



شركة عمان والإمارات للاستثمار القابضة (ش.م.ع.ع.) OMAN & EMIRATES INVESTMENT HOLDING COMPANY (S.A.O.G.)

Oman & Emirates Investment Holding Co SAOG Corporate Governance Report – March 31, 2026

1. Company's Philosophy on Code of Corporate Governance

1.1. The Management of Oman & Emirates Investment Holding Co SAOG (O&E) believes that setting the highest standards of Corporate Governance, as envisioned by Financial Service Authority (FSA) in the Code of Corporate Governance (Code) is not a matter of mere compliance, but a useful mechanism to restructure core corporate values. Its implementation achieves an efficient, impartial and ethical system of functioning at Top Management, keeping in view the overall interests of the shareholders. The mandatory disclosure requirements, as set out in the Code, not only enhances the degree of transparency in sharing of information with Stakeholders but also reinforces the broader role the Directors play in achieving corporate objectives amidst challenges and adversities. O&E's governance system has been fully integrated with ethical business practices and sound corporate culture manifested by values and transparent governing policies.

1.2. This report is prepared by the Management in accordance with the guidelines of the Code issued by the FSA vide Circular No. E/4/2015 dated 22 July 2015 as amended by Circular E/10/2016, dated 1 December 2016.

1.3. Change in Financial Year-End

O&E changed its financial year end from 31 December to 31 March. Accordingly, the current reporting period represents a transitional financial period covering fifteen (15) months from 1 January 2025 to 31 March 2026. As a result of this change, the financial information presented for the current period is not fully comparable with the comparative financial year, which covered a twelve (12) month period ended 31 December 2025.

2. Board of Directors

2.1. Composition of the Board

The Board comprises five members pursuant to Article No. 7 of the Articles of Association of the Company nominated by Shareholders.

2.2. Functions of the Board of Directors

- a. The Board of Directors is at the helm of the Company's affairs, monitors the business activities and extends strategic guidance to Management in realizing the mission of the Company. The day-to-day management is delegated by the Board to an Acting Chief Executive Officer who carries out the assigned duties through Executives heading the various functions of the Company.
- b. The Board's duties and responsibilities encompass wide variety of functions in managing the affairs of the Company, and more specifically those detailed under Principle 3 of the Code. A summary is given below:
 - (1) Approval of business plans, financial objectives, financial policies, investment strategies, action plans, internal regulations, and implementation guidelines.
 - (2) Review of the operational and financial performance of the Company and the performance of the Company's investments and trading, if any, at periodic intervals.
 - (3) Overview of the performance of Subsidiaries, Associates and project companies including their respective financial requirements in extending the support that may be required.
 - (4) Approval of financial statements and other reports for submission to Shareholders and other authorities as prescribed by the laws of the Country.



- (5) Fixing up authority levels and delegation of power to the Executive Management.
- (6) Implementation of a transparent disclosure policy, including all transactions with Directors and the Related Parties and monitor compliance.
- (7) Reviewing material transactions with the Related Parties, which are not in the ordinary course of business, prior to these being raised before the general meeting of the Company.
- (8) Ensure compliance with the laws of the country through proper internal control systems.
- (9) Nomination of Executive, Audit and other committees, specifying their roles, responsibilities and powers.
- (10) Selection of Chief Executive Officer and key management positions.
- (11) All other matters specifically not delegated to the committees and Executive Management.

2.3. Current Directors as of 31.3.2026

Details of the Directors holding their office as of 31 March 2026, their respective membership in other public joint stock companies in Sultanate of Oman and their attendance at various meetings of the Company during the 15-month transition period from January 1 2025 to March 31,2026 are stated below:

| | |
|--|--|
| <p>1. Mr. Mohamed Abdulla Al Khonji Chairman Entrepreneur</p> <ul style="list-style-type: none"> - Non-Executive/ Non-Independent Director - Chairman of other Boards - Nil - Member of other Boards – 2 - Member of other Board Committees - 2 - Attended 12 out of 12 Board meetings held during the period. | <p>2. Dr. Abdullah Masoud Al Harthy Vice Chairman NREC Chairman</p> <ul style="list-style-type: none"> - Non-Executive/Non-Independent Director - Chairman of other Boards - 2 - Member of other Boards – 2 - Member of other Board Committees - 2 - Attended 12 out of 12 board meetings during the period. |
| <p>3. Mr. Abdul Aziz Al Harthy Internal Audit Professional</p> <ul style="list-style-type: none"> - Non-Executive /Non-Independent Director - Chairman of other Boards - Nil - Member of other Boards - 2 - Member of other Board Committees - 2 - Attended 12 out of 12 Board meetings held during the period. | <p>4. Mr. Khalid Ansari Audit Committee Chairman External Audit Professional</p> <ul style="list-style-type: none"> - Non-Executive / Independent Director - Chairman of other Boards - Nil - Member of other Boards - 3 - Member of other Board Committees - 3 - Attended 12 out of 12 Board meetings held during the period. |
| <p>5. Mr. Hassan Saddiq Abdawani Investment Professional</p> <ul style="list-style-type: none"> - Non-Executive / Independent Director - Chairman of other Boards - Nil - Member of other Boards – 1 - Member of other Board Committees - 1 - Attended 12 out of 12 Board meetings held during the period | |



2.4. Number of meetings held and dates of the meetings.

| Types of Meetings | No. of meetings (15 months) | Meeting Dates |
|---|-----------------------------|--|
| Board meetings | 12 | 10.02.2025,12.03.2025,12.05.2025,28.06.2025,12.8.2025,02.10.2025,11.11.2025,10.12.2025,21.12.2025,28.01.2026,12.02.2026 and 29.03.2026 |
| Annual General meeting | 1 | 29.3.2025 |
| Extraordinary and Ordinary General meetings | 2 | 03.04.2025 and 01.06.2025 |

3. Audit and Other Committees

3.1. Audit & Internal Risk Controls Committee (ARC)

a. Terms of reference

Audit and Internal Risk Controls Committee (ARC) has been set up pursuant to Principle 10 of the Code. A summary of its responsibilities is set out below:

- (1) Oversight of the quality and integrity of the financial statements.
- (2) Review of the Company's compliance with legal and regulatory requirements.
- (3) Short listing of the external and internal auditors of the Company.
- (4) Reviewing the annual plan, adequacy and performance of the Company's internal audit function (in house/ outsourced) and the reports of the external auditors.
- (5) Monitoring management reports, establishing accounting controls and reviewing the financial outcomes of Executive Management's activities.
- (6) Investigating any activity within the Company.
- (7) Seeking information from any employee.
- (8) Obtaining legal and professional advice.
- (9) Securing attendance of outsiders and experts as and when required.
- (10) Any other specific matter assigned by the Board.

b. Composition of the Audit & Internal Risk Controls Committee

The ARC comprises three Directors, including two with finance and accounting expertise. The three members of the ARC are non-executive directors and two are independent. The attendance of the members at the ARC meetings held during 1 January 2025 to 31 March 2026 period is as follows:

Current Members of ARC till date

| Names of members | Period | | No. of meetings held (15 months) | No. of meetings attended |
|--|------------|-----------|----------------------------------|--------------------------|
| | From | To | | |
| Mr. Khalid Masud Ansari (1) Chairman of the Committee | 28.3.2024 | Till date | 5 | 5 |
| Mr. Abdul Aziz Al Harthy | 28.3.2024 | Till date | 5 | 5 |
| Mr. Hassan Saadiq Abdawani (3) | 18.12.2024 | Till date | 5 | 5 |

(1) Mr. Khalid Ansari has Accounts and Finance background.



c. Meetings of Audit & Internal Risk Controls Committee held during the year

| Type | No. of meetings held (15 months) | Dates |
|--------------|----------------------------------|---|
| ARC meetings | 5 | 11.03.2025, 12.05.2025, 12.08.2025, 9.11.2025 and 11.2.2026 |

d. Internal Control

The ARC, on behalf of the Board, has regularly reviewed the internal control environment of the Company. ARC members have met the internal auditor on a regular basis to review the internal audit reports, recommendations, and management comments thereupon.

