



ANNUAL REPORT 2024

GENERATING FOR GENERATIONS





**His Majesty
Sultan Qaboos Bin Said (Late)**



**His Majesty
Sultan Haitham Bin Tarik**



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VISION

To be safest, most reliable, efficient, and environmentally conscious energy provider in Oman.

MISSION

To deliver safe, reliable and efficient power to the people of Oman in an environmentally Compliant manner, such that Sur IPP is held in high regard by all those involved with the business.

STRONG

• Safety • Teamwork • Respect • Ownership
• Nurturing • Growth

SAFETY

We will keep each other safe by making sure that at all times that nothing is so urgent or important that it cannot be done safely.

TEAMWORK

The power of the Team is highly important to business success.

RESPECT

We will treat people in a positive manner and pay due attention to the views and feelings of those around us.

OWNERSHIP

We will be honest with each other and we take responsibility and ownership for our actions.

NURTURING

Support & encourage the development for each other.

GROWTH

We learn from each other & other around us which results in overall growth and improvement.



Board of Directors and Key Executive Officers

Board of Directors

Mr. Khalid Jolo	Chairman
Mr. Adrian Röthlisberger	Deputy Chairman
Mr. Fatih Abdel Kariem	Director
Mr. Naohiro Aoki	Director
Mr. Victor Caballero	Director
Mr. Ahmed Mahmoud Abdelati Ibrahim	Director
Mr. Sultan Al Tai	Director

Key Executive Officers

Mr. Mohamed Al Shuaili	Chief Executive Officer
Mr. Ahmed AL Abri	Chief Financial Officer

Chairman's (Board of Directors') Report



Dear Shareholders,

On behalf of the Board of Directors of Phoenix Power Company SAOG ("PPC" or the "Company"), I am pleased to present the Annual Report of the Company for the year ended December 31, 2024. The past year has been a challenging one for the company, but despite the challenges, we have been able to achieve significant milestones and financial successes.

The Company, incorporated in 2011, owns and operates the 2000 MW Sur Independent Power Plant ("the Plant"), located in the Sur industrial area, approximately 175km south-east of Muscat. Phoenix Power continues to generate its revenues pursuant to a 15-

year term Power Purchase Agreement (“PPA”) with Nama Power & Water Procurement Company (“PWP”) and purchases gas from the Integrated Gas Company SAOC (“IGC”) under a 15-year Natural Gas Sales Agreement (“NGSA”). The operations and maintenance of the plant is subcontracted to Phoenix Operation and Maintenance Company LLC (“POMCo” or “the Operator”) under a 15-year Operation and Maintenance Agreement.

In the coming pages, we will provide a detailed overview of the company's financial performance, operational highlights, and future plans. We are confident that the steps we have taken and the strategies we have implemented will continue to drive our growth and success in the future.

Financial Results

The Company generated a net profit of RO 22.99 million in 2024. Revenues for the year were RO 167.79 million, while costs amounted to RO 129.49 million, with the largest expense being the purchase of fuel gas for the power plant. The financial results for 2024 are 4.91% higher than those of the same period in 2023. This improvement is mainly due to higher capacity charge revenues, a decrease in finance costs, and higher interest income. However, these upsides were partially offset by a slight increase in income tax resulting from the higher income.

The share price of PPC was 59 Baizas at the close of the year.

Health, Safety and Environment (HSE)

The company adheres to the highest standards of quality, health, safety and environmental practices in its activities, with a focus on sustainable development and creating a safe working environment for employees. Maintaining the health and safety of customers and the community is a top priority for the company. Whereas, the Sur Independent Power Plant successfully achieved 3,674 days without a lost time accident on 31st December 2024.

The company regularly monitors and reviews compliance with quality, health, safety and environmental regulations across all units and departments. During this period, comprehensive reviews of quality, health and safety systems were carried out.

Operations

By 31st December 2024, the Sur Power Plant achieved exceptional operational performance, with the commercial availability of the Sur Power Station reaching 99.57% and achieving a remarkable 99.99% during the peak summer months, the highest commercial availability since the plant's inception during such period. Energy exported during the year 2024 was 10,217 GWh, compared to 9,535.1 GWh in the same period in 2023. This increase reflects the increase in power generation at the plant during the reporting period, reflecting a higher demand in the grid.

Corporate Governance

The Company's General Assembly Meeting was held via video conference on March 18, 2024, with all proposals submitted by the Company being considered and approved by the shareholders.

The Company continues to make significant efforts to review policies and processes to ensure the highest standards of corporate governance in line with local and international regulatory requirements.

Corporate Social Responsibility

The company is committed to social responsibility as one of its priorities, with a focus on supporting education, health and the environment, and promoting the development of local communities. Especially in the city of Sur.

Future Outlook

The Sultanate's economic trends point to a bright future, as the government remains committed to implementing the tenth five-year development plan and the goals of Oman Vision 2040, which aims to diversify the economy, enhance the role of the private sector, and increase employment opportunities for Omanis. The government is expected to continue to improve the investment environment and support SMEs as key drivers of growth. In addition, major infrastructure projects and digital transformation initiatives are expected to effectively boost economic growth.

The company is committed to supporting national economic goals, sustainable development, and promoting prosperity through a strategic approach

that exploits opportunities and addresses economic challenges.

Thanks

On behalf of the Board of Directors and Executive Management, I take this opportunity to express our sincere thanks and gratitude to His Majesty Sultan Haitham bin Tariq - may Allah protect him - and pray to Allah Almighty to help him continue the march towards a more prosperous Oman.

I am also pleased to extend my sincere thanks to the Ministry of Energy and Minerals, the Ministry of Commerce, Industry and Investment Promotion, the shareholders, our valued customers and officials

of the Financial Services Authority, Muscat Stock Exchange and Muscat Clearing and Depository Company, for their continuous support and cooperation, I would also like to express our sincere appreciation to all the employees of the company for their commitment and dedication to their work.



Khalid Jolo
Chairman of the Board



Operational Highlights

Health, Safety & Environmental Performance

The health, safety and welfare of people continues to be of paramount importance both within PPC and its Operator, POMCo. The health and safety of our employees, contractors, visitors and all those who may be impacted by our activities, is given uppermost priority.

The overall health, safety and environmental performance in 2024 remained excellent, building on the foundations established from the first day of commercial operation. Our ultimate aim is zero harm to people and zero environmental incidents based on our adopted principle that:

“Nothing is so urgent or important that it cannot be done safely”

During 2024, and since commercial operation, both health, safety and environmental goals have been achieved with the Sur plant now having completed 3,674 days without a Lost Time injury or an environmental incident as of 31 December 2024.

Both the Company and the Operator have retained accreditation to ISO 45001 (2018), ISO 14001 (2015) and ISO 9001 (2015) during 2024. In addition, and as a consequence of a goal to continually benchmark health and safety performance externally, Phoenix Power Company won the 2024 Gold Medal Award presented by the Royal Society for the Prevention of Accidents (RoSPA), while Phoenix Operations and Maintenance Company received the Commended Award for third place in the Electricity Sector for 2024 from the same society.

The Company continues to implement a strategic roadmap designed to foster ongoing improvement and ensure that the focus on preventing accidents and incidents is maintained. Proactive actions continue to be taken to both develop and improve safety culture as well as target the delivery of a safe, secure and environmentally compliant site. Such actions include:

- Development of a Process Safety programme to maintain the integrity of equipment, operating systems and processes, and ensure that unintentional releases of chemicals, energy, or other materials are avoided.
- Continued focus on employee and contractor engagement through a program of safety observation system as well as investigating near misses through initiation of safety awards and staff recognition.
- A comprehensive internal audit program covering both general safety and safety from the system.
- The provision of high-quality education and training to employees and contractors including IOSH and NEBOSH International General Certificate qualification.
- Focus on employee health and welfare with all employees undergoing detailed periodic medical checks.
- Use of leading HSE key performance indicators utilizing a software system for action tracking and reporting.
- Continuing to implement an Occupational Health and Safety management program compliant to ISO 45001 and Environmental management program compliant to ISO 14001.

Safety performance is reported and reviewed regularly by the management team and the Board of Directors. Any incident is comprehensively analyzed and reviewed in order to identify the immediate and underlying causes to prevent future recurrence. Lessons learnt are shared with employees and actions taken to mitigate against recurrence.

Celebrating 10 years of successful operations without LTI or environmental incidents!

On June 2, 2024, Phoenix Operations and Maintenance Company, together with Phoenix Power Company, celebrated 10 years of commercial operation without any Lost Time Injuries or

environmental incidents. This is a significant achievement that reflects the ongoing commitment of management and employees to health and safety within the company.

Capacity

The capacity of a plant is defined as the total electrical power (MW) which can be delivered by the plant at reference conditions.

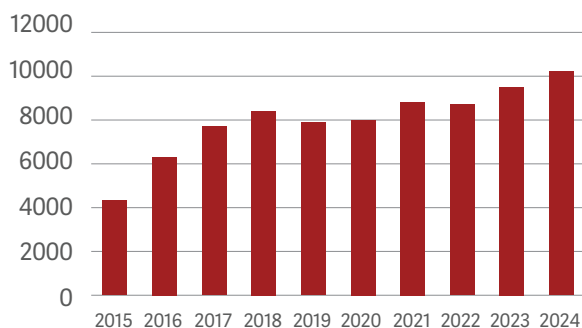
The contractual capacity of the Sur Power Plant under the PPA applicable from May 2024 to April 2025 is 1981.8 MW. The Annual Performance Tests conducted in April 2024 demonstrated that the plant met these contractual requirements.

Reliability

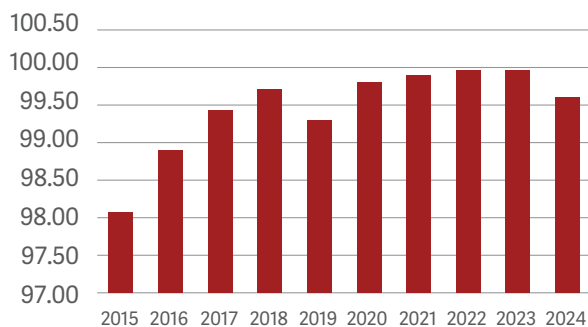
The reliability of the plant is a measure of its ability to deliver the declared capacity in accordance with the PPA. In 2024, the Sur Plant achieved a reliability of 99.57%, underscoring our commitment to delivering consistent and dependable energy to meet the nation's growing demand.

During the year, the Plant exported a total of 10,217 GWhrs of electrical energy with a load factor averaging 58.69%

Generation (GWh)



Commercial Availability (%)



Plant Efficiency (Heat Rate)

The efficiency of the Plant is measured in terms of the amount of heat required to produce one unit of electrical energy. Based on the running regime experienced during the year, the actual efficiency for 2024 met the contractual requirements under the PPA. The Plant overall efficiency is expected to be maintained over the coming year due to the implementation of a strategic improvement programme.

Maintenance

Maintenance of the Plant was undertaken in accordance with Original Equipment Manufacturers (OEM) recommendations, as per the operations and maintenance manuals.

All maintenance activities scheduled for 2024 were completed in accordance with the terms of the Long-Term Service Agreement (LTSA).

Human Resources and Training

Development, motivation and retention of people remains a key focus. Operations and maintenance staff continued to develop technical competence through company provided online tailor-made packages, working from either home or at the plant. This was combined with mentoring and supervision to develop required skills and experience.

All employees benefit from a range of policies to support them in the workplace. The Company strives to maintain high standards of employment practices with an aim to give employees positive engagement with the business and its goals.

Omanisation plans are in place with a view to continuing to develop local staff in a manner which grows their skills and competency appropriately as well as ensuring safe and secure supply of power to the peoples of the Sultanate.



Description of the Business



Overview

The Company's core business activity is to develop, own and operate the Sur Independent Power Plant, a gas-fired combined cycle power generation plant with a contracted power capacity of 2000 MW, located in the Sur industrial estate between the Oman LNG terminal and Oman India Fertilizer Company plant, approximately 175km south-east of Muscat in Oman. The Plant comprises three blocks, (2*800 MW) and (1*400 MW) and has been in full commercial operation since 11 December 2014.

The following diagram displays the approximate location of the Plant:



The Company currently generates its revenues pursuant to a 15-year-term PPA with PWP, which is indirectly wholly owned by the Government. The power produced from the Plant is fully contracted to PWP and used to meet the growing power demand of the Main Interconnected System (“MIS”) during the term of the PPA and beyond. As the largest operational power plant in Oman, the contracted plant's power capacity of circa 2,000 MW represents about 25% of the MIS's total contracted capacity in 2024, according to PWP's latest 7 Year Statement (2023–2029) and other publicly available information.

The Plant has been established under a BOO scheme, which enables it to be operated beyond the PPA term of 15 years, either by extending the PPA (if agreed to by PWP), or by selling the power into a wholesale electricity market (or “spot market”) established for eligible suppliers.

The Plant's contracted power capacity is sold exclusively to PWP in accordance with the terms of the PPA. Natural gas, supplied by the IGC, is the primary fuel with distillate fuel oil (diesel) as back-up. Phoenix Power has a long-term agreement with the IGC securing supply of fuel over the contracted PPA period. The power

is supplied to Oman Electricity Transmission Company SAOC (OETC)'s grid.

The Plant is based on gas turbine combined cycle technology that is proven and has been implemented globally on numerous projects. It has dual fuel capability with natural gas as the primary fuel and diesel as a back-up fuel.

The Plant consists of five Siemens AG SGT5-4000F gas turbines (“GT”), five Nooter Eriksen triple pressure heat recovery steam generators (“HRSG”) and three Fuji Electric steam turbines (“ST”). The condenser is cooled via a once through seawater system. Seawater is extracted by a submerged pipe intake and discharged through a seal-pit and diffusers. The gas turbines are fitted with bypass stacks to enable the operation in open cycle. Although capable of open cycle operation, the normal operating mode of the Plant is in combined cycle (“CCGT”) for higher thermal efficiency. At site reference conditions of 50°C ambient temperature and 30% relative humidity, the Plant has a net power capacity of approximately 2000 MW.

With this technology, the energy for electricity generation is obtained from the combustion of natural gas. Hot combustion gases formed





by the combustion of natural gas drive a gas turbine, which, in turn, rotates an alternator to produce electricity. After driving the gas turbine, the exhaust gases still contain sufficient heat to produce steam in a heat recovery boiler. The steam generated in the heat recovery boiler drives a steam turbine, which rotates another alternator to produce additional electricity. The CCGT technology is well proven and more efficient than conventional power plant technology.

The plant is connected to the gas transmission infrastructure owned and operated by OQ Gas Networks (OQGN). It receives its gas supply from the central Oman gas fields, transported via a 48-inch pipeline. The Plant is designed for black start operation by means of black start diesel generators that are capable of starting the plant

in the event of a country-wide power loss.

The auxiliary power for the Plant is derived from the Plant's internal electrical system with back-up from the grid. The equipment and facilities required for the operation, testing, maintenance and repair of the equipment (for example control room, laboratory, stores, workshop, etc.) are available on site.

The Power Plant entered into full commercial operation on 11 December 2014.



Profile of the Major Shareholders

Axia Power Holdings B.V.

Axia Power Holdings B.V. is an entity that is 100% owned by Marubeni, which serves as an overseas investment vehicle for Marubeni's investments into power projects.

Marubeni, acting as the lead member of the consortium, was established in 1858 and grew to become one of the leading Japanese trading and investment houses. It oversees a range of operations that encompass the domestic market, export-import, and offshore trade, with total assets of around USD 59 billion (as of March 2024). As of December 2024, Marubeni has six business groups directly under the president and several committees, covering Consumer Products Group, Materials Group, Energy & Infrastructure Solution Group, Transportation & Industrial Machinery, Financial Business Group, and Chief Digital Innovation Officer. The Energy & Infrastructure Solution Group consists of Power Division, Energy Division, Infrastructure Project Division and New Energy Business Development Department, and is one of the core groups within Marubeni.

Marubeni is very active in the industry, having participated in 47 I(W)PP projects with an overseas total gross capacity of 34,057MW and the total net capacity of 11,428MW (as of December 2024). Marubeni's role in the I(W)PP business includes development, financing, equity participation as well as engineering, procurement and construction ("EPC") and O&M. Marubeni operates I(W)PP projects in many countries around the world, including Oman, Saudi Arabia, Qatar, U.A.E., Portugal, Jamaica, Mexico, Trinidad and Tobago, U.S.A, Philippines, Taiwan, Indonesia, Singapore, Thailand, Vietnam, Korea, and Japan.³ In addition, Marubeni is an active player in the EPC business and has built over 112 GW of power plants worldwide. The Power Business Division's vision is to establish itself in the top position in the comprehensive power business in Japan and abroad.

In addition to the power business, Marubeni has a variety of experiences in non-recourse project financing such as LNG related business and ship transportation business. Marubeni has

an outstanding record in project financing in emerging markets and has arranged for funds from various export credit agencies, multilateral institutions, international commercial banks, institutional investors and local banks.

Further information about Marubeni is available at: www.marubeni.com.

