





Table of contents

Subject	Page
1. Overview	04
2. Share Dealing	06
3. Formation of the Board of Directors	07
Structure	07
Statement of female representation proportion	13
Statement for not nominating any females to the membership of the Board of Directors	13
Statement of the following:	13
Total remuneration paid to the Board of Directors for 2015	13
Proposed total remuneration to the Board of Directors for 2016	13
Detailed statement of meeting attendance allowances for the Board of Directors and its committees	14
Number of Board meetings held in 2016	14
Statement of the functions and terms of the Board of Directors carried out by Executive Management as delegated by the Board of Directors	15
Transactions with related parties	15
Our organisational structure	16
Statement of the Executive Management Compensation	21
4. External Auditor	23
Overview of external auditor	23
Statement of fees, costs and services provided by all external auditor firms in 2016	23
5. The Audit Committee	24
Members of Audit Committee and a statement of their tasks	24
Statement of date and number of meetings held in 2016	25
6. The Nomination and Remuneration Committee	26
Members of the Nomination and Remuneration Committee and a statement of its tasks	26
Statement of date and number of meetings held in 2016	27
7. The Investment Committee	28
Members of the Investment Committee and a statement of their tasks	28
Statement of date and number of meetings held in 2016	29
8. Insider Transactions Supervision Committee	30
9. Internal Control	31
The role of the Board of Directors in internal control	31
Name and qualifications of Internal Control Department Head	32
Name and qualifications of Compliance Officer	32
How internal control management addresses a serious issue	32
10. Violations	34
11. Contribution to Sustainability and Community Engagement	36
12. General Information	39
Performance of the company's shares in the market in 2016	39
Performance of the company's shares, compared with the general market index and the telecom sector's index in UAE for 2016	40
Breakdown of ownership of public shareholders as of 31/12/2016	42
Statement of shareholders who own 5% or more of the company's capital as of 31/12/2016	42
Statement of distribution of shareholders according to the size of the property as of 31/12/2016	43
Statement of actions that have been taken to regulate shareholder relations	43
Statement of decisions presented at the General Assembly in 2016 and actions taken thereon	44
Statement of core events that the company experienced in 2016	44

1. Overview

As a business committed to delivering value, we recognise that good governance is the foundation to delivering long-term benefits for all of our stakeholders. Throughout 2016, our Board of Directors worked hard to develop a number of frameworks that focus on the continuous improvement of our operations. Ensuring our business is focused on efficiency allows us to protect the success we have built whilst helping us achieve the UAE's vision of a strong, innovative, technology-driven economy.

Our commitment to delivering best practice means we also aim to exceed the regulatory limits for compliance. We believe this protects and adds shareholders' value and develops trust with our stakeholders. As such, we continually monitor best practice in the field of governance both regionally, and internationally, to ensure we are always up to date with developments in this area.

Corporate Governance is the central mechanism for delivery of our values and principles, proving structures and practices that aim to protect the interests of the company and its stakeholders by guaranteeing transparency and accountability. Our commitment to governance is delivered throughout our organisation and as such, we reinforce the culture of solid business ethics across our departments and employees.

In line with the administrative decision of the Securities and Commodities Authority (SCA) Board of Directors No. (7/R.M) 2016, regarding the institutional discipline standards and governance of public joint stock companies, we reviewed all of our governance policies to ensure our compliance. Furthermore, we studied international best practice and implemented a range of elements that complement the governance of our business and culture.

During the year, to preserve and protect our shareholder's equity, we continued to evolve our corporate governance practices, through regular review of our processes, being mindful of any regulatory developments in the global market.

In 2016, we reviewed the governance framework related to our Board of Directors, ensuring that our Board is able to carry out its responsibilities effectively. We also encouraged our Board of Directors to fully participate in governance activities to ensure their performance is in the best interest of the organisation. Furthermore, to allow our shareholders and stakeholders to openly share their opinions, we opened a number of channels of communication with the Board.

We believe in the importance of identifying and nurturing future leaders, those from within our organisation, and also those we recruit externally. As such, we have completed a formal review of our succession plan ensuring that each position is filled by the most qualified and experienced individual the role can accommodate.

We seek to continually evolve our methods of communicating with our stakeholders to ensure that all those related to our business are kept up to date in a timely and efficient manner. This means ensuring proper disclosure of our financial situation in quarterly statements to shareholders, investors and the wider public.

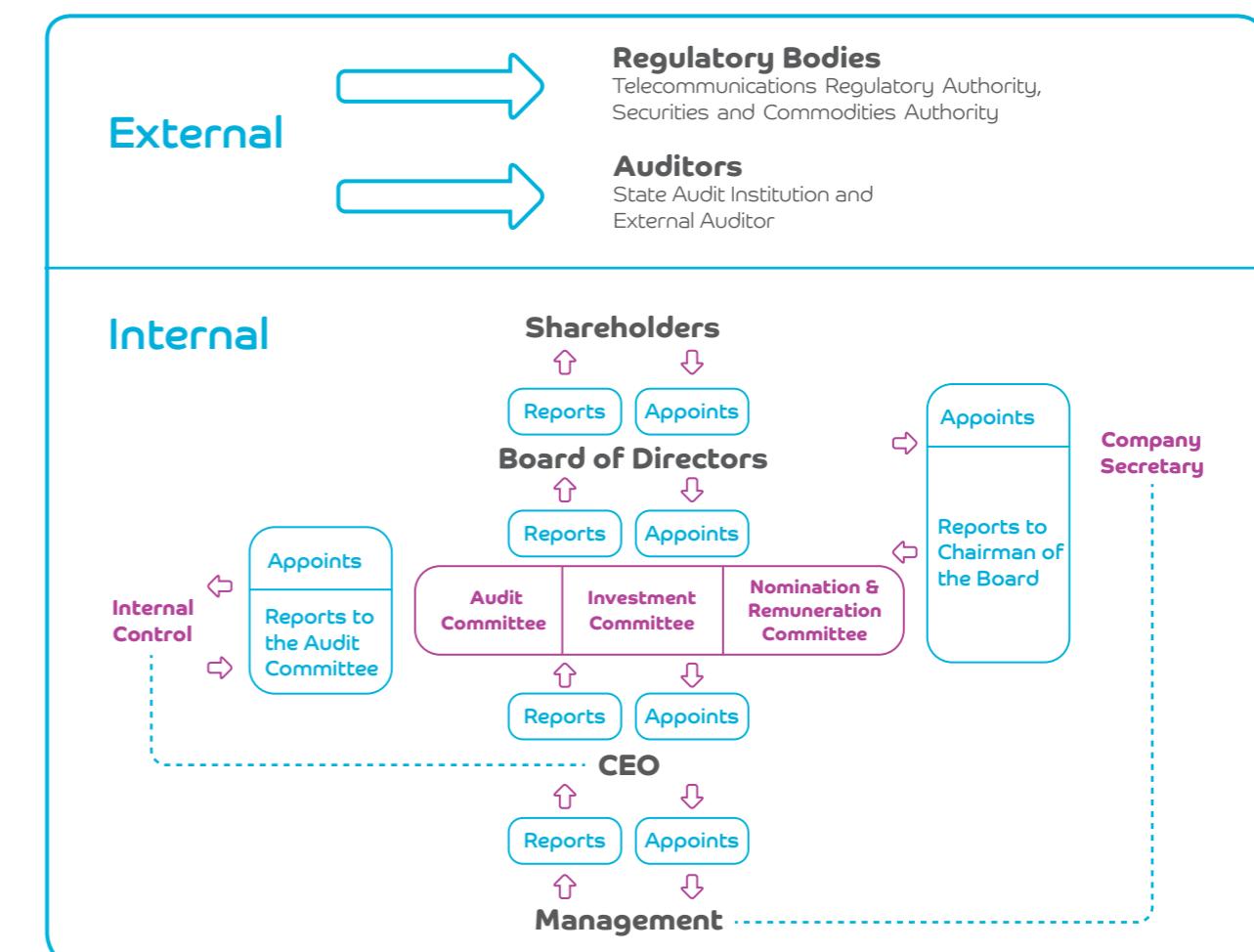
In addition, as ever, we continue to strengthen our decision-making process, to ensure we act in a truly socially considerate way. We are conscious of the society around us and the part we play in it. For example, we strive to be a fair and accountable employer, one that places parity and equality at its core, championing our senior women to progress and lead our teams.

