



Shamal Az-Zour Al-Oula Power and Electricity Company K.S.C.(Public)

CORPORATE GOVERNANCE REPORT 2022

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Shamal Az-Zour Al-Oula Power and Water Company K.S.C.P - Corporate Governance Report for 2022

Rule1 – Composition of a Balanced Board

Composition of the Board of Directors (“the Board”):

Name	Representing	Category (Executive/Non-Executive/Independent), Secretary	Date of Initial Appointment / Secretary Appointment
Ahmad Othman Al Mujalham - Chairman	Kuwait Investment Authority	Non-Executive	21/04/2021
Alexander Crutchley Katon - Vice Chairman	AZN Cayman Holding 1	Non-Executive	18/03/2019
Andrew Paul Frain - Director	Azour North One Holding Company (K.S.C.C.)	Executive	14/11/2017
Ghazi Abdulrahman Al Sanie - Director	The Public Institution for Social Security	Non-Executive	17/09/2020
Laurent Furedi - Director	AZN Dutch Holdco 1 B.V.	Non-Executive	01/02/2021
Eyad Ali Al Falah – Independent Director	-	Independent	12/04/2021

Farah Abdulrahman Al Humaidan - Secretary	-	Board Secretary	24/09/2018
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Qualifications and Experiences:

Ahmad Othman Al Mujalham:

Mr. Ahmad Al Mujalham is the Chairman of the Board of Directors. Before joining the Board in April 2021, he held multiple roles at the Kuwait Fund for Arab Economic Development for 23 years, where he handled the project development of high dams, irrigation schemes, resettlements, and flood protection and has represented the Fund in many international donors and consultative group meetings. He returned to the Kuwait Fund in 2014. Presently, he serves as a Senior Engineering Advisor for the Appraisal of Roads and Social Projects. Mr. Al Mujalham has also previously held a role as Mega Project Manager at Almal Investment Company, where he oversaw the development of the Hail Economic City in Saudi Arabia. Mr. Al Mujalham holds a degree in Civil Engineering and an MBA from Kuwait University, Kuwait.

Alexander Crutchley Katon:

The General Manager of Summit Global Power (SGP), a subsidiary wholly owned by Sumitomo Corporation that develops, operates, and manages private power, cooling, and water plants in the Middle East, Africa, South Asia, and CIS regions. Before joining SGP, Alex was CEO of InfraCo Africa, a project development and equity investment company for renewable energy and infrastructure projects in Sub-Saharan Africa. Before joining InfraCo Alex was Engie’s regional head of Strategy,

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Communications and Qatar asset management for Middle East, Turkey, and Africa region. Alex was previously a business developer at Globeleq and International Power's Middle East and Africa region, having started his career as an investment and fund manager at CDC Group plc. Alex studied economics, accountancy and French at Newcastle University and is a Chartered Accountant.

Andrew Paul Frain:

Mr. Frain joined the Board in November 2017. He also holds the position of Chief Executive Officer of the Company. Mr. Frain has over 25 years' experience in the power generation and water production industry. In addition, he has a background in design, project management, business development and operations. He has worked for consultants, EPC contractors and equipment manufacturers throughout Europe, the Middle East and Asia Pacific. Before joining the Company, he was the Plant General Manager for Shamal Az-Zour Operations and Maintenance Company. He graduated with a bachelor's degree in Integrated Engineering Systems from Manchester Metropolitan University and has a Master of Science degree in Energy from Heriot Watt University in Edinburgh.

Ghazi Abdulrahman Al Sanie:

Mr. Ghazi has been the Head of Investment Research at the Public Institution for Social Security since March 2018 and has 20 years of experience in the investment field, where he manages a team that is responsible for portfolio analysis on the total portfolio of the pension, and to conduct macro studies to evaluate the effect of the macro environment on the portfolio. Previously, Mr. Ghazi was a Partner of Investment Due Diligence at Albourne Partners Ltd for nine years. Besides, he was responsible for research and due diligence and manager selection in various private markets geographically and covering many strategies. Before joining Albourne, Mr. Ghazi worked at Global Investment House in Kuwait for seven years as an AVP covering mutual funds and private equity funds.