JERA Power Management Mid East B.V.

JERA Power Management Mid East B.V. (JERA PMME), (formerly known as Chubu Electric Power Sur B.V.), is an indirectly owned subsidiary of JERA Co. Inc., (ultimate shareholder) which holds shares in and participates in the management of Phoenix Power Company and the Operation and Maintenance Company for the Project.

JERA is an energy company with global reach that has strength in the entire energy supply chain, from participation in LNG and other fuel resource projects and fuel procurement through to power generation.

JERA was jointly established in April 2015 as an equal joint venture of two major Japanese electric companies, Chubu Electric Power Co., Inc. (CEPCO) and TEPCO Fuel & Power, Inc. (TEPCO FP) to become a leading global energy player. In April 2019, JERA integrated CEPCO and TEPCO FP's fuel and power generation business and assets. JERA became the largest power generation company in Japan, with its LNG procurement volume and power generation capacity of 36 million tonnes per year and 72.0 GW all over the world respectively. In terms of having business experience in the Middle East region, JERA is participating in IPP/IWPP projects in Oman, Qatar, Saudi Arabia and UAE as a shareholder.

JERA's mission is to provide cutting edge solutions to the world's energy issues. To contribute to the realization of a sustainable society, JERA will take on the challenge of achieving, by 2050, virtually zero CO2 emissions from JERA's operations in Japan and overseas.

Further information about JERA is available at: <https://www.jera.co.jp/en/>

Nebras Power

Established in 2014 and headquartered in Doha, State of Qatar, Nebras Power is a global power development, investment and operating company. Nebras was set up to take advantage of the investment opportunities created by the continuously growing demand for electricity and water throughout the world, especially in the rapidly developing markets of the Middle East, Asia, Africa and Latin America. It was also set up to participate in the evolving nature of the global power industry and to pioneer future energy solutions in its investments.

Nebras was created as a fully-fledged investment company capable of building on this long-term opportunity. It is the vehicle through which Qatar intends to develop and manage a portfolio of strategic investments in power, water and renewables throughout the world. Nebras forms part of Qatar's 2030 vision to diversify the economy away from oil and gas and be the custodian of wealth for future generations of Qataris.

Nebras was originally a joint venture of two Government related entities: Qatar Electricity and Water Company ("QEWC") and Qatar Holding ("QH"). QEWC is listed on the Qatar Stock Exchange and owns 60% of the share capital of Nebras. QH is a wholly owned subsidiary of the Qatar Investment Authority and used to own 40% of the share capital of Nebras. In July 2022, Ras Laffan Operating Co. completed the purchase of 40% of the share capital of Nebras Power from QH, making QEWC the 100% ultimate beneficial owner.

Nebras draws on the extensive experience gained by its major shareholder, QEWC, in developing power and water projects in Qatar and abroad. QEWC is the Qatar national power generating company, it controls the majority of Qatar's power generating fleet and it is the one of the largest utility in the Middle East and North Africa regions.

Nebras has built a power generating portfolio of 20 assets across 10 Countries in 4 Continents totaling 12.6 GW of gross generating capacity (3.3 GW on ownership adjusted basis), out of which 11.5 GW in operation and 1.1 GW under construction.

Nebras has built a highly professional management team with many years of experience in the power and utilities sectors. The management team has a mix of global, regional and local experience to

ensure full alignment with its shareholders and global knowledge of the power sector.

Nebras pursues long term value creation through active management of the investment portfolio and direct involvement in engineering and construction, operation and maintenance, energy trading, sourcing and logistics of fuel. Long-term investment opportunities pursued either through direct control or with associated significant governance rights are used to influence decision making and protection of underlying value.

Nebras has the ambition and the strategic target to build a portfolio of 15+ GW gross by 2029 split 50% between renewable and gas sources.

For more information about Nebras Power please visit www.nebras-power.com.

Middle East Investment LLC

Middle East Investment LLC (MEI) is a subsidiary of Suhail Bahwan Group, which is one of the foremost and most reputed business houses in the Sultanate of Oman.

In February 2019 MEI joined as a Major Shareholder of the Company by purchasing all shares previously held by Multitech LLC.

MEI is mainly engaged in investment & trading in quoted & un-quoted equity and debt securities. MEI has grown to become a reputed Omani Investment Company. An achievement resulting from unwavering commitment to Sultanate of Oman, the professionalism of the Group's employees, a keen sense of social responsibility with a strong awareness of its operating environment and the exceptional vision and close adherence to basic values. Our portfolios focus on investing in banking, power, telecom, consumer & pharmaceutical sectors that provide the opportunity to create and capture value in a risk averse manner. The Company professionally managed investment stakes consist of local and international diversified portfolios of securities, debts and direct investment.



Management Discussion and Analysis Report

Industry Overview

The electricity and water generation, transmission, distribution and supply sector is governed by the law for the Regulation and Privatisation of the Electricity and Related Water Sector (the Sector Law) promulgated by Royal Decree 78/2004 in August 2004. The Sector Law regulates all companies and establishments operating in the sector of electricity and water, including PPC.

Pursuant to the Sector Law, PWP was established as the single buyer of electricity and water in Oman (a single procurement company) and a system of non-discriminatory access to license transmission and distribution systems was provided to generators. Pursuant to the Sector Law, APSR was established and is competent to regulate the electricity and related water sector as an administratively and financially independent entity. Additionally, APSR is responsible for regulating the water, wastewater, and gas transmission sectors in Oman.

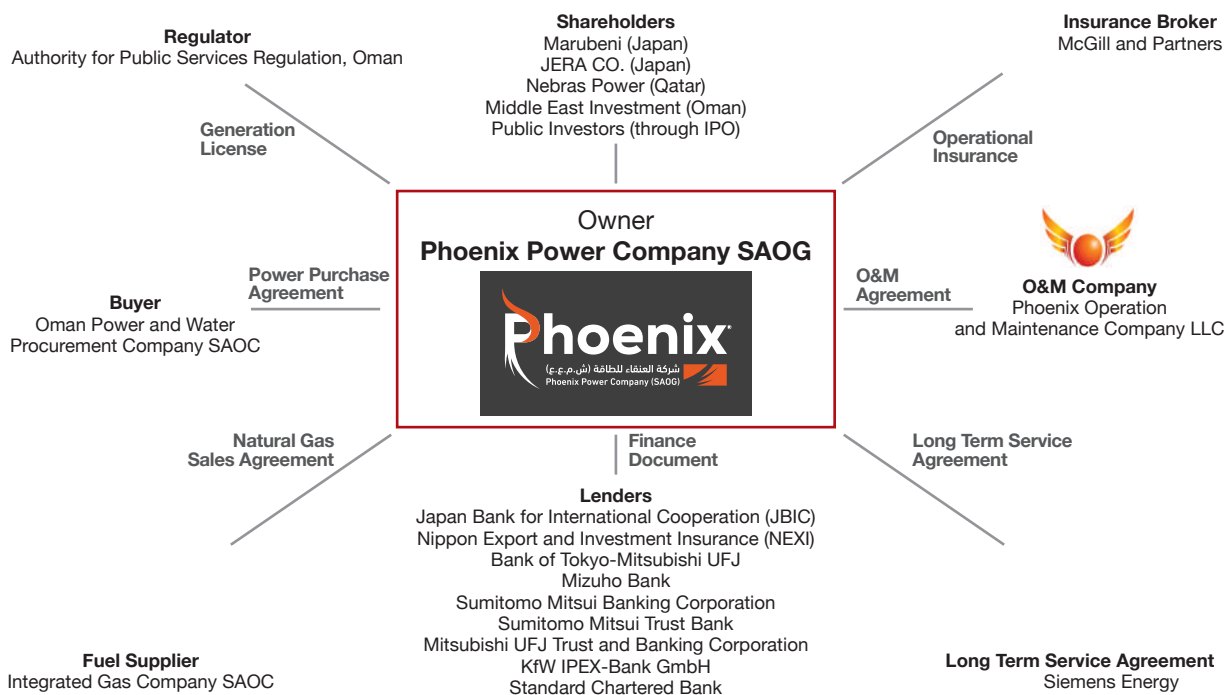
PWP is responsible for ensuring that there is sufficient electricity and water production capacity available at the lowest cost to meet growing demands in Oman. PWP undertakes long-term generation planning and publishes an annual seven-year statement that identifies the strategy to meet the future power generation and water desalination requirements. Article 74 of the Sector Law specifies the functions and duties of PWP, including but not limited to:

- Securing production capacity and output to meet demand for electricity in the MIS and Salalah System, in coordination with RAECO;
- Securing production capacity and output to meet demand for desalinated water in Oman;
- Meeting requirements for new electricity and desalinated water capacity in Oman, with new projects to be designed, constructed, financed, owned and operated by local and foreign investors, and;
- The purchase, procurement, and management of production capacity and output, ancillary services and all goods and other services on the basis of economic purchase.

In 2018 APSR amended the Company's Generation License to include the provision of an electricity pool "spot market" that allows power in the MIS to be commercially traded between OPWP and suppliers. This does not impact the existing 15-year PPA in place between the Company and PWP but will provide a commercial market through which the Company can trade its generation output at the cessation of the existing PPA.

Risk Management

The Company has a well-established contractual framework which mitigates commercial risk as shown overleaf:



Risk Management Process

The Company has a comprehensive risk management framework in place aimed at identifying principal risks that threaten the achievement of business objectives and enables assessment of their significance to be understood. Mitigating controls to manage identified risks to an acceptable level are then put in place.

All new and emerging risks are reviewed as well as any changes to existing risk levels. The risks are reviewed every quarter and reported to the Board of Directors.

Information Security

As per the Information Security Guidelines for Public Joint Stock Companies issued by the FSA, the company performed a gap assessment conducted by the Information Security Officer.

As per the Information Security review, we 'Conform' to the Information Security Guidelines of the FSA issued via Circular E/1/2022.

Power Purchase Agreement (PPA)

The Company has entered into the PPA with PWP who is the sole purchaser for a 15 year period until 31 March 2029. Under the PPA, PPC is obliged to exclusively sell electrical energy output to PWP and in return, receive from PWP capacity charges, electrical energy charges and fuel charges. Capacity charges are designed to cover fixed costs (including debt service and return on capital), electrical energy charges are designed to cover variable operating

costs of generation (excluding fuel costs). The fuel charge is the amount payable to compensate PPC for the total fuel demand required for the production of electrical energy to be delivered in accordance with the terms of the PPA.

Natural Gas Sales Agreement (NGSA)

An NGSA is in place between IGC and the Company. The agreement establishes the terms upon which PPC purchases natural gas as feedstock for the Plant from the IGC. The NGSA term is linked to the PPA term and therefore expires on 31 March 2029. The NGSA term will automatically be extended to reflect any extensions to the term of the PPA.

In accordance with the NGSA, natural gas will be supplied up to the gas delivery point of the Plant. Phoenix Power has no obligation to pay the IGC for any natural gas delivered and accepted until Phoenix Power has received the amount of the PPA payment from PWP.

Financial Arrangement

The Company entered into financing agreements with a consortium of international banks and export credit agencies at project inception, for an original amount of approximately RO 459 million. The Company senior debt is hedged in compliance with the requirement of the financing agreements through entering into interest rate swap agreements which further improves the predictability of cash-flows available to shareholders.

Operation and Maintenance

The technical risk associated with Operations & Maintenance is considered low as the Plant uses proven technology from renowned international suppliers. POMCo is the operator and maintainer of the Plant through the O&M Agreement with the Company. In addition, the maintenance of the gas turbines, steam turbines and electrical generators, which is considered a specialised activity, has been contracted on a long-term basis to the original equipment manufacturer, Siemens, whose capabilities in this area are among the best globally.

Discussion on Operational and Financial Performance

Operational Highlights

Please refer to Section “Operational Highlights” for the operational performance of the Company.

Financial Highlights

All figures in RO Millions		2024	2023
Revenues	1	167.79	158.49
Net Profit	2	23.00	21.92
Net Profit before Finance Costs	3	36.75	37.52
Total Assets	4	508.55	523.66
Capital (Paid-up)	5	146.26	146.26
Shareholders' Fund (Net Assets)	6	266.47	251.40
Term Loans (1)	7	149.68	185.78
Weighted average number of shares	8	1,462.60	1,462.60
Actual number of shares outstanding	9	1462.60	1462.60
Ordinary Dividends	10	7.67	7.67



Key Financial Indicators		2024	2023
Net Profit margin	2/1	13.71%	13.83%
Return on Capital (Paid-up)	2/5	15.73%	14.99%
Return on Capital Employed	3/ (6+7)	8.83%	8.58%
Debt Equity ratio	7 : 6	36.00 : 64.00	42.50 : 57.50
Net assets per share (Baizas)	6/8	182.19	171.89
Basic earnings per share (Baizas)	2/8	15.73	14.99
Dividends per share (Baizas)	10/9	5.25	5.25

(1) Excluding unamortised transaction cost

Analysis of Profit and Loss

Revenues of RO 167.79 million in 2024 were higher than the RO 158.49 million generated in 2023 mainly due to higher availability and indexation. Costs in 2024 were RO 129.49 million which were higher than the RO 119.82 million spent in 2023, primarily driven by higher fuel prices resulting in higher corresponding fuel costs.

The Net Profit of the Company was RO 23.00 million in 2024 which was higher than RO 21.92 million earned in 2023. Finance cost was RO 10.54 million in 2024 which is lower than RO 12.31 million in 2023.

Analysis of Balance Sheet

Total Assets of the Company stood at RO 508.55 million as at 31 December 2024 as compared to RO 523.66 million in 2023. This was mainly due to a full year's depreciation being charged for the year.

Cash and cash equivalents stand at RO 21.26 million including the short term deposit as at 31 December 2024 as compared to RO 20.01 million at the same date in 2023.

Shareholders' Funds (Net Assets) stand at RO 266.47 million as at 31 December 2024 which is higher when compared to RO 251.37 million at the same date in 2023. This is due to profit for the year being offset by the dividend distribution in line with the net profit for the year.

Hedging Reserve (net of Deferred Tax) reducing Equity by RO 2.43 million reflects the fair value of the seven interest rate swaps and three currency swaps as at the balance sheet date and does not impact the Company's capability to distribute dividends to the shareholders.

Term Loans (including non-current and current balances) reduced to RO 149.68 million as a result of scheduled repayments in accordance with financing agreements.

The Company continues to make adequate provision for asset retirement obligations to enable it to fulfil its legal obligation to remove the Plant at the end of its useful life and restore the land

Dividend Distribution

The Company follows a balanced dividend pay-out policy, subject to debt repayments, working capital, and operational expenditure obligations. The Company's dividend distribution in 2023 was RO 7.67 million (translating to 3.25 Baizas per share paid in July 2024 and 2.00 Baizas per share paid in January 2025) and paid out of the audited retained earnings for the year ended 31 December 2023.

Omanisation

Omanisation levels approximate 93% for PPC and to 94% for POMCo combined in 2024. Endeavours to achieve the Omanisation targets are ongoing and based on a holistic human resources approach which includes attracting the necessary talent, developing that talent through training and expertise transfer, consideration of a balanced approach

to remuneration and reward as well as creating a positive working environment and culture.

Outlook

All reasonable and prudent measures will be taken by the management of the Company to ensure high standards of health, safety, environmental compliance reliability and availability are maintained over 2024.

Internal Control System

The Board of Directors and management of the Company believes in the importance of the internal control system and PPC has a comprehensive system of internal controls in place, comprising:

- A well-defined governance structure.
- Clearly defined delegated levels of authority.
- Documented key business processes.
- Plans and annual budgets which will deliver the Company strategy supported by regular reporting of these plans and budgets to the Board of Directors.

In recognition of the need to continually focus on controls and to ensure compliance with Code of Corporate Governance as issued by the Financial Services Authority, the Company has appointed a full-time internal auditor. An internal audit plan was developed for 2023 and implemented with recommendations being provided to the Audit Committee who meet once per quarter. No significant failings or weaknesses have been identified in PPCs system of internal controls in the year ended 31 December 2024.

The management of the Company is fully committed to implementing the agreed recommendations arising from the internal audit reports.



Corporate Social Responsibility

Looking after our people, neighbours and the wider environment is central to PPC's business philosophy.

Corporate social responsibility is fully embedded within day to day business. Health, safety and environmental issues are the first items to be discussed at all meetings, from the Board down to site team meetings. Contributions from employees aimed at actively improving responsible performance are encouraged and staff are incentivised to focus on such issues as part of an annual bonus scheme.

The Health, Safety and Environment committee provides feedback to management to allow clear strategic direction to be developed and implemented that is aligned with the Company's corporate goals. PPC's internal processes are designed to ensure the Company meets all the requirements of the permits and licences that regulate the business and compliance is maintained. Externally, promotion within the local community of the importance of keeping safe and looking after the environment, is important.