In 2016, we facilitated a number of workshops for our Board of Directors and Executive Management team, bringing them together to discuss the future of our business in the context of developments in governance best practice.

One of these workshops focused on long-term strategy and digital technology in the telecommunications sector. This event was supported by Deloitte who offered solutions that would enhance our governance practices and overall performance.

The effectiveness of our governance model relies on the distribution of duties and responsibilities amongst shareholders, management and directors.

including the Board of Directors and Committees as illustrated in the chart below.



2. Share Dealing

Our share dealing policy applies to all individuals working for us or any of our subsidiaries, at all levels and grades, including members of the Board of Directors, Executive Management, senior managers, and other employees. The policy also extends to all third parties who have access to critical information which may be share price sensitive due to a contractual relationship with us or a subsidiary,

or a personal relationship with an employee. All parties are required to commit to the policies regarding share dealing of the company, which include a statement of default consequences in the event of non-compliance with the policy.

There were no trades by Board members or their first degree relatives during 2016.

3. Formation of the Board of Directors

Our Board of Directors dedicates its efforts and experience to the advancement of the company's performance, in line with shareholder and key partner aspirations.

Specified governance reporting and discussions are delegated to the Board Committees which have been formed in accordance with the Code of Corporate Governance and as otherwise considered necessary or appropriate by the Board. Each Board Committee reports their recommendations to the Board of Directors, upon which the Board members have the authority to individually vote in order to reach a democratic decision on the basis of the recommendations.

3.1 Structure

In accordance with the Articles of Association, the Founder shareholders - Emirates Investment Authority, Emirates International Communications Company LLC and Mubadala Development Company - have the right to jointly appoint eight members of the Board.

The remaining two members are elected by public shareholders through cumulative voting in the General Assembly every three years.

All members of our Board are non-executives. The Board consists of eight independent non-executive members and two non-executive members.





Ahmad Bin Byat
Chairman
(Non-Executive)

First Appointment
21/12/2005

Representing
Emirates International
Telecommunications LLC

Ahmad Bin Byat is one of UAE's most respected and successful corporate leaders, renowned for his business acumen and visionary leadership. As a senior figure in many of the UAE's leading organisations, he plays a key role in spearheading the country's drive towards the creation of a knowledge-based economy.

His educational background, leadership qualities and technology skills have made him a highly resourceful and inspiring corporate leader.

He is currently the Vice Chairman and Managing Director of Dubai Holding,

a global investment holding company, which operates in 24 countries from around the world.

Additionally, he holds several other positions in leading organisations including:

- Director General of Dubai Creative Cluster Authority
- Member of the Board of Trustees of Mohammed Bin Rashid School of Government
- Vice Chairman of Zayed University
- Board Member of Dubai Future Foundation
- Board Member of Dubai Free Zone Council



Khaled Balama
Vice Chairman
(Independent Non-Executive)

First Appointment
17/3/2015

Representing
Emirates Investment
Authority

Khaled Balama has enjoyed a successful professional career of over 25 years, during which he held various executive roles in prestigious organisations.

He holds a Bachelor of Science in Finance from Indiana University (USA), as well as being a Chartered Financial Analyst (CFA) since 1995.

Beyond his role as Executive Director of the Real Estate Department at Abu Dhabi Investment Council, which he has held for almost a decade, Khaled Balama also holds the following positions:

- Board Member of the Central Bank of the UAE
- Board Member of the General Pension and Social Security Authority



Saeed Al Yateem
Board Member
(Independent Non-Executive)

First Appointment
21/12/2005

Representing
Emirates Investment
Authority

Saeed Al Yateem is a high ranking UAE government official with over 20 years of experience in public service.

He holds a Bachelor's degree in Political Science from the College of Economic and Administrative Sciences at United Arab Emirates University.

As the current Assistant Undersecretary of Budget and Revenues Affairs at the Ministry

of Finance, he is responsible for the supervision of the UAE Federal Government Budgeting process and performance.

In addition to his role at the Ministry of Finance Saeed Al Yateem holds the following positions:

- Board Member of the Arab Fund for Economic and Social Development
- Board Member of Etihad Rail



Abdullah Al Shamsi
Board Member
(Independent Non-Executive)

Abdullah Al Shamsi is a prominent Emirati businessman with a wealth of experience in various industries.

He holds a Bachelor's Degree in Finance and Economics from New York University (USA).

He currently holds the following position:

- Board Member of Dubai Islamic Bank



Ziad Galadari
Board Member
(Independent Non-Executive)

First Appointment
14/3/2007

Representing
Public Shareholders

Ziad Galadari is the Founder and Principal of Galadari Advocates & Legal Consultants and has been practicing as an Advocate, Legal Advisor and Arbitrator since 1983.

He obtained a law degree from the UAE University.

Ziad Galadari is the Chairman of Galadari Investments LLC. and a member of the Board of Directors for Dana Gas.

He also holds a number of other positions including:

- Member of the Board of Directors of the Dubai World Trade Centre
- Member of the International Bar Association
- Member of the Chartered Institute of Arbitrators
- Tribunal Panel of the Dubai Technology and Media Free Zone



Mohamed Al Suwaidi
Board Member
(Independent Non-Executive)

First Appointment
27/8/2012

Representing
Emirates Investment Authority

Mohamed Al Suwaidi has significant experience serving as a Board Member for several organizations in the UAE.

He holds a Bachelor's Degree in accounting from the United Arab Emirates University.

Mohamed Al Suwaidi is currently the Executive Director of Asset Management at Emirates Investment Authority.

Previously, he has served as Executive Director of the Fixed Income Department at the Abu Dhabi Investment Authority 'ADIA'.

In addition, he holds the following position:

- Board Member of Arab Insurance Group 'ARIG'
- Board Member of Abu Dhabi Marina Real Estate Investment



Fadel Al Ali
Board Member
(Non-Executive)

First Appointment
10/3/2009

Representing
Emirates International Telecommunications LLC

Accomplished businessman Fadel Al Ali is recognised throughout the UAE for his expertise in corporate governance and strategic commercial roles.

He graduated from the University of Southern California (USA) with a Bachelor of Science in Industrial and System Engineering. He also holds a Certificate of Finance from the American University of Sharjah.

Beyond his role as Chief Executive Officer at Dubai Holding, he also holds the following positions:

- Chairman of Dubai International Capital
- Chairman of Dubai Group
- Board Member of the Dubai Financial Services Authority (DFSA)
- Board Member of Dubai Properties Group
- Board Member of Dubai Institute of Design and Innovation



Hana Al Rostamani
Board Member
(Independent Non-Executive)

First Appointment
25/5/2013

Representing
Emirates Investment Authority

Hana Al Rostamani has more than 15 years of experience in the field of banking and financial services.

She has a Master's Degree in Information Management from the George Washington University (USA), and has also completed a Certificate in Bank Card Management from Visa International Association and the U.K. Chartered Institute of Bankers.

Hana Al Rostamani is currently the Head of Consumer Banking at First Gulf Bank, a leading financial institution in the UAE.

She also currently holds the following positions:

- Chairperson of the Board of Aseel Finance Company
- Vice Chairman of Emirates Institute for Banking and Financial Studies



First Appointment
23/12/2015

Representing
Mubadala Development Company

Homaid Al Shimmari
Board Member
(Independent Non-Executive)

Homaid Al Shimmari is the Chief Executive Officer of Aerospace & Engineering Services at Mubadala. He is driving forward the strategic vision and plans for developing technologically advanced industries within Abu Dhabi and the UAE.

He graduated with a Bachelor of Science in Aeronautical Engineering from Embry Riddle Aeronautical University (USA), and holds a black belt in Six Sigma from General Electric.