Laurent Furedi:

Mr. Laurent Furedi is a non-executive Director of the Board of Directors. Joining the Board in February 2021, he brings extensive experience in communication, lobbying, strategy, and corporate social responsibility in South America and Europe. Mr. Furedi's previous roles include Chief Commercial Officer for Cities and Communities/Urban Infrastructure at ENGIE LATAM in Chile, where he accelerated the development of the BU for asset-based solutions, and Director of Development at GDF SUEZ in France, where he oversaw major projects dealing with nuclear power, offshore wind, hydro concessions, and shale gas. Mr. Furedi holds several degrees in Economics, Business Administration, and Communications from France.

Eyad Ali Al Falah:

Mr. Ayad Al Falah is an Independent Board of Directors member. He has Joined the Board in April 2021, he brings extensive experience in Power Generation & Water Desalination Projects. Currently, Mr. Al Falah is a Member of the Joint Committee for the pre-feasibility study of the Privatization of North Shuaiba Power Plant (NSPP) in Kuwait and is a Technical Consultant for a private local contracting company working on public tenders for MEW, MPW, PAHW, and the Oil sector. His previous roles include MEW Assistant Undersecretary for Power Generation & Water Desalination Projects Sector, where he oversaw the Gas Turbine Power Plant project. Mr. Falah holds a degree in Mechanical Engineering from the University of Miami, USA, and an MBA from Kuwait University, Kuwait.

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Farah Abdulrahman Al Humaidan:

Farah is the Executive Assistant in Shamal Az-Zour Al-Oula. She holds a Bachelor of Business Administration in International Business from Gulf University for Science and Technology, Kuwait. She Started as a Board Secretary in 2018 and was reelected in October 2020.

Board of Directors Meetings in 2022

Name of Member:	Meeting 1-2022	Meeting 2-2022	Meeting 3-2022	Meeting 4-2022	Meeting 5-2022	Meeting 6-2022	Meeting 7-2022	Meeting 8-2022	Total
	Held on 17-02-22	Held on 08-03-22	Held on 11-05-22	Held on 15-06-22	Held on 03-08-22	Held on 14-08-22	Held on 02-11-22	Held on 06-12-22	
Ahmad Othman Al Mujalham - Chairman	√	√	√	√	√	√	√	√	8/8
Alexander Crutchley Katon - Vice Chairman	√	√	√	√	√	√	√	√	8/8
Andrew Paul Frain - Director	√	√	√	√	√	√	√	√	8/8
Laurent Furedi - Director	√	√	√	√	√	Absence with prior notice	√	√	7/8
Ghazi Abdulrahman Al Sanie - Director	√	√	√	√	√	√	√	√	8/8
Eyad Ali Al Falah - Independent Member	√	√	√	√	√	√	√	√	8/8

Registering, coordinating, and archiving the Board's minutes of meetings:

The Board Secretary is responsible for assisting the Board of Directors. She is the main coordinator as she is responsible for organizing all board meetings. This includes preparing agendas and invitations while ensuring compliance with all the regularity requirements. Moreover, the Board Secretary ensures that board members are provided with sufficient information and all documents required in a timely manner (at least 3 working days before each board meeting, excluding emergency meetings). All Board and Committee meeting decisions are recorded within the minutes of each meeting and are archived accordingly by the Board Secretary, noting the date, place, and time of the meeting.

Acknowledgment by the independent member that the controls of independence are available (attached)

Mr. Eyad Al Falah was elected in the AGM on 12 April 2021. He was selected from a list of specialized candidates. Mr. Al Falah is committed to all the necessary independence standards set by the CMA. Note that the company is in the process of introducing an additional independent member to the board.

Rule 2 - Appropriate Roles and Responsibilities:

Roles and Responsibilities:

The Board's role is to achieve the maximum value for all stakeholders. Their duties and responsibilities have been determined by charters approved by the Board itself. The company maintains the organizational structure approved by the board, which shows the distinction between the Board, executive management, and managers. The Board monitors the executive management. Through a board resolution, the Board has delegated specific powers and authorities to be exercised by the executive management.

Board of Directors' main Achievements during the year:

Recommendation of the annual dividend.

Approval of interim dividends for Q1 and Q3 (Based on the authorization from the AGM)

Approval of quarterly and yearly financial statements.