To this end PPC & POMCO were engaged in the following activities during 2024

Health & Safety

- As part of its CSR funding, Phoenix supported Sur's Elite Cycling Team to promote employee health, foster community engagement, and encourage local sports, enhancing its corporate image and well-being.
- Phoenix participated in Gulf Traffic Week as part of its CSR initiatives, raising awareness about traffic safety and reducing accidents across the Gulf region through this activity.
- Through its CSR contributions, Phoenix provided funding to the cancer association for technical devices, enhancing their operational capabilities and supporting patient care.
- Phoenix funded the construction of a football stadium under its CSR program to encourage community sports and recreational activities,

promoting health and well-being. As part of its CSR sponsorship, Phoenix provided Al-Afiya Football Academy with training uniforms for young players aged 10-17. This initiative also featured the company's logo and supported the academy's growth from 100 to 170 players.

Education & Training

- Phoenix sponsored a school student under its CSR initiative to support educational needs and encourage academic growth through the Siraj Endowment program
- Phoenix provided funding to support Quran memorization for students, promoting education and cultural values as part of its CSR commitments.
- As part of its CSR goals, Phoenix funded the Special Olympics Oman Championship, supporting inclusivity and empowering individuals with intellectual disabilities while fostering collaboration and diversity within the local community.

Community Support

- Allocated to the Oman Charitable Organization from the 2023 Corporate Social Responsibility (CSR) budget, which accounts for 20% of the total budget. This allocation is in accordance with Ministerial Decision 205/2021 for Listed Companies and aligns with the PPC CSR budget for the year 2024.
- Collaboration with the Ministry of Tourism to Celebrate Shabaniya Festival in Sur City. The company has joined hands with the Ministry of Tourism to celebrate the traditional Shabaniya festival in the Wilayat of Sur. The celebrates annually 14th of Shaaban in the Hijri year, is greeted by the children of the wilayat with immense joy, regarding it as akin to Eid. The primary objective of Al Shabaniya is to serve the larger community in the Sur region by remembering the day with kids and families. This significant event in South Al Sharqiyah, Oman, will positively impact the company's reputation by supporting the

Ministry of Tourism. Maintaining a strong relationship with the Ministry paves the way for good news stories and serves as a source of positive public relations, goodwill, and image for the company.

- As part of its CSR initiatives, Phoenix contributed to the Iftar event organized by the Wali Sur Office. This initiative supported the community during the holy month of Ramadan, fostering a spirit of togetherness and care.
- Phoenix funded a beach cleaning campaign to promote environmental sustainability and community involvement. This initiative aimed to raise awareness of the importance of protecting marine ecosystems and maintaining clean public spaces.
- Phoenix supported an exhibition in a small town during Eid Al Adha to promote local culture and community engagement. This initiative contributed to the preservation of traditions and encouraged community participation.
- Phoenix funded the Companion Chairs Project at Sur Hospital, ensuring that patients

could have their loved ones by their side during their stay. This initiative promoted health and wellness while reinforcing support for the local community. A total of 33 chairs were provided, contributing to a compassionate and patient-friendly environment.

- Phoenix proudly sponsored the Traditional Weapons Shooting Competition at the Sultanate level in December 2024. This initiative aimed to preserve Omani heritage and cultural traditions, reflecting the company's commitment to community engagement

Working and consulting with the local community at Sur is important for PPC. The Company, through its Operator, POMCo, is a member of the Social Affairs Committee at Sur and participates in discussions related to social development and infrastructure support. Training is normally provided to people who are not employees of the Company but who may benefit from exposure to power station operations through internships and bespoke training courses as part of the Company's commitment to supporting development of the wider power sector.

Some Pictures of the Company Contribution during 2024





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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 PHOENIX POWER COMPANY SAOG IN RESPECT OF CORPORATE GOVERNANCE REPORT

Scope and purpose

We have performed the procedures agreed with you pursuant to the Financial Services Authority's (FSA) circular no. E/4/2015, dated 22 July 2015, with respect to the Board of Directors' Corporate Governance Report (the "Report") of Phoenix Power Company SAOG (the "Company") as at and for the year ended 31 December 2024 and its application of the corporate governance practices in accordance with amendments to FSA's Code of Corporate Governance issued under circular no. E/10/2016 dated 1 December 2016 (collectively the "Code").

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 2024 and does not extend to any financial statements of Phoenix Power Company SAOG, 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 Code 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 control

In performing the Agreed-Up On 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 independence requirements. 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.

AGREED-UPON PROCEDURES REPORT ON FACTUAL FINDINGS TO THE SHAREHOLDERS OF PHOENIX POWER COMPANY SAOG IN RESPECT OF CORPORATE GOVERNANCE REPORT (continued)

Our independence and quality control (continued)

EY applies International Standard on Quality Control 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

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 Code for the year ended 31 December 2024.

Our procedures and findings included:

No.	Procedures	Findings
(a)	We obtained the Corporate Governance Report issued by the Board of Directors and compared its contents to the minimum requirements of the FSA as set out in Annexure 3 of the Code.	No exceptions noted.
(b)	We obtained from the Company details of the areas of non-compliance with the Code identified by the Company, as set out in its Board minutes and in its non-compliance checklist, and compared these with those included in the Report in the section "Details of non-compliance and penalties", together with the reasons for such non-compliance for the year ended 31 December 2024. Additionally, we obtained written representations from the directors that there were no other areas of non-compliance with the Code for the year ended 31 December 2024 of which they were aware.	We draw attention to the paragraph of non-compliance in the Corporate Governance Report that states the non-compliance with respect to the Code.



25 February 2025
Muscat



Corporate Governance Report

In accordance with the guidelines issued by the Financial Services Authority (“FSA”) vide circular 1/2003 and E/4/2015 (“Code of Corporate Governance” or the “Code”) which was amended vide circular E/4/2015 and became effective on 22 June 2016, the Board of Directors and Management of the Company hereby present their Corporate Governance Report for the year ended 31 December 2024.

Company’s Philosophy

The Company’s philosophy of corporate governance is based on four main components: to enhance Shareholder value through continuous improvement of the business process; to display the highest ethical standards at all Company levels; to observe compliance with laws, permits and regulations; and to ensure full transparency on all financial and corporate matters towards internal and external stakeholders.

The current Board of Directors was elected on 20 March 2023, and its members’ term of office shall remain in force for a period of three years and until the third annual general meeting of the Company. The composition of the Board of Directors is diverse contributing to and ensuring reliable and effective operation of the Company. The executive management of the Company was appointed by the Board of Directors. Simultaneously, an Audit Committee was established in 2014 and is currently composed of three Non-Executive Directors with a high level of experience in financial matters. In addition, a Nomination and Remuneration Committee was established in 2016, comprising three Directors.

The Company is operated in line with a robust business framework comprising detailed policies and procedures that assure full compliance with the requirements of the Code. These are regularly reviewed and kept up to date for optimal control. Material information is transparently disclosed to the Muscat Stock Exchange in a timely manner which can be accessed by the relevant stakeholders.

The Company and its Operator, Phoenix Operation and Maintenance Company LLC (“POMCo”) have retained accreditation to ISO 45001 (2018), ISO 14001 (2015) and ISO 9001 (2015) and have obtained ISO 55001 (2014) in 2024. A surveillance audit was conducted from 17 to 21 November 2024. The audit did not reveal any nonconformities and presented a single opportunity for improvement.

In addition, and as a consequence of a goal to continually benchmark health and safety performance externally, Phoenix Power Company won the 2024 Gold Medal Award presented by the Royal Society for the Prevention of Accidents (RoSPA), while Phoenix Operations and Maintenance Company received the Commended Award for third place in the Electricity Sector for 2024 from the same society.



Board of Directors

The Board of Directors were elected on 18 March 2024 in accordance with Article 18 of the Articles of Association. In 2024 a number of Directors resigned and were replaced. Details of the various Directors and 2024 meetings are as follows.

Name of Director	Capacity	Category#	BM 27 Feb.	AGM 18 Mar.	BM 24 Apr.	BM 24 Jul.	BM 23 Oct.
Mr. Khalid Jolo	Non-Executive	Independent	✓	✓	✓	✓	✓
Mr. Koichi Matsumoto (*)	Non-Executive	Non-Independent	P	-	-	-	-
Mr. Fatih Abdel Kariem	Non-Executive	Independent	✓	✓	✓	✓	✓
Mr. Naohiro Aoki (**)	Non-Executive	Independent	✓	✓	✓	✓	✓
Mr. Hitoshi Nakahara (*)	Non-Executive	Independent	✓	✓	✓	P	-
Mr. Victor Caballero	Non-Executive	Independent	-	-	-	-	✓
Mr. Sultan Al Tai	Non-Executive	Independent	✓	✓	✓	✓	A
Mr. Adrian Röthlisberger	Non-Executive	Independent	✓	✓	✓	✓	✓
Mr. Ahmed Mahmoud Abdelati Ibrahim (**)	Non-Executive	Independent	-	✓	✓	✓	A

✓ : Attended, P : Proxy, - : not in seat , A : absent

(*) Resigned during the year (**) Appointed during the year

The above classification as Non-independent/ Independent director is as per the definition that exists in the Code.

Directorship / membership in other public companies (SAOG companies) in Oman as of 31 December 2024;

Name of Directors	Position held	Name of the Company
Mr. Khalid Jolo	None	None
Mr. Adrian Röthlisberger	None	None
Mr. Fatih Abdel Kariem	None	None
Mr. Naohiro Aoki	None	None
Mr. Victor Caballero	None	None
Mr. Ahmed Mahmoud Abdelati Ibrahim	None	None
Mr. Sultan Al Tai	Board member	Al Maha Petroleum Product Marketing Co SAOG

The profile of the Directors and management team is included as an annexure to the Corporate Governance Report.

Audit Committee

The Audit Committee meets with the external and internal auditors without the executive management of the business being present.

The primary purpose of the Committee is to ensure that internal and external audit processes are carried out in the best interests of all stakeholders and to assist the Board of Directors and the management of the Company in fulfilling their responsibilities, which include:

- Agreeing the nature and scope of audits and reviewing the audit plan;
- Maintaining the integrity of the Company's financial statements;
- Ensuring the Company's compliance with legal and regulatory requirements;
- Performance of the Company's internal audit, external audit and Government Audit functions.

Consistent with the function above, the Audit Committee encourages management to engage in continuous improvement of the Company's policies and procedures.

The Audit Committee has an open channel of communication with the internal auditor, external auditors, financial and senior management and other Board of Directors.

The latest Audit Committee Charter is aligned with the latest Code of Corporate Governance.

To comply with article 173 of FSA(CMA) Decision No. 27/2021 an external evaluator in 2024 has been appointed to conduct a comprehensive Quality Assessment Evaluation of the internal audit activity, the last assessment done in 2019. The external evaluator's opinion on the internal audit activity "Generally Conforms" to both the FSA's Decision 27/2021 and International Professional Practices Framework (IPPF) issued by the Institute of Internal Auditors (IIA).f

The Audit Committee comprises of 3 Directors appointed by the Board of Directors and meets at least four times annually, reporting to the Board of Directors. The current members were appointed by the Board of Directors and all members of the Audit Committee are non-executive.

The composition of the Audit Committee members in 2024 is as follows.

Name of Directors	Category	26 Feb.	23 Apr.	23 Jul.	22 Oct.
Mr. Fatih Abdel Kariem	Chairman	✓	✓	✓	✓
Mr. Naohiro Aoki	Member (**)	✓	✓	✓	✓
Mr. Adrian Röthlisberger	Member (**)	-	✓	✓	✓
Mr. Koichi Matsumoto	Member (*)	P	-	-	-

✓ : Attended, P : Proxy, - : not in seat , A : absent

(*) Resigned during the year (**) Appointed during the year

Nomination and Remuneration Committee

A Nomination and Remuneration Committee has been established by the Board of Directors of the Company in accordance with the requirements of the Corporate Code of Governance. The primary purpose of the Nomination and Remuneration Committee is to assist the general meeting of the shareholders in the nomination of proficient directors and election of the most fit for purpose candidates and the Board of Directors in selecting the appropriate and necessary executives for the executive management which the Company requires in order to achieve its strategic and operational objectives.

The Terms of Reference of the Nomination and Remuneration Committee has been issued in July 2016 which is in line with the Code.

The Nomination and Remuneration Committee comprises 3 Directors appointed by the Board of Directors and meets at least two times annually, reporting to the Board of Directors. All members of the Nomination and Remuneration Committee are non-executive.

The composition of the Nomination and Remuneration Committee members in 2024 is as follows.

Name of Directors	Category	27 Feb.	24 Jul.
Mr. Adrian Rothlisberger	Chairman	✓	✓
Mr. Khalid Jolo	Member	✓	✓
Mr. Naohiro Aoki (**)	Member	✓	✓

✓ :Attended, P : Proxy, - Not in seat

(*) Resigned during the year (**) Appointed during the year

Process of Nomination of Directors

Directors are nominated and elected as per the Commercial Company Law and the Article of Association. The term of office of the Directors shall be for a maximum period of 3 years, subject to re-election where 3 years for this purpose is the period ending on the date of the third Annual General Meeting. The current term will expire at the Annual General Meeting in 2024. If the office of a Director becomes vacant in the period between two Ordinary General Meetings, the Board of Directors may appoint a temporary Director who satisfies the requirements specified in Company's Articles of Associations to assume his/her office until the next Annual General Meeting.

Remuneration Matters

a. Directors and Audit Committee members

There is no individual sitting fees for the Board of Directors, Audit Committee members and Nomination and Remuneration Committee members.

b. Top 2 key management personnel

The Company paid to its top 2 key management personnel an aggregate amount of RO 263,000 which includes salaries, performance related discretionary bonus and other benefits.

c. Details of performance based bonuses, awards and incentives

Bonus payments for the key management personnel of Phoenix Power Company are based on both personal and business performance and are related to the achievement of business KPIs including health and safety targets, technical performance and financial delivery. The bonuses to be paid are based on recommendations from the Nomination and Remuneration Committee.

d. Employment contracts

The key management personnel have employment contracts with Phoenix Power Company and all have notice periods, under the terms of those contracts, of three months.

Means of communication with the shareholders and investors

The Company communicates with the shareholders and investors in both English and Arabic mainly through the MSX website and the Company's website. Material information is disclosed immediately, and financial information such as initial quarterly or annual un-audited financial results, un-audited interim financial statements, and audited annual financial statements are disclosed within the regulatory deadlines. The Company's executive management is also available to meet its shareholders and analysts as and when required.

Related Party Transactions

A detail of the related party transactions which the Company have carried out for the financial year ended 31 December 2024 is as follows.

	Name of the Party	Nature of work	Amount (RO)
1	Axia Power Holdings B.V.	Consulting Service Agreement	41,142
2	JERA Co., Inc.	Consulting Service Agreement	24,685
3	Phoenix Operation and Maintenance Company LLC	O&M Fee and expense (as per the O&M contract)	9,778,059

Market Price Data

e. High/low share price and performance comparison during each month in 2024.

Month	Price (Baiza)			MSM Service Sector Index
	High	Low	Average	
January	51	50	50.5	4561.85
February	54	52	54.0	4554.85
March	63	61	63.0	4635.71
April	61	61	61.0	4784.23
May	60	59	60.0	4845.73
June	61	60	60.5	4687.26
July	59	59	59.0	4661.63
August	58	56	57.0	4746.41
September	60	58	59.0	4749.34
October	58	58	58.0	4563.05
November	58	57	57.5	4576.60
December	59	58	59.0	4514.07

f. Distribution of shareholding as of 31 December 2024:

Category	Number of shareholders	Number of shares held	Share capital %
5% and above	5	1,050,537,117	71.826
Less than 5%	7,056	412,064,343	28.174
Total	7,061	1,462,601,460	100

Professional Profile of the Statutory Auditor

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 26 offices and 15 countries, sharing the same values and an unwavering commitment to quality. EY MENA forms part of EY's EMEIA practice. Globally, EY operates in more than 150 countries and employs 400,000 professionals in 700 offices. Please visit ey.com for more information about EY.

This rare combination of skilled resources and personal commitment explains why EY has grown rapidly to a position of prominence among major accounting firms in the Sultanate of Oman. Ernst & Young LLC is approved by Financial Services Authority as one of the audit firms allowed to audit joint stock companies.

Remuneration of the Statutory Auditor

The professional fees paid / due during the year 2024 are as follows:

Particulars	RO
Audit fees	17,500
Total	17,500

Details of Non-Compliance by the Company

There were no penalties imposed on the Company by the Financial Services Authority, Muscat Stock Exchange ("MSX") or any other statutory authority on any matter related to capital markets in the year 2024, 2023 and 2022 except the one mentioned below:

In 2022, a penalty was levied by CMA on 20th April for failure of the Company to post the candidate list for the vacant seat in accordance with prescribed timeline (one-day delay).

Acknowledgement by the Board of Directors

The Board of Directors confirm their responsibility for the preparation of the financial statements in line with International Financial Reporting Standards ("IFRS"), the disclosures requirements of the FSA and the Commercial Companies Law of 2019. The Board of Directors confirms that it has reviewed the efficiency and adequacy of the internal control systems of the Company and is pleased to inform the shareholders that adequate and appropriate internal controls are in place, which are in compliance with the relevant rules and regulations. The Board of Directors confirms that there are no material matters that would affect the continuity of the Company, and its ability to continue its operations during the next financial year.

