



SMN

شركة إس إم إن بركاء للطاقة ش.م.ع.م.
SMN BARKA POWER COMPANY SAOC

Invitation for Independent Director Nomination

The Board of Directors of SMN Barka Power Company SAOC would like to announce an invitation for nominations for an independent Board Member position. Nominations are being accepted prior to the Company's Annual General Meeting (AGM), scheduled to take place on Thursday, March 26, 2026, at 5:00 PM, which will include the election of a new Board of Directors as part of its agenda.

Please note the following:

First: The following conditions apply to independent members:

- 1- They must be independent in their opinions, enabling them to make decisions that serve the company's objectives.
- 2- They must objectively consider the Company's interests and safeguard the interests of minority shareholders.
- 3- They must be known for their integrity and probity.
- 4- They must not have any material, economic, or financial interest or relationship with the Company or any of its subsidiaries or affiliates.
- 5- They must not be a member of, or employed by, a Company operating in any similar or Competing activity, unless their appointment is approved by the AGM.

Second: The independence of a member is forfeited in any of the following cases:

- 1- If they hold a government position, are an elected or appointed member of any elected or appointed board, or work for any Company in which the government holds shares.
- 2- If less than twelve (12) months have passed since they left their service in any of the entities mentioned in item (1).
- 3- If they own ten percent (10%) or more of the shares of the Company or any of its subsidiaries.



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- 4- If they represent a legal entity that owns ten percent (10%) or more of the shares of the Company or any of its subsidiaries.
- 5- If they are a first-degree relative of any member of the board of directors of the Company or any of its subsidiaries.
- 6- If they are a first-degree relative of any senior management employee of the Company or any of its subsidiaries.
- 7- If they are a board member of any of the Company's subsidiaries.
- 8- If he/she has been employed by any of the Company's subsidiaries during the two years preceding his/her nomination.
- 9- If he/she owns ten percent (10%) of the shares of any of the parties mentioned in this article during the two years preceding his/her nomination.

Those interested to nominate themselves as an independent member of the Board of Directors must submit the nomination form along with the required documents and a declaration confirming fulfilment of the above-mentioned conditions at least five (5) days before the General Assembly Meeting (AGM), not later than 5:00 PM on Saturday, March 21, 2026.

For inquiries, please contact Mr. Ali Al Habsi via email at ali.alhabsi@smnpower.com or call +968 2493 5811.

On behalf of SMN Barka Power Company SAOC.

