

## CORPORATE GOVERNANCE REPORT

We are pleased to present the Corporate Governance Report of Oman Oil Marketing Company SAOG (OOMCO) for the year ended 31<sup>st</sup> December 2020.

### COMPANY'S PHILOSOPHY

The principles of Corporate Governance are the cornerstones of OOMCO. These principles ensure transparency, integrity and accountability, which are vital for the long and sustained growth of the Company.

OOMCO is committed to adhere to the highest standards of Corporate Governance and fully supports the guidelines on Governance and fully supports the guidelines on Corporate Governance for Public Joint Stock Companies issued in 2015 and its subsequent amendments by the Capital Market Authority (CMA). The Company has a representation of six independent directors on its Board to complement and supplement the other three directors and the Executive Management to provide an optimum mix of professionalism, knowledge, expertise and experience.

Our efforts has always been to engage people of eminence as directors who can contribute to corporate strategy, provide an external perspective and be a source of challenge and evaluation wherever appropriate. We have the good fortune of having directors whose contributions to the trade and industry are well acknowledged.

### BOARD OF DIRECTORS

#### (a) Composition of the Board

The Board of Directors comprises of nine members, which is the maximum number permitted by the Articles of Association of the Company. All the Directors are Non-Executive, Omani nationals and six of them are Independent directors. During the year 2018 CMA vide its "Code of Corporate Governance for Public Joint Stock Companies" amended definition of 'Independent director' and 'related parties'. The company complies with the CMA amended definition of Independent Directors.

Subject to the overall superintendence and control of the Board, the day to day management of the Company vests in the hands of the Executive Management team headed by Hussain Jama Al Ishaqi,

Acting Chief Executive Officer/GM National Retail and includes Mr. Mohammed Humaid Al Yahyai, Mr. Khamis Nasser Al Shuaibi, Mr. Amer Suhail Jaboob, Mr. Ali Ahmed Abdullah Muqaibal and Mr. Talib Omar Al Maadi and Mr. Mohammed Hasan Al Mujaini.

The CEO and GM Finance are a permanent invitee to the Board meetings of the Company. Senior Manager - Financial Accounting & Treasury is the Company Secretary.

### **(b) Process of nomination of Directors**

Directors are appointed for three years and retire by rotation and, if eligible, can offer themselves for re-election at the Annual General Meeting (AGM). There are arrangements for the filling of vacancies by the Board itself on a temporary basis. Individuals wishing to nominate themselves for election to Directorship to the Company's Board are required to complete and submit the nomination form to the Company at least two working days before the AGM of the Company. Notice of the AGM is published in the leading English and Arabic dailies at least two weeks in advance.

The process as laid down in the Commercial Companies Law and by the Capital Market Authority (CMA) in conjunction with the Articles of Association of the Company is adhered to. The Company has an induction program for Directors, which covers the Company's businesses as well as all the specific Corporate Governance elements (e.g. confidentiality, disclosure of interest etc.)

### **(c) Disclosures regarding appointment or re-appointment of Directors**

There were 3 changes in the Board of Directors during the year 2020, Mr. Hilal Ali Saif Al Kharusi was appointed as the Chairman of the Board, Mr. Mohammed Abu-Bakar Salim Al Ghassani and Mr. Moutaz Amur Mohamed Al Riyami were appointed as board directors of OOMCO with effect from 31<sup>st</sup> May 2020.

**(d) Number of Board meetings**

The Company held Eight Board meetings during the year, which ended on 31<sup>st</sup> December 2020. These were on 11<sup>th</sup> February 2020, 2<sup>nd</sup> April 2020, 12<sup>th</sup> May 2020, 31<sup>st</sup> May 2020, 11<sup>th</sup> August 2020, 1<sup>st</sup> September 2020, 10<sup>th</sup> November 2020, and 24<sup>th</sup> November 2020, with the maximum interval between any two meetings not exceeding the CMA required interval of maximum of four months.

**(e) Directors' attendance record and directorships held**

See Table 1 for details.