Yours sincerely,



Chief Executive Officer



Chief Executive Officer

Brief Profiles of the Directors

Name:	Mr. Khalid Jolo
Position:	Chairman
Education:	Mr. Jolo holds a degree in Mechanical Engineering from the Faculty of Engineering, Qatar University.
Experience:	Mr. Khalid Jolo has more than 24 years of experience in various capacities like Senior Project Engineer, Project Director, and Business Development Manager. Immediately after his engineering studies, he joined with Ministry of Electricity, Qatar in the mid-1990s. Later, he joined Qatar Electricity & Water Co, Q.S.C. ("QEWC") as Senior Project Engineer in 1997. QEWC is considered as one of the first private sector companies that operates in the field of power generation and water production in the region, owning and operating power generation and water desalination stations using the most up to-date technologies in the world. He has headed the QEWC Business Development team in the past, which was very successful in garnering a few of the prestigious projects in Qatar. At present, Mr. Jolo, is the Chief Executive Officer for Nebras Power Q.P.S.C.
List of Other Directorships:	While Mr. Jolo is Chairman of Qatar Power, Qatar; Shams Maan Power Generation, Jordan and Phoenix Power Co., Oman, he is also Director of : <ol style="list-style-type: none">1. Ras Girtas Power Company, Qatar;2. Ras Laffan Power Co., Qatar;3. Umm Al Houl Power Co., Qatar;4. Nebras Power Latin America, Brazil;5. Nebras Power Netherlands B.V.;6. IPM Indonesia Netherlands, B.V.;7. PM Asia, Indonesia and8. Paiton Energy, Indonesia9. Siraj-1 Energy, Qatar.10. Siraj Energy, Qatar.

Name:	Mr. Abdel Kariem Mohammed Alfatih Abdelfattah
Position:	Director
Education:	Mr. Fatih Abdel Kariem holds Master Degree in Electronics and communication Engineering, Post Graduate Diploma in Computer and Control and Master Degree in Computers and communications.
Experience:	Mr. Fatih Abdel Kariem professional Engineer has over 25 years' experience in power and water industry. Working in consultancy for power plants, worked as contractor and currently in the asset management areas of work wide international experience in the electricity industry at many countries around the world in Europe, Middle East, Africa, Far East and America. Mr. Fatih Abdel Kareim worked in different roles, technical, contractual and managerial in the power industry. Mr. Fatih Abdel Kariem currently work as Vice President for asset management section of Marubeni Middle East and Africa.
List of Other Directorships:	In addition to Phoenix Power Company SAOG, Mr. Fatih Abdel Kariem is also a director of the following companies: <ol style="list-style-type: none"> 1. Non-Executive Director, Phoenix Operation and Maintenance Company LLC, Oman 2. Non-Executive Director, Power Cogeneration Plants Company, Saudi Arabia 3. Non-Executive Director, Asharqia Operation and Maintenance Company, Saudi Arabia 4. Non-Executive Director, Tanajib Operation and Maintenance Company, Saudi Arabia

Name:	Mr. Naohiro Aoki
Position:	Director
Education:	Mr. Nahiro holds a master's degree in mechanical engineering from Kyushu University, Japan,
Experience:	Mr. Nahiro started his career in 2007 working for Tokyo Electric Power Company Inc and from 2021-present in JERA Co Inc within the power and utility sector.

Name:	Mr. Victor Caballero Arcos
Position:	Director
Education:	Engineering degree: B. Eng (Hons) Electronic Engineering
Experience:	<p>Mr. Victor Caballero professional Engineer has over 17 years' experience in power and water industry. As per the below:</p> <ul style="list-style-type: none"> • JERA Middle East & Africa (Dubai – UAE) as Regional Head of Assets MEA from February 2024-today • ACWA POWER as: <ul style="list-style-type: none"> o Project Director from August 2023 -February 2024 in Dubai - UAE o Executive Manager from April 2018 – December 2019 in Dubai - UAE o Assets Director Maroc from January 2016 – April 2018 in Morocco o Project Director from January 2013–December 2015 in Morocco o Site Manager from November 2007 – December 2012
List of Other Directorships:	<p>In addition to Phoenix Power Company SAOG, Mr. Victor Caballero is also a director of the following companies:</p> <ol style="list-style-type: none"> 1. Mesaieed PCL 2. ITM O&M Company 3. Amiral Cogeneration Holding Company Limited 4. Najim Cogeneration Limited 5. Nawaras Power Company 6. Rihab ElAwal Power Company 7. Chairman in Najim Jeera Operation and Maintenance Company

Name:	Mr. Ahmed Mahmoud Abdelati Ibrahim
Position:	Director
Education:	Mr. Ahmed holds a master's in business administrative and Bachelor degree of Commerce in Accounting
Experience:	Mr. Ahmed has 21 years experiences in accounting and Internal Audit.
List of Other Directorships:	In addition to Phoenix Power Company SAOG, Mr. Ahmed is also a director in Internal Audit Institute and chairman of the awareness committee.

Name:	Mr. Sultan Al Tai
Position:	Director
Education:	Mr. Sultan holds a bachelor's degree in finance from Malaysia , and Post Graduate Diploma in Advance Accounting form Industrial Technical College(University Of Technology And Applied Sciences now), Oman.
Experience:	Mr. Sultan is the Investment Specialist in civil service employees' pension fund. He is in charge of fixed income and market intelligence and business development of the real estate assets of the fund. His responsibilities include comprehensive due diligence of new opportunities, performance management and reporting and strategic advisory to the top management on alternative investments
List of Other Directorships:	In addition to Phoenix Power Company SAOG, Mr. Sultan is also Board Director of Al Al Maha Petroleum Product Marketing Co SAOG:

Name:	Mr. Adrian Röthlisberger
Position:	Director
Education:	Mr. Röthlisberger holds a Bachelor Degree in Mechanical Engineering and a Masters Degree in Business Administration.
Experience:	In 2018 Mr. Röthlisberger moved to Marubeni Power Asset Management in the UAE where he serves as the Director of Projects for the Middle East and Africa. In addition to Phoenix Power Company SAOG, Mr. Röthlisberger is also a director of the following companies:
List of Other Directorships:	<ol style="list-style-type: none"> 1. Non-Executive Director, Amin Renewable Energy Company, Oman 2. Non-Executive Director, Fujairah Power Company F3, UAE 3. Non-Executive Director, Emirates CMS Power Company, UAE 4. Non-Executive Director, Taweelah A2 O&M Company, UAE 5. Non-Executive Director, Asia Gulf Power Service Company, UAE 6. Non-Executive Director, Tanajib Cogeneration Power Company, KSA 7. Non-Executive Director, Tanajib Operation and Maintenance Company, KSA 8. Non-Executive Director, South Rabigh Renewable Energy Company, KSA 9. Non-Executive Director, Uni-Mar Enerji, Turkey 10. Shareholder Representative, Carthage Power Company - Rades, Tunisia

Brief Profiles of the Key Executive Officers

Name:	Mr. Mohammed Said Mubarak Al Shuaili
Position:	Chief Executive Officer
Year of Joining:	2022
Education:	Mohammed holds a Diploma (Level 5) in Leadership and Management from the Polyglot Institute (2014), a Master of Science in Maintenance Management from Caledonian College of Engineering (2014), and a Bachelor of Science in Mechanical Engineering from Sultan Qaboos University (2007). With his strong educational background, Mohammed is well-equipped to lead PPC towards a sustainable and prosperous future.
Experience:	Mohammed's expertise in power and energy was brought to the fore when he took over as Chief Executive Officer of Sur IPP, a 2000 MW CCGT plant. Before joining PPC, he served as Plant General Manager at NOMAC, where he managed Ibri 1, a 1509 MW CCGT plant, and Ibri 2, a 500 MWac PV plant. Prior to that, he was the Maintenance Manager at GHUBRAH Power and Desalination Company, and a Senior Mechanical Engineer. Mohammed's passion for the industry and commitment to excellence make him a valuable asset to PPC and the power sector as a whole. He is dedicated to achieving long-term growth while promoting a sustainable environment for the community.

Name:	Mr. Ahmed AL Abri
Position:	Chief Financial Officer
Year of Joining:	2015
Education:	Mr. Ahmed holds a Bachelor's degree in Finance from Sultan Qaboos University and MBA in Finance from Franklin University, Ohio, USA.
Experience:	Mr. Ahmed joined Phoenix Power Company in 2015 with over 17 years' experience in accounting and audit. He led the audit function in the company from 2015 to 2018. He moved to the finance department in 2018 in which he was responsible for preparation of monthly, quarterly and annual reports, supporting mid-year review reforecasting and supporting annual budget and business plan preparation. In 2019 his responsibility expanded to take complete responsibility for month end reporting and leading individual finance activities. He also acts a Company Secretary to the PPC board.





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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF PHOENIX POWER COMPANY SAOG

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Phoenix Power Company SAOG (the "Company"), which comprise the statement of financial position as at 31 December 2024, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2024 and its financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in the Sultanate of Oman, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
PHOENIX POWER COMPANY SAOG (CONTINUED)**

Report on the audit of the financial statements (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
<p>Property, plant and equipment</p> <p>Property, plant and equipment represents 90% of total assets on the statement of financial position.</p> <p>The Company has entered into the Power Purchase Agreement ("PPA") with Oman Power and Water Procurement Company SAOC ("OPWP") to generate electricity and make available the power capacity from the Plant for a period of 15 years ending in December 2029 without an option for renewal.</p> <p>If these were to be impaired, it would have a significant impact on the reported profit and the statement of financial position of the Company.</p> <p>Impairment assessment requires judgements and estimates towards future results of business including key assumptions like discount rate, growth rate etc.</p> <p>Considering the significance of the amount and the extent of the judgements involved this is considered to be a key audit matter.</p> <p>Refer to note 3.23 a) (Estimates and judgements) and note 10 (Property, plant and equipment) in the financial statements.</p>	<p>Our audit procedures in this area included the following:</p> <ul style="list-style-type: none"> - Evaluated management's process of assessing impairment indicators and performing of impairment tests. - Assessed, with the assistance of valuation specialist, the estimates and assumptions made by the management regarding any potential impairment related to property, plant and equipment. - Evaluated the appropriateness of the assumptions applied to key inputs such as estimate of future cash flows which included comparing these inputs with our own assessments based on our knowledge of the client and the industry - Verified the arithmetical correctness of the discounted cashflows model. - Performed sensitivity analysis and evaluated whether any reasonably possible changes in assumptions could lead to impairment of property, plant and equipment. - Evaluated the adequacy of the disclosures made in the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF PHOENIX POWER COMPANY SAOG (CONTINUED)

Report on the audit of the financial statements (continued)

Other matter

The financial statement of the Company for the year ended 31 December 2023 were audited by another auditor who expressed an unqualified opinion on those financial statements on 27 February 2024.

Other information included in the Company's 2024 Annual Report

Other information consists of the information included in the Company's 2024 Annual Report other than the financial statements and our auditor's report thereon. Management is responsible for the other information. We obtained the following information prior to the date of our auditor's report, and we expect to obtain the published 2024 Annual Report after the date of our auditor's report:

- Chairman's report
- Corporate governance report
- Management discussion and analysis

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of the auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and Audit Committee for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards and their preparation in compliance with the relevant requirements of the Commercial Companies Law of 2019 and the Financial Services Authority (the "FSA") of the Sultanate of Oman, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Audit Committee are responsible for overseeing the Company's financial reporting process.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF PHOENIX POWER COMPANY SAOG (CONTINUED)

Report on the audit of the financial statements (continued)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.



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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
PHOENIX POWER COMPANY SAOG (CONTINUED)

Report on the audit of the financial statements (continued)

Auditor's responsibilities for the audit of the financial statements (continued)

From the matters communicated with Audit Committee, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

We report that the financial statements comply, in all material respects, with the relevant requirements of the Commercial Companies Law of 2019 and FSA of the Sultanate of Oman.

Ernst + Young

Mohamed Al Qurashi
Muscat
25 February 2025



STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024


		2024	2024	2023	2023
	Notes	RO'000	USD'000	RO'000	USD'000
Revenues	4	167,786	436,374	158,490	412,199
Direct costs	5	<u>(129,492)</u>	<u>(336,782)</u>	<u>(119,816)</u>	<u>(311,613)</u>
GROSS PROFIT		38,294	99,592	38,674	100,586
Other income		-	-	308	800
General and administrative expenses	6	<u>(1,543)</u>	<u>(4,011)</u>	<u>(1,466)</u>	<u>(3,813)</u>
PROFIT BEFORE INTEREST AND TAX		36,751	95,581	37,516	97,573
Finance costs	7	<u>(10,537)</u>	<u>(27,405)</u>	<u>(12,309)</u>	<u>(32,021)</u>
Finance income	7	<u>786</u>	<u>2,045</u>	<u>591</u>	<u>1,536</u>
PROFIT BEFORE TAX		27,000	70,221	25,798	67,088
Income tax	8	<u>(4,001)</u>	<u>(10,405)</u>	<u>(3,875)</u>	<u>(10,078)</u>
PROFIT FOR THE YEAR		<u>22,999</u>	<u>59,816</u>	<u>21,923</u>	<u>57,010</u>
OTHER COMPREHENSIVE (LOSS)/ INCOME					
Items that may be reclassified to profit and loss in subsequent periods:					
Net movement in fair value of cash flow hedges	20	<u>(261)</u>	<u>(678)</u>	<u>(203)</u>	<u>(529)</u>
Income tax effect	8	<u>39</u>	<u>102</u>	<u>30</u>	<u>79</u>
Other comprehensive loss		<u>(222)</u>	<u>(576)</u>	<u>(173)</u>	<u>(450)</u>
TOTAL PROFIT AND OTHER COMPREHENSIVE INCOME FOR THE YEAR		<u>22,777</u>	<u>59,240</u>	<u>21,750</u>	<u>56,560</u>
BASIC AND DILUTED EARNINGS PER SHARE (RO BAIZA/USD CENTS)	9	<u>0.016</u>	<u>0.041</u>	<u>0.015</u>	<u>0.039</u>

STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 31 DECEMBER 2024

	Notes	2024 RO'000	2024 USD'000	2023 RO'000	2023 USD'000
ASSETS					
Non-current assets					
Property, plant and equipment	10	456,486	1,187,215	472,363	1,228,508
Right-of-use assets	11	7,366	19,157	7,638	19,866
Derivative financial instruments	20(a)	1,654	4,301	300	779
		<u>465,506</u>	<u>1,210,673</u>	<u>480,301</u>	<u>1,249,153</u>
Current assets					
Trade and other receivables	12	8,828	22,956	8,751	22,759
Inventories	13	11,517	29,952	11,414	29,687
Short term deposits	14	7,807	20,303	7,306	19,000
Cash and bank balances	15	13,456	34,997	12,700	33,031
Derivative financial instruments	20(a)	1,439	3,743	3,184	8,282
		<u>43,047</u>	<u>111,951</u>	<u>43,355</u>	<u>112,759</u>
TOTAL ASSETS		<u>508,553</u>	<u>1,322,624</u>	<u>523,656</u>	<u>1,361,912</u>
EQUITY AND LIABILITIES					
Equity					
Share capital	16	146,260	380,390	146,260	380,390
Legal reserve	17	19,525	50,781	17,225	44,799
Retained earnings		103,113	268,168	90,093	234,305
Equity before hedging reserve		<u>268,898</u>	<u>699,339</u>	<u>253,578</u>	<u>659,494</u>
Hedging reserve	20	(2,431)	(6,322)	(2,209)	(5,746)
Total equity		<u>266,467</u>	<u>693,017</u>	<u>251,369</u>	<u>653,748</u>
LIABILITIES					
Non-current liabilities					
Interest bearing loans and borrowings	19	112,138	291,646	148,198	385,431
Derivative financial instruments	20(b)	4,352	11,319	4,821	12,540
Provision for asset retirement obligation	21	5,645	14,682	5,376	13,983
Deferred tax liabilities	8	46,089	119,867	45,790	119,089
Lease liabilities - non current	23	7,740	20,132	7,873	20,478
Employees' end of service benefits	22(b)	1	2	38	99
		<u>175,965</u>	<u>457,648</u>	<u>212,096</u>	<u>551,620</u>
Current liabilities					
Interest bearing loans and borrowings	19	36,572	95,117	36,104	93,899
Dividend payable	18	2,925	7,608	2,925	7,608
Accounts payable and accruals	22(a)	20,781	54,040	18,968	49,333
Derivative financial instruments	20(b)	1,601	4,163	1,262	3,281
Lease liabilities	23	529	1,375	529	1,375
Provision for income tax	8	3,713	9,656	403	1,048
		<u>66,121</u>	<u>171,959</u>	<u>60,191</u>	<u>156,544</u>
Total liabilities		<u>242,086</u>	<u>629,607</u>	<u>272,287</u>	<u>708,164</u>
TOTAL EQUITY AND LIABILITIES		<u>508,553</u>	<u>1,322,624</u>	<u>523,656</u>	<u>1,361,912</u>
Net assets per share					
(RO BAIZA/USD CENTS)	24	<u>0.182</u>	<u>0.474</u>	<u>0.172</u>	<u>0.447</u>

