also an onsite treated sewage effluent ('TSE') recycling plant at the destination that provides the resort with about 30 percent of its TSE requirements. The Company will continue to set challenging targets and measure progress to ensure continuous improvement in our HSE performance and continue to train and instruct employees to ensure they are aware of their responsibilities and have the knowledge and experience to carry them out. Key recycling statistics are highlighted below:

- Carton: 45,091 kgs
- Paper: 489 kgs
- Plastic: 997 kgs

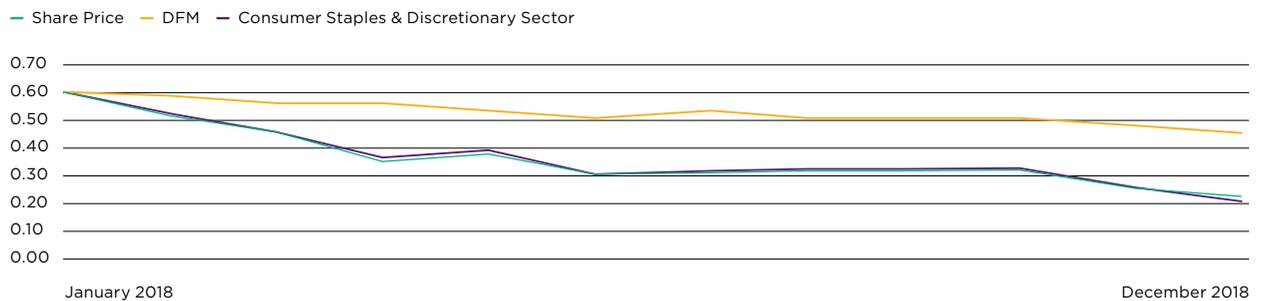
## 11. General Information

### A. Company's Share Price

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Closing Price	0.64	0.56	0.49	0.39	0.42	0.33	0.34	0.35	0.35	0.35	0.28	0.23
Highest Price	0.72	0.64	0.57	0.49	0.44	0.43	0.36	0.35	0.38	0.39	0.37	0.30
Lowest Price	0.63	0.53	0.45	0.38	0.34	0.32	0.32	0.32	0.34	0.35	0.27	0.23

### B. Comparative Performance Statement

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
DXBE	0.64	0.56	0.49	0.39	0.42	0.33	0.34	0.35	0.35	0.35	0.28	0.23
% change	0.00%	-12.50%	-12.50%	-20.41%	7.69%	-21.43%	3.03%	2.94%	0.00%	0.00%	-20.00%	-17.86%
DFM	3,394.36	3,244.12	3,108.53	3,065.96	2,964.13	2,821.00	2,955.95	2,840.16	2,834.95	2,784.60	2,668.66	2,529.75
% change	-2.24%	-1.53%	-4.18%	-1.37%	-3.32%	-4.83%	4.78%	-3.92%	-0.18%	-1.78%	-4.16%	-5.21%
CSD	372.21	324.75	283.53	219.52	236.57	191.1	193.68	198.85	199.37	201.43	162.16	142.01
% change	1.46%	-12.75%	-12.69%	-22.58%	7.77%	-19.22%	1.35%	2.67%	0.26%	1.03%	-19.50%	-12.43%



### C. Distribution of Shareholder's equity as at 31 December 2018

Shareholder classification	Number of shares owned					Total
	Individuals	Companies	Bank	Institution (Sole Property)	Government	
Local	985,105,788	4,514,644,388	106,336,489	15,354,000	5,179,152	5,626,619,817
GCC	53,530,880	1,377,951,353	0	0	0	1,431,482,233
Foreign	517,598,256	364,640,329	59,572,035	0	0	941,810,620
Total	1,556,234,924	6,257,236,070	165,908,524	15,354,000	5,179,152	7,999,912,670