Approval of 2023 business plan

Formation of independent specialized committees by the Board of Directors:

The Board has formed three committees. These committees are tasked with and granted authority according to the Capital Markets Authority Regulations. The Board monitors these committees while also receiving recommendations from them for final approval.

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Audit Committee:

Members:	Main Tasks and Achievements	Number of Meetings
Alexander Katon (Chairman)	Reviewing the annual and quarterly financial statements.	5
Ghazi Al Sanie (Member)	Evaluating the Internal Control system.	
Eyad Al Falah (Member)	Supervising the internal audit unit.	
	Reviewing and amending the policies and procedures.	

Risk Committee

Members:	Main Tasks and Achievements	Number of Meetings
Laurent Furedi (Chairman)	Reviewing of related party transactions.	4
Andrew Paul Frain (Member)	Monitoring and updating the risk register (Risk Matrix).	
Ghazi Al Sanie (Member)	Reviewing and updating the Policies and procedures.	

Nomination and Remuneration Committee

Members:	Main Tasks and Achievements	Number of Meetings
Ahmad Al Mujalham (Chairman)	Determining and evaluating board candidates.	3
Alexander Katon (Member)	Recommending the Board Remuneration.	
Eyad Al Falah (Member)	Recommending the Independent Member.	
	Appointing Members to Board Committees.	

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Board Members Access to Data and Information:

The Board Secretary oversees the coordination and flow of data of the Board. She ensures that the Board receives information in a timely and accurate manner. With the help of the Executive management, the Board Secretary provides the Board and its Committees with any information required.

Rule 3 – Recruitment of Qualified Candidates for Members of the Board of Directors and the Executive Management

Formation of the Nomination and Remuneration Committee:

(Refer to rule 2 for more key information about the committee)

Remuneration report to the members of the Board of Directors and Executive Management and Managers:

The Company has a remuneration scheme recommended by the Nomination and Remuneration Committee and approved by the Board. The remuneration scheme states that:

Each board member receives a fixed fee of KD 5,500 (chairman receives 1.5 times the fixed fee), plus KD 250 for every committee meeting attended by the committee members.

Executive management (CEO and CFO) are covered by secondment agreements between their employers and the Company.

The Company has a remuneration policy that covers all other employees based on the Company's performance and the employee's individual performance.

Total Remuneration paid to the Board of Directors (6 members) as of 31-12-2022

Total number of Board members	Remuneration from Shamal Az-Zour Al-Oula Power and Water Company (KWD)		
	Fixed Remuneration		Variable Remuneration
	Board Remuneration	committee sitting fees	
6	30,250	4,500	-
	Remuneration from Azzour North One Holding Company, parent company (KWD)		
	Fixed Remuneration		Variable Remuneration
	Board Remuneration	committee sitting fees	
	-	-	-

Total Remuneration given to Board Members: **34,750**

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Total Remuneration Granted to the CEO, CFO, and 3 other managers:

Total number of executives and managers	Remuneration from Shamal Az-Zour Al-Oula Power and Water Company (KWD)							
	Fixed Remuneration							Variable Remuneration
	Salary (total during the year)	Health Insurance	Yearly travel tickets	Housing	Road allowance	Children's education allowance	Other	Annual Bonus
5	29,554	1,496	-	15,600	4,813	-	3,467	2,842
	Remuneration from Azzour North One Holding Company, parent company (KWD)							
	Fixed Remuneration							Variable Remuneration
	Salary (total during the year)	Health Insurance	Yearly travel tickets	Housing	Road allowance	Children's education allowance	Other	Annual Bonus
	107,351	2,916	1,764	-	-	6,103	-	9,335

Total remuneration paid to the CEO, CFO, and 3 other managers in 2022: **185,240**

There are no significant deviations from the remuneration policy approved by the Board of Directors

Rule 4 – Integrity of Financial Statements

Written acknowledgements by both Board of Directors and Executive Management:

The executive management (CEO and CFO) have signed a written acknowledgement confirming to the Board that the financial statements are stated reasonably and fairly. On behalf of the Board, the Chairman has also signed an acknowledgement confirming to shareholders that the financial statements are stated reasonably and fairly and in accordance with applicable accounting standards. (attached)