The financial statements were authorised for issue and approved by the Board of Directors on the date 24 February 2025 and were signed on their behalf by:


Director


Director

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

	Notes	Share capital	Legal reserve	Hedging reserve	Retained earnings	
		RO·000	RO·000	RO·000	RO·000	RO·000
Balance at 1 January 2023		146,260	15,033	(2,036)	78,037	237,294
Profit for the year		-	-	-	21,923	21,923
Other comprehensive loss		-	-	(173)	-	(173)
Total comprehensive income for the year		-	-	(173)	21,923	21,750
Transfer to legal reserve	17	-	2,192	-	(2,192)	-
Dividends	18	-	-	-	(7,675)	(7,675)
Balance at 31 December 2023		146,260	17,225	(2,209)	90,093	251,369
Profit for the year		-	-	-	22,999	22,999
Other comprehensive loss		-	-	(222)	-	(222)
Total comprehensive income for the year		-	-	(222)	22,999	22,777
Transfer to legal reserve	17	-	2,300	-	(2,300)	-
Dividends	18	-	-	-	(7,679)	(7,679)
Balance at 31 December 2024		146,260	19,525	(2,431)	103,113	266,467

	Notes	Share capital	Legal reserve	Hedging reserve	Retained earnings	Total
		USD·000	USD·000	USD·000	USD·000	USD·000
Balance at 1 January 2023		380,390	39,098	(5,296)	202,961	617,153
Profit for the year		-	-	-	57,010	57,010
Other comprehensive loss		-	-	(450)	-	(450)
Total comprehensive income for the year		-	-	(450)	57,010	56,560
Transfer to legal reserve	17	-	5,701	-	(5,701)	-
Dividends	18	-	-	-	(19,965)	(19,965)
Balance at 31 December 2023		380,390	44,799	(5,746)	234,305	653,748
Profit for the year		-	-	-	59,816	59,816
Other comprehensive loss		-	-	(576)	-	(576)
Total comprehensive income for the year		-	-	(576)	59,816	59,240
Transfer to legal reserve	17	-	5,982	-	(5,982)	-
Dividends	18	-	-	-	(19,971)	(19,971)
Balance at 31 December 2024		380,390	50,781	(6,322)	268,168	693,017

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

	Notes	2024 RO'000	2024 USD'000	2023 RO'000	2023 USD'000
OPERATING ACTIVITIES					
Profit before tax		27,000	70,221	25,798	67,088
Adjustments for:					
Depreciation of property, plant and equipment	10	15,877	41,293	15,875	41,287
Depreciation of right-of-use assets	11	272	709	264	686
Finance costs	7	10,537	27,405	12,309	32,021
Accruals for employees' end of service benefits	22(b)	7	19	6	16
Finance income	7	(786)	(2,045)	(591)	(1,536)
		<u>52,907</u>	<u>137,602</u>	<u>53,661</u>	<u>139,562</u>
Working capital changes:					
Inventories		(103)	(265)	(49)	(134)
Trade and other receivables		(77)	(197)	(818)	(2,128)
Accounts payable and accruals		1,813	4,707	56	158
Cash generated from operations		<u>54,540</u>	<u>141,847</u>	<u>52,850</u>	<u>137,458</u>
Finance costs paid		(9,361)	(24,347)	(11,043)	(28,733)
Employees' end of service benefit paid	22(b)	(44)	(116)	-	-
Tax paid		(353)	(917)	-	-
Net cash flows from operating activities		<u>44,782</u>	<u>116,467</u>	<u>41,807</u>	<u>108,725</u>
INVESTING ACTIVITIES					
Additions to property, plant and equipment	10	-	-	(72)	(183)
Short term deposits		(501)	(1,303)	(7,306)	(19,000)
Finance income received		786	2,045	591	1,536
Net cash flows from (used in) investing activities		<u>285</u>	<u>742</u>	<u>(6,787)</u>	<u>(17,647)</u>
FINANCING ACTIVITIES					
Dividend paid	18	(7,679)	(19,971)	(7,795)	(20,274)
Repayment of interest bearing loans and borrowings	19	(36,104)	(93,898)	(34,254)	(89,086)
Payment of lease liabilities (principal and interest)	23	(528)	(1,374)	(530)	(1,375)
Net cash flows used in financing activities		<u>(44,311)</u>	<u>(115,243)</u>	<u>(42,579)</u>	<u>(110,735)</u>
Net increase/(decrease) in cash and cash equivalents		<u>756</u>	<u>1,966</u>	<u>(7,559)</u>	<u>(19,657)</u>
Cash and cash equivalents at 1 January		12,700	33,031	20,259	52,688
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	15	<u>13,456</u>	<u>34,997</u>	<u>12,700</u>	<u>33,031</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023 (continued)

1 ACTIVITIES

Phoenix Power Company SAOG (“the Company”) is registered under the Commercial laws of the Sultanate of Oman as a Public Joint Stock Company and principal activities of the Company are to develop, finance, design, construct, operate, maintain, insure and own a power generating station and associated gas interconnection facilities and other relevant infrastructure. The Company’s registered address is P O Box 96, Postal Code 102, Muscat, Sultanate of Oman. The Company’s principal place of business is located at Sur, Sultanate of Oman.

During the year 2015, Company proceeded with initial public offering (IPO). The promoting shareholders at the Company’s Extraordinary General Meeting held on 9 March 2015 approved the conversion of the Company from a Closed Joint Stock Company (SAOC) to a Public Joint Stock Company (SAOG) by offering their 511,910,511 shares for the public subscription. The Company closed its IPO on 8 June 2015 and its shares were listed on the Muscat Securities Market on 22 June 2015.

1.1 FUNDAMENTAL ACCOUNTING CONCEPT

As at 31 December 2024, the current liabilities of the Company exceeded its current assets by USD 60.01 million (RO 23.07 million) [31 December 2023: USD 43.8 million (RO 16.8 million)], which may indicate the existence of an uncertainty relating to going concern. The Company has generated positive cashflows from its operations during current and prior years, and has been settling its obligations as and when due. The Company’s management is confident that it will be able to generate sufficient cash flows from its operations during next 12 months to settle its obligations as and when due. Accordingly, the management believe that the Company will continue to operate as a going concern for the foreseeable future and these financial statements are prepared on a going concern basis.

1.2 SIGNIFICANT AGREEMENTS

The Company has entered into following significant agreements:

- i. Power Purchase Agreement (PPA) with Oman Power and Water Procurement Company SAOC (OPWP) granting the Company the right to generate electricity in Sur for a period of fifteen years commencing from the 1 December 2014 based on a tariff structure.
- ii. Natural Gas Sales Agreement (NGSA) with the Integrated Gas Company (IGC) formerly known as Ministry of Oil and Gas of the Government of the Sultanate of Oman (MOG) for the purchase of natural gas for fifteen years at a pre-determined price.
- iii. Usufruct Agreement with the The Public Establishment For Industrial Estates of the Government of the Sultanate of Oman for grant of Usufruct rights over the plant site for twenty five years with an option for renewal for an additional twenty-five years, which the lessor is obligated to grant.
- iv. Agreement with local and international banks for long-term loan facilities and interest rate hedge arrangements.
- v. Agreement with Siemens LLC Oman for long term service contract for maintenance service of the gas turbines.
- vi. Agreement with Siemens Aktiengesellschaft for long term supply contract for supplying the spare parts of gas turbines.
- vii. Agreement with Phoenix Operation and Maintenance Company LLC for the operation and maintenance of the Sur IPP Project.
- viii. Agreement with Daewoo Engineering and Construction Co. Ltd for engineering, procurement and construction of the Sur IPP Project.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

1.2 SIGNIFICANT AGREEMENTS (continued)

- ix. Project Founders' Agreement dated 13 July 2011 made between Electricity Holding Company SAOC, Marubeni Corporation; Chubu Electric Power Co; Qatar Electricity and Water Company (Q.S.C.); and Multitech LLC.
- x. Shareholders' Agreement dated 13 July 2011, amended and restated dated 28 November 2011 made between Electricity Holding Company SAOC, Axia Power Holdings B.V; Chubu Electric Power Sur B.V; Qatar Electricity and Water Company (Q.S.C.); and Multitech LLC.
- xi. Electrical Connection Agreement dated 13 July 2011 with Oman Electricity Transmission Company SAOC for connection of the Company's equipment to the transmission system.

2 ADOPTIONS OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

A number of new standards, amendments to standards and interpretations are effective for the periods beginning on or after 1 January 2024. Those which are relevant to the Company, are set out below.

2.1 New and amended standards and interpretations that are effective for the current year

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2024 (unless otherwise stated). The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Amendments to IFRS 16 - Lease Liability in a Sale and Leaseback

The amendments in IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

These amendments had no impact on the financial statements of the Company.

Amendments to IAS 1 - Classification of Liabilities as Current or Non-current

The amendments to IAS 1 specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

These amendments had no impact on the financial statements of the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

2 ADOPTIONS OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS) (continued)

2.1 New and amended standards and interpretations that are effective for the current year (continued)

Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7

The amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

These amendments had no impact on the financial statements of the Company.

2.2 New and amended standards and interpretations issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

- Lack of exchangeability – Amendments to IAS 21 (Effective for reporting periods beginning on or after 1 January 2025)
- IFRS 18 Presentation and Disclosure in Financial Statements (Effective for reporting periods beginning on or after 1 January 2027)
- IFRS 19 Subsidiaries without Public Accountability: Disclosures (Effective for reporting periods beginning on or after 1 January 2027)

These amendments are not expected to have a significant impact on the Company's financial statements.

3 MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standard (IFRS) and and comply with the disclosure requirements of the Commercial Companies Law of 2019, and the Financial Services Authority (formerly known as Capital Market Authority) of the Sultanate of Oman.

3.2 Basis of measurement

These financial statements have been prepared on a historical cost basis modified to include the measurement at fair value of derivative financial instruments.

The significant accounting policies adopted by the Company are as follows:

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.3 Presentation and functional currency

Items included in the financial statements of the Company are measured and presented in US Dollars (USD) being the currency of the primary economic environment in which the Company operates.

These financial statements are presented in US Dollars and Rial Omani (RO), rounded to the nearest thousand. The RO amounts shown in the financial statement have been translated using exchange rate of USD 1 = RO 0.3845 and are shown for the convenience of the reader.

3.4 Financial Instruments

Initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of debt financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.4 Financial Instruments (continued)

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost

This category is the most relevant to the Company. A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at fair value through profit or loss:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in statement of profit or loss and other comprehensive income when the asset is derecognised, modified or impaired.

Derecognition

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- a. The rights to receive cash flows from the asset have expired; or
- b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) has transferred substantially all the risks and rewards, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognized) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in the statement of other comprehensive income is recognised in the profit or loss account.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.4 Financial Instruments (continued)

Financial assets (continued)

Subsequent measurement (continued)

Financial assets at amortised cost (continued)

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company recognises loss allowances for ECLs on financial assets measured at amortised cost.

Measurement of loss allowances

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Company determines the amount of expected credit losses by evaluating the range of possible outcomes as well as incorporating the time value of money. These expected losses are discounted to the reporting date using the effective interest rate of the asset (or an approximation thereof) that was determined at initial recognition.

Expected credit losses are a probability-weighted estimate of credit losses.

Financial assets that are not credit-impaired at the reporting date

Measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Financial assets that are credit-impaired at the reporting date

Measured as the difference between the gross carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. Any adjustment is recognised in the profit or loss account as an impairment gain or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.4 Financial Instruments (continued)

Financial assets (continued)

Measurement of loss allowances (continued)

Presentation of expected credit losses

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets and is charged to the statement of profit or loss.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include accounts payable and accruals, loans and borrowings and derivative financial instruments.

Subsequent measurement

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss. This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of comprehensive income.

Offsetting

Financial assets and financial liabilities are offset, and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously

Write - off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.4 Financial Instruments (continued)

Financial liabilities (continued)

Derivative financial instruments and hedging

The Company uses derivative financial instruments as trading investments to hedge its risks associated with interest rate, foreign currency, commodity price fluctuations and also to satisfy the requirements of its customers. Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives that do not qualify for hedge accounting are taken directly to the profit or loss account.

In accordance with IFRS 9, the Company applies hedge accounting only if all of the following conditions are met:

- There is an economic relationship between the hedged item and the hedging instrument;
- The effect of credit risk does not dominate the value changes that result from that economic relationship; and
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of hedged item that the entity actually hedges and the quantity of the hedging instrument that the entity actually uses to hedge that quantity of hedged item.

For the purpose of hedge accounting, hedge is classified as hedges of highly probable future cash flows attributable to a recognised asset or liability, or a forecasted transaction (cash flow hedge).

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. The documentation also includes the hedge ratio and potential sources of ineffectiveness.

Hedges which meet the strict criteria for hedge accounting is accounted for as follows:

Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in equity. The gain or loss relating to the ineffective portion is recognised immediately in the profit or loss account.

Amounts recognised as OCI are transferred to the profit or loss account when the hedged transaction affects the profit or loss account, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the profit or loss account. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the profit or loss account.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.4 Financial Instruments (continued)

Derivative financial instruments and hedging (continued)

The Company entered a derivative financial instrument to manage its exposure to interest rate risk, which include interest rate swaps. Further details of derivative financial instruments are disclosed in note 20.

3.5 Revenue

Revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard establishes a five step model to account for revenue arising from contracts with customers. The Company's contract with its sole customer contains a lease, which is scoped out of IFRS 15.

The Company recognises revenue from the following major sources

- Capacity charge
- Variable charge

Capacity charge

Capacity charge include investment charge and fixed O&M charge. Investment charge is treated as revenue under operating lease and recognised on straight line basis over the lease term or another systematic basis which is more representative of the pattern in which benefit from the use of the underlying asset is diminished. Fixed O&M charge is recognised based on the capacity made available in accordance with contractual terms stipulated in PPA.

Variable charge

Energy charge and fuel charge are recognised when electricity are delivered; which is taken to be over time when the customer has accepted the deliveries, the control of utilities have been transferred to the customer and there is no unfulfilled obligation that could affect the customer's acceptance of the utilities.

The Company has a long-term agreement with OPWP which determines performance obligation, transaction price and allocates the transaction price to each of the separate performance obligations. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

The Company does not adjust any of the transaction prices for time value of money as the period between the transfer of the promised goods or services to the customer and payment by the customer does not exceed one year and the sales are made with agreed credit terms which is in line with the industry practice.

3.6 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed as incurred. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.7 Income tax

Taxation is provided for in accordance with Omani fiscal regulations.

Deferred income tax is provided, using the liability method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on laws that have been enacted at the reporting date.

Deferred income tax assets are recognised for all deductible temporary differences and carry-forward of unused tax assets and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax assets and unused tax losses can be utilised.

The carrying amount of deferred income tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Income tax relating to items recognised directly in equity is recognised in equity and not in the profit or loss.

On 31 December 2024, Oman issued Royal Decree Number 70/2024, enacting new global minimum tax rules to align with the Organization for Economic Co-operation and Development (OECD) Base Erosion and Profit Shifting (“BEPS”) Pillar Two project. Under Pillar Two, multinational enterprises (MNEs) whose annual revenue exceeds EUR 750 million (in two of the last four years) are liable to pay corporate income tax at a minimum effective tax rate of 15% in each jurisdiction they operate. The enacted law includes the implementation of a Domestic Minimum Top-up Tax (DMTT) and Income Inclusion Rule (IIR). These rules are effective for fiscal years beginning on or after 1 January 2025. For the period ending December 31, 2024, the global minimum tax rules are not expected to have a significant impact on income tax expense for Oman operations. We have applied the mandatory temporary exception provided under amendments to IAS 12 – Income Taxes to neither recognize nor disclose information on deferred tax assets / liabilities related to Pillar Two income taxes.

3.8 Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any impairment in value. Capital work in progress is recorded at cost less impairment, if any. Cost includes expenditure that is directly attributable to the acquisition of the asset.

The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and capitalised borrowing costs for long-term construction projects if the recognition criteria are met.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.8 Property, plant and equipment (continued)

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss, when the asset is derecognised.

Depreciation is calculated using the straight-line method to allocate the cost less its residual value so as to write off items of property, plant and equipment over their estimated useful lives. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of an item is depreciated separately.

The estimated useful lives are as follows:

	Years
Plant and machinery	40
Plant building	40
Strategic spares	15
Other assets	5

Where the carrying amount of an asset is greater than its estimated recoverable amount it is written down immediately to its recoverable amount.

Gains and losses on disposals of property, plant and equipment are determined by reference to their carrying amounts and are taken into account in determining operating profit.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if applicable.