The Internal Audit function was outsourced to HC Shah for the period from 1st January 2025 to 31 March 2026. ARC members have also met the external auditors to review audit findings and discuss the Management letter. The ARC has met the internal and external auditors separately, without the presence of the Management, as required under the Code of Corporate Governance. The ARC has further briefed the Board about the effectiveness of internal controls in the Company. The ARC and the Board are pleased to inform the Shareholders that adequate and effective internal controls are in place and that there are no significant concerns.

3.2. Nomination, Remuneration and Executive Committee (NREC)

a. Terms of reference

The Nomination, Remuneration and Executive Committee (NREC) has been set up pursuant to Principle 11 of the Code. A summary of its responsibilities is set out below:

- (1) Assist and advise the Board on matters relating to the remuneration of the Board.
- (2) Assist the Board in evaluating the performance and determining remuneration of the Chief Executive Officer/ Acting Chief Executive Officer and Executive Management.
- (3) Assist in nomination of Directors, appointment of Chief Executive Officer/ Acting Chief Executive Officer and senior Executive Management
- (4) Review the Company's performance on a regular basis.
- (5) Formulate the strategic objectives in line with the Company's mission.
- (6) Establish operating policies on functional activities of the Company: i.e. project and portfolio investments, finance and accounting, personnel and administration, etc.
- (7) Ensure that the Company is functioning in accordance with the Articles of Association and meeting all legal requirements.
- (8) Carry out any other activity as and when assigned by the Board of Directors.

b. Composition of the NREC and attendance of members at the meetings

The NREC comprises of three non-executive Directors as at 31.03.2026. The attendance of the members at the NREC meetings held during the 15-month period January 1 2025 to 31 March 2026 is as follows:

Current Members of NREC till date

| Names of members | Period | | No. of meetings held (15 months) | No. of meetings attended |
|----------------------------------|------------|-----------|----------------------------------|--------------------------|
| | From | To | | |
| Dr. Abdullah Al Harthy, Chairman | 28.03.2024 | Till date | 9 | 9 |
| Mr. Mohamed Al Khonji | 28.03.2024 | Till date | 9 | 9 |
| Mr. Abdul Aziz Al Harthy | 01.07.2024 | Till date | 9 | 9 |



c. **Meetings of NREC held during the period.**

| Type | No. of meetings held (15 months) | Dates |
|--|----------------------------------|--|
| Nomination Remuneration and Executive Committee meetings | 9 | 09.03.2025, 11.05.2025, 28.06.2025, 11.08.2025, 1.10.2025, 2.11.2025, 10.12.2025, 28.1.2026 and 15.03.2026 |

4. Process of nomination of Directors

All Directors are appointed as per the provisions laid down in the Commercial Companies Law by the Capital Market Authority enacted at the date of appointment and in conjunction with the Articles of Association of the Company. The members thus elected hold office for a period of 3 years.

5. Remuneration matters

5.1. Details of remuneration to Directors

The Company has proposed RO 150,000 towards Directors' remuneration for the period ended 31 March 2026 (2024: RO Nil) and has paid sitting fees of RO 42,400 for 15 months period (2024: RO 30,700 for 12 months period) to the members for the Board and the committees. Details of payments are shown below:

| Director Name | Board Fees | ARC Fees | NREC Fees | Total |
|---|---------------|--------------|--------------|---------------|
| Mr. Mohamed Abdullah Al Khonji (Chairman) | 6,000 | | 2,700 | 8,700 |
| Mr. Abdullah Masoud Al Harthy (Vice Chairman) | 6,000 | | 2,700 | 8,700 |
| Mr. Abdul Aziz Al Harthy | 5,800 | 1,500 | 2,700 | 10,000 |
| Mr. Hassan Abdawani | 6,000 | 1,500 | - | 7,500 |
| Mr. Khalid Ansari (ARC Chairman) | 6,000 | 1,500 | - | 7,500 |
| TOTAL | 29,800 | 4,500 | 8,100 | 42,400 |

5.2. Details of remuneration paid to top five officers

- The remuneration package of the five Executives is made up of a fixed and variable component. The fixed component includes salary and allowances, apart from retiral benefits. The variable component is performance-linked bonus calculated based on pre-determined parameters of performance. During the 15-month period January 1 2025 to 31 March 2026 gross remuneration to the top five Executives including variable components was RO 330,363 (2024: RO 241,631 for 12 months).
- Travel expenses incurred during the period 1 January 2025 to 31 March 2026 were RO 1,845 (2024: RO 657).

