



### **Invitation for Ordinary Annual General Meeting**

The Board of Directors of Al Kamil Power Company SAOG is pleased to invite shareholders to attend the Annual General Meeting of the Company to be held on Sunday, 16<sup>th</sup> March 2014 at 5 pm at the Mais Al Reem (Lobby Level) meeting room of Hotel Muscat Holiday, to discuss the following agenda:

1. To consider and approve the Annual Report of the Board of Directors for the financial year ending 31<sup>st</sup> December 2013.
2. To consider and approve the Audited Corporate Governance Report of the Company for the year ended 31<sup>st</sup> December 2013.
3. To consider and approve the Auditors' Report, Balance Sheet and Profit & Loss Accounts of the Company for the year ended 31<sup>st</sup> December 2013.
4. To consider the proposal of the Board of Directors to the following dividend payment:
  - a. Cash dividend of 10% (i.e. RO 0.100 per share) to the shareholders of the company who are on the shareholders' list registered with Muscat Clearing and Depository Company SAOC as at 29 July 2014.
5. To approve the sitting fees paid to the members of the Board of Directors and Audit Committee for the year 2013 as set out in the Annexure (1) and to approve the sitting fees to be paid to the Board of Directors and Audit Committee during the financial year 2014 as set out in Annexure (2).
6. To notify the General Assembly of the related party transactions during the year as set out in the Annexure (3).
7. To get the approval of the General Assembly of the donation of RO 7,475 given by the Company during 2013 Annexure (4).
8. To appoint Auditors for the financial year 2014 and determine their remuneration.

According to the Articles of Association of the Company, any shareholder has the right to authorise in writing any other person to attend the meeting and vote on his behalf. Please attend the venue of the meeting at least half an hour prior to the time fixed for the meeting.

Please contact Mr. Ahmed Fahim Al Maimani on telephone number 24607466 for any further information.

Important Notice: Joint stock companies must deposit the dividend amount due to investors that remains uncollected after the expiry of six months from the due date, into the Investors' Trust Fund. Please note that each shareholder must contact Muscat Depository & Securities Registration Company SAOC at Muscat Security Market for any inquiry in respect of any such amounts due to him.

The shareholders are requested to be present at least 30 minutes before the start of the Annual General Meeting.

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**Chairman**

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**Auditors**

\_\_\_\_\_  
**Legal Advisor**

**For use by Capital Market Authority**

**Signature:**

**Seal:**

**Date:**

## Al Kamil Power Co SAOG

### Annexure to the AGM Notice to the shareholders of Al Kamil Power Co SAOG

#### Annexure 1

The total attendance fees paid to the Directors and Audit Committee members for 2013 was RO 4,500 as detailed below:

Name of Director	Number of meetings attended	Total Sitting fees paid in Rials Omani
Mr. Matti Castren	5	750
Mr. Johan Van KERREBROECK	2	300
Mr. Karel Breda	2	300
Mr. Micah Jahnke	7	1,050
Mr. Ajeet Walavalkar	9	1,350
Mr. Khalil Ahmed Abdulla Al Harthy	5	750
Total	30	4,500

#### Annexure 2

#### Sitting fees proposed to be paid to the members of the Board of Directors and Audit Committee for the year 2014.

During the year 2014, the Company proposes to pay the members of the Board of Directors a sitting fee of RO 250 for each of the Audit Committee and Board of Directors meeting attended by them.

#### Annexure 3

The related party transactions during the year

The Company has a related party relationship with entities over which certain shareholders and Directors are able to exercise significant influence. The Company also has a related party relationship with its Directors. In the ordinary course of business, such related parties provide goods and render services to the Company. The Company has entered into an Operation and Maintenance Agreement with Al Kamil Construction & Services LLC, a related party, for operations and maintenance of the plant for a period of 15 years from the scheduled commercial operations date or the termination date of the PPA, whichever is earlier.

Prices and terms for these transactions, which are entered into in the normal course of business, are on terms and conditions, which the Directors consider, are comparable with those that could be obtained from unrelated third parties. The volume of related party transactions during the year ended 31 December 2013 was as follows:

Name of the Party	Nature of Relation	Type of Transaction	Amount	
			2013 RO'000	2013 US \$'000
Al Kamil Construction & Services Co. LLC	Operation and Maintenance of the plant is contracted to AKCS. 65% of the AKCS is owned by the International Power plc	Operation and Maintenance of Plant	3,159	8,200
Al Kamil Construction & Services Co. LLC	-as above-	Normal business expense	29	75
Suez Tractebel SA Dubai	Suez Tractebel is part of the GDF Suez SA, GDF Suez SA, ultimate owner of 65% shares of Al Kamil Power SAOG	Service Support Agreement	22	57

#### Annexure 4

Donations made by the Company during the year 2013:

During the year the Company made a donation of RO 7,475 towards children's play facilities at the public park at Al Kamil, Wilayat of Al Kamil Al Wafi, Sharqiya.