3.9 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs comprise purchase cost, and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3.10 Foreign currencies

Transactions in foreign currencies are recorded at the spot rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the spot rates of exchange at the reporting date. All differences arising on settlement or translation of monetary items are taken to the statement of profit or loss and other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.11 Dividend

The Board of Directors takes into account appropriate parameters including the requirements of the Financial Services Authority (formerly known as Capital Market Authority) while recommending the dividend. The Company recognises a liability to pay a dividend when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

3.12 Asset retirement obligation

The provision for asset retirement obligation arose on assets constructed on land under usufruct contracts with Public Establishment for Industrial Estate. A corresponding asset is recognised in property, plant and equipment. The asset retirement obligation is provided at the present value of expected costs to settle the obligation using estimated cash flows. The cash flows are discounted at a current pre tax rate that reflects the risks specific to the asset retirement obligation. The unwinding of the discount is expensed as incurred and recognised as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

3.13 Account payable and accruals

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

3.14 Provisions

Provisions are recognised when the Company has an obligation (legal or constructive) arising from a past event, and the costs to settle the obligation are both probable and able to be reliably measured.

3.15 Employees' end of service benefits

The Company provides end of service benefits to its expatriate employees. The entitlement to these benefits is based upon the employees' final salary and length of service, subject to the completion of a minimum service period and is payable under the Omani labor law issued under Royal Decree.

Obligations for contributions to a defined contribution retirement plan, for Omani employees, in accordance with the Oman Social Insurance Scheme, are recognised as an expense in the statement of profit or loss as incurred.

3.16 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.16 Leases (continued)

a. Right of use assets

The Company recognises right of use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right of use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right of use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. The recognised right of use assets are depreciated on a straight-line basis over the shorter of lease term and the estimated useful lives of the assets, as follows:

	Years
Land	35
Connection fee	35

Lease costs for the year ended 31 December 2024 relating to the right-of-use assets amounting to USD 0.71 million (RO 0.27 million) [2023: USD 0.69 million (RO 0.26 million)] are included under depreciation expenses. The right-of-use assets are also subject to impairment.

b. Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. a changes in future payments resulting from a change in index or rate used to determine such lease payments) or a change in the assessment to purchase the underlying asset.

c. Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.16 Leases (continued)

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.17 Fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The fair value of interest-bearing items is estimated based on discounted cash flows using interest rates for items with similar terms and risk characteristics. The fair value of unquoted derivatives is determined by reference to broker/dealer price.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.17 Fair values (continued)

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable quotations.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3.18 Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the strategic decisions maker.

The Company's operating activities are disclosed in note 1 to the financial statements. The strategic business unit offers similar products and services and is managed as one segment. For the strategic business unit, the Chief Executive Officer reviews internal management reports on a monthly basis.

Performance is measured based on the profit before income tax, as included in the internal management reports. The Chief Executive Officer considers the business of the Company as one operating segment and monitors accordingly.

3.19 Capital spares

Cost of capital spares relates to spare parts for plants and includes all expenditure directly attributable to the acquisition of capital spares. Capital spares are tested for impairment annually.

Spare parts which meets the definition of property, plant and equipment are recorded as capital spares upon purchase and depreciated over the useful life of related plant and equipment when it is put in use.

3.20 Current versus non-current classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification.

An asset as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3.20 Current versus non-current classification (continued)

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

3.21 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on most recent budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognised in the statement of profit or loss in expense categories consistent with the function of the impaired asset.

3.22 Cash and cash equivalents

Cash and cash equivalents comprise cash, bank balances and short-term deposits with an original maturity of three months or less.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.23 Critical accounting judgments and key sources of estimation uncertainty

The presentation of financial statements, in conformity with IFRS, requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, incomes and expenditures. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from those estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in impairment of property, plant and equipment, financial valuation of derivative financial instruments, asset retirement obligation, impairment of financial assets and operating leases.

The following are the significant estimates used in the preparation of the financial statements:

a) Classification of power plant as operating lease

The Company has entered into the Power Purchase Agreement (“PPA”) with Oman Power and Water Procurement Company SAOC (“OPWP”) to generate electricity and make available the power capacity from its Plant.

Management believes that IFRIC 12 is not applicable to the arrangement as the residual interest is controlled by the Company and not OPWP. The estimated useful life of the power plant of 40 years takes into account. Furthermore, the residual value of the assets will have substantial value at the conclusion of the PPA and the Company will be able to continue to generate revenue through supply of power taking into account the spot market for power sector. Management believes that PPA will be renewed by OPWP based on the current industrial practice.

Management considers the requirements of IFRS 16 Leases, which sets out guidelines to determine when an arrangement might contain a lease. The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date whether fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

Once a determination is reached that an arrangement contains a lease, the lease arrangement is classified as either financing or operating according to the principles in IFRS 16 Leases. A lease that conveys the majority of the risks and rewards of operation is a finance lease. A lease other than a finance lease is an operating lease

Based on management’s evaluation, the PPA with OPWP is considered as a lease within the context of IFRS 16 Leases and has been classified as an operating lease under IFRS 16 Leases since significant risks and rewards associated with the ownership of the plant lies with the Company and not with OPWP.

Based on management assessment, no indicator of impairment of property, plant and equipment exist as at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.23 Critical accounting judgments and key sources of estimation uncertainty (continued)

b) Useful lives of property, plant and equipment

The Company's management determines the estimated useful lives of its property, plant and equipment for calculating depreciation. This estimate is determined after considering the expected usage of the asset or physical wear and tear. Management reviews the residual value and useful lives annually and future depreciation charge would be adjusted where the management believes the useful lives differ from previous estimates. This estimate has not been revised as of the date. Management has determined the estimated useful life of the power plant to be 40 years. This assessment is based on an independent technical evaluation which is consistent with industrial practices followed in the country.

Further a Usufruct Agreement has been established with the Public Establishment for Industrial Estates of the Government of the Sultanate of Oman, granting usufruct rights over the plant site for a duration of twenty-five years effective from July 2011 valid till July 2036. This agreement includes an option for renewal for an additional twenty-five years, which the lessor is obligated to grant.

The power plant, utilizing advanced Siemens Gas Turbine technology for high fuel efficiency, is the largest and most reliable facility in Oman, contributing approximately 25% of the grid capacity, achieving significant dispatch levels, and remaining economically viable while supporting future renewable initiatives and meeting the growing electricity demand, all backed by a historical trend of longevity exceeding 40 years. Management believes that PPA will be renewed by OPWP based on the current industrial practice and criticality of its infrastructure in Sur region . Management has also evaluated the opportunities within the spot market to capitalize on the growing electricity demand.

c) Asset retirement obligation

Asset retirement obligation costs are based on management's technical assessment of the probable future costs to be incurred in respect of the decommissioning of the plant facilities. The Company estimates that the costs would be incurred after the useful life of the plant and estimates the obligation using the DCF method.

d) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to right of use and property, plant and equipment recognised by the Company.

The carrying amounts of the Company's plant and capital spares are reviewed at each reporting date to determine whether there is any indication of impairment. When making the impairment assessment, the management has taken into account both internal and external factors including recent economic and regulatory development in the Sultanate of Oman. Based on management assessment, there is no indicator of impairment of plant and capital spares as at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

3 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.23 Critical accounting judgments and key sources of estimation uncertainty (continued)

e) Deferred taxation

Deferred tax asset amounting to USD Nil (2023: USD Nil million) has not been recognised in profit or loss relating to the carried forward losses amounting to USD Nil (2023: USD Nil million), which are expected to expire within a period of five years from the year of origination of taxable loss. The Company has accounted for a deferred tax asset only for the carried forward losses which are expected to be utilised against the taxable profits to be generated in future. The related details are set out in note 8.

f) Significant judgement in determining the lease term of contracts with renewal and termination options - Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company has the option, under some of its leases to lease the assets for additional terms. The Company applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew or to terminate (e.g., a change in business strategy, construction of significant leasehold improvements or significant customisation to the leased asset).

g) Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the fund necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company «would have to pay», which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit ratings).

4 REVENUE AND OPERATING SEGMENTS

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Capacity charges	68,202	177,378	67,906	176,608
Energy charges	99,584	258,996	90,584	235,591
	<u>167,786</u>	<u>436,374</u>	<u>158,490</u>	<u>412,199</u>

In accordance with IFRS 8 - Operating segments. IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Company that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

The Company operates in one business segment that of generation of power. No geographical analysis has been disclosed as 100% of the Company's revenue is from its only customer Oman Power and Water Procurement Company SAOC (OPWP) based in the Sultanate of Oman.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

5 OPERATING COSTS

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Gas consumption	95,309	247,879	86,660	225,383
Depreciation of property, plant and equipment (note 10)	15,860	41,249	15,860	41,249
Operation and maintenance cost (note 26)	9,778	25,431	8,234	21,414
Contractual services maintenance cost	7,570	19,688	7,768	20,202
Insurance	637	1,656	859	2,236
Depreciation of right-of-use assets (note 11)	252	656	253	657
Connection, license fee and others	86	223	182	472
	<u>129,492</u>	<u>336,782</u>	<u>119,816</u>	<u>311,613</u>

Included in operation and maintenance cost are costs of inventories recognised as expense amounting to USD 1.5 million (RO: 0.6 million) for the year ended 31 December 2024 [2023: USD 1.1 million (RO: 0.42 million)].

6 GENERAL AND ADMINISTRATIVE EXPENSES

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Staff costs and other benefits	772	2,009	771	2,005
Legal and professional charges	180	468	161	420
Public company related costs	166	431	143	370
Office related expenses	135	350	136	355
Corporate social responsibilities	50	130	50	130
Short term lease rental	12	30	14	37
Depreciation of property, plant and equipment (note 10)	17	44	15	38
Depreciation on right of use assets (Note 11)	20	53	11	29
Other expenses	191	496	165	429
	<u>1,543</u>	<u>4,011</u>	<u>1,466</u>	<u>3,813</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

7 FINANCE COSTS AND INCOME

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Interest - term loans and swap settlements	9,211	23,956	10,895	28,336
Amortisation of transaction costs (note 19)	512	1,331	613	1,597
Asset retirement obligation - unwinding of discount (note 21)	269	699	256	666
Interest expense for lease liabilities (note 23)	395	1,028	392	1,019
Debt service commission	63	165	58	155
Exchange loss	87	226	95	248
	<u>10,537</u>	<u>27,405</u>	<u>12,309</u>	<u>32,021</u>
Interest income	<u>786</u>	<u>2,045</u>	<u>591</u>	<u>1,536</u>

Finance income for the year ended 31st December 2024 primarily consists of interest income derived from short-term deposits placed with reputable financial institutions.

8 INCOME TAX

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Deferred tax expense recognised in the statement of profit or loss	(339)	(881)	(3,472)	(9,030)
Income tax expense	<u>(3,662)</u>	<u>(9,524)</u>	<u>(403)</u>	<u>(1,048)</u>
	<u>(4,001)</u>	<u>(10,405)</u>	<u>(3,875)</u>	<u>(10,078)</u>
Deferred tax expense recognised in other comprehensive income	<u>39</u>	<u>102</u>	<u>30</u>	<u>79</u>

For the purpose of determining the taxable results for the year, the accounting profit has been adjusted for tax purposes. Adjustments for tax purposes include items relating to both income and expense. The adjustments are based on the current understanding of the existing tax laws, regulations and practices. The adjustments to accounting profit for the year has resulted in a taxable profit which is adjusted against the brought forward tax losses.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

8 INCOME TAX (continued)

a) Reconciliation of income tax expense

The following is a reconciliation of income tax on the accounting profit with the tax expenses at the applicable tax of 15% (2023:15%):

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Profit before tax	<u>27,000</u>	<u>70,221</u>	<u>25,798</u>	<u>67,088</u>
Net effect of expenses that are not deductible and income not considered to be taxable in determining taxable profit:	<u>(2,249)</u>	<u>(5,850)</u>	<u>(4,993)</u>	<u>(12,986)</u>
Accumulated losses	<u>-</u>	<u>-</u>	<u>(18,115)</u>	<u>(47,113)</u>
	<u>24,751</u>	<u>64,371</u>	<u>2,690</u>	<u>6,989</u>
Current tax is provided at the rate of 15%.	<u>3,713</u>	<u>9,656</u>	<u>403</u>	<u>1,048</u>

As of 31 December 2024, the Company's tax assessments for the year 2011 to 2021 have been completed by the Omani taxation authorities. The Company's assessment for the tax years 2022 to 2023 have not yet been finalised with the Tax Authority at the Ministry of Finance. Management believes that additional taxes, if any, in respect of open tax years, would not be significant to the Company's financial position as at 31 December 2024.

b) Deferred tax assets/(liabilities)

	As at 1 January	Recognised In profit or loss	Recognised in other comprehensive income	As at 31 December
	RO'000	RO'000	RO'000	RO'000
31 December 2024				
Property, plant and equipment	(48,481)	(427)	-	(48,908)
Provision for asset retirement obligation	861	54	-	915
Lease liabilities	1,400	21	-	1,421
Losses carried forward	-	-	-	-
Exchange loss	41	14	-	55
Fair value adjustment of derivatives through equity (note 20)	<u>389</u>	<u>-</u>	<u>39</u>	<u>428</u>
Net deferred tax liabilities	<u>(45,790)</u>	<u>(338)</u>	<u>39</u>	<u>(46,089)</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

8 INCOME TAX (continued)

b) Deferred tax assets/(liabilities) (continued)

	USD'000	USD'000	USD'000	USD'000
Property, plant and equipment	(126,090)	(1,110)	-	(127,200)
Provision for asset retirement obligation	2,241	141	-	2,382
Lease liabilities	3,639	54	-	3,693
Losses carried forward	-	-	-	-
Exchange loss	107	35	-	142
Fair value adjustment of derivatives through equity (note 20)	1,014	-	102	1,116
Net deferred tax liabilities	<u>(119,089)</u>	<u>(880)</u>	<u>102</u>	<u>(119,867)</u>
31 December 2023	RO'000	RO'000	RO'000	RO'000
Property, plant and equipment	(47,641)	(840)	-	(48,481)
Provision for asset retirement obligation	809	52	-	861
Lease liabilities	1,380	20	-	1,400
Losses carried forward	2,717	(2,717)	-	-
Exchange loss	28	13	-	41
Fair value adjustment of derivatives through equity (note 20)	359	-	30	389
Net deferred tax liabilities	<u>(42,348)</u>	<u>(3,472)</u>	<u>30</u>	<u>(45,790)</u>
	USD'000	USD'000	USD'000	USD'000
Property, plant and equipment	(123,905)	(2,185)	-	(126,090)
Provision for asset retirement obligation	2,105	136	-	2,241
Lease liabilities	3,588	51	-	3,639
Losses carried forward	7,067	(7,067)	-	-
Exchange loss	72	35	-	107
Fair value adjustment of derivatives through equity (note 20)	935	-	79	1,014
Net deferred tax liabilities	<u>(110,138)</u>	<u>(9,030)</u>	<u>79</u>	<u>(119,089)</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

9 EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the profit for the year by the weighted average number of shares outstanding during the year.

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Profit attributable to ordinary shareholders of the Company	<u>22,999</u>	<u>59,816</u>	<u>21,923</u>	<u>57,010</u>
Weighted average number of shares (in 000's)	<u>1,462,601</u>	<u>1,462,601</u>	<u>1,462,601</u>	<u>1,462,601</u>
Basic earnings per share (RO Baiza / USD cents)	<u>0.016</u>	<u>0.041</u>	<u>0.015</u>	<u>0.039</u>

No figure for diluted earnings per share has been presented as the Company has not issued any instruments which would have an impact on earnings per share when exercised.