5.3. Service contracts, notice period and severance fees

The severance notice period for the Acting Chief Executive Officer and Executives is three months, with end-of-service benefits payable as per Omani Labor Law.

6. Details of non-compliance by the Company



During the period the Company was fully compliant with the rules and regulations set by the Capital Market Authority.

7. Means of communication with the shareholders and investors

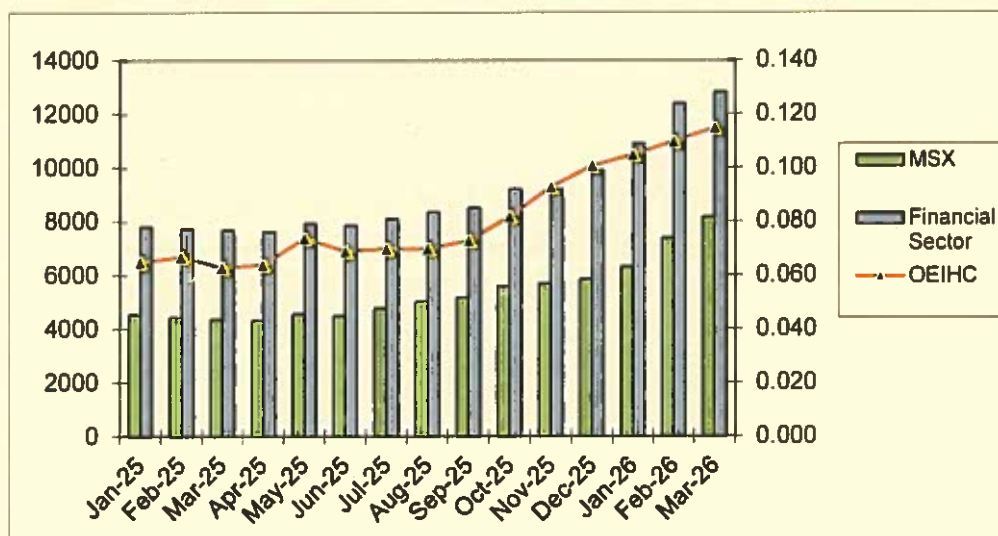
- 7.1. The quarterly results were published in local newspaper both in Arabic and in English. These financials were also posted on the website of Muscat Stock Exchange. In view of these publications, the results were not sent individually to the Shareholders.
- 7.2. A separate Management Discussion and Analysis Report for the period 1 January 2025 to 31 March 2026 forms part of the Annual Report.

8. Market price data

8.1. Market Price – High / Low Company's share in each month in MSM during the period January 1 2025 to 31 March 2026 is as under

| | Month | Highest (RO) | Lowest (RO) |
|----|----------------|--------------|-------------|
| 1 | January 2025 | 0.074 | 0.061 |
| 2 | February 2025 | 0.068 | 0.061 |
| 3 | March 2025 | 0.068 | 0.060 |
| 4 | April 2025 | 0.068 | 0.058 |
| 5 | May 2025 | 0.076 | 0.063 |
| 6 | June 2025 | 0.076 | 0.067 |
| 7 | July 2025 | 0.075 | 0.068 |
| 8 | August 2025 | 0.073 | 0.068 |
| 9 | September 2025 | 0.074 | 0.067 |
| 10 | October 2025 | 0.085 | 0.069 |
| 11 | November 2025 | 0.093 | 0.080 |
| 12 | December 2025 | 0.104 | 0.094 |
| 13 | January 2026 | 0.114 | 0.099 |
| 14 | February 2026 | 0.122 | 0.102 |
| 15 | March 2026 | 0.120 | 0.099 |

8.2. Performance in comparison to broad based index or MSM – Banks and Investment Sector:





The share price of O&E increased by 72.3% during 1 January 2025 to 31 March 2026 against an increase of 64.5% in Banking and Investment Index and a increase of 79.06% in MSX General Index.