### D. Shareholders owning 5 percent or more of the Company capital as at 31 December 2018

S/N Name	Number of shares held	Percentage of shares owned in the company capital
1 Meraas Leisure and Entertainment LLC and associated group	4,183,399,030	52.29%
2 Qatar Holding	878,314,541	10.98%
3 Kuwait Investment Authority	405,943,887	5.07%

### E. Shareholder Distribution based on size of ownership as at 31 December 2018

S/N Share ownership (shares)	Number of shareholders	Number of shares owned	Percentage of shares owned in the capital
1 Less than 50,000	1953	31,142,692	0.39%
2 From 50,000 to less than 500,000	1513	296,869,805	3.71%
3 From 500,000 to less than 5,000,000	622	817,470,109	10.22%
4 More than 5,000,000	88	6,854,430,064	85.68%

### F. Investor Relations

The Company is committed to a transparent and timely communication policy with its shareholders and wider investment community and has a dedicated Investor Relations department that reports into the Chief Financial Officer.

The Investor Relations department is responsible for handling all shareholder communication, ensuring timely disclosure of financial updates and material developments to the regulator, the market and its shareholders.

The department is also responsible for handling shareholder queries in a timely manner and to maintain the Investor Relations section of the Company website to ensure it is regularly updated to deliver timely and accurate disclosures.

During 2018, the Investor Relations department attended numerous regional and international investor conferences as well as hosted regular shareholder and analyst calls.

Investor Relations Officer details are as below:

Name: Marwa Gouda

Position: Director of Investor Relations

Email: IR@dxbentertainments.com

Phone: +971 4 820 0820

Website: www.dxbentertainments.com/investor-relations

## G. Special Resolutions

The Annual General Assembly meeting of the Company was held on Wednesday, 25 April 2018 at which the following special resolutions were passed:

A) In accordance with Article (152) of the Federal Commercial Companies Law No. (2) of 2015 and Article (15) of the Resolution No (7 R.M) of 2016 Concerning the Standards of Institutional Discipline and Governance of Public Shareholding Companies, approved entering into a related party transaction with the Company's majority shareholder for the issuance of convertible bonds to Meraas Holding (L.L.C), a limited liability company, in its capacity as shareholder in the Company by 0.48 percent and Meraas Leisure and Entertainment L.L.C, a limited liability company in its capacity as shareholder in the Company by 51.82 percent, pro rata to their shareholding percentage in the share capital of the Company in accordance with the following terms:

- i. Convertible bonds amount: up to AED 1.235 billion
- ii. Coupon rate: 8 percent per annum, compounded quarterly – to be added to the value of the convertible bonds and either converted into shares or repaid at maturity
- iii. Collateral/ranking: unsecured, subordinated to senior debt
- iv. The bondholders will have the right to subscribe for the principal amount in up to three (3) tranches over a six (6) month period after the initial issuance date
- v. Strike price: AED 1.04 per share
- vi. Tenor and maturity: from the issuance date (to be determined following SCA approval) and maturing on 30 June 2026
- vii. Conversion period: the time period beginning 1 January 2021 and ending 30 June 2026

B) In relation to (A) above, approved the issuance of the Company's convertible bonds for a total value of up to AED 1.235 billion and delivering such convertible bonds to Meraas Holding LLC and Meraas Leisure and Entertainment LLC whereby the Company shall issue and deliver to Meraas Holding LLC bonds for the value of up to AED 12,350,000 while bonds for the value of up to AED 1,222,650,000 shall be issued and delivered to Meraas Leisure and Entertainment LLC. The issued bonds shall be all convertible into shares in the Company in accordance with the terms and conditions of issuing such bonds.

C) In relation to (A) above, approved the terms and conditions of the Company's convertible bonds announcement and for the Company to enter into all documents and agreements related to the issuance of the Company's convertible bonds.