10 PROPERTY, PLANT AND EQUIPMENT

	Building	Plant and equipment	Strategic spares	Asset retirement	Other assets	Total
	RO'000	RO'000	RO'000	RO'000	RO'000	RO'000
Cost						
At 1 January 2024	83,876	518,087	10,809	3,249	296	616,317
Addition during the year	-	-	-	-	-	-
At 31 December 2024	<u>83,876</u>	<u>518,087</u>	<u>10,809</u>	<u>3,249</u>	<u>296</u>	<u>616,317</u>
Accumulated depreciation						
At 1 January 2024	18,992	117,312	6,531	896	223	143,954
Charge for the year	<u>1,922</u>	<u>12,952</u>	<u>896</u>	<u>90</u>	<u>17</u>	<u>15,877</u>
At 31 December 2024	<u>20,914</u>	<u>130,264</u>	<u>7,427</u>	<u>986</u>	<u>240</u>	<u>159,831</u>
Net book value						
At 31 December 2024	<u>62,962</u>	<u>387,823</u>	<u>3,382</u>	<u>2,263</u>	<u>56</u>	<u>456,486</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

10 PROPERTY, PLANT AND EQUIPMENT (continued)

	Building	Plant and equipment	Strategic spares	Asset retirement	Other assets	Total
	RO·000	RO·000	RO·000	RO·000	RO·000	RO·000
Cost						
At 1 January 2023	83,876	518,087	10,809	3,249	251	616,272
Addition during the year	-	-	-	-	72	72
Disposal during the year	-	-	-	-	(27)	(27)
At 31 December 2023	<u>83,876</u>	<u>518,087</u>	<u>10,809</u>	<u>3,249</u>	<u>296</u>	<u>616,317</u>
Accumulated depreciation						
At 1 January 2023	16,897	104,358	5,810	806	235	128,106
Charge for the year	2,095	12,954	721	90	15	15,875
Disposal during the year	-	-	-	-	(27)	(27)
At 31 December 2023	<u>18,992</u>	<u>117,312</u>	<u>6,531</u>	<u>896</u>	<u>223</u>	<u>143,954</u>
Net book value						
At 31 December 2023	<u>64,884</u>	<u>400,775</u>	<u>4,278</u>	<u>2,353</u>	<u>73</u>	<u>472,363</u>
	Building	Plant and equipment	Strategic spares	Asset retirement	Other assets	Total
	USD·000	USD·000	USD·000	USD·000	USD·000	USD·000
Cost						
At 1 January 2024	218,142	1,347,432	28,113	8,450	761	1,602,898
Addition during the year	-	-	-	-	-	-
At 31 December 2024	<u>218,142</u>	<u>1,347,432</u>	<u>28,113</u>	<u>8,450</u>	<u>761</u>	<u>1,602,898</u>
Accumulated depreciation						
At 1 January 2024	49,396	305,104	16,976	2,336	578	374,390
Charge for the year	<u>4,999</u>	<u>33,686</u>	<u>2,329</u>	<u>235</u>	<u>44</u>	<u>41,293</u>
At 31 December 2024	<u>54,395</u>	<u>338,790</u>	<u>19,305</u>	<u>2,571</u>	<u>622</u>	<u>415,683</u>
Net book value						
At 31 December 2024	<u>163,747</u>	<u>1,008,642</u>	<u>8,808</u>	<u>5,879</u>	<u>139</u>	<u>1,187,215</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

10 PROPERTY, PLANT AND EQUIPMENT (continued)

	Building	Plant and equipment	Strategic spares	Asset retirement	Other assets	Total
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
Cost						
At 1 January 2023	218,142	1,347,432	28,113	8,450	648	1,602,785
Addition during the year	-	-	-	-	183	183
Disposal during the year	-	-	-	-	(70)	(70)
At 31 December 2023	<u>218,142</u>	<u>1,347,432</u>	<u>28,113</u>	<u>8,450</u>	<u>761</u>	<u>1,602,898</u>
Accumulated depreciation						
At 1 January 2023	43,942	271,418	15,102	2,101	610	333,173
Charge for the year	5,454	33,686	1,874	235	38	41,287
Disposal during the year	-	-	-	-	(70)	(70)
At 31 December 2023	<u>49,396</u>	<u>305,104</u>	<u>16,976</u>	<u>2,336</u>	<u>578</u>	<u>374,390</u>
Net book value						
At 31 December 2023	<u>168,746</u>	<u>1,042,328</u>	<u>11,137</u>	<u>6,114</u>	<u>183</u>	<u>1,228,508</u>

Depreciation charged for the year is allocated as follows:

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Operating costs (note 5)	15,860	41,249	15,860	41,249
General and administrative expenses (note 6)	<u>17</u>	<u>44</u>	<u>15</u>	<u>38</u>
	15,877	41,293	15,875	41,287

The term loan facilities are secured by a comprehensive legal and commercial mortgage on all assets of the Company (note 19).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

11 RIGHT-OF-USE ASSETS

The Company has lease contracts for land lease under the Sub-Usufruct Agreement and Connection fee for the transmission through the system to the connection point under the Electrical Connection Agreement.

	"Land lease" RO'000	Connection fee RO'000	Office RO'000	Total RO'000
Cost				
At 1 January 2023	1,814	6,995	-	8,809
Additions during the year	-	-	102	102
At 31 December 2023	1,814	6,995	102	8,911
At 1 January 2024	1,814	6,995	102	8,911
Additions during the year	-	-	-	-
At 31 December 2024	1,814	6,995	102	8,911
Accumulated depreciation				
At 1 January 2023	156	853	-	1,009
Charge for the year	52	200	12	264
At 31 December 2023	208	1,053	12	1,273
At 1 January 2024	208	1,053	12	1,273
Charge for the year	52	200	20	272
At 31 December 2024	260	1,253	32	1,545
Net book value				
At 31 December 2024	1,554	5,742	70	7,366
At 31 December 2023	1,606	5,942	90	7,638

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

11 RIGHT-OF-USE ASSETS (continued)

	"Land lease" USD'000	Connection fee USD'000	Office USD'000	Total USD'000
Cost				
At 1 January 2023	4,718	18,193	-	22,911
Additions during the year	-	-	264	264
At 31 December 2023	4,718	18,193	264	23,175
At 1 January 2024	4,718	18,193	264	23,175
Additions during the year	-	-	-	-
At 31 December 2024	4,718	18,193	264	23,175
Accumulated depreciation				
At 1 January 2023	405	2,218	-	2,623
Charge for the year	135	520	31	686
At 31 December 2023	540	2,738	31	3,309
At 1 January 2024	540	2,738	31	3,309
Charge for the year	135	522	52	709
At 31 December 2024	675	3,260	83	4,018
Net book value				
At 31 December 2024	4,043	14,933	181	19,157
At 31 December 2023	4,178	15,455	233	19,866

12 TRADE AND OTHER RECEIVABLES

	2024 RO'000	2024 USD'000	2023 RO'000	2023 USD'000
Trade receivables	8,076	21,005	8,178	21,270
Prepayments	586	1,523	373	970
Other receivables	166	428	200	519
	8,828	22,956	8,751	22,759

As at 31 December 2024, none of the Company's receivables were past due or impaired (2023: Nil). The current year impairment provisions assessed is considered to be immaterial.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

13 INVENTORIES

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Fuel	5,543	14,416	5,497	14,297
Maintenance spares	5,974	15,536	5,917	15,390
	<u>11,517</u>	<u>29,952</u>	<u>11,414</u>	<u>29,687</u>

The management has assessed that as at 31 December 2024, there are no slow moving inventories for which provision is required (2023: RO Nil).

14 SHORT TERM DEPOSITS

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Short term deposits	7,807	20,303	7,306	19,000

Short term deposits are placed with reputed financial institutions. Hence, the management believes that the ECL is immaterial to the financial statements as a whole.

15 CASH AND BANK BALANCES

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Cash	-	-	-	2
Bank balances	13,456	34,997	12,700	33,029
	<u>13,456</u>	<u>34,997</u>	<u>12,700</u>	<u>33,031</u>

Bank balances are placed with reputed financial institutions. Hence, the management believes that the ECL is immaterial to the financial statements as a whole.

16 SHARE CAPITAL

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Authorised, issued and fully paid up share capital of 1,462,601,460 shares (2024 and 2023 - 1,462,601,460 shares of RO 0.1 each)	146,260	380,390	146,260	380,390

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

17 LEGAL RESERVE

As required by the Commercial Companies Law of the Sultanate of Oman, 10% of annual profit of the Company is required to be transferred to legal reserve until the reserve is equal to one third of the issued share capital of the Company. The reserve is not available for distribution. During the year ended 31 December 2024, the Company transferred RO 2.3 million (USD 5.9 million) [2023: RO 2.2 million (USD 5.7 million)] to the legal reserve.

18 DIVIDENDS

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
At 1 January	<u>2,925</u>	<u>7,608</u>	<u>3,045</u>	<u>7,917</u>
Dividend proposed - 3.25 baizas per share (2023: 3.25 baizas per share)	4,754	12,363	4,754	12,363
Dividend proposed - 2.00 baizas per share (2023: 2.00 baizas per share)	<u>2,925</u>	<u>7,608</u>	<u>2,921</u>	<u>7,602</u>
	7,679	19,971	7,675	19,965
Payments during the year	<u>(7,679)</u>	<u>(19,971)</u>	<u>(7,795)</u>	<u>(20,274)</u>
At 31 December	<u>2,925</u>	<u>7,608</u>	<u>2,925</u>	<u>7,608</u>

Pursuant to shareholders' resolution dated 18 March 24, the Board of Directors in their meetings held on 24 April 2024 and 23 October 2024 approved cash dividend of 3.25 Baisas per share and 2.0 Baisas per share, respectively for the year ended 31 December 2023. Accordingly, dividend amounting to USD 12.36 million (RO 4.75 million) was paid in July 2024 and USD 7.6 million (RO 2.92 million) is payable as of 31 December 2024 which was paid subsequently in January 2025.

Pursuant to shareholders' resolution dated 20 March 23, the Board of Directors in their meetings held on 19 April 2023 and 24 October 2023 approved cash dividend of 3.25 Baisas per share and 2.0 Baisas per share, respectively for the year ended 31 December 2022. Accordingly, dividend amounting to USD 12.36 million (RO 4.75 million) was paid in July 2023 and USD 7.6 million (RO 2.92 million) is payable as of 31 December 2023 which was paid subsequently in January 2024.

The Board of Directors at the forthcoming Annual General Meeting will propose a cash dividend, provided that the aggregated amount of such dividend shall not exceed 5.50 Baisas per share.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

19 INTEREST BEARING LOANS AND BORROWINGS

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Term loans	149,675	389,273	185,779	483,171
Less: unamortised transaction costs	<u>(965)</u>	<u>(2,510)</u>	<u>(1,477)</u>	<u>(3,841)</u>
	148,710	386,763	184,302	479,330
Less: current portion of loans	<u>(36,572)</u>	<u>(95,117)</u>	<u>(36,104)</u>	<u>(93,899)</u>
Non-current portion of loans	<u>112,138</u>	<u>291,646</u>	<u>148,198</u>	<u>385,431</u>

Movement of interest bearing loans and borrowings:

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
At 1 January	185,779	483,171	220,033	572,257
Repayments of borrowings	<u>(36,104)</u>	<u>(93,898)</u>	<u>(34,254)</u>	<u>(89,086)</u>
At 31 December	<u>149,675</u>	<u>389,273</u>	<u>185,779</u>	<u>483,171</u>

Movement of unamortised transaction costs is as follows:

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
At 1 January	1,477	3,841	2,090	5,438
Amortisation	<u>(512)</u>	<u>(1,331)</u>	<u>(613)</u>	<u>(1,597)</u>
At 31 December	<u>965</u>	<u>2,510</u>	<u>1,477</u>	<u>3,841</u>

The Company had entered into secured term loan agreements in relation to the Sur IPP Project. The total amount of the term loan is USD 1,194 million at SOFR plus applicable margin.

The Company started drawdowns in 2012. The Company has fully drawn down the facility in 2014. The loans will be repayable in instalments of several denominations, every sixth month from 28 December 2014, the final instalment will be due on 28 December 2028. The Company in order to manage its interest rate risk has entered into certain interest rate swap arrangements, the details of which are set out in note 20.

The above facilities are secured by comprehensive legal and commercial mortgages on all the assets of the Company (note 10). The loan agreements contain certain restrictive covenants, which include, amongst other restrictions over debt service, pattern of shareholding, payment of dividends, asset sales/transfers, and amendment to significant agreements entered by the Company and creation of additional security under charge. The Company is in compliance with the covenants.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

20 DERIVATIVE FINANCIAL INSTRUMENTS

a. Positive fair values:

In accordance with the requirements of its Commercial facilities, NEXI facilities and Term Loan facilities agreement with Japan Bank for International Corporation ("Secured Term Loan agreements"), the Company has entered into seven interest rate hedging agreements with a view to cap the Company's exposure to fluctuating interest rates. The maximum loan amount covered during the tenure is USD 1,152 million. Under the hedging agreements, the Company pays a fixed interest rate between 3.102% to 3.75% per annum as per the respective swap agreement and receives a floating interest rate based on USD SOFR with effective dates starting from 28 February 2013/28 March 2013 till 28 December 2028 As at 31 December 2024, an unrealised gain of USD 8.04 million (RO 3.09 million) [2023: Unrealised gain of USD 9.06 million (RO 3.48 million)] relating to measuring the financial instrument at fair value is included in equity in respect of these contracts.

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Cumulative changes in positive fair value:				
Interest rate swap agreements	3,093	8,044	3,484	9,061
Positive fair value of derivatives	3,093	8,044	3,484	9,061
Less: deferred tax effect (note 8)	(464)	(1,207)	(523)	(1,359)
	<u>2,629</u>	<u>6,837</u>	<u>2,961</u>	<u>7,702</u>

The current and non-current portion of positive fair value of interest rate swap agreements is as follows:

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Non-current portion	1,654	4,301	300	779
Current portion	<u>1,439</u>	<u>3,743</u>	<u>3,184</u>	<u>8,282</u>
	<u>3,093</u>	<u>8,044</u>	<u>3,484</u>	<u>9,061</u>

Interest rate swap agreements

The following table shows the positive fair value of the derivative financial instrument relating to secured term loan agreements, which is equivalent to the market values, together with the notional amounts analysed by the term to maturity. The notional amount is the amount of a derivative's underlying asset, reference rate or index and is the basis upon which changes in the value of derivatives are measured.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

20 DERIVATIVE FINANCIAL INSTRUMENTS (continued)

31 December 2024	Notional amounts by term to maturity				Over 5 years
	Positive fair value of derivatives	Notional amount	1 - 12 Months	More than 1 up to 5 years	
Interest rate swaps (RO'000)	<u>3,093</u>	<u>142,177</u>	<u>34,742</u>	<u>107,435</u>	-
Interest rate swaps (USD'000)	<u>8,044</u>	<u>369,772</u>	<u>90,357</u>	<u>279,415</u>	-
31 December 2023	Notional amounts by term to maturity				
	1 - 12 Months	Notional amount	1 - 12 Months	More than 1 up to 5 years	Over 5 years
Interest rate swaps (RO'000)	<u>3,484</u>	<u>176,468</u>	<u>34,291</u>	<u>142,177</u>	-
Interest rate swaps (USD'000)	<u>9,061</u>	<u>458,955</u>	<u>89,183</u>	<u>369,772</u>	-

(b) Negative fair values:

In order to reduce its exposure to foreign exchange rates fluctuations relating to payments to be made to contractor for services rendered under long term supply and services contract for gas turbines, the Company has entered into a foreign exchange swap agreement with a bank for the foreign exchange amounts which are required to be paid in future. As at 31 December 2024, an unrealised loss of USD 15.48 million (RO 5.95 million) [2023: USD 15.82 million (RO 6.08 million)] relating to measuring the financial instrument at fair value is included in equity in respect of these contracts. The related details are set out below:

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Cumulative changes in negative fair value:				
Forward foreign exchange contracts	<u>(5,953)</u>	<u>(15,482)</u>	<u>(6,083)</u>	<u>(15,821)</u>
Negative fair value of derivatives	<u>(5,953)</u>	<u>(15,482)</u>	<u>(6,083)</u>	<u>(15,821)</u>
Less: deferred tax effect (note 8)	<u>893</u>	<u>2,322</u>	<u>912</u>	<u>2,373</u>
	<u>(5,060)</u>	<u>(13,160)</u>	<u>(5,171)</u>	<u>(13,448)</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

20 DERIVATIVE FINANCIAL INSTRUMENTS (continued)

The current and non-current portion of negative fair value of derivatives is as follows:

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Non-current portion	(4,352)	(11,319)	(4,821)	(12,540)
Current portion	(1,601)	(4,163)	(1,262)	(3,281)
	<u>(5,953)</u>	<u>(15,482)</u>	<u>(6,083)</u>	<u>(15,821)</u>

Forward foreign exchange contracts

The following table shows fair value of the currency swaps, which is equivalent to the market values, together with the notional amounts analysed by the term to maturity. The notional amount is the amount of a derivative's underlying asset, reference rate or index and is the basis upon which changes in the value of derivatives are measured.

31 December 2024

	Negative fair value of derivatives	Notional amounts by term to maturity			
		Notional amount	1 - 12 Months	More than 1 up to 5 years	Over 5 years
"Forward foreign exchange contracts (RO'000)"	<u>(5,953)</u>	<u>(21,457)</u>	<u>(5,859)</u>	<u>(15,598)</u>	-
"Forward foreign exchange contracts (USD'000)"	<u>(15,482)</u>	<u>(55,803)</u>	<u>(15,237)</u>	<u>(40,566)</u>	-

31 December 2023

	Negative fair value of derivatives	Notional amounts by term to maturity			
		Notional amount	1 - 12 Months	More than 1 up to 5 years	Over 5 years
"Forward foreign exchange contracts (RO'000)"	<u>(6,083)</u>	<u>(29,276)</u>	<u>(5,870)</u>	<u>(23,406)</u>	-
"Forward foreign exchange contracts (USD'000)"	<u>(15,821)</u>	<u>(76,140)</u>	<u>(15,267)</u>	<u>(60,873)</u>	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

21 PROVISION FOR ASSET RETIREMENT OBLIGATION

Under the Usufruct Agreement, the Company has a legal obligation to remove the plant at the end of its useful life and restore the land. The Company shall at its sole cost and expense dismantle, demobilise, safeguard and transport the assets, eliminate soil and ground water contamination, fill all excavation and return the surface to grade of the designated areas. The fair value of asset retirement obligation (ARO) provision has been calculated using an expected present value technique. This technique reflects assumptions such as costs, plant useful life, inflation and profit margin that third parties would consider to assume the settlement of the obligation.