**Table 1: Details about OOMCO's Board of Directors**

Name of Director	Position	Board meetings held during the year	Board meetings attended during the year	Whether attended last AGM	Directorships in other Public Listed companies incorporated in Oman
Mulham Bashir Al Jarf	Chairman until 31 <sup>st</sup> May 2020- Non Executive and Non Independent Director	8	3	Yes	1
Hilal Ali Saif Al Kharusi	Chairman from 31 <sup>st</sup> May 2020 - Non-Executive and Non-Independent Director	8	8	Yes	1



Al Sayyida Rawan Ahmed Al Said	Deputy Chairperson- Non Executive and Independent Director	8	8	Yes	-
Assilah Zaher Al Harthy	Non-Executive and Independent Director	8	8	Yes	-
Amal Suhail Salim Bahwan Al Mukhaini	Non-Executive and Independent Director	8	8	Yes	2
Ahmed Tufail Al Rahman	Non-Executive and Non-Independent Director	8	8	Yes	1
Abdul Kader Darwish Al Balushi	Non-Executive and Independent Director	8	8	Yes	2
Saleem Pir Bakhsh Al Raisi	Non-Executive and Non-Independent Director	8	8	Yes	1
Talal Hamid Said Al Awfi	Non-Executive and Non-Independent Director	8	3	Yes	-

Mohammed Abu-Bakar Salim Al Ghassani	Non-Executive and Independent Director	8	5	N/A	-
Moutaz Amur Mohamed Al Riyami	Non-Executive and Independent Director	8	5	N/A	-

Independent Director is as defined in eight principle of the Code of Corporate Governance.

#### Information supplied to the Board

In order to facilitate proper governance, the following information amongst others was provided to the Board:

- Review of annual operating plans of businesses, capital budgets updates
- Quarterly results of the Company and its operating divisions or business segments
- Key discussion points at the meeting of the Audit Committee
- Materially important show-cause, demand, prosecution and penalty notices
- Fatal or serious accidents or dangerous occurrences
- Any materially significant effluent or pollution problems
- Any materially relevant default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company
- Any issue which involves possible public or product liability claims of a substantial nature
- Details of any joint venture or collaboration agreements
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property
- Significant labour problems and their proposed solutions
- Significant development in the human resources and industrial relations fronts
- Sale of material nature of investments, subsidiaries, assets which is not in the normal course of business

- Material details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement and
- Non-compliance with any regulatory, statutory or listing requirements or shareholder services such as non-payment of dividend

The Board members of (OOMCO) are routinely presented with all information under the above heads whenever applicable and materially significant. These are submitted either as a part of the agenda well in advance of the Board meetings or are presented in the course of the Board meetings or before the appropriate committees of the Board.

The Board has, as required under the Corporate Governance guidelines, adopted internal regulations – those include adoption of principles, policies and procedures and practices for doing business and conducting affairs.

#### **(f) Materially significant related party transactions**

There have been no materially significant related party transactions, pecuniary transaction or relationships between OOMCO and its Directors for the year ended 31<sup>st</sup> December 2020 that may have had a potential conflict with the interests of the Company at large. All the transactions with related parties were at arm's length.

#### **(g) Remuneration of Directors: sitting fees, salary, remuneration and perquisites**

The remuneration policy is decided by the Board and approved in the Annual General Meeting (AGM) with the intent of attracting and retaining the highest quality of industrialists/professionals to provide the Company with the right kind of strategic directions and improve operational efficiencies. Board Directors were paid RO 500 for sitting at Board of Directors meeting and RO 400 for other sub committees as sitting fees for every meeting attended. The Directors' remuneration is governed and calculated as set out in the Commercial Companies Law of 2019 and the regulations issued by the Capital Market Authority of Oman.



**Table 2: Remuneration paid/payable to Directors for the year 2020**

Name of Director	Sitting Fees (OMR)	*Remuneration (OMR)
Mulham Bashir Al Jarf	1,900	-
Al Sayyida Rawan Ahmed Al Said	8,400	-
Assilah Zaher Al Harthy	8,800	-
Hilal Ali Saif Al Kharusi	7,600	-
Amal Suhail Salim Bahwan Al Mukhaini	7,200	-
Ahmed Tufail Al- Rahman	5,600	-
Abdul Kader Darwish Al Balushi	6,400	-
Saleem Pir Bakhsh Al Raisi	8,000	-
Talal Hamed Said Al Awfi	1,900	-
Mohammed Abu-Bakar Salim Al Ghassani	5,700	-
Moutaz Amur Mohamed Al Riyami	4,900	-
<b>TOTAL</b>	<b>66,400</b>	-

