

**SENERGY**

Holding

Senergy Holding Company K.P.S.C



**2025**

**CORPORATE  
GOVERNANCE  
REPORT**



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# Senergy Holding (K.P.S.C.) and its subsidiaries

## Corporate Governance Report For the year ended at 31 December 2025



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## Corporate Governance Report 2025

### Company profile:

Senergy Holding Company K.P.S.C was incorporated in the State of Kuwait on March 22, 1983 and the Company's shares were listed on Boursa Kuwait in 1987 in accordance with the Companies Law and based on the decision of the Extraordinary General Assembly held on April 07, 2016, the Shareholders agreed to change the Company's name from Al Safat Energy Holding Company K.P.S.C to Senergy Holding Company K.P.S.C.

According to the decision of the Extraordinary General Assembly held on May 15, 2007, the Company operates in accordance with Islamic Sharia. The main activities in accordance with the Company's Memorandum of Association are as follows:

- Acquiring shares of Kuwaiti or foreign shareholding companies, as well as acquiring shares or membership interests in Kuwaiti or foreign limited liability companies, or participating in the incorporation of these companies, and in the management thereof, and in lending and guaranteeing these companies with third parties.
- Lending to companies in which the Holding Company holds shares and guaranteeing their obligations towards third parties. In such case, the share of the Holding Company in the capital of the borrowing Company shall be no less than twenty percent.
- Acquiring the industrial intellectual property rights including patents, industrial trademarks, industrial fees or any other related rights, and leasing them to other companies to exploit them either in Kuwait or abroad.
- Acquiring real estate and movable property necessary for carrying out its operations within the limits permitted under the law.
- Employing excess funds available with the Company by investing them in financial portfolios managed by specialized companies.

The Company's business office is located in East Ahmadi - Block 8 - Plot 42 - Mezzanine - State of Kuwait.

The authorized, issued and fully paid-up capital is KD 20,000,000, consisting of 200,000,000 shares, with a nominal value of 100 fils per share, and all shares are cash. The main shareholders of the Company as of December 31, 2025, are as follows:

No.	Shareholder's Name	Number of Shares	Percentage %
1	Ahli Capital Investment Company (clients)	39,798,016	19.899
2	Al Safat Investment Company	33,645,991	16.823
3	KFH Capital Investment Company E1	21,330,806	10.665
4	Watani Investment Company E1	12,660,031	6.330

## **Governance Framework for Senergy Holding Company K.P.S.C**

As the Board of Directors of Senergy Holding Company “The Company” realizes the importance of adherence to the rules of governance, its significant role and related practices, the Company was keen to build a base on which the Company’s business is relied in order to enhance the confidence of shareholders, investors and all stakeholders.

The Company also aspired to implement all instructions and rules issued by the Capital Markets Authority as a work culture in the Company in order to enhance administrative efficiency, commitment to justice and transparency, and achieve the interests of the Company and the shareholders.

The Board of Directors is committed to the continuous implementation of initiatives calling for the development of governance principles in the interest of all relevant parties, and in a manner that enhances the levels of confidence of its shareholders and stakeholders.

The Company considers the implementation of corporate governance principles an integral part of its operations, and the Company works to keep up with developments in governance by reviewing and following up on developments in best practices to meet the challenges that arise in the rules of governance.

## Implementation of Governance Rules

### First Rule: Forming a Balanced Board of Directors

#### Composition of the Board of Directors

Name	Member Type (Executive/ Non-executive/ Independent/ Secretary)	Academic Qualification and Work Experience	Date of Election/ Appointment of Secretary
Mr. Meshal Abdulrahman Al Enezi (Chairman of the Board of Directors)	Non-executive	Master of Management Bachelor of Science with 18 years of experience	04/05/2023
Ms. Lamyaa Majed Hayat (Vice Chairman of the Board of Directors)	Non-executive	Bachelor of Commerce –Kuwait University (Accounting Division) with 19 years of experience	04/05/2023
Mr. Ahmed Fathy Abouzeid (Board Member)	Non-executive	Bachelor of Administrative Sciences (Banking Major) with 26 years of experience	04/22/2024
Mr. Malik Maher Marafie (Board Member)	Independent	Bachelor of Finance and Financial Institutions - Master of Business Administration with 13 years of experience	04/05/2023
Mr. Malek Mustafa Hammoud (Board Member)	Independent	Bachelor of Science in Electrical Engineering & (CFA) & (MBA) with 16 years of experience	04/05/2023
Mr. Faisal Mohammed Murad (Board Member)	Non-executive	Master of Business Administration (MBA) Postgraduate Diploma in Business Administration – University of Wales, UK with 29 years of experience	04/05/2023
Mr. Abdullah Subaih Boftain (Board Member)	Non-executive	Bachelor of Business Administration (Finance and Financial Institutions) with 15 years of experience	19/06/2025
Mr. Mostafa Abdou Elsadny (Board Secretary)	Secretary of the Board of Directors	Bachelor of Commerce (Accounting Division) with 26 years of experience	04/05/2023

Current Board Members have diverse experience in various fields to enhance efficiency in decision making and support the achievement of the Company's strategic objectives.