D) In relation to (A) above, approved granting Meraas Holding LLC and Meraas Leisure and Entertainment LLC in their capacity as the bondholders the irrevocable right to convert the bonds into shares in accordance with the terms and conditions provided in the Company's convertible bonds terms and conditions announcement without the need for any future approvals from the general assembly of the Company for the conversion process along with authorising the Board of Directors to facilitate the capital increase process.

E) In relation to (A) above, approved authorising the Board to execute the issuance of the convertible bonds in relation to the shares of the Company and authorise and delegate any of the authorised signatories of the Company or the Chief Financial Officer to (solely) represent the Company and to sign on its behalf and enter into documents, contracts and agreements in relation to the issuance of the Company's convertible bonds and to deal with all the competent authorities, including but not limited to, Dubai Economy, Notary Public, Securities and Commodities Authority and Dubai Financial Market.

## H. Company Secretary

Tessa Lee has taken the role of Board Secretary since 25 October 2017, and retains her position as secretary of the company until 31 December 2018.

## I. Material Events

### February

- Appointment of Chief Business Support Officer

DXB Entertainments PJSC appointed Mr. Waseem Hassan as Chief Business Support Officer.

### March

- Resignation of a member of the Board of Directors.

On 25 of March, the Company announced that Mr. Edris Alrafi resigned from the Board of Directors.

### April

- Dubai Parks and Resorts and Dubai Airports sign exclusive agreement to feature the theme park destination in Dubai.
- The second annual Big Day Out set a new record in daily visitation, with over 36,000 visits recorded on the 20 April 2018
- At the General Assembly held on 25 April 2018, shareholders approved issuing convertible bonds amounting up to AED 1.235 billion to the Company's majority shareholder, Meraas.

## June

- Emirates Airline partners with Dubai Parks and Resorts for an exclusive pass.

## July

- Dubai Parks and Resorts and Roads & Transport Authority's Dubai Taxi Corporation launch a joint campaign to enrich Dubai's visitors' travel itinerary.
- On 18 July 2018 the Board of Directors passed a resolution for the enhancement of Bollywood Parks™ Dubai.

The plan includes increasing the number of rides, with a special focus on smaller family-friendly rides as well as enhancing the theming and entertainment within the park.

- The Board of Directors mandated management to evaluate DXB Entertainments' future development plans and capital deployment to ensure value for shareholder through prudent financial management.

## August

- Dubai Parks and Resorts signs strategic partnership with leading Chinese payment gateway UnionPay.
- Resignation of a member of the Board of Directors

On 8 August, the Company announced the resignation of H.E. Abdulla Al Habbai from the Board of Directors.

## September

- Dubai Parks and Resorts wins two awards at Time Out Dubai Kids Awards 2018.

## October

- Bollywood Parks™ Dubai introduces 11 new shows with a new lineup of performances from various regions of the Indian subcontinent.

## J. Emiratisation

As at 31 December 2018, DXBE employed 1,963 employees, of which 136 are UAE nationals, comprising 7 percent of DXBE's staff. Close to 25 percent of the senior executive management team is composed of UAE Nationals, including the CEO, Deputy CEO and Chief Commercial Officer.

UAE national entity-wise	Total
DXBE Hospitality	4
DXBE Corporate	30
DXBE Theme Park	102
Total UAE nationals	136
UAE national percentage	7%

## K. Innovation projects and initiatives during 2018

The Company did not launch any innovation initiatives during 2018. However, it remains committed to providing innovative park services to its guests. The Company launched an employee engagement programme targeting innovation across the Company, under the title FIKRA™.

Dubai Parks and Resorts, the largest integrated theme park in the region, won two awards at the Time Out Dubai Kids Awards for 2018. MOTIONGATE™ Dubai won in the "Best UAE Theme Park" category and LEGOLAND® Water Park won in the "Best Water Park in the UAE" category for being the only UAE water park designed specifically for kids.



### Abdul Wahab Al-Halabi

Chairman of the Board of Directors

DXB Entertainments PJSC

Date: 27 March 2019



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