**Note:**

1. Includes sitting fees for Audit committee meetings
2. Includes sitting fees for Investment Committee meetings
3. Includes sitting fees for Nomination and Remuneration Committee meetings

**(h) Directorships in other listed companies and memberships of other committees**

Table 3 gives details of Board Members' Directorships in other listed companies and memberships of other committees

**Table 3: Particulars of Directorships in other Public Listed Companies & memberships of other committees**

Name of the Director	Other Directorships		Other Committee memberships	
	Name of the company	Position	Committee	Position
A. Mulham Bashir Al Jarf	Oman Telecommunication Company SAOG	Chairperson	Human Resource	Member

Hilal Ali Saif Al Kharusi	Oman Sustainable Water Service SAOC	Chairperson	-	-
Assilah Zaher Al Harthy	-	-	-	-
Amal Suhail Salim Bahwan Al Mukhaini	1- Al Jazeera Steel Products Co. SAOG	Chairperson	Nomination & Remuneration Committee	Member
	2- National Bank of Oman, SAOG	Chairperson	Executive Nomination & Remuneration Committee Board Risk Committee	Member Member
Al Sayyida Rawan Ahmed Al Said	-		-	-
Ahmed Tufail Al Rahman	Musandum Power Company SAOC	Chairperson	-	-
Talal Hamed Said Al Awfi	-	-	-	-
Abdul Kader Darwish Al Balushi	1- Oman Ceramics Co SAOG	Director	Audit Committee	Chairman
	2- Al Jazeera Steel Products Co. SAOG	Director	Audit Committee	Chairman
Saleem Pir Bakhsh Al Raisi	Oman Flour Mill SAOG	Director	Executive & Investment Committee	Member
Mohammed Abu-Bakar Salim Al Ghassani	-	-	-	-



Moutaz Amur Mohamed Al Riyami	-	-	-	-
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(i) **Disclosures by the Board members**

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board, and the interested Directors neither participate in the discussion, nor do they vote on such matters.

(j) **Committees of the Board**

**1) Audit Committee**

The Audit Committee comprises of Four (4) Non-Executive Directors (3 are Independent). The members are as follows:

- a) Abdul Kader Darwish Al Balushi – Chairman
- b) Al Sayyida Rawan Ahmed Al Said – Member
- c) Assilah Zaher Al Harthy – Member
- d) Ahmed Tufail Al- Rahman – Member\*

\*Mr. Ahmed Tufail Al- Rahman was appointed as Audit Committee member from 31<sup>th</sup> May 2020. The Company continues to derive immense benefit from the deliberation of the Audit. The Non-Executive Directors – are eminent professionals and have sound knowledge in Finance, Accounts and Company Law. The Chief Internal Auditor serves as the secretary to the Audit Committee. The CEO, the Chief Internal Auditor and the GM Finance are permanent invitees to the meetings. The Chairman of the Audit Committee briefs the Board on the outcomes of the Audit Committee meeting during the Board meeting.

Among the principal functions and duties of the Audit Committee are as follows:

- Overseeing the Company’s financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending the appointment and removal of external auditor, fixing of audit fee and approval for payment of any other services;

- Reviewing with management and external and internal auditors, the adequacy of internal control systems;
- Reviewing the Company's financial and risk management policies; and
- Examining reasons for substantial default in the payment to depositors, bond holders, shareholders (in case of non-payment of declared dividends) and creditors, if any;

**Table 4: Audit Committees' attendance record**

Name of Director	Position	Audit Committee meetings held during the year	Audit Committee meetings attended during the year
Abdul Kader Darwish Al Balushi	Committee Chairman	6	6
Al Sayyida Rawan Ahmed Al Said	Member	6	6
Assilah Zaher Al Harthy	Member	6	6
Ahmed Tufail Al- Rahman	Member	6	4

Further details on the Audit Committee including its activities during the year under review are contained in the Audit Committee report of this Annual Report.