Homaid Al Shimmari also holds several other positions in several prominent organisations including:

- Chairman of Emirates Defence Industries Company (EDIC)
- Chairman of Maximus Air Cargo
- Chairman of Abu Dhabi Autonomous Systems Investment (ADASI)

- Chairman of Abu Dhabi Ship Building
- Board Member of Mubadala Petroleum
- Board Member of Abu Dhabi Aviation, Royal Jet, and AerCap Holdings
- Board Member of the UAE University
- Chairman of the Advisory Board of Etihad Airways Engineering LLC
- Board Member of SR Technics
- Board Member of Masdar
- Board Member of Global Foundries Inc
- Chief Executive Officer of Aerospace & Engineering Services at Mubadala
- Member of the Investment Committee at Mubadala



First Appointment
18/12/2013

Representing
Mubadala Development Company

Masood Mahmood
Board Member
(Independent Non-Executive)

Masood Mahmood brings with him a wealth of experience having served on the boards of several companies from financial, industrial and manufacturing industries as well as the real-estate sector.

He graduated with a Bachelor of Science degree in Computer Systems

Engineering from Boston University (USA), and holds an MBA in Finance from McGill University (Canada).
Masood Mahmood is the Chief Executive Officer of Yahsat.

- He also holds the following position:
- Board Member of Yahlive, a joint venture of Yahsat & SES

3.2 Statement of female representation proportion

Gender diversity contributes to a balanced composition of the boardroom. Also the inclusion and participation of women throughout business operations contributes to the quality and effectiveness of our Board's decisions. As such, we are happy to report a 10% female representation on our Board of Directors.

3.3 Statement for not nominating any females to the membership of the Board of Directors

In 2016, we did not open nominations for membership of the Board of Directors.

3.4 Statement of the following:

3.4.1 Total remuneration paid to the Board of Directors for 2015

In 2016, the General Assembly agreed that the Board of Directors' remuneration for 2015 should amount to a total of AED 9,656 million. This sum will be distributed to all members of the Board of Directors according to the agreed policy outlined in 2015.

3.4.2 Proposed total remuneration to the Board of Directors for 2016

Board of Directors remuneration encourages the retention of the board of directors' members. In 2016 we appointed Willis Towers Watson, a leading global advisory firm, to conduct an analysis of structure of our Board of Directors and the level of remuneration for its members. This is in line with Securities and

Commodities Authority (SCA) item number 7, 2016 relating to the delegation of management when considering the cancellation of remuneration for attending Board of Director meetings.

The study included an examination of the Directors remuneration policy and its division into several key components, including the method for determining a lump sum for each member and additional amounts linked to presence in meetings. It also studied participation and/or chairmanship of the member in Board Committees.

A new board remuneration framework has been introduced in 2016 and it relies mainly on board members retention fees. The new framework will be implemented in 2017.

The Nomination and Remuneration Committee reviews attendance and performance of Directors and Committee members in applicable meetings, and submits its recommendations to the Board. Upon approval by the Board, the final recommendation for aggregate Board remuneration is submitted for approval by the shareholders' vote at the General Assembly.

At the General Assembly in 2017, the Board will propose an amount of AED 8,561,528 to be distributed to all members of the Board of Directors as remuneration for 2016.

3.5 Detailed statement of meeting attendance allowances for the Board of Directors and its Committees:

Name	Attendance allowances for the Board's Committees sessions		
	Committee name	Allowance amount	Number of meetings
Khaled Balama	Nomination & Remuneration Committee	105,000	5
Hana Al Rostamani	Audit Committee and Investment Committee	273,000	13
Masood Mahmood	Investment Committee	168,000	8
Ziad Galadari	Nomination & Remuneration Committee	126,000	6
Fadel Al Ali	Audit Committee and Investment Committee	273,000	13
Saeed Al Yateem	Audit Committee	147,000	7
Abdullah Al Shamsi	Investment Committee	189,000	9
Mohamed Al Suwaidi	Investment Committee and Nomination & Remuneration Committee	273,000	13

3.6 Number of Board meetings held in 2016

The Board of Director meetings are held in the presence of the majority of its members. In the fiscal year ending on 31/12/2016, a total of seven Board meetings were held.

Board meetings are held following written invitation from the Chairman or upon the written request of two members of the Board or either of its Committees.

The invitation and the agenda are sent to the members at least a week ahead of schedule, and details of the

issues and the decisions made during the meeting are recorded as minutes, taking into account any member's opinions or dissenting views that are expressed during the meeting.

Any related party transactions or conflicts of interest are declared at the beginning of each meeting, recorded in the minutes of the meeting and approved by the members present, thus ensuring that the member relevant to that resolution is excluded from voting.

Board meetings dates and attendance of the members of the Board:

Meeting Number	Date	Absence
Board Meeting 1	29/2/2016	None
Board Meeting 2	25/4/2016	Hana Al Rostamani
Board Meeting 3	31/5/2016	Homaid Al Shimmari Proxy was given for Masood Mahmood
Board Meeting 4	28/7/2016	Khaled Balama Proxy was given to Mohamed Al Suwaidi
Board Meeting 5	28/9/2016	Hana Al Rostamani
Board Meeting 6	31/10/2016	Saeed Al Yateem, Hana Al Rostamani Proxy was given to Khaled Balama
Board Meeting 7	14/12/2016	Hana Al Rostamani, Homaid Al Shimmari Proxy was given to Masood Mahmood

3.7 Statement of the functions and terms of reference of the Board of Directors carried out by Executive Management as delegated by the Board of Directors

Responsibilities held and exercised by the Board of Directors are in line with administrative decision of the Securities and Commodities Authority (SCA) Board of Directors No. (7/R.M) 2016. Our Board is responsible for carrying out these functions but may delegate them to the relevant Committee or to Executive Management, in writing. In the case of delegation, they have clear instructions on how this delegation can be authorized and the relevant limitations. The Board has agreed matters reserved for the Board and its corresponding Committees within its Board Charter. During 2016, the Board did not delegate any of its duties or functions to the Executive Management.

3.8 Transactions with related parties

Related party transactions include those involving any persons who have authority or influence over our operational and financial decision making, either directly or indirectly. They can present potential or actual conflicts of interest for our company and may create the appearance that business decisions are based on considerations other than the best interests of our company and its shareholders.

There are specific cases where transactions conducted with a related party can be considered in the best interest of the company and its shareholders, and hence we adopted our related party transactions policy to provide a sound framework for the review and approval of these transactions.

We allow specific consideration for related party transactions that do not reach 5% of the asset value of the company.

However, for any related party transactions that exceed 5% of the asset value of the company, it is important that the related party is not provided with voting rights pertaining to decisions of both the Board (if s/he is a member) and the General Assembly (if s/he is a shareholder).

When a transaction with related parties concludes, the Chairman of the Board will notify the Securities and Commodities Authority with the content of the data and information related to the transaction. This sets the conditions for the transaction to ensure it is fair, reasonable and in favour of the shareholders of du.

The total value of transactions with related parties:

Related parties	Thousand dirhams
Axiom Telecom (LLC) - Accredited distributor - Net sales	2,149,557
Khazna Data Center - Rent and services	66,648
TECOM Investments Free Zone (LLC) - Rent and services	36,933
TECOM Investments Free Zone (LLC) - Infrastructure cost	14,821
Injazat Data Systems (LLC) - Data centre rental and related services	9,239

3.9 Our organisational structure

Our Executive Management is responsible for the day-to-day running of our business. The team is managed by our Chief Executive Officer (CEO), who is in charge of the operations of the company. The CEO drives the development of our company to improve its performance and the value for our shareholders.

The CEO, along with the rest of our Executive Management team, reports to the Board of Directors to follow up recommendations and implement strategies, policies and frameworks as proposed by the Board. On the following page are biographies of our Executive Management team.





Osman Sultan
Chief Executive Officer

Osman Sultan, the founding CEO of Emirates Integrated Telecommunications Company PJSC-du, joined the company in January 2006. In less than a decade and under his leadership, du's annual revenue has exceeded USD 3.4 billion and boasts market share of 47%.