8.3. Distribution of shareholding as of 31 March 2026

| Range | No. of Shareholders | No. of Shares | % of Shareholders |
|----------------|---------------------|--------------------|-------------------|
| 0 – 1000 | 7,907 | 3,962,338 | 6.55% |
| 1001 – 5000 | 8,674 | 14,119,382 | 24.96% |
| 5001 – 10000 | 324 | 2,390,361 | 5.63% |
| 10001 – 50000 | 282 | 5,978,942 | 11.02% |
| 50001 – 100000 | 54 | 3,918,127 | 9.96% |
| Above 100001 | 65 | 91,505,850 | 41.89% |
| Total | 17,306 | 121,875,000 | 100.00% |

8.4. Shareholders holding more than 5% of the Share Capital as of 31 March 2026

| | | |
|------------------------------|--------|-------------------|
| Masoud Humaid Al Harthy | 24.99% | 30,456,562 Shares |
| Al Khonji Invest LLC & Group | 27.99% | 34,107,546 Shares |

8.5. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity

The Company does not have any GDRs / ADRs / Warrants or any other convertible warrants as of 31 March 2026 and hence the likely impact on equity is Nil.

9. Specific areas of non-compliance with the provisions of Corporate Governance

During the period 1 January 2025 to 31 March 2026, the Company complied fully with the provisions of Corporate Governance.

10. Corporate social activities and future plans

During the period 1 January 2025 to 31 March 2026, the Company donated RO 5,000 (2024: RO 5,000) under its Corporate Social Responsibility program to four charitable organizations. A similar amount of RO 5,000 is budgeted towards social responsibilities in 2026- 2027.

11. Related Party Transactions

The transactions with the Related Parties are as defined in Principle 9 of the 'Code' and include certain normal contracts and transactions which are carried out in the ordinary course of business without any differential advantage accruing to the Related Party. These also include transactions such as granting of loans, guarantees, capital injections or transactions of similar nature, being extended in the capacity of a Parent Company or as a long-term investor to its subsidiaries or associates or other investee companies. Shareholders' approval is taken for these prospective transactions in a year at the Annual General Meeting (AGM) on a broad basis; but the exact nature and value of the transactions in a financial year are notified to the Shareholders and post-facto approval is taken at the next AGM/OGM/EGM.

12. External assessment of internal audit function

The Company appointed MGI Vision LLC for independent quality assurance review of the internal audit unit of the Company for the year 2025-26 as per the International Professional Practices Framework (IPPF) and Global Internal Audit Standards as well as the requirements specified in the CMA resolution 10/2018 regarding comprehensive external assessment of the internal audit unit.



A detailed report emanating from the aforementioned review was submitted to the Audit Committee upon conclusion of this assessment for its review and consideration.

Overall assessment is that the activities of the Company's Internal Audit unit "Partially Conforms" with the Global Internal Audit Standards, subject, however, to certain matters that may be considered to enhance the performance of the internal audit unit in future.

13. Professional Profile of the Statutory Auditor

13.1. BDO LLC, the statutory auditors of the Company, have been operating in the Sultanate of Oman since 1976. BDO LLC is an independent and legally distinct member firm of BDO International Limited. BDO, one of the leading professional services firms, providing industry focused Assurance, Tax and Advisory services, has over 119,000 employees working in a global network of 1,800 offices situated in 166 countries and territories.

13.2. BDO LLC is accredited by the Financial Services Authority to audit publicly listed joint stock companies (SAOGs) in Oman. BDO LLC billed an amount of RO 19,000 towards professional services rendered to the Company for the period 2025-2026

13.3. Other tax related professional services were rendered by Ernst & Young for 2025- 2026 amounted to RO 8,910 (2024 – RO 1,200)].

14. Acknowledgement by the Board of Directors

14.1. The Board of Directors confirms that the financial statements for 2025-2026 have been prepared in accordance with the applicable standards and rules.

14.2. The Board of Directors, through the ARC, has reviewed the Company's system of internal controls and confirms that all controls are in place and fully effective.

14.3. The Board of Directors confirms their belief that there are no material matters which may affect the continuation of the Company and its ability to continue its operations during the next financial year.

Mohamed Abdulla Al Khonji
Chairman
18th May 2026

Raffy Manoug Kozadjian
Acting Chief Executive Officer