## 2) Board Investment Committee

The Investment Committee comprises of four (4) Non-Executive Directors

- |   |          |
|---|----------|
| 1- Hilal Ali Saif Al Kharusi *            | Chairman |
| 2- Amal Suhail Salim Bahwan Al Mukhaini * | member   |
| 3- Al Sayyida Rawan Al Said               | member   |
| 4- Mohammed Abu Baker Al Ghassani*        | member   |

\*Mr. Hilal Ali Saif Al Kharusi, \*Ms. Amal Suhail Salim Bahwan Al Mukhaini and \*Mr. Mohammed Abu Baker Al Ghassani were appointed as **Board Investment Committee** members from 31<sup>th</sup> May 2020.

The Board Secretary also serves as the secretary to the Board Investment Committee and the Chief Executive Officer is a permanent invitee to the meetings.

The principle functions and duties of the Investment Committee are as follows:

- 2.1 To deliberate, review and recommend for approval of the Board on the merits of any new businesses to be set up or acquired or any investments proposals submitted to the Company.
- 2.2 To deliberate, review and recommend for approval to the Board the Long Term Plan (LTP), Annual Budget and any amendments to the long term plan.
- 2.3 To carry out any other functions as may be delegated and authorized by the Board.

**Table 5: Board Investment Committees' Attendance record**

Name of Director	Position	No of meetings held during the year	No of meetings attended during the year
Hilal Ali Saif Al Kharusi	Chairman	5	4
Al Sayyida Rawan Ahmed Al Said	Member	5	5
Amal Suhail Salim Bahwan Al Mukhaini	Member	5	3
Mohammed Abu-Bakar Salim Al Ghassani	Member	5	4
Mulham Bashir Al Jarf	Ex-Committee Chairman	5	1
Assilah Zaher Al Harthy	Member	5	1
Talal Hamed Said Al Awfi	Member	5	1



### 3) Board Nomination and Remuneration Committee

The Company set up a Remuneration Committee in 2011 and it comprises of three (3) Non-Executive Directors:

- |  |             |
|--|-------------|
| a) Assilah Zaher Al Harthy*              | Chairperson |
| b) Saleem Pir Bakhsh Al Raisi            | Member      |
| c) Moutaz Amur Mohamed Al Riyami*        | Member      |
| d) Mohammed Abu-Bakar Salim Al Ghassani* | Member      |

\* Ms. Assilah Zaher Al Harthy and \*Mr. Moutaz Amur Mohamed Al Riyami were appointed as **Board Nomination and Remuneration Committee (BNRC)** members from 31<sup>th</sup> May 2020, Mr. Mohammed Abu-Bakar Al Ghassani was appointed as BNRC member from 10<sup>th</sup> November 2020

The GM - Shared Services serves as the secretary to the BNRC and the Chief Executive Officer is permanent invitees to the meeting.

Among the principle functions and duties of the BNRC are as follows:

- (a) In the case of board directors, nominate proficient directors and the election of the fit candidate.
- (b) Develop a succession plan for the board or at least for the chairperson.
- (c) Prepare detailed document of the role and responsibilities for the directors including the chairperson. This will facilitate orientation of directors towards their tasks and roles.
- (d) Appraise the performance of the board members and the sub-committees.
- (e) In the case of the CEO, recommending to the Board the appointment, remuneration, reward framework, KPI as well as assessment thereof.
- (f) In the case of the Executive Management and based on the recommendation of the CEO, approving the appointment, termination or acceptance of resignation, remuneration, reward framework, and key performance indicators (KPI) as well as assessment thereof.

- (i) The BNRC will interview the final three recommended candidates- for each job.
- (ii) The BNRC have the authority to attend any interview for Executive Management post and shall nominate any other board member to attend.
- (iii) The BNRC shall invite any other board member in the final interview of any Executive Management role whenever required.
- (g) Ensuring an appropriate succession plan is in place at all times for the CEO and Executive Management.
- (h) Reviewing the qualifications and work experience of any individual being nominated to be appointed to the Executive Management.
- (i) Reviewing and oversee human resource policies and Omanisation plans.
- (j) Reviewing and ensure the existence of a remuneration framework that adequately addresses Company needs in attracting and retaining competent employees taking into account market trends and practices.
- (k) Interviewing any member of the Executive Management upon resignation or termination from the Company.
- (l) Review the terms of reference and approve the appointment of any consultant to be retained by the Company to conduct any remuneration survey.
- (m) Approve the participation of the Company in any remuneration survey conducted by third parties.
- (n) The BNRC shall submit to the Board an annual plan and action.
- (o) Any other tasks that may be assigned by the Board from time to time.