Sultan has over 30 years of experience spanning Europe, North America and the MENA region. Prior to du, Sultan set up and led another successful Middle Eastern telecommunications operator, Mobinil, where he achieved his vision of putting 'a mobile in the hands of everyone.'

Sultan's drive and acute business acumen has earned him several industry accolades, such as being included as one of the telecommunication industry's most powerful executives in the world on the GTB Power100 list. He has also mentored a generation of key telecom sector players, who have gone on to occupy leadership roles, many of them as CEOs across the world.



Farid Faraidooni
Chief Operations Officer

Farid Faraidooni, Chief Operations Officer, currently looks after Customer Operations, Network, IT Development and Operations, Technology Security and Risk Management, Products Engineering and Operations, Planning and Services. Prior to this, he held the roles of Chief Commercial Officer, Executive Vice President of Commercial and Executive Vice President of Corporate Affairs.

Before joining our company, Farid facilitated the implementation of technology infrastructure in TECOM Investments business clusters such as the Dubai Internet City, Dubai Media City, Knowledge Village, Dubai Healthcare

City and other business parks. In 2003, he was nominated by TECOM Investments in the Distinguished Government Employee category in the Dubai Government Excellence Program Awards.

Farid is currently member of the Board of Directors of Khazna Data Center Limited and was previously member of the Board of Directors of Interoute, one of Europe's largest private networks.



Fahad Al Hassawi
Chief Commercial Officer

In his role as the Chief Commercial Officer, Fahad is responsible for driving both sales and marketing across all business units to achieve the required revenues and increase the company's market share.

Prior to his current role, Fahad was the Chief Human Resources and Shared Services Officer at du. Before joining du, Fahad was the Vice President

of Human Resources at Emirates Airlines.

Fahad holds a Master's Degree in Industrial Engineering from the University of Miami (USA). He completed a Global Business Consortium Programme at London Business School in 2005.



Amer Kazim
Chief Financial Officer

Amer was named Chief Financial Officer in December 2013, and is responsible for overseeing all areas of our financial operations, including raising capital, financial strategy and providing both operational and programmatic support to the organisation.

Amer is a senior professional with almost twenty years of experience in finance. Prior to his current role, he was the Senior Vice President of Group

Services at Dubai Airports, where he played a leading role in shaping the organisation's long-term business strategy. Amer also previously spent eight years with Emirates Airline where he held various positions including Senior Vice President of Finance.

**Ibrahim Nassir****Chief Human Capital and Administration Officer**

Ibrahim was appointed Chief Human Capital and Administration Officer in 2013, and is responsible for managing our human resources function and implementing best practices in training and development, manpower planning and business excellence.

Prior to his current role, Ibrahim worked as the Director of Human Resources for the UAE and Overseas at Al Futtaim

Automotive, where he managed the HR function for all 10 companies within the automotive division, and was also the Executive Vice President, Human Resources, Organisation Effectiveness and Corporate Services at Dubai Aluminium Company Limited.

**Carlos Domingo, PhD****Chief New Business and Innovation Officer**

Carlos Domingo was promoted to Chief New Business and Innovation Officer in June 2016. He is responsible for the development of all our big data and new product and service initiatives including all digital, smart city initiatives, du TV, and advancements to our digital channels and mobile app.

Prior to du, Carlos was Chief Product and Business Development for Etihad Etisalat (Mobily) where he managed

product development, digital services, alliances and partnerships and business intelligence and analytic. Previously, he spent eight years at Telefonica as CEO of Telefonica R&D and the CEO for New Business and Innovation for Telefonica Digital. He holds a PhD in computer science.

**Ananda Bose****Chief Wholesale and Corporate Affairs Officer**

Ananda is a senior professional with over 20 years' experience working in consulting firms and telecommunications operators, handling diverse areas including finance, strategy, information technology, wholesale, regulatory affairs, legal and project management.

Ananda has been working in the telecoms industry since 2003, and prior to this he worked in global

management consultancy firms including Arthur Andersen, Ernst & Young and Coopers & Lybrand.

In his current role, Ananda is responsible for the Wholesale and Corporate Affairs department, which includes International and National Wholesale, Procurement, Legal, Regulatory Affairs, Risk Management and Investments.

3.10 Statement of the Executive Management Compensation

The following table lists the appointment dates of the members of the Executive Management of

our company, their current positions, and their remuneration at the publication date of this report:

Position	Date of appointment	Total salaries and allowances paid for the year 2016 (AED)	Other Cash Bonuses paid in 2016 (AED)	Total remuneration paid for year 2016 (LTI*) (AED)
Chief Executive Officer	1-Jan-06	4,669,146	8,745,570	11,161,892
Chief Commercial Officer	23-Apr-06	2,063,370	1,681,582	435,933
Chief Operations Officer	1-Jan-06	2,076,258	1,696,105	435,933
Chief Financial Officer	8-Dec-13	2,036,820	1,651,486	N/A
Chief Human Capital & Administration Officer	26-May-13	1,888,200	1,484,172	107,207
Chief Wholesale and Corporate Affairs Officer	1-Jan-06	1,923,768	1,524,176	435,933
Chief New Business and Innovation Officer	19-Apr-15	1,648,200	1,162,800	N/A

*The LTI payout is based on 2013 grant payout (1/3)

- Remuneration and bonuses are subject to our company's performance and calculated based on the individual's performance within a specific framework. The final decision is then approved by our Board of Directors.

- The remuneration evaluation and approval process for all members of the Executive Management team is currently under review. Bonuses for 2016 will be announced once the decision has been approved.

du core

Profitable Growth

Digitalization

Optimization & Efficiency

Monetization of Innovations



4. External Auditor

4.1 Overview of external auditor

PricewaterhouseCoopers (Dubai Branch) (PwC) was appointed as the company's external auditor for the fiscal year 2016. It is one of the largest legal auditing firms, with operations across 154 countries.

It has been present in the Middle East for nearly 43 years and in the UAE for over 27 years. It specialises in the field of legal auditing, business consulting and taxation.

4.2 Statement of fees, costs and services provided by all external auditor firms in 2016:

External Auditor	Service	Value (AED)
Deloitte & Touche (M.E.)	Consultancy - Corporate Control Framework	1,516,001
	Due Diligence Services	85,715
	Total	1,601,716
Ernst & Young Pvt. Ltd.	Accounting Services	94,500
	Total	94,500
KPMG	Consultancy - Assets Transformation Project	2,116,267
	Whistle-blowing Reporting	75,000
	Technical Audit Review	293,880
	Total	2,485,147
PwC (Dubai Branch)	Statutory Audit Fees - 2016	1,120,000
	Statutory Audit Fees - Financial Statements Arabic Translation	45,000
	Professional Fees Capital Reduction	15,796
	Consultancy - Investigation Services	170,447
	Due Diligence Services	440,820
	Audit Services Subsidiaries up to the year 2015	242,451
	Total	2,034,514
PwC (Singapore Branch)	Audit Services	44,464
	Taxation Services	5,558
	Other Services	13,897
	Total	63,919

Statement of annual fees paid to external auditor of the company for statutory audit:

External auditor	Year	Fees (AED)
PwC	2014	1,050,000
PwC	2015	1,120,000
PwC	2016	1,120,000

5. The Audit Committee

5.1 Members of the Audit Committee and a statement of their tasks

The Audit Committee members are Hana Al Rostamani (Chairman), Fadel Al Ali and Saeed Al Yateem.