شركة شمال الزور الأولى للطاقة والمياه ش.م.ك - عامة
SHAMAL AZ-ZOUR AL-OULA POWER AND WATER COMPANY K.S.C. (PUBLIC)

Date: 1 March 2023

التاريخ: 1 مارس 2023

Board of Directors statement regarding the
Financial Statements for the year ended 31
December 2022

تعهد مجلس الإدارة بشأن التقارير المالية لسنة المنتهية في
31 ديسمبر 2022

On behalf of the Board of Directors, I, Eng.
Ahmad Othman AlMujalham – Board Chairman,
herby confirm that the financial statements of
Shamal Az-Zour Al-Oula Power and Water
Company K.S.C.P ("the Company") for the year
ended 31 December 2022 are stated reasonably
and fairly, and present all financial aspects of the
Company, including data and operational
results, and are prepared in accordance with the
International Accounting Standards approved by
the Capital Markets Authority.

بالنيابة عن مجلس الإدارة، أنا، المهندس / أحمد عثمان
المجلهم - رئيس مجلس الإدارة، أتعهد بأن البيانات المالية
لشركة شمال الزور الأولى للطاقة والمياه ش.م.ك.ع ("الشركة")
للسنة المالية المنتهية في 31 ديسمبر 2022 يتم عرضها بصورة
سلمية وعادلة، وبأنها تستعرض كافة الجوانب المالية للشركة
من بيانات ونتائج تشغيلية، وقد تم إعدادها وفقاً لمعايير
المحاسبة الدولية المعتمدة من قبل هيئة أسواق المال.



Eng. Ahmad Othman AlMujalham Chairman Shamal Az-Zour Al-Oula Power and Water Company K.S.C. (Public)	المهندس / أحمد عثمان المجلهم رئيس مجلس الإدارة شركة شمال الزور الأولى للطاقة والمياه ش.م.ك - عامة
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Formation of the Audit Committee:

Neither the Board Chairman or the Executive Board Member are part of this Committee. 4 audit committee meetings so far have included the internal and external auditors.

Conflicts between the recommendations of the audit committee and the resolutions of the Board of Directors:

There have been no conflicts between any of the Audit Committee recommendations to the Board and the Board's final decisions issued within the Board Meeting Resolutions of 2022.

Independence and Neutrality of the External Auditor:

KPMG Safi Al-Mutawa & Partners are independent and do not perform additional tasks for the Company that may affect the independence and neutrality.

Rule 5 – Application of Sound Systems of Risk Management and Internal Audit

Formation Requirement of the Independent Risk Unit:

The risk unit is an independent unit consisting of a Risk Officer that reports directly to the Risk Management Committee.

Formation Requirement of the Risk Management Committee:

(Refer to Rule 2 for more information about the Risk Committee)

Internal Control and Audit Systems:

The Board oversees the effectiveness of the internal control systems in place. They ensure the effectiveness of maintaining sound and fair financial statements. They also monitor internal control through risk management, compliance, and internal audit.

Formation Requirement of the Internal Audit Unit:

The internal audit function has been outsourced to an independent company (Grant Thornton for Management and Economic Advisory) and reports directly to the Audit Committee. The unit ensures all policies and procedures are followed by all departments. They prepare periodic reports to the Audit Committee which are then sent to the Board, in order to assess the efficiency of internal controls and their recommendations.

Rule 6 – Code of Conduct and Ethical Standards

Standards and Determinants of Code of Conduct and Ethical Standards:

The Company has a code of ethics and professional conduct policy, as it is one the main aspects of the Company's governance. The code aims at defining the principles of integrity, excellence, accountability, and respect in everything carried out by the Company. These values form the basis of the Company's commitment to the highest level of ethical conduct.

Conflicts of Interest:

The company has a conflicts of interest policy. The Company is committed to managing any potential conflicts of interest which may emerge and is also committed to fulfilling the Company's obligations to find and implement the effective regulatory and administrative measures for the purpose of taking all the reasonable steps to identify, monitor and manage any conflicts of interest.

The objective of the policy is to ensure the existence of suitable procedures and measures and effective management to identify any conflicts of interest, to ensure that the Board of Directors deals appropriately with any actual, potential, and perceived conflicts of interest, and that all the decisions are taken having in mind the best interest of the Company.

There have been no conflicts of interest as of 2022

Rule 7 – Disclosure and Transparency

A brief on the implementation of the disclosure procedures:

The company has a disclosure policy. Transparency and disclosure are amongst the most significant principles of corporate governance, which aim at enabling shareholders to obtain the required information with transparency and fairness. The commitment of the Company is to provide information, which is accurate and trustworthy at the appropriate time, in a manner which conforms with the legal requirements and relevant applicable regulations.

Disclosure Requirements of the Board of Directors and Executive Management:

The Company has a register of disclosures related to the Board, Executive Management, and managers. The register is updated periodically to reflect any disclosure related to the Board or Executive Management or managers. The Board, Executive Management, and Managers have all signed acknowledgements stating that they comply with all CMA requirements regarding any matter related to their disclosures.

Formation Requirement of the Investor Relations Unit:

The Company has put in place a policy governing the Investor Relations Unit. The main objective of this unit is to promote trust between the Company and its shareholders. In addition, the unit ensures consistent and reliable communication channels with investors, as it is the link between Executive Management and the financial community to strengthen the Executive Management's relationship with analysts and stakeholders.

Moreover, the unit provides information to the concerned parties related to news, events, and other disclosures.

I.T Infrastructure and the Disclosure Process:

The Company follows the electronic disclosure process through the Boursa Portal. This portal directly places all disclosures within Boursa Kuwait's website under our Company's section. After placing the disclosures within Boursa website, the Company then is responsible for having these disclosures on the Company's official website. The Investor Relations unit also maintains an internal electronic register of all disclosures.

Rule 8 – Respect the Rights of Shareholders

Requirement for the protection of the general rights of shareholders:

The main objective of the Company is to realize and increase the profits for shareholders. The Board is responsible for representing the interests of all shareholders. The Company shall protect the rights of its shareholders, as stipulated by law, and as part of the Company's governance framework. Furthermore, the Company's Memorandum of Association clearly states the rights of the shareholders.

Monitoring Shareholders Data:

The Company maintains a register of all shareholder's data through the Kuwait Clearing Company (KCC). This register is updated by KCC on a regular basis.

Shareholder's Participation In The General Assembly Meetings:

All shareholders have equal rights in participating and voting at General Assembly Meetings. The Company guarantees the shareholders voting rights in accordance with the Company's Memorandum of Association. Besides, the Board invites shareholders to the general assembly in accordance with the laws and regulations. Agenda and documents related to the agenda are provided in advance.

Rule 9 – Recognize the Roles of Stakeholders

Protection and recognition of the rights of stakeholders:

The Company has a stakeholders' policy. The Company is committed to protecting the rights of stakeholders and to creating opportunities for the procurement, operation, and continuation of sound financial projects. As part of the corporate governance framework, the objective of the protection of the stakeholders' rights is to ensure the respect and protection of the rights of stakeholders by the Company as stipulated under the applicable laws of the State of Kuwait. Furthermore, the Company's Board is responsible for laying down the standards for the protection of the rights of all the stakeholders and updating such standards as needed, so that they reflect the changes in the provisions of the laws, regulations and instructions issued by the regulatory authorities.

How stakeholders keep track of the Company's various activities:

Stakeholders are given more than one method to keep track of the Company's activity. Public disclosures can be found on the Boursa website or the Company's official website. Stakeholders can easily contact the Company through the website (www.aznoula.com), whether it's to ask questions or file complaints. The Company's hotline is also there to receive and answer queries.

Rule 10 – Encourage and Enhance Performance

Board of Directors and Executive Management Training:

The Board and Executive Management have access to training programs, whether internally or externally. Periodic training is given to the Board and the Executive Management aiming at developing the skills and increasing the knowledge. In addition, this training ensures that they are up to date with all new rules and regulations required.

Performance of the Board of Directors as a whole, each individual member and Executive Management:

Performance of the Board as a whole, each individual director, and the Executive Management is assessed through the key performance indicators (KPI's). This assessment provides evaluation of their performance.

Board of Directors effort in corporate value creation through achieving the Company's goals:

The Company's targets are cascaded down to employees via individual performance targets. Actual performance against target is used in the calculation of annual bonus payments.

Rule 11 - Corporate Social Responsibility

Summary of the Corporate Social Responsibility Policy:

The Company has a Corporate Social Responsibility policy and it sets out the Company's responsibility for its impact on society. Commitment to corporate social responsibility is a core value of the Company and has a positive impact on the Company, its employees, shareholders, and society.

To successfully fulfill its role in becoming socially responsible, the Company adheres to several basic criteria:

- Doing business in a socially and ethically responsible manner.
- Supporting human rights.
- Participating, learning from, respecting, and supporting the communities and cultures in which the Company operates.
- Preserving the environment and safety of people.
- Advancing education.
- Supporting preventive healthcare.

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- Creating employment opportunities.

Programs and mechanisms helping to highlight the company's effort exerted in the field of social work: Under the environment and social plan, the Company has identified the following organizations to partner with:


- Kuwait Institute of Scientific Research (KISR) •
- Kuwait Society of Engineers (KSE)
- Kuwait University (KU).

These institutions have been identified as those with aims most directly related to the Company's business.

During 2022, the Company has sponsored Kuwait University's (School of Engineering and Petroleum) engineering exhibition. The Company has also done training seminars for local MEWRE engineers within Shamal Az-Zour's plant.

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Signed by:



Ahmad Al Mujalham

Chairman – Shamal Az-Zour Al-Oula Power and Water Company K.S.C.P

Independent Member Acknowledgement

With reference to Article 2-3 of Book 15 (Corporate Governance) of the Executive Bylaws of Law No. (7) of 2010 and its amendments regarding the establishment of the Capital Markets Authority and Regulating Securities Activities:

I / **Eyad Ali Al Falah**

holding a position of an independent member within the Board of Directors of Shamal Az-Zour Al-Oula Power and Water Company K.S.C. Public ("the Company") acknowledge that:

- 1- I do not hold 5% or more of the Company shares.
- 2- I do not have a first-degree relation with any of the members of the Board of Directors or executive management members in the Company or any other company in it Group or the relevant main parties.
- 3- I am not a member of a Board of Directors in any company of the Group
- 4- I am not an employee in the Company or any company in the group or for any of the Stakeholders.
- 5- I am not an employee for corporate entities who own Control shares in the Company.
- 6- I do have the qualifications, experiences and technical skills which are constituent with the Company's activity.

I pledge to disclose to the Company if any of the above controls of the independent member change.

اقرار العضو المستقل

بالإشارة الى مادة 2-3 من كتاب الخامس عشر (حوكمة الشركات) من اللائحة التنفيذية للقانون رقم 7 لسنة 2010 بشأن إنشاء هيئة أسواق المال و تنظيم نشاط الأوراق المالية و تعديلاتهما:

أقر أنا / **اياد علي الفلاح**

العضو المستقل في مجلس ادارة شركة شمال الزور الأولى للطاقة و المياه ش.م.ك. عامة ("الشركة") بما يلي:

- 1- لا املك 5% أو أكثر من أسهم الشركة.
- 2- ليس لدي صلة قرابة من الدرجة الأولى مع أي من أعضاء مجلس ادارة الشركة أو الإدارة التنفيذية في الشركة أو في أي شركة من مجموعتها أو الأطراف الرئيسية ذات الصلة.
- 3- لست عضو مجلس إدارة في أي شركة من مجموعتها.
- 4- لست موظفاً بالشركة أو بأي شركة من مجموعتها أو لدى أي من أصحاب المصالح.
- 5- لست موظفاً لدى الأشخاص الاعتباريين الذين يملكون حصص سيطرة في الشركة.
- 6- أمتلك المؤهلات والخبرات والمهارات الفنية التي تناسب مع نشاط الشركة.

أتعهد بالإفصاح للشركة اذا تم تغيير أي من الضوابط المذكورة اعلاه للعضو المستقل

DocuSigned by:

Eyad Al Falah
9EE84FFAC4CF4BF...

Mr. Eyad Ali Al Falah	السيد / اياد علي الفلاح
Independent Member	عضو مستقل