**Table 6: Board Nomination and Remuneration Committees' attendance record**

Name of Director	Position	No of meetings held during the year	No of meetings attended during the year
Assilah Zaher Al Harthy	Committee Chairperson	9	5
Amal Suhail Salim Bahwan Al Mukhaini	Member	9	4
Saleem Pir Bakhsh Al Raisi	Member	9	9



Hilal Ali Saif Al Kharusi	Ex Committee Chairman	9	4
Moutaz Amur Mohamed Al Riyami	Member	9	5
Mohammed Abu-Bakar Salim Al Ghassani	Member	9	3

### Director's Training

The Board recognises the importance of training as a continuous education process for the Directors in order to ensure that the Directors stay abreast of the latest developments in corporate governance practices, business environment and new challenges, and to equip the Directors with the necessary knowledge and skills to enable them to fulfil their responsibilities and effectively discharge their duties.

### MANAGEMENT & REMUNERATION

Recruitment and remuneration of the CEO is responsibility by the Board or a sub-committee of the Board.

With respect to the selection of the key executives (other than contractors), a selection process applied within the Company is used. The job of each executive and each other salaried employee of the Company is assigned an internal "Job Level" designation, based on the person's duties and responsibilities, the degree of special skill and knowledge required and other similar factors. Each job level is assigned a job rate. This job rate is determined with reference to surveys and other conditions. This system is in widespread use within the industry and adjusted from time to time. The same applies for evaluation of staff where a comprehensive performance appraisal system is implemented.

The Remuneration Package of Executives, other than those recruited as contractors, is made up of basic salary, annual bonus, contributions to Provident Fund/PASI or end of service benefit and additional allowances and perquisites.

The annual bonus is determined with reference to the extent of achievements against challenging performance targets. The targets taken into account include financial, operational, social and environmental objectives.



During the year 2020 the total cost of the top eight executives of the Company was approximately OMR 1,191,483

(Bonus for 2019 paid in 2020 is included in this amount)

## SHAREHOLDERS

### (a) Means of communication with shareholders and investors

The Company has its own website and all vital information relating to the Company, its business and performance, including quarterly results and official press releases are posted for all interested parties. The Company's website address is [www.oomco.com](http://www.oomco.com). The detailed and full set of quarterly results is also posted on the Muscat Securities Market (MSM) website [www.msm.gov.om](http://www.msm.gov.om) or is made available to any shareholder requesting the same to the Company or the MSM.

The summary of quarterly, half-yearly and the annual results of the Company's performance together with the Director's Report outlining the business performance, current issues and concerns as also other communication to shareholders (notice of general meetings, dividend payment) are published in leading newspapers both Arabic and English. The Directors scrutinise these announcements at their Board meetings prior to publication to ensure that they are accurate and present a clear assessment of the Company's affairs.

Furthermore, the Company entertains specific meetings with analysts and shareholders, upon request and as appropriate.

### (b) Dividend policy

The Company's dividend policy is to remit the optimum amount of profit, in any operating year to shareholders. If, in accordance with the business plans, funds and profits were likely to be available, the Company would like to pay a dividend. In line with this policy, the dividend distribution shall be decided in AGM on 29<sup>th</sup> March 2021 and the pay-out shall be in April 2021. The dividend pay-out would take into account major investment plans, working capital requirements or other constraints.

### (c) Details of non-compliance by the Company

The Company has complied with all matters relating to the capital market and the listing arrangements and no significant material penalties or strictures have been imposed on the Company by the CMA / MSM or any statutory authority during the period of this report.

### (d) General body meetings

The Company's Annual Report together with the Notice cum Agenda for the Annual General Meeting (AGM) contains sufficient written clarifications on each item on the agenda of the AGM so that Shareholders are suitably briefed on matters that are to be discussed to enable their effective participation there at. The Directors encourage Shareholders to attend and participate in the Annual General Meeting.