Hana
Al Rostamani



Fadel
Al Ali



Saeed
Al Yateem

Key roles and responsibilities of the Audit Committee include:

- Audit financial policies and procedures, and monitor the accuracy of the annual and provisional financial reports. In addition, the Committee advises on the regulations related to listing companies and the timings of an IPO, as well as other legal requirements needed for conducting financial reports.
- Review and report to the Board of Directors on the auditing system and the method of conducting the auditing process to ensure its absolute independence. The Committee meets the external auditor to discuss the auditing scope, planned procedure and level of auditing effectiveness, as per the International Standards on Auditing (ISA).
- Review the external auditor letter and corresponding action plan, assuring the timely response of the Board of Directors and Executive Management on clarifications and core issues.
- Review and monitor the company's financial applications, internal control, and risk management activities and discuss the
- performance of the internal control department with the Board, to guarantee the delivery of an effective internal control system.
- Investigate the results of the internal control procedures authorized by the Board of Directors, or upon the Committee's orders following Board approval. Examine the auditor's assessment of the internal control procedures to ensure coordination between both internal and external auditing departments. Ensure provision of necessary resources to action the internal control management system and monitor the resulting performance.
- Examine reports generated by the Internal Control Department and follow up on the application of any required corrections to these reports.
- Set rules and regulations which allow the employees to track any potential illegalities in the financial report of the internal control system. Accordingly, instruct an independent investigation to evaluate any illegal actions alongside monitoring the company's professional conduct.

- Review the transactions between the company and related parties to ensure there is no conflict of interest. Offer recommendations to the Board of Directors before closing any deal. The committee also guarantees the application of the set of regulations for each party and its validities which are approved by the Board of Directors.
- Present reports and recommendations to the Board of Directors regarding the matters mentioned above.
- The Board has authorized the Audit Committee to manage the governance of du and review its policies.

5.2 Statement of date and number of meetings held in 2016:

Meeting Number	Date	Absentees	The objective
Audit Committee No. 1	16/2/2016	Khaled Balama	Financial Statements
Audit Committee No. 2	23/3/2016	None	Review of Internal Audit
Audit Committee No. 3	25/4/2016	Hana Al Rostamani	Financial Statements
Audit Committee No. 4	28/7/2016	None	Financial Statements
Audit Committee No. 5	28/9/2016	Hana Al Rostamani	Review of Internal Audit
Audit Committee No. 6	31/10/2016	None	Financial Statements
Audit Committee No. 7	8/12/2016	None	Review of Internal Audit

- Board Committees were restructured on 27/2/2016.

6. The Nomination and Remuneration Committee

6.1 Members of the Nomination and Remuneration Committee and a statement of their tasks

Members of the nomination and the remuneration committee are: Khaled Balama (Chairman), Ziad Galadri and Mohamed Al Suwaidi.



Khaled
Balama



Ziad
Galadri



Mohamed
Al Suwaidi

Key roles and responsibilities of the Nomination and Remuneration Committee include:

- Set and review policies related to the nomination of the Board of Directors and the Executive Management. Ensure that the related policies enable balance between the number of male and female board directors. Actively encourage women's participation by facilitating equality programmes.
 - Organise and oversee the procedures for nominations to the Board of Directors as per the current approved laws and regulations.
 - Ensure the independence of the independent members. If the committee discovers that the condition of independence is not fulfilled by any Director who claims to be independent, it shall refer the matter to the Board of Directors, who in turn shall notify the affected Director by a letter to be sent by registered mail to the Director's registered address recorded in our company's files. This letter will detail the apparent reasons for his/her lack of independence.
 - Compose a set of policies for the remuneration, benefits and salaries of the Board of Directors
- for annual review. Ensure all remunerations and benefits offered to the Board of Directors are reasonable and facilitate the performance of the company. The same applies to the remuneration and benefits of the Executive Management.
- Annual review of the skills and requirements needed from the Board of Directors, creating a list of capabilities and qualifications that denote best practice for the Board of Directors. This should include the required time commitment that should be dedicated to the Board's roles and responsibilities.
 - Review the Board structure and report the Committee's recommendations. Advise on the company's requisite for qualifications of the Executive Management team and employees in order to qualify their selection.
 - Oversee the development of human resources policies and training programmes, and monitor their application.
 - The Board of Directors has authorized the Nomination and Remuneration Committee to look into the procedure of employment.

6.2 Statement of date and number of meetings held in 2016:

Meeting Number	Date	Absentees
Nomination and Remuneration Committee No. 1	29/2/2016	None
Nomination and Remuneration Committee No. 2	14/4/2016	None
Nomination and Remuneration Committee No. 3	31/5/2016	None
Nomination and Remuneration Committee No. 4	19/9/2016	None
Nomination and Remuneration Committee No. 5	27/10/2016	None
Nomination and Remuneration Committee No. 6	7/12/2016	None

- Board Committees were restructured on 27/2/2016.

7. The Investment Committee

7.1 Members of the Investment Committee and a statement of their tasks

The Investment Committee members are Masood Mahmood (Chairman), Mohamed Al Suwaidi, Hana Al Rostamani, Abdullah Al Shamsi and Fadel Al Ali.



**Masood
Mahmood**



**Mohamed
Al Suwaidi**



**Hana
Al Rostamani**



**Abdullah
Al Shamsi**



**Fadel
Al Ali**

Key roles and responsibilities of the Investment Committee include:

Review and approve our company's investment strategy, whether relating to core or non-core business, in accordance with the approved financial authority matrix.

This Committee also reviews our short-term and long-term strategies and provides recommendations to the Board relating to the company's annual budget. In addition, it reviews all of our investments to ensure value for our shareholders.

7.2 Statement of date and number of meetings held in 2016:

Meeting Number	Date	Absentees
Investment Committee No. 1	4/2/2016	Homaid Al Shimmari
Investment Committee No. 2	24/4/2016	None
Investment Committee No. 3	25/5/2016	None
Investment Committee No. 4	29/6/2016	None
Investment Committee No. 5	19/9/2016	None
Investment Committee No. 6	20/9/2016	Masood Mahmood
Investment Committee No. 7	5/10/2016	None
Investment Committee No. 8	6/11/2016	None
Investment Committee No. 9	14/12/2016	None

- Board Committees were restructured on 27/2/2016.

8. Insider Transactions Supervision Committee

The Audit Committee has always been responsible for the supervision of 'Insider Transactions', as authorized by the Board of Directors in accordance with international best practices. During the year, the Committee implemented a number of measures to protect our company's data.

Following the issuance of a resolution (7/R.M.) by Securities and Commodities Authority ('SCA'), which sets out new corporate governance rules and

corporate discipline standards for public joint stock companies, the Audit Committee formed a separate committee dedicated to overseeing and policing insider transactions from the board members.

The Auditing Committee also looks into validating the terms of 'The Committee of Insider Transactions Supervision', as well as implementing the ideal methodology for this new committee to report to the Audit Committee.



9. Internal Control

9.1 The role of the Board of Directors in internal control

- The Board of Directors has overall responsibility for ensuring effectiveness of the Internal Control system.
- The Board of Directors is responsible for ensuring that executive management decisions are implemented to guarantee an effective Internal Control system. This allows effective and efficient operations, accurate financial reporting, and compliance with laws and regulations.
- The Audit Committee has delegated authority and responsibility from the Board of Directors to oversee the following:
 - Annual review of our internal controls and systems to minimise risk that may impact our business objectives. The review process includes assessment of financial statements controls, operations and risk management.
 - Review procedures followed by our management in determining, evaluating and managing significant risks.
 - Drive our financial goals through the application and implementation of appropriate and effective controls.
 - Review and report the annual financial statements, accounting policy and practices to the Board.
 - Update changes that have occurred since the last revision pertaining to the nature and extent of the major risks and our ability to cope with external environment changes.
 - Review the nature of the regulatory activities that are being implemented on the risks and internal control systems, as well as the external audit processes.
 - Assess control system defects and prepare for potential emergency situations that may significantly affect our financial performance.
 - Outline and implement procedures that address the core control issues.
 - Review our compliance with applicable laws and regulations.
 - Review of our whistleblowing policy.

Internal control system process

Internal Control is broadly defined as a process designed to provide reasonable assurance regarding the achievement of objectives in the following categories:

- Effectiveness and efficiency of operations: Addresses our basic business objectives, including adherence to performance standards and the safeguarding of resources.
- Reliability of financial reports: Ensures that reliable financial statements and other financial information are presented to the Board, shareholders and Executive Management.
- Compliance with applicable laws and regulations: This element covers laws and regulations which our company is subject to in order to avoid any damage to reputation or fines/penalties.

The internal control system aims to establish, document, maintain and act consistently with the principles of the internal auditing policy. The system applies across all departments and all activities related to corporate governance and risk management.

Internal control management process

- Our control management process ensures that our procedures are appropriately designed and effectively applied in accordance with our company's annual strategic plan. This process is reviewed by the Audit Committee and approved by the Board of Directors.
- The Internal Control Department produces reports related to efficiency of the applicable internal control systems that are submitted to Executive Management and the Audit Committee. The reports include relevant suggestions and recommendations for improving the control systems.
- The department is not responsible for the development or maintenance of internal control systems, which fall under the responsibility of the authorised relevant department.
- Appointment of a compliance officer with clear and independent responsibilities to monitor compliance with laws, legislations and internal procedures.

- The Internal Control department supervises our activities and ensures its consistency with UAE law and all other internal and external regulations. It may also modify and update the procedures included in the compliance control system in order to ensure that we continue to meet the highest applicable standards.

9.2. Name and qualifications of the Internal Control Department Head

Internal Control Management is headed by Rashid Al Sheikh, a UAE National who is a member of the Audit Committee at the Dubai Foundation for the Aviation Industry. Rashid has over 17 years of experience in the area of financial operations including accounting, internal audit, finance and banking. He held several positions at the Department of Financial Control of the UAE government from 1998 to 2003, and holds a master's degree in accounting from the University of Miami in the United States.

9.3. Name and qualifications of the Compliance Officer

The Director of Internal Control Department is responsible for monitoring compliance functions in the company. He is responsible for the completion of the annual work plan to monitor compliance.

9.4. How internal control management addresses a serious issue

Internal control management achieves their tasks through the following five divisions:

- Financial Audit
- Operational Audit
- Violations
- Information Systems Audits
- Compliance

The Control department investigates serious issues through each of the five divisions according to the nature of the issue, providing the Executive Management and Audit Committee with effective recommendations and reporting on the follow up and resolution for each issue.

Enterprise Risk Management

We are committed to adopting, embedding and sustaining risk management as a core competency throughout the organisation. In doing so, we aim to enhance the performance of key activities, in an effort to protect its assets and enrich the organisation's ability to manage uncertainty, in achieving its key corporate objectives and goals.

We have developed our own holistic risk management framework, based on the global methodologies. These include the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and the International Organization for Standardization (ISO). These frameworks are consistent with due diligence, with commitment and with public policies adopted by the company.

We deploy a corporate-wide approach to the management of risks. Specifically, a comprehensive process is deployed to identify, analyse, evaluate and treat risks.

A systematic, structured and timely Corporate Risk Agenda is undertaken throughout the year for the Executive Management team to determine and evaluate the potential exposures facing our company.

This ensures that risk management is closely aligned with the company's strategic themes and objectives, reported to the Audit Committee and Board of Directors, and ensuring that action plans are in place to address the risks identified. The Corporate Risk Management function is accountable to the Audit Committee and the Board of Directors for developing, maintaining and implementing the Corporate Risk Management framework and communicating the key risks and recommendations for improvement on a quarterly basis.



10. Violations

Regulatory requirement violations committed over the fiscal year ending in 31/12/2016 were as follows:

Title	Date	Description	Actions Taken	Value (AED)
Violation Decision No. (2) of 2016	27/3/2016	Non-compliance with Directive No (1) of 2016.	The violation is related to non-compliance with the directive to implement hard caps on mobile data limits.	200,000
Violation Decision No. (5) of 2016	22/5/2016	Failure to comply with TRA's instructions to provide specific information.	Payment processed	100,000
Violation Decision No. (7) of 2016	6/7/2016	Breach of TRA's Mobile Number Portability (MNP) Instructions. TRA has assessed a financial penalty in the amount of Dirhams two hundred thousand (AED 200,000).	<p>du to immediately cease and desist all actions that involve:</p> <ul style="list-style-type: none"> Using information gained during the MNP process for marketing purposes; and/or Rejecting MNP porting requests for invalid reasons, where such reasons are known to be invalid at the time of rejection. <p>Payment of the penalty shall be made by du to TRA by the last working day in July 2016.</p>	200,000
Violation Decision No. (9) of 2016	20/7/2016	Non-compliance with TRA's Mobile Number Portability Instructions V 1.0.	<p>TRA instructs du, by no later than 12pm on 4/8/2016 to:</p> <ol style="list-style-type: none"> Pay the financial penalty of AED 200,000 within 30 calendar days from 19/7/2016. Refrain from invalidly rejecting porting requests. Avoid contacting any MNP customer (for marketing purposes related to mobile services) for a period of one month (measured from the last MNP activity relevant to the customer number). Close all open ports, permanently resolve du's technical issue(s) resulting in open ports and ensure its full compliance to the MNP regulatory framework. 	200,000

Title	Date	Description	Actions Taken	Value (AED)
Violation Decision No. (6) of 2016	25/5/2016	The violation is related to non-compliance with the directive to implement hard caps on mobile data limits (Directive No. 1 of 2016).	Hard caps have been implemented as requested.	200,000
Violation Decision No. (10) of 2016	14/8/2016	Failure to submit information to TRA within the required timeframe and non-compliance with the implementation of TRA's directive regarding retaining Mobile Consumer's Emirates ID copies.	Violation decision shared with relevant stakeholders.	200,000
Violation Decision No. (12) of 2016	24/8/2016	Failure to provide accurate and timely information during a national emergency situation.	Violation decision shared with relevant stakeholders.	400,000
Violation Decision No. (14) of 2016	31/8/2016	Non compliance with the RRMC/ERMC requirements*.	Violation decision shared with relevant stakeholders.	400,000
Violation Decision No. (16) of 2016	29/11/2016	<p>On 31/8/2016 TRA conducted an audit on du's database of mobile customers. During the audit visit, registration violations have been identified in both consumer and enterprise registration for which TRA has issued its Violation Decision No (16) of 2016 (VD). The VD includes:</p> <ul style="list-style-type: none"> A financial penalty of AED 400,000. Instructions to verify, correct, align etc. du's database of mobile customers (consumers and Enterprise) with requirements to provide feedback to TRA. 	<p>Noting that du's team who witnessed the audit is aware of TRA's findings, TRA is allowing du only until end of December to conclude relevant corrective actions. du to provide a confirmation of fulfilment of all included instructions in the VD by 2/1/2017.</p> <p>In case du does not comply with the above, TRA will consider this non-compliance to be a new violation and give du until 16/1/2017 to comply, then until 30/1/2017, then until 13/2/2017, and so forth.</p>	400,000
Violation Decision No. (17) of 2016	19/12/2016	Not implementing TRA's instructions in due date and providing conflicting information regarding MNMI change of Contract.	Business informed by the Violation Decision.	200,000

*Registration Requirement for Mobile Consumers/Electronic Registration for Mobile Consumers.

11. Contribution to Sustainability and Community Engagement

We continuously look at ways to promote innovation and responsibility across every aspect of our business. By proactively working towards reducing our environmental impact, ensuring that we foster a work environment enables growth and development, and contributing to our community, we are helping to form a happy society.

Throughout 2016, our sustainability initiatives enabled us to contribute to the country's development in a structured and beneficial way. During the year ended 31/12/2016, we paid AED 8,750,000 for various social contribution purposes.

Our Community

Throughout the year we introduced a number of significant initiatives that strengthened our contribution to the UAE community.

The Government recognised 2016 as the 'Year of Reading' and we supported this initiative by partnering with Arabic publishing company 'Kalimat' to provide a total of 11,900 books to be distributed across schools in the UAE. We also engaged in several volunteering activities to promote the spirit of reading. In addition, we made donations of AED 3 million towards HH Sheikh Mohammed's 'Reading Nation' campaign and donated five exclusive mobile numbers to the 'Reading Nation' fundraiser auction. The sale of these numbers resulted in AED 2.5 million for the campaign.

We launched our first ever Public Service Announcement (PSA) campaign, 'Post Wisely', addressing the dangers of oversharing information on social media channels. We wanted to raise awareness of how crime can be linked to sharing information online, promoting cyber safety across the community, not only for our customers. The adverts generated almost five million views on our YouTube channel and were shared widely across on social media.

Our association with BabNoor, an app that enables communication for special needs students with communication challenges, continued to produce positive improvement. In 2016, we completed phase 1 distributing 390 iPads enabled with the BabNoor

app and moved on to phase 2, whereby we committed to distribute 2,200 app licenses, 1000 of which have been distributed to various educational centers across the UAE.

The feedback from our partnership with BabNoor has been incredibly positive. Almost 88% of teachers rated the app highly in facilitating student-teacher interaction in the classroom and more than 88% of the students with autism using BabNoor are able to easily browse through the app in search for what they need.

Our Agent 055 programme continued to encourage college students to explore entrepreneurship throughout 2016. This is the first project of its kind offering an internship to expatriate students at a well recognised company. A Social Return on Investment (SROI) study of the inaugural batch demonstrated a social value of AED 3 created for each dirham invested in the programme. Student feedback also showed greater inclination towards starting their own business, and an increased in ability in business skills. A new batch of students were recruited for the second phase in October 2016, including 3 Emirati and 13 expatriate students.

We remain a strong supporter of wellness and fitness in the community. du Football Champions (duFC) had a very successful 2015/2016 season that resulted in one of the duFC Elite Team, Ahmad El Yamani, to train with Malaga CF. We also further developed our fitness platform by bringing du Tough Mudder – an 8KM and 16KM mud and obstacle course designed to test physical strength, stamina, and mental grit – to the UAE.

Our Ramadan campaign – Mawaed Al Rahman – continued to be one of our most successful community projects. Working alongside our staff, including senior management, 864 of UAE's residents joined in as volunteers to pack and distribute 12,300 boxes of essential Ramadan food ingredients to needy families across the Emirates. We also created 'Digital Fasting', a YouTube series promoting the concept of taking a break from digital devices during Ramadan. The series showcased the adventures of Emirati boy Omar Bin Haider who took on our challenge to 'go offline' between suhoor and iftaar.



12. General Information

Our People

We believe that our people are at the heart of our business, therefore, during 2016 we continued our efforts to ensure their well-being and continued development. As a result of this commitment, we secured our highest ever Gallup score for employee engagement (4.4).

In line with our commitment to lifelong learning and the development of a customer-centric culture, we have continued to develop our du University. Over the past twelve months 1588 of our employees participated in courses at the University, with an average of seven days training per person. We also launched the School of Technology, an additional arm of the University, that forms part of our strategy to transform our business for a digital future. Participant feedback from du University showed 99% satisfaction with the service offered, with 98% of students reporting that they are able to actively apply their new skills within their day-to-day role.

We believe that volunteering positively impacts employee engagement and team building and therefore we encourage our people to participate in the volunteering activities that we arrange for them. In 2016, our volunteering programme continued to grow from strength to strength, with 349 of our staff dedicating their time and skills towards bettering the community.

Our wellness initiatives continue to be a key part of our internal framework and participation reached its highest ever level. For example, 2016 saw the biggest ever participation in the Dubai Marathon with over 300 colleagues and family members running through the city, a 20% increase from 2015. We also launched our first ever women's-only wellness day, attended by 140 employees, over 25% of our workforce. We were also the biggest corporate team to take part in the Spartan Race, a 200-strong team.

Our Customers

We continued our efforts to put customers first and release a range of partnership offers that benefit the entire market. For example, we signed a partnership with The Entertainer that resulted in a 'du Entertainer app' offering exclusive deals/ discounts for premium customers. We also continued the success of du Live by bringing exclusive access to a number of exciting acts to the UAE for our customers. This included a New Year's Eve performance from British rock band, Coldplay. du Tuesday continued with a number of fantastic premieres including Independence Day 2, involving stars such as Will Smith and Liam Hemsworth. In addition, we launched our association with Dubai Opera to provide exclusive customer offers for performances including Les Miserables and The Pearl Fisheries.

Our Environment

We are proud to support the UAE Government's Vision 2021 regarding the clean energy mix and the National Energy Strategy's aim for a 15% reduction in carbon dioxide emissions by 2021. As such, we continue to have 250 base stations running on hybrid energy sources and have saved 11.5M of diesel, equivalent reducing our carbon footprint by 28,710 tonnes.

We installed seven new mobile network sites, fully powered by solar power. Erected in Abu Dhabi Western region, the new sites have an annual diesel saving of 180,000L, equivalent to 450 tons of carbon. We plan to install four more solar mobile network sites in 2017. Furthering our commitment to protecting the environment, in 2016 we rolled out our redesigned SIM card packaging, eliminating the use of plastic by 99%, and primarily use paper and cardboard that are recyclable.

For further details about our activities and initiatives to promote sustainability, please see our 2016 sustainability report available at du.ae/about-us/sustainability-report.

12.1 Performance of the company's shares in the market in 2016:

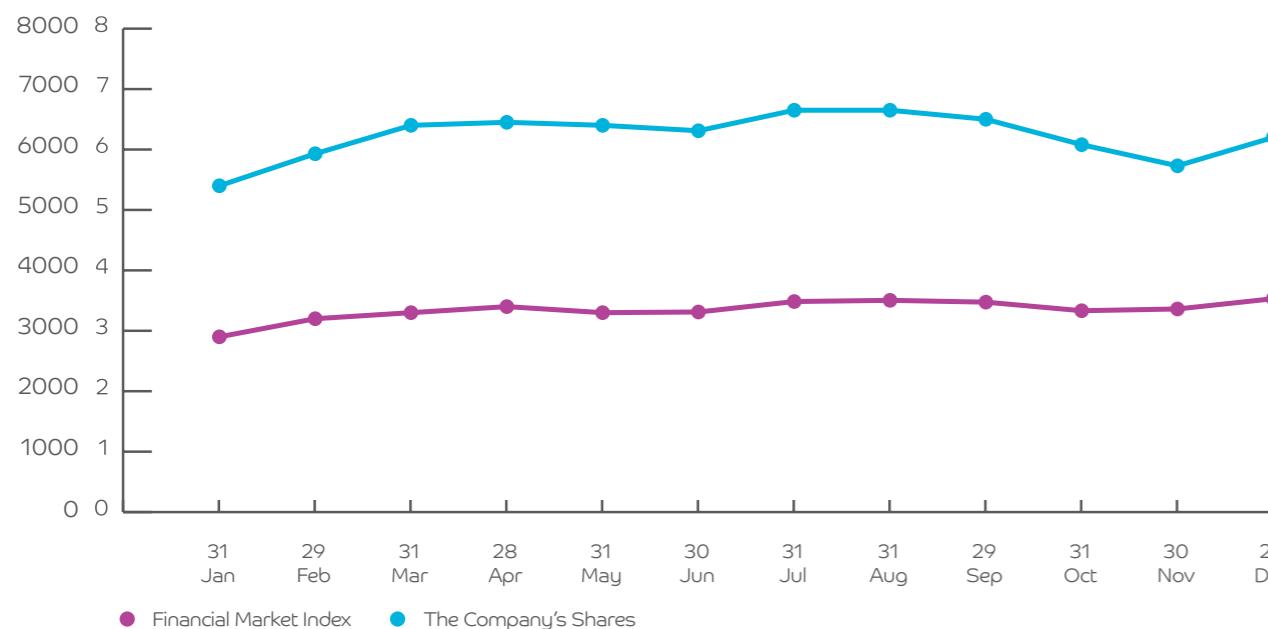
Date	Highest Price	Lowest Price	Closing Price
31/1/2016	5.40	5.02	5.40
29/2/2016	6.06	5.41	5.93
31/3/2016	6.43	5.90	6.40
28/4/2016	6.69	6.13	6.45
31/5/2016	6.45	6.08	6.40
30/6/2016	6.41	6.25	6.31
31/7/2016	6.93	6.40	6.65
31/8/2016	6.68	6.54	6.65
29/9/2016	6.64	6.50	6.50
31/10/2016	6.49	6.08	6.08
30/11/2016	6.06	5.70	5.73
29/12/2016	6.49	5.85	6.20



12.2 Performance of the company's shares, compared with the general market index and the telecom sector's index in UAE for 2016

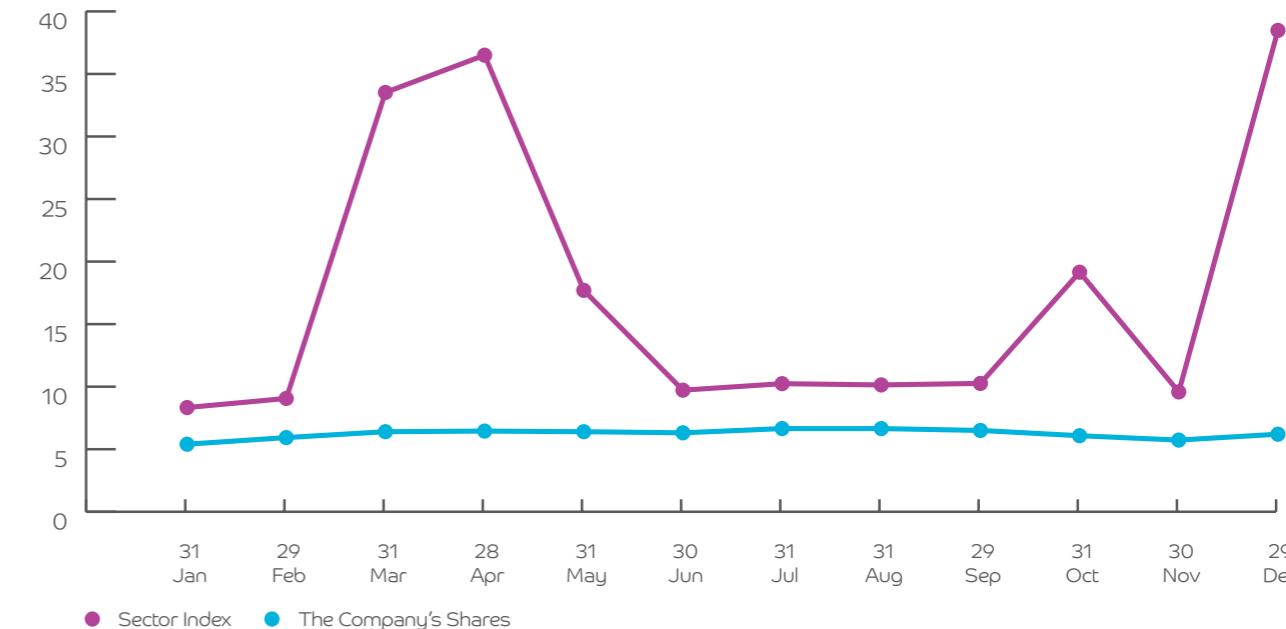
Performance of the company's shares, compared with the general market index in UAE for 2016:

Date	Financial Market Index	The Company's Shares
31/1/2016	2,998	5.40
29/2/2016	3,240	5.93
31/3/2016	3,356	6.40
28/4/2016	3,492	6.45
31/5/2016	3,314	6.40
30/6/2016	3,311	6.31
31/7/2016	3,484	6.65
31/8/2016	3,504	6.65
29/9/2016	3,474	6.50
31/10/2016	3,332	6.08
30/11/2016	3,361	5.73
29/12/2016	3,531	6.20



Performance of the company's shares, compared with the telecom sector's index in UAE for 2016:

Date	Sector Index	The Company's Shares
31/1/2016	8.33	5.40
29/2/2016	9.06	5.93
31/3/2016	33.52	6.40
28/4/2016	36.50	6.45
31/5/2016	17.70	6.40
30/6/2016	9.72	6.31
31/7/2016	10.24	6.65
31/8/2016	10.14	6.65
29/9/2016	10.26	6.50
31/10/2016	19.15	6.08
30/11/2016	9.58	5.73
29/12/2016	38.48	6.20



12.3 Breakdown of ownership of public shareholders as of 31/12/2016:

Investor/Shareholder	Type of Customer	Number of Investors	Percentage
UAE	Government	3	0.4617
	Banks	7	0.3518
	Companies	122	85.4418
	Individuals	96,995	12.8707
	Sole Property	4	0.0156
GCC Countries	Government	-	-
	Commercial	-	-
	Individuals	173	0.3148
Arabs	Government	-	-
	Commercial	-	-
	Individuals	500	0.4265
Other nationalities	Government	-	-
	Commercial	-	-
	Individuals	473	0.1225

12.4 Statement of shareholders who own 5% or more of the company's capital as of 31/12/2016:

Name	The number of owned shares	Percentage of stock capital
Emirates Investment Authority	1,808,465,899	39.56
Mubadala Development Company PJSC	902,857,142	19.75
Emirates International Telecommunications Company LLC	891,428,572	19.5

12.5 Statement of distribution of shareholders according to the size of the property as of 31/12/2016:

Owner of shares	Number of shareholders	The number of owned shares	Percentage of stock capital
Less than 50,000	64,366	76,300,666	1.1207
From 50,000 to less than 500,000	487	78,011,584	1.7074
From 500,000 to less than 5,000,000	201	263,097,382	5.7558
More than 5,000,000	34	4,062,210,204	88.8609

12.6 Statement of actions that have been taken to regulate shareholder relations

Throughout the year, our company organised press and call conferences with local, regional and international media to update them on relevant developments. As such, Osman Sultan, our Chief Executive Officer, is in frequent, and direct contact with journalists and analysts to provide input and context regarding the company's financial position. A key part of this is the disclosure and communication of our quarterly and annual results, due to our listing on the Dubai Financial Market (DFM). Every quarter, we hold media calls and, where relevant, press conferences to communicate our quarterly and annual results, after disclosing them to DFM. During these meetings, our CEO provides a clear overview of our financial performance through presentations, and a Q&A session. We also hold analyst calls and meetings to discuss, in detail, the financial and strategic position of the company. The presentations are then uploaded on the company's website immediately after the conferences concludes.

In addition, our CEO, frequently participates as our key spokesperson in many local and international conferences and we often participate in various investor relations conferences, such as the Middle East Investor Relations Society Annual Conference.

Amer Kazim, our Chief Financial Officer, is our dedicated Investor Relations Officer. He has implemented a number of IR activities to enhance our activities in this regard, such as a dedicated IR website, delivered in both Arabic and English.

This website, regularly updated in line with best practice, includes the following key tenants:

- Quarterly and annual financial statements
- Board of Director's reports
- All reports related to financial results and presentations with their dates
- Notes of General Assembly Meetings
- Information about our company's share price along with quarterly and annual profits
- A number of mechanisms for stakeholders to contact our IR department

For more information, please visit the website: du.ae/investorrelations

We are proud to have created a website page dedicated to Corporate Governance. In 2010, we launched this website in both Arabic and English and since then, we have continued to evolve it to ensure it remains in line with international regulations and best practice.

The Corporate Governance website hosts the following information:

- Corporate Governance Reports
- Corporate Governance Policies
- Ownership structure and ratios
- Formation of the Board of Directors, committees and company's structure
- Ways of communicating with our BOD to provide input, feedback and to post enquires
- Details of approved dividends

12.7 Statement of decisions presented at the General Assembly in 2016 and actions taken thereon

No specific decisions have been taken in du's General Assemblies in 2016.

For more information on our policies and corporate governance, as well as annual reports and sustainability reports, please visit the following link: du.ae/en/about/corporate-governance



Ahmad Bin Byat
Chairman

12.8 Statement of core events that the company experienced in 2016

1. Signing an MoU with Dubai Smart City
2. Distributing interim and special dividends in Q1 2016