The movement in ARO provision is as follows:

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
As at 1 January	5,376	13,983	5,120	13,317
Unwinding of discount (note 7)	<u>269</u>	<u>699</u>	<u>256</u>	<u>666</u>
As at 31 December	<u>5,645</u>	<u>14,682</u>	<u>5,376</u>	<u>13,983</u>

22 ACCOUNTS PAYABLE AND ACCRUALS

a. Accounts payable and accruals

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Trade accounts payable	7,901	20,550	5,626	14,633
Amounts due to a related party (note 26)	3,400	8,842	3,220	8,374
Accrued expenses	<u>9,480</u>	<u>24,648</u>	<u>10,122</u>	<u>26,326</u>
	<u>20,781</u>	<u>54,040</u>	<u>18,968</u>	<u>49,333</u>

b. Employees' end of service benefits

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
As at 1 January	38	99	32	83
Charge for the year	7	19	6	16
Payments during the year	<u>(44)</u>	<u>(116)</u>	<u>-</u>	<u>-</u>
As at 31 December	<u>1</u>	<u>2</u>	<u>38</u>	<u>99</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

23 LEASE LIABILITIES

The Company recognised lease liabilities in relation to lease of land, connection fee and office. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 31 December 2024.

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Land	1,706	4,438	1,758	4,573
Connection fee	6,497	16,898	6,589	17,139
Office	66	171	55	141
As at 31 December	<u>8,269</u>	<u>21,507</u>	<u>8,402</u>	<u>21,853</u>

Movement of lease liabilities recognised in the statement of financial position is as follows:

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
At 1 January	8,402	21,853	8,438	21,945
Additions	-	-	102	264
Interest expense (note 7)	395	1,028	392	1,019
Payments during the year	<u>(528)</u>	<u>(1,374)</u>	<u>(530)</u>	<u>(1,375)</u>
At 31 December	<u>8,269</u>	<u>21,507</u>	<u>8,402</u>	<u>21,853</u>

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Non-current	7,740	20,132	7,873	20,478
Current	<u>529</u>	<u>1,375</u>	<u>529</u>	<u>1,375</u>
	<u>8,269</u>	<u>21,507</u>	<u>8,402</u>	<u>21,853</u>

The following are the amounts recognised in the statement of comprehensive income:

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Depreciation of right-of-use assets (note 11)	52	272	264	686
Interest on finance lease (note 7)	<u>395</u>	<u>1,028</u>	<u>392</u>	<u>1,019</u>
	<u>447</u>	<u>1,300</u>	<u>656</u>	<u>1,705</u>

For leases where the Company is lessor, please refer note 26.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

24 NET ASSETS PER SHARE

Net assets per share is calculated by dividing the equity attributable to the shareholders of the Company at the reporting date by the number of shares outstanding as follows:

	2024	2024	2023	2023
Net assets (RO'000s/USD'000s)	<u>266,467</u>	<u>693,017</u>	251,369	653,748
Number of shares outstanding at 31 December (in 000's)	<u>1,462,601</u>	<u>1,462,601</u>	1,462,601	1,462,601
Net assets per share (RO'000s/USD'000s)	<u>0.182</u>	<u>0.474</u>	0.172	0.447

25 CONTINGENCIES

At 31 December 2024, the Company had no contingent liabilities in respect of bank and other guarantees and other matters arising in the ordinary course of business from which it is anticipated that no material liabilities will arise [2023: USD nil (RO nil)].

26 RELATED PARTY TRANSACTIONS AND BALANCES

Related parties comprise the shareholders, directors, key management personnel and business entities in which they have the ability to control or exercise significant influence in financial and operating decisions.

The Company maintains balances with these related parties which arise in the normal course of business from the commercial transactions, and are entered into at terms and conditions agreed between the parties. Transactions with related parties are as follows:

	2024	2024	2023	2023
Due to a related party	RO'000	USD'000	RO'000	USD'000
Company under common control - Phoenix Operation and Maintenance Company LLC [note 22(a)]	<u>3,400</u>	<u>8,842</u>	3,220	8,374

	2024	2024	2023	2023
Statement of comprehensive income transactions	RO'000	USD'000	RO'000	USD'000

Consulting service fee charged:

- Axia Power Holdings - shareholder	<u>41</u>	<u>107</u>	41	107
- JERA Co. Inc. - shareholder	<u>25</u>	<u>64</u>	25	64
	<u>66</u>	<u>171</u>	66	171

Operation and maintenance costs:

Phoenix Operation and Maintenance Company LLC ("POMCO") (note 5)

	<u>9,778</u>	<u>25,431</u>	8,234	21,414
	<u>2024</u>	<u>2024</u>	2023	2023
	<u>RO'000</u>	<u>USD'000</u>	RO'000	USD'000

Key management compensation:

Short term benefits	<u>263</u>	<u>683</u>	249	647
	<u>263</u>	<u>683</u>	249	647

As of 31st December 2024, the Company has two key management personnel (2023: two key management personnel).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

27 COMMITMENTS

Operation and maintenance (O&M) commitments

As per the O&M Agreement, POMCO is scheduled to operate and maintain the plant until 31 March 2029. Under the O&M Agreement the Company has to pay the fixed fee which is subject to indexation based on Omani Price indices.

At 31 December the expected future payments under the O&M Agreement (excluding indexation) are as follows:

	2024	2024	2023	2023
Within one year	1,730	4,500	1,730	4,500
Between two and five years	5,618	14,610	6,921	18,000
After five years	-	-	427	1,110
	<u>7,348</u>	<u>19,110</u>	<u>9,078</u>	<u>23,610</u>

Other commitments

The Company has entered into agreements for purchase of natural gas with the Integrated Gas Company (IGC) formerly known as Ministry of Oil and Gas of the Government of the Sultanate of Oman (MOG), long term supply of spare parts of gas turbines with Siemens Aktiengesellschaft, maintenance service of gas turbines with Siemens LLC Oman, operation and maintenance of the Sur IPP Project with Phoenix Operation and Maintenance Company LLC.

Operating lease agreement for which the Company acts as a lessor

The Company has entered into a PPA with OPWP in July 2011 for a substantial element of the production of power with 100% "take-or-pay" clauses in favour of the Company.

The Management has determined that the take-or-pay arrangement with OPWP under the PPA is subject to IFRIC 4 - Determining whether an arrangement conveys the right to use the asset. The Management further determined that such an arrangement in substance represents an operating lease. The lease commenced on 11 December 2014. The following is the total of minimum lease receipts expected to be received under the PPA, excluding indexation:

	2024	2024	2023	2023
Within one year	65,428	170,165	65,511	170,380
Between two and five years	203,792	530,019	196,286	510,496
After five years	-	-	72,935	189,689
	<u>269,220</u>	<u>700,184</u>	<u>334,732</u>	<u>870,565</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

28 FINANCIAL RISK MANAGEMENT

The Company has exposure to the following risks from its use of financial instruments:

- Market risk
- Credit risk
- Liquidity risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Board of Directors has overall responsibility for establishing and overseeing the Company's risk management framework. The Board has entrusted the management with the responsibility of developing and monitoring the Company's risk management policies and procedures and its compliance with them.

a. Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. To manage this, the Company enters into interest rate swaps, in which the Company agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. These swaps are designated to hedge underlying debt obligations. The details of Company's interest rate swap agreements are set out in note 20.

A 10% change in US SOFR rates at the reporting date would have increased/(decreased) equity and statement of profit or loss by the amounts of USD 45 thousands (RO 17 thousands) [2023: USD 68.4 thousands (RO 26.3 thousands)] before taking into account of interest rate swaps. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

Foreign currency risk:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's majority of foreign currency transactions are denominated in US Dollar and Euro. As the Rial Omani is pegged to the US Dollar the transactions are not expected to have any significant currency risk. The Company has entered into forward foreign exchange contracts to hedge its Euro exchange risk arising on certain payments to be made in Euro as per its agreement with Siemens. The details of which are set out in note 20. The Company's certain bank balances are denominated in Euro. The Company's bank balance denominated in Euro as of 31 December 2024 amounted to USD 11 thousands (RO 4 thousands) [(2023: USD 1 thousands (RO 0.385 thousands))]. Should the exchange rate between Euro and RO fluctuate by \pm 5%, the impact on the Company's results will be USD nil thousands (RO nil thousands) [2023: USD nil thousands (RO nil thousands)].

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

28 FINANCIAL RISK MANAGEMENT (continued)

b. Credit risk

Credit risk is the risk of financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from cash and cash equivalents, as well as credit exposures to customers. The Company has a credit policy in place and exposure to credit risk is monitored on an on-going basis. Credit evaluations are performed on all customers requiring credit over a certain amount. The Company requires bank guarantees on higher credit risk customers. The Company does not require collateral in respect of all other financial assets.

Investments are made in liquid securities and only with commercial banks in Oman. Management does not expect any of its investment counter parties to fail to meet its obligations.

Concentration of credit risk arises when a number of counter-parties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations of credit risk indicate the relative sensitivity of the Company's performance to developments affecting a particular industry or geographical location.

The Company has significant concentrations of credit risk with the Government sector. At 31 December 2024, Government organisations in Oman accounted for 100% (2023 - 100%) of the outstanding trade receivables. At 31 December 2024, there were no other significant concentrations of credit risk.

Credit risk on other financial assets, including bank balances arises from the risk of default of the counterparty, with a maximum exposure equal to the carrying amount of these balances. The bank balances are placed on deposit with reputed financial institutions in the Sultanate of Oman.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets as follows:

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Trade receivables (note 12)	8,076	21,005	8,178	21,270
Bank balances (note 15)	13,456	34,997	12,700	33,029
Short term deposits (note 14)	7,807	20,303	7,306	19,000
Other receivables (note 12)	166	428	200	519
	<u>29,505</u>	<u>76,733</u>	<u>28,384</u>	<u>73,818</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

28 FINANCIAL RISK MANAGEMENT (continued)

b. Credit risk (continued)

Age analysis of trade receivables as at 31 December was:

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
	Trade receivables	Expected credit losses	Trade receivables	Expected credit losses
Not past due	8,076	-	8,178	-
Past due 0 < 3 months	-	-	-	-
Past due > 3 months	-	-	-	-
	<u>8,076</u>	<u>-</u>	<u>8,178</u>	<u>-</u>
Nominal value in USD '000	<u>21,005</u>	<u>-</u>	<u>21,270</u>	<u>-</u>

The table below shows the balances with banks categorized by short-term credit ratings as published by Moody' Service at the reporting date:

Description	Ratings	2024	2024	2023	2023
		RO'000	USD'000	RO'000	USD'000
Bank balances	Ba3 & A-1	<u>13,456</u>	<u>34,997</u>	<u>12,700</u>	<u>33,029</u>

c. Liquidity risk

The Company maintains sufficient and approved bank credit limits to meet its obligations as they fall due for payment and is therefore not subjected to significant liquidity risk. The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

2024	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
	RO'000	RO'000	RO'000	RO'000	RO'000
Accounts payable and accruals	7,901	-	-	-	7,901
Amounts due to related parties	-	3,400	-	-	3,400
Interest bearing loans and borrowings	-	43,532	123,072	-	166,604
Lease liabilities	530	-	2,029	12,701	15,260
Dividend payable	<u>2,925</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,925</u>
	<u>11,356</u>	<u>46,932</u>	<u>125,101</u>	<u>12,701</u>	<u>196,090</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

28 FINANCIAL RISK MANAGEMENT (continued)

c. Liquidity risk (continued)

2023	Less than 3 months RO'000	3 to 12 months RO'000	1 to 5 years RO'000	More than 5 years RO'000	Total RO'000
Accounts payable and accruals	5,626	-	-	-	5,626
Amounts due to related parties	3,220	-	-	-	3,220
Interest bearing loans and borrowings	-	44,878	166,605	-	211,483
Lease liabilities	529	-	2,099	13,162	15,790
Dividend payable	2,925	-	-	-	2,925
	<u>12,300</u>	<u>44,878</u>	<u>168,704</u>	<u>13,162</u>	<u>239,044</u>
2024	Less than 3 months USD'000	3 to 12 months USD'000	1 to 5 years USD'000	More than 5 years USD'000	Total USD'000
Accounts payable and accruals	20,550	-	-	-	20,550
Amounts due to related parties	-	8,842	-	-	8,842
Interest bearing loans and borrowings	-	113,218	320,084	-	433,302
Lease liabilities	1,379	-	5,278	33,032	39,689
Dividend payable	7,608	-	-	-	7,608
	<u>29,537</u>	<u>122,060</u>	<u>325,362</u>	<u>33,032</u>	<u>509,991</u>
2023	Less than 3 months USD'000	3 to 12 months USD'000	1 to 5 years USD'000	More than 5 years USD'000	Total USD'000
Accounts payable and accruals	14,633	-	-	-	14,633
Amounts due to related parties	8,374	-	-	-	8,374
Interest bearing loans and borrowings	-	116,718	433,303	-	550,021
Lease liabilities	1,375	-	5,458	34,231	41,064
Dividend payable	7,608	-	-	-	7,608
	<u>31,990</u>	<u>116,718</u>	<u>438,761</u>	<u>34,231</u>	<u>621,700</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

28 FINANCIAL RISK MANAGEMENT (continued)

d. Capital risk management

The Company aims to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development and growth of its businesses, while at the same time maintaining an appropriate dividend policy to reward shareholders.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended 31 December 2024.

The Company monitors capital using a gearing ratio, which is debt (interest bearing loans and borrowings) divided by total equity.

	2024	2024	2023	2023
	RO'000	USD'000	RO'000	USD'000
Debt (interest bearing loans and borrowings - note 19)	<u>149,675</u>	<u>389,273</u>	<u>185,779</u>	<u>483,171</u>
Equity before hedging reserve	<u>268,898</u>	<u>699,339</u>	<u>253,578</u>	<u>659,494</u>
Debt to equity ratio (times)	<u>0.56</u>	<u>0.56</u>	<u>0.73</u>	<u>0.73</u>

29. FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments comprise of financial assets, financial liabilities and derivatives.

Financial assets consist of cash and bank balances and other receivables. Financial liabilities consist of interest bearing loans and borrowings and payables. Derivatives consist of interest rate swap arrangements and forward foreign exchange currency contracts.

The fair values of financial instruments are not materially different from their carrying values. The derivatives are fair valued using level 2 technique with reference to broker/dealer price quotation.

There were no transfers between level 1 and level 2 during the year.

Measurement of fair values

Type	Valuation technique
Derivative instrument (level 2)	Discounted cash flows technique. Estimates of future floating rate cash flows are based on quoted swap rates, futures prices and interbank borrowing rates. Estimated cash flows are discounted using a yield curve constructed from similar sources and which reflects the relevant benchmark interbank rate used by market participants for this purpose when pricing interest rate swaps.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

30 FINANCIAL ASSETS AND LIABILITIES

	2024	2024	2023	2023
Financial assets	RO'000	USD'000	RO'000	USD'000
At amortised cost				
Trade and other receivables (excluding prepayments)	8,242	21,433	8,378	21,789
Short term deposits	7,807	20,303	7,306	19,000
Cash and bank balances	13,456	34,997	12,700	33,029
Financial assets at fair value				
Derivative instruments	3,093	8,044	3,484	9,061
	<u>32,598</u>	<u>84,777</u>	<u>31,868</u>	<u>82,879</u>
Financial liabilities at amortised cost				
Interest-bearing liabilities				
Interest bearing loans and borrowings	148,710	386,763	184,302	479,330
Lease liabilities	8,269	21,507	8,402	21,853
Dividend payable	2,925	7,608	2,925	7,608
Accounts payable and accruals	20,781	54,040	17,356	45,141
Financial liabilities at fair value				
Derivative instruments	(5,953)	(15,482)	6,083	15,821
	<u>174,732</u>	<u>454,436</u>	<u>219,068</u>	<u>569,753</u>

31 CLIMATE RELATED RISKS

"The Company and its customers may face significant climate-related risks in the future. These risks include the threat of financial loss and adverse non-financial impacts that encompass the political, economic and environmental responses to climate change. The key sources of climate risks have been identified as physical and transition risks. Physical risks arise as the result of acute weather events such as hurricanes, floods and wildfires, and longer-term shifts in climate patterns, such as sustained higher temperatures, heat waves, droughts and rising sea levels and risks. Transition risks may arise from the adjustments to a net-zero economy, e.g., changes to laws and regulations, litigation due to failure to mitigate or adapt, and shifts in supply and demand for certain commodities, products and services due to changes in consumer behaviour and investor demand. These risks are receiving increasing regulatory, political and societal scrutiny, both within the country and internationally.

While certain physical risks may be predictable, there are significant uncertainties as to the extent and timing of their manifestation. For transition risks, uncertainties remain as to the impacts of the impending regulatory and policy shifts, changes in consumer demands and supply chains. The Company is making progress on embedding climate risk in its risk framework."