Questions posed, where possible are answered in detail either at the General Meeting itself or thereafter. Shareholders are welcomed to raise queries by contacting the Company at any time throughout the year and not just at the General Meetings.

Details of the last three Annual General Meetings are given in Table 7

**Table 7: Date, time and venue of the last three AGMs**

Financial year (ended)	Date	Time	Venue
31 <sup>st</sup> December 2017	18th March, 2018	5.00 PM	Crowne Plaza Hotel
31 <sup>st</sup> December 2018	18th March, 2019	5.00 PM	Crowne Plaza Hotel
31 <sup>st</sup> December 2019	31 <sup>st</sup> May 2020	3:00 PM	Online MCD Platform

The Annual General Meeting for the financial year ended December 31<sup>st</sup> 2020 is scheduled to be held as per details below:

**Date** : 29<sup>rd</sup>, March 2021  
**Venue** : Online MCD Platform  
**Time** : 3.00 PM

### (e) Stock Data

Table -89 gives the monthly high and low prices and volumes of OOMCO shares in the Muscat Securities Market (MSM) for the year ended 31<sup>st</sup> December

**Table 8: Monthly share price data and volumes at MSM**

Month 2020	High	Low	Volume
January	0.980	0.880	7,375
February	0.900	0.872	44,675
March	0.880	0.800	13,358
April	0.800	0.652	43,365
May	0.652	0.588	58,850
June	0.664	0.594	297,567
July	0.612	0.600	20,500
August	0.648	0.616	16,000
September	0.776	0.672	36,635
October	0.780	0.776	131,760
November	0.804	0.764	60,008
December	0.792	0.764	11,909

**Note:** High and low are in Riyal Omani per traded share. Volume is the total monthly volume of trade (in numbers) in OOMCO shares on the MSM.

### Performance in comparison to broad based service sector index of Muscat Securities Market

Chart A plots the performance of the Company's shares against the broad based Services sector index of the Muscat Securities Market (MSM) for the year 2020.



**Chart A: MSM Service Sector Index vs. OOMCO in 2020**



### Distribution of shareholding – Review

OO SAOC holds 49% of the shares, whereas 51% of the shares are held by investors or traded at the Muscat Securities Market. In line with the Commercial Companies Law and the Company’s Articles of Association, 3,225,000 shares of the Company have a preferential characteristic, in that they are multi-vote shares. OO owning these multi-vote shares thereby is able to cast 34,830,000 votes (51.4%) at the General Meetings of the Company. However, this will not itself enable them to control an Extraordinary General Meeting of the Company. **Table 9** gives the distribution pattern of shareholding of OOMCO as on December 31<sup>st</sup>, 2020 and **Table 10** lists the names of the top ten shareholders in the Company on the same date with the number of shares owned and percentage of holding (*the top ten shareholders are determined based on holdings in single account and not multiple accounts*).

**Table 9: Distribution of shareholding by size class as on 31<sup>st</sup> December 2020**

Holdings	Shareholders		Shares	
	Number	% of Total	Number	% to Total
Up to 5000	733	79.50%	1,111,887	1.81%
5,001 - 10,000	79	8.57%	561,272	0.92%
10,001 - 20,000	32	3.47%	442,824	0.72%
20,001 - 30,000	12	1.30%	297,140	0.48%
30,001 - 40,000	13	1.41%	420,909	0.69%
40,001 - 50,000	7	0.76%	324,398	0.53%
50,001 - 100,000	21	2.28%	1,583,390	2.58%
100,001 - 200,000	7	0.76%	1,057,030	1.73%
200,001 - 300,000	6	0.65%	1,517,640	2.48%
300,001 - 500,000	3	0.33%	1,274,541	2.08%
500,001 - 1,000,000	2	0.22%	1,512,778	2.47%
1,000,001 - 2,000,000	1	0.10%	1,930,466	3.15%
2,000,001 and above	6	0.65%	49,240,725	80.36%
	<b>922</b>	<b>100%</b>	<b>61,275,000</b>	<b>100%</b>