## Board of Director Meetings during 2025

The Board of Directors held 9 meetings during the year ended 31 December 2025. Meeting dates and attendance were as follows:

Member Name	Meeting No. 1/2025 (16/03)	Meeting No. 2/2025 (14/05)	Meeting No. 3/2025 (19/06)	Meeting No. 4/2025 (01/07)	Meeting No. 5/2025 (07/08)	Meeting No. 6/2025 (16/9)	Meeting No. 7/2025 (02/11)	Meeting No. 8/2025 (11/11)	Meeting No. 9/2025 (24/12)	No. of Meetings	
Meshal Abdulrahman Al Enezi (Chairman)	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	
Lamyaa Majed Hayat (Vice Chairman)	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	
Malik Maher Marafie (Board Member)	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	
Malek Mustafa Hammoud (Board Member)	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	
Ahmed Fathy Abouzeid (Board Member)	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	
Faisal Mohammed Murad (Board Member)	✓	✓	✓	✓	x	✓	✓	✓	✓	8	
Azzam Hamad Al Mutawaa (Board Member)	✓	✓	Resigned on 19/06/2025								2
Abdullah Subaih Boftain (Board Member)	Started term on 19/06/2025		✓	✓	✓	✓	✓	✓	✓	7	

### Recording, coordinating, and archiving of the Board meetings minutes:

The Company appointed the Secretary of the Board of Directors, Mr. Mostafa Abdou Elsadny, and entrusted him with recording the Board meetings minutes, which include the discussions and deliberations held during the meetings, the decisions taken, and any reservations (if any). These minutes shall be signed by him and by all members present.

The Secretary of the Board of Directors has also prepared a dedicated register in which the meetings minutes are recorded, with serial numbers for the year in which the meetings were held, indicating the venue, date, and start and end time of each meeting, so that these meetings can be easily retrieved.

Meeting minutes, registers, reports, and all other documents submitted to or by the Board shall be kept with the Secretary.

The Secretary shall also ensure that the Board Members follow the procedures approved by the Board and shall ensure that the dates of Board meetings are communicated at least three working days before the meeting, taking into account emergency meetings. In addition, the Secretary ensures that the Board Members have full and prompt access to the meeting minutes, information and documents related to the Company and, under the supervision of the Chairman of the Board of Directors, facilitates the proper delivery and distribution of information and coordination among Board Members and other Stakeholders of the Company.

## Second Rule: Proper Determination of Duties and Responsibilities

### Roles, Responsibilities, and Delegated Authorities of the Board and Executive Management:

The Board of Directors shall assume all the powers and authorities necessary for the management of the Company. The powers, duties and responsibilities of the Board shall be determined in the Company's Articles of Association and in the Corporate Charter approved by the Board, taking into account the powers of the Company's General Assembly.

#### “Board of Directors Corporate Charter”

The Company has also clearly defined the roles and responsibilities of both the Board Members and Executive Management in its approved policies, regulations, and job descriptions, which reflect the balance of powers and the separation of duties between the Executive Management and the Board of Directors.

In addition to the obligations of the Board of Directors, the Chairman of the Board of Directors shall be responsible for representing the Company before third parties and ensuring the proper and effective operation of the Board of Directors, including ensuring the Board Members receive complete and accurate information in a timely manner. He also encourages constructive relationships and effective participation between the Board of Directors and Executive Management, in addition to other responsibilities.

The Board of Directors also determines the authorities delegated to Executive Management, ensuring a balance of powers and authorities between the Board and Executive Management, ensuring that neither party holds absolute unilateral authority, thereby facilitating accountability.

Key activities of the Board of Directors during the year include, but not limited to:

- Approving the financial statements for the financial year ended on December 31, 2025.
- Approving the Nominations and Remunerations Committee's recommendation to appoint Mr. Faisal Al-Saleh to the position of Chief Executive Officer.
- Approving the interim financial information for the first, second and third quarters of 2025.
- Discussing and approving the feasibility study for the Surface Well Testing tender with Kuwait Oil Company.
- Discussing and approving the feasibility study for the Well Testing Services project tender with the Joint Operations Company - Wafra.
- Discussing and approving amendments to the internal Employees Manual.
- Discussing and proposing the Mudaraba investment agreement with a related party to the AGM for approval.
- Discussing and approving the estimated budget for 2026.
- Discussing and recommending to the EGM a proposal to reduce the Company's share capital to write-off the accumulated losses.
- Following up on all matters related to the Board of Directors' Committees.

## Board's Formation of Autonomous Specialized Committees

Within the framework of establishing sound governance in the Company, the Board of Directors formed three independent committees on June 4, 2023, to enable it to perform its duties effectively and to oversee the implementation of corporate governance in its various aspects.

