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C.R. No. 1224013  
PR No. HMH/15/2015; HMA/9/2015

## **AGREED-UPON PROCEDURES REPORT ON FACTUAL FINDINGS TO THE SHAREHOLDERS OF ELECTRICITY HOLDING COMPANY SAOC IN RESPECT OF CORPORATE GOVERNANCE REPORT**

### **Scope and purpose**

We have performed the procedures agreed with you pursuant to the Oman Investment Authority (OIA), the shareholder of the Company, issued the Public Disclosure Policy for OIA entities (the "Policy") dated 4 April 2024 which aims to provide a systematic, transparent and accountable method for presenting and disclosing financial and non-financial information by OIA entities to OIA and the public. The Policy, among other things, requires the Company to prepare a Corporate Governance Report (the "Report") in accordance with Annexure No. 1 to the Policy.

### **Restricted use**

This agreed-upon procedures report ("AUP Report") is intended solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose. This report relates only to the accompanying corporate governance report of the Company to be included in its annual report for the year ended 31 December 2025 and does not extend to any financial statements of Electricity Holding Company SAOC, taken as a whole.

### **Responsibilities of the Board of Directors**

The Board of Directors have acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement and are responsible for identifying and ensuring that the contents of the Report comply with the Policy on which the agreed-upon procedures are performed. The sufficiency of these procedures is solely the responsibility of the Company and its Board of Directors.

### **Responsibilities of the Practitioner**

We have conducted the agreed-upon procedures engagement in accordance with the International Standard on Related Services (ISRS) 4400 (Revised), *Agreed-Upon Procedures Engagements*. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with the Company, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness, or the sufficiency of the agreed-upon procedures described below either for the purpose for which this AUP Report has been requested or for any other purpose.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported.

### **Our independence and quality management**

In performing the Agreed-Upon Procedures engagement, we complied with the ethical requirements in the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA) and the independence requirements in accordance with the relevant regulations in the Sultanate of Oman. We are the independent auditor of the Company and therefore we also complied with the independence requirements of the IESBA Code that apply in the context of the financial statement audit.

EY applies International Standard on Quality Management 1, which requires us to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.



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AGREED-UPON PROCEDURES REPORT ON FACTUAL FINDINGS TO THE SHAREHOLDERS OF  
ELECTRICITY HOLDING COMPANY SAOC IN RESPECT OF CORPORATE GOVERNANCE REPORT  
(continued)

**Description of procedures performed**

We have performed the procedures described below, which were agreed upon with you on the compliance of the Report with the Policy for the year ended 31 December 2025.

Our procedures and findings included:

No.	Procedures	Findings
(a)	We have obtained the Policy from the Company.	No exceptions noted.
(b)	We have obtained the Corporate Governance Report (the "Report") from the Company Secretary issued by the Board of Directors and checked that the Report of the Company includes as a minimum, all items as detailed in Annexure No.1 'The Corporate Governance Report' to the Policy.	No exceptions noted.
(c)	We have obtained the details regarding areas of non-compliance with Annexure No. 1 'The Corporate Governance Report' to the Policy, identified by the Board of Directors of the Company for the year ended 31 December 2025, sourced from the Company Secretary or relevant personnel, along with supporting documentation and compare these with those included in the Report in the section "Details of Non-compliance with the Provisions of Corporate Governance and Penalties".  Additionally, we obtained written representations from the Board of Directors that there were no other areas of non-compliance with the Policy for the year ended 31 December 2025 of which they were aware.	No exception noted.

*Ernst & Young*

30 April 2026  
Muscat





# CORPORATE GOVERNANCE PHILOSOPHY

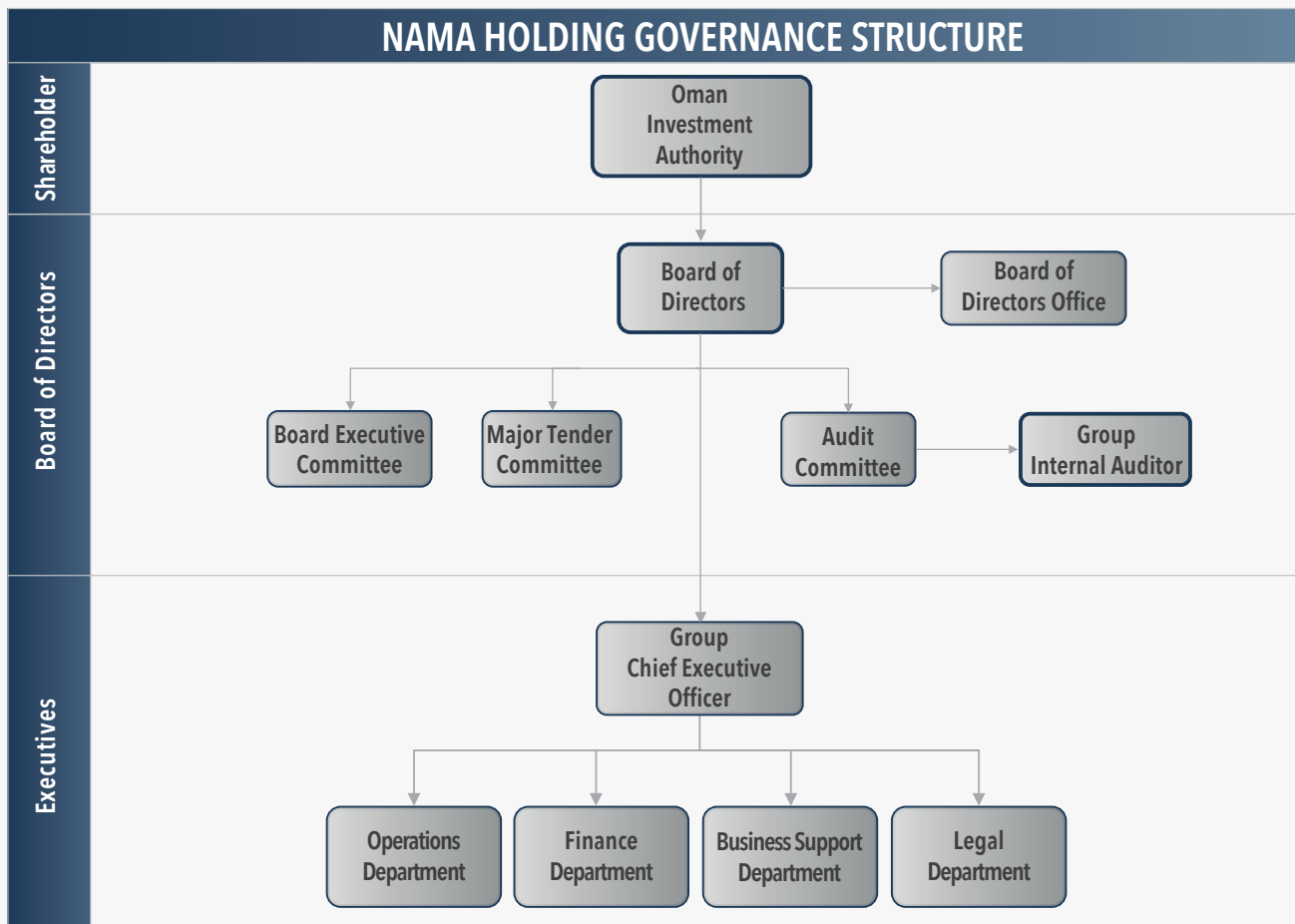
## Electricity Holding Company SAOC (NH) Philosophy

### on Corporate Governance

The Board of Directors of NH, abiding by the laws of the Sultanate of Oman, the Commercial Companies Law, the Sector Law, and Nama Group Board Manual and Oman Investment Authority (OIA) Code of Governance, recognizes the necessity for clarity in the roles, responsibilities and accountability of NH in relation to its subsidiaries and Affiliates.

Our corporate governance reflects our value system, encompassing our culture, policies, and relationships with our stakeholders

NH's Board consists of four independent non-executive directors and three non-independent non-executive directors. The Board has also constituted Audit and Risk Committee (ARC) and Board Executive Committee (BEC).



## Role of the Board of Directors and its Committees

### ◆ Role of the NH Board

The NH Board is responsible for the operations of NH as a company and the Subsidiaries (100% or majority owned) as a supervisor. The day-to-day operations of NH are conducted by its management, led by its CEO, with oversight of the NH Board.

### ◆ Sub Committees of the Board

The Board is responsible for the establishment and functioning of all Sub Committees, and the appointment of members to these committees and their compensation. The Board has delegated responsibilities to two Board sub-committees namely Audit & Risk Committee and Board Executive Committee.

### ◆ Audit & Risk Committee (ARC)

The Audit & Risk Committee ensures that adequate processes are in place to maintain compliance with regulatory requirements; enhance the effectiveness of internal and external auditors through coordination; protect them from the management's undue influence, and provide the Board with subject matter expertise on governance and risk-related matters.

The Audit & Risk Committee has the following objectives:

1. Monitor the integrity and accuracy of the Company's financial statements and any formal notes on the Company's financial performance and review significant financial reporting estimates contained therein;
2. Review the Company's internal financial controls, internal performance controls, and risk management systems;
3. Monitor and review the effectiveness of the Company's internal audit function;
4. Monitor and guarantee the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Financial Services Authority regulations, the Commercial Companies Law, the Sector Law, and any other relevant laws; and
5. Adopt policies on the engagement of external auditors to supply non-audit services, taking into account the relevant ethical rules on the provision of non-audit services by the external audit firm.

### ◆ Board Executive Committee (BEC)

The BEC is an NH Board-level committee that considers matters related to the nomination of candidates to the boards and higher managements of both NH and its subsidiaries, as well as HR policies and other significant HR matters that require the attention of the Board of Directors.

BEC's objectives include the following:

1. To assist the NH and NG subsidiary Boards in carrying out their oversight responsibilities, ensuring the independence and integrity of the Directors and the adequacy of the salary and remuneration strategy at NH and subsidiaries;
2. To support subsidiary Boards in identifying appropriate candidates for board membership and to fill Director's vacancies, as and when they arise; and
3. To assist NH and subsidiary Boards in identifying appropriate candidates for managerial positions at NH and NG's subsidiaries.

## Major Tender Committee (IMJTC)

Within the scope of its financial powers, the (MJTC) shall be responsible for the following:

- ◆ To ensure that all tenders are processed in accordance with the principles of openness, transparency, equal opportunity, equity and free competition.
- ◆ To establish, nominate members and approve the terms of reference of the Procurement Committee (PC).
- ◆ To ensure that all tenders and Variation Orders are executed based on fair, ethical and transparent grounds.
- ◆ To select the best Bid within the scope of its authorities.
- ◆ To ensure full compliance with the set of procedures in the whole cycle of the tendering process.

- ◆ To ensure that any additional regulations or procedures relating to the tenders are streamlined with these guidelines as follows:
- ◆ Review and approve the tender strategy, technical and commercial evaluation criteria.
- ◆ Review and approve the proposed list of Bidders who will be invited to submit their respective proposals for the limited tenders.
- ◆ Review and approve the evaluation reports and award of tenders including the clarifications received from the Bidders.
- ◆ Review and approve the Variation Orders.
- ◆ Review and approve the recommendations of the Concerned Department.
- ◆ Authorize approaching the Bidders to provide additional clarifications in connection with their Bids and to re-submit their Bids (as required) and the Concerned Department shall re-evaluate Bids.
- ◆ Direct for re-tendering when the results of the original tendering process are not satisfactory.
- ◆ Review and submit its meetings' reports, in addition to a brief quarterly report about its activities along with the Minor Tender Committee (MITC) and Procurement Committee (PC) activities to the Board of Directors (BOD).
- ◆ Submit quarterly reports about the Variation Orders it issues to the Board of Directors (BOD) with elaborate information, justifications, a summary of facts and detailed figures.
- ◆ Perform any other responsibilities as defined in the Procurement and Tendering Policy for Oman Investment Authority (OIA) Entities and procurement Guideline for Nama Group (NG) Entities or assigned by the Board of Directors.

## Board of Directors Composition

Being a closed joint stock company, NH is subject to the provisions of the Commercial Companies Law No. 4/1974 (18/2019) as amended and NH's Articles of Association. In this context, NH's Board is composed as follows:

Name of Board Member	Position in the Board	Type of Representation	Membership of other Committees	Membership of Board Members	Last attended AGM meeting
Ahmed Hamed Al Subhi	Chairman	Non-Executive, Independent,	1	2	27 March 2025
Saif Hamed Al Mahrouqi	Deputy Chairman	Non-independent, Non-executive	1	-	27 March 2025
Omar Mahmood Al Mahrizi	Member	Non-Executive, Independent	1	-	-
Al Dhiya Ali Al Hinai	Member	Non-independent, Non-executive	1	2	-
Aisha Abdullah Al Kharusi	Member	Non-independent, Non-executive	2	-	-
Sulaiman Said Al Riyami	Member	Non-Executive, Independent,	1	2	-
Mohammed Ahmed Al Barashdi	Member	Non-Executive, Independent,	1	2	-

## Nomination and Election of Directors

Directors are nominated and elected in compliance with the applicable Sector Law, the Commercial Companies Law, Nama Group Board Manual and OIA Code of Governance and its Implementing Regulations.

NH is led by a strong and experienced Board. The directors bring diversity in expertise and perspective to lead a complex and highly-regulated electricity sector.

## Remunerations Matters

The remuneration and appointment allowances for the Board of Directors in 2025 were allocated in accordance with the Commercial Companies Law, as well as the company's Articles of Association and relevant policies.

## Attendance of Directors at Board and Committee Meeting in 2025

### Board Members

Member Names		Ahmed Hamed Al Subhi	Saif Hamed Al Mahrouqi	Omar Mahmoud Al Mahrizi	Aisha Abdullah Al Kharusi	Mohammed Ahmed Al Barashdi	AL Dhiya Ali Al Hinai	Sulaiman Said Al Riyami
BOD Meetings	Dates	Chairman	Deputy Chairman	Member	Member	Member	Member	Member
1 BOD Meeting	16-01-2025	✓	✓	✓	✓	✓	✓	✓
2 BOD Meeting	25-03-2025	✓	✓	✓	✓	✓	✓	✓
3 BOD Meeting	13-04-2025	✓	✓	-	✓	✓	✓	✓
4 BOD Meeting	07-05-2025	✓	✓	-	✓	✓	✓	✓
5 BOD Meeting	19-06-2025	✓	✓	✓	-	✓	✓	✓
6 BOD Meeting	13-08-2025	✓	✓	✓	✓	✓	✓	✓
7 BOD Meeting	13-11-2025	✓	✓	✓	✓	-	✓	✓
8 BOD Meeting	14-12-2025	✓	-	✓	✓	✓	✓	✓
<b>Total Number of BOD Attended</b>		<b>8</b>	<b>7</b>	<b>6</b>	<b>7</b>	<b>7</b>	<b>8</b>	<b>8</b>
<b>Sitting Fees (₪)</b>		<b>4,800</b>	<b>4,900</b>	<b>4,200</b>	<b>4,200</b>	<b>4,800</b>	<b>5,400</b>	<b>4,800</b>

### Audit & Risk Committee (ARC)

AEC Meetings	Dates	Chairman	Member	Member
1 <sup>st</sup> ARC Meeting	10-02-2025	✓	✓	✓
2 <sup>nd</sup> ARC Meeting	23-03-2025	✓	✓	✓
3 <sup>rd</sup> ARC Meeting	19-06-2025	✓	✓	✓
4 <sup>th</sup> ARC Meeting	13-08-2025	✓	✓	✓
5 <sup>th</sup> ARC Meeting	13-11-2025	✓	-	✓
<b>Total Number of ARC Attended</b>		<b>5</b>	<b>4</b>	<b>5</b>
<b>Sitting Fees (₪)</b>		<b>1,500</b>	<b>1,200</b>	<b>1,200</b>

## Board Executive Committee (BEC)

BEC Meetings	Dates	Chairman	Member	Member
1 BEC Meeting	23-03-2025	✓	✓	✓
2 BEC Meeting	11-11-2025	✓	✓	✓
<b>Total Number of BEC Attended</b>		<b>2</b>	<b>2</b>	<b>2</b>
<b>Sitting Fees (ﷵ)</b>		<b>600</b>	<b>600</b>	<b>600</b>

## Major Tender Committee (MJTC)

MJTC Meetings	Dates	Chairman	Member
1 <sup>st</sup> MJTC Meeting	09-01-2025	✓	✓
2 <sup>nd</sup> MJTC Meeting	04-02-2025	✓	✓
3 <sup>rd</sup> MJTC Meeting	27-03-2025	✓	✓
4 <sup>th</sup> MJTC Meeting	15-06-2025	✓	-
5 <sup>th</sup> MJTC Meeting	08-10-2025	-	✓
<b>Total Number of MJTC Attended</b>		<b>4</b>	<b>4</b>
<b>Sitting Fees (ﷵ)</b>		<b>1,200</b>	<b>1,200</b>

## Annual General Meeting (AGM)

Annual General Meeting (AGM) refers to the general meeting of the Company which is held annually. Article No. 172 of the Commercial Companies Law mandates Nama Holding to hold an AGM within 90 days from the end of each financial year. In 2025, Nama Holding held the Ordinary General Meeting on 27 March 2025.

## Communications with Shareholders and Investors

Pursuant to Royal Decree No. 78/2004, the Company shall maintain close ties with the Oman Investment Authority (OIA), in its capacity as the owner. All the information related to the company's news and financial results are available on the company's website. The Annual General Meeting offers a further opportunity for the directors to meet with shareholders. The Annual Report includes the management discussions and analysis report.

## Distribution of Shares

Being wholly-owned by the Government of the Sultanate of Oman, represented by OIA, NH directly reports to the shareholder through OIA.

## Statutory Auditors

EY is a global leader in assurance, tax, strategy & transactions, and consulting services. EY is committed to doing its part in building a better working world. The insights and quality services which EY delivers help build trust and confidence in the capital markets and in economies the world over. The MENA practice of EY has been operating in the region since 1923. For over 100 years, we have grown to over 8,500 people united across 27 offices and 14 countries, sharing the same values and an unwavering commitment to quality. Globally, EY operates in more than 150 countries and employs over 400,000 professionals. EY operates as one firm, with 3 geographic areas, and EY member firms are grouped into 10 regions. Please visit ey.com for more information about EY.

The fees of the Statutory Auditor for the year 2025 amounted to ﷵ 14,000

## Code of Ethics And Business Conduct

Code of Ethic and Business Conduct Policy was amended to be in line with OIA Communication Policy.

The Code of Ethics and Business Conduct (CEBC) applies to NG companies' Boards of Directors and employees, as well as all consultants, contractors, suppliers and persons representing NG in their commercial operations. The revision stipulates that OIA Entities shall cover the internal and external communications and the social media protocols.

Principles and ethics have always been an integral part of Nama Group and a static foundation to achieve our vision and goals. All Nama Group achievements reflect a direct indication of our commitment to apply them. Based on the principle of sustaining ethical conduct, the Code of Conduct Policy has been developed electronically to facilitate employees' access and review of the Policy easily and encourage them to continue complying and implementing the Policy.

## Whistle Blowing

To ensure performance of duties under the best corporate governance practices, a Whistle Blowing Policy was developed in line with the Sector's Policy Statement on Fraud Deterrence and pursuant to the OIA Code of Corporate Governance. The main purposes of this Policy are to:

- ◆ Support the mission and values of Nama Group;
- ◆ Ensure that Target Users are aware of their right to report any Misconduct;
- ◆ Explain the process for reporting misconduct clearly and the procedure undertaken to investigate such alleged misconduct to target users.
- ◆ Provide a transparent, safe and confidential space within the organization for reporting such Misconduct.

## Details of Non-compliance with the Provisions of Corporate Governance and Penalties

The company adheres to all applicable regulatory requirements ensuring full compliance with relevant authorities. As a result, no penalties and strictures have been imposed on the organization by any regulatory body during the reporting period.

The company complies with the provisions of the Code of Corporate Governance outlined in Oman Investment Authority (OIA) Public Disclosure Policy.



**Nama Holding  
Chairman Signature**



**Nama Holding  
Board Member Signature**