**Table 10: Top 10 shareholders as on 31<sup>st</sup> December 2019**

Holdings	Shares	
	Number	% of no. of shares
OQ SAOC	28,380,000	46.31%
Civil service Pension Fund	8,463,202	13.81%
General Authority for Social Insurance	4,655,853	7.59%
Suhail Salim Abdullah Mukhaini Bahwan	2,717,800	4.43%
Ministry of Defense Pension Fund	2,631,869	4.29%
Oman Investment Authority	2,392,001	3.9%
Middle East Investment LLC	1,930,466	3.15%
Diwan of the Royal Court-Pension Fund	787,891	1.29%

Oman Growth Fund	724,887	1.18%
Bank Deposit Insurance System	450,000	0.73%
<b>Total including Preference Share</b>	<b>53,133,969</b>	<b>87%</b>

The names of the top ten shareholders are as per the MCD shareholders list.

#### Outstanding GDRs/ADRs/Warrants/Convertible instruments and their impact on equity

Not applicable for Oman Oil Marketing Company SAOG

#### Unclaimed Dividends

Under the Commercial Companies Law and CMA guidelines, dividends that are unclaimed for a period of more than six months from the date of payment statutorily get transferred to the Investor Trust Fund administered by the Capital Market Authority. *Table 11* gives the details of dividend payment since 2001 and the corresponding months when such unclaimed dividends were transferred to the stated Fund. All claims subsequent to the date of transfer for dividends not received need to be referred to the Muscat Clearing and Depository Company.

**Table 11: Details of unclaimed dividend transferred to the Investor Trust Fund**

Year	Dividend				Month of transfer
	%	Total Amount	Amount Claimed	Amount transferred	
2001	25	1,612,500	1,601,071	11,429	March-04
2002	25	1,612,500	1,604,414	8,086	March-04
2003	26	1,677,000	1,662,844	14,156	January-05
2004	30	1,935,000	1,925,685	9,315	October-05
2005	45	2,902,500	2,893,469	9,031	October-06
2006	47.5	3,063,750	3,040,022	23,728	October-07
2007	47.5	3,063,750	3,039,924	23,826	October-08
2008	35	2,257,500	2,251,143	6,357	October-09
2009	3	2,257,500	2,250,813	6,687	October-10
2010	42	2,709,000	2,700,964	8,036	October-11
2011	62	3,999,000	3,972,962	26,038	October-12



2012	70	4,515,000	4,503,847	11,153	October-13
2013	70	4,515,000	4,445,445	69,555	October-14
2014	60	3,870,000	3,825,702	44,298	October -15
2015	60	3,870,000	3,802,963	67,037	October -16
2016	60	3,870,000	3,855,007	14,992	October-17
2017	60	3,870,000	3,778,764	91,236	October -18
2018	60	3,870,000	3,845,180	24,820	October -19
<b>2019</b>	<b>60</b>	<b>3,870,000</b>	<b>3,858,875</b>	<b>11,125</b>	<b>October -20</b>
<b>Total</b>		<b>55,470,000</b>	<b>55,013,914</b>	<b>456,085</b>	

## Professional Profile of the Statutory Auditors

### About Deloitte

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### Audit fees

Deloitte billed an amount of RO 11,750/- towards professional services rendered to the Company for the year 2020 (RO 11,000/- for audit and RO 750/- for review of Corporate Governance Report).

## AUDITOR'S REPORT ON FACTUAL FINDINGS ON CORPORATE GOVERNANCE

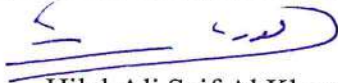
As required, the Auditors' have issued a separate report on Factual Findings on the Company's Corporate Governance Report and the application of Corporate Governance practices, which is annexed to this report.

## ACKNOWLEDGEMENT BY THE BOARD

As required by the Code of Corporate Governance the Board of Directors hereby confirms the following:

- That it is the responsibility of the Board to ensure that the Financial Statements are in accordance with applicable standards and rules.
- That the internal control systems are adequate and efficient and that it has complied with all internal rules and regulations.

That there is no material items that effect the continuation of the company and its ability to continue its operations during the next financial year.



Hilal Ali Saif Al Kharusi

**Chairman**



Hussain Jama Ismail Bait Ishaq

**Acting CEO**