These Committees operate in accordance with charters approved by the Board of Directors, clarifying their term of work, powers, tasks, responsibilities, and how the Board monitors them, according to the following:

### *Nominations and Remunerations Committee*

Nominations and Remunerations Committee							
Formation Date and Term	04 June 2023 – Term of Membership – is the same term of membership in the Board						
Composition	<table border="0"> <tr> <td>Mr. Meshal Abdulrahman Al Enezi</td> <td>Chairman</td> </tr> <tr> <td>Mr. Malik Maher Marafie</td> <td>Member of the Committee</td> </tr> <tr> <td>Mr. Malek Mustafa Hammoud</td> <td>Member of the Committee</td> </tr> </table>	Mr. Meshal Abdulrahman Al Enezi	Chairman	Mr. Malik Maher Marafie	Member of the Committee	Mr. Malek Mustafa Hammoud	Member of the Committee
Mr. Meshal Abdulrahman Al Enezi	Chairman						
Mr. Malik Maher Marafie	Member of the Committee						
Mr. Malek Mustafa Hammoud	Member of the Committee						
Key activities during the year	<ul style="list-style-type: none"> <li>• Nominating Mr. Faisal Al-Saleh to the position of Chief Executive Officer.</li> <li>• Evaluating the members of the Board of Directors for 2025.</li> <li>• Evaluating the performance of the Board of Directors for 2025.</li> <li>• Evaluating the performance of the Nominations and Remunerations Committee (internal evaluation) for 2025.</li> <li>• Preparing the Nominations and Remunerations Committee's activity report for 2025.</li> <li>• Preparing the Nominations and Remunerations report for 2025.</li> <li>• Discussing and approving the performance indicators for the Executive Management and Senior Managers for 2025.</li> <li>• Discussing the proposal to recommend the nomination of a representative on behalf of the first alternate member to the Company's Board of Directors membership.</li> </ul>						

No. of meetings held by the Committee during the year: 4 meetings

Member Name	Meeting 1/2025 (21/01/2025)	Meeting 2/2025 (11/03/2025)	Meeting 3/2025 (08/05/2025)	Meeting 4/2025 (19/06/2025)
Mr. Meshal Abdulrahman Al Enezi Chairman	✓	✓	✓	✓
Mr. Malik Maher Marafie	✓	✓	✓	✓
Mr. Malek Mustafa Hammoud	✓	✓	✓	✓

**Audit Committee**

Audit Committee							
Formation Date and Term	04 June 2023 – Term of Membership – is the same term of membership in the Board						
Composition	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Mr. Malik Maher Marafie</td> <td>Chairman</td> </tr> <tr> <td>Mr. Malek Mustafa Hammoud</td> <td>Member of the Committee</td> </tr> <tr> <td>Ms. Lamyaa Majed Hayat</td> <td>Member of the Committee</td> </tr> </table>	Mr. Malik Maher Marafie	Chairman	Mr. Malek Mustafa Hammoud	Member of the Committee	Ms. Lamyaa Majed Hayat	Member of the Committee
Mr. Malik Maher Marafie	Chairman						
Mr. Malek Mustafa Hammoud	Member of the Committee						
Ms. Lamyaa Majed Hayat	Member of the Committee						
Key activities during the year	<ul style="list-style-type: none"> <li>Discussing the audited financial statements for the fiscal year ended December 31, 2024.</li> <li>Discussing the proposal and recommendation to appoint an external audit firm to review and assess the performance of the Internal Audit Unit every three years.</li> <li>Proposing and recommending the appointment or reappointment of the Company's External Auditor for the year ended 31 December 2025.</li> <li>Reviewing the quarterly interim and annual financial statements.</li> <li>Discussing the recommendation to appoint an Internal Audit Manager for the Company's Internal Audit Unit.</li> <li>Discussing a Mudaraba investment agreement with a related party.</li> <li>Discussing the Internal Auditor's reports for the following divisions: Contracting and Engineering, Human Resources, Oilfield Solutions, Group Control, Business Development, Health, Safety and Environment, Corporate Governance, and Financial Management, for 2025.</li> <li>Evaluating the performance of the Audit Committee (internal evaluation) for 2025.</li> <li>Preparing the Audit Committee's activity report for 2025.</li> <li>Evaluating the performance of the Internal Audit Unit for 2025.</li> </ul>						

No. of meetings held by the Committee during the year: 7 meetings

Member Name	Meeting 1/2025 (23/01)	Meeting 2/2025 (11/03)	Meeting 3/2025 (07/05)	Meeting 4/2025 (3/06)	Meeting 5/2025 (31/07)	Meeting 6/2025 (26/10)	Meeting 5/2024 (15/11)
Mr. Malik Maher Marafie - Chairman	✓	✓	✓	✓	✓	✓	✓
Mr. Malek Mustafa Hammoud	✓	✓	✓	✓	✓	✓	✓
Ms. Lamyaa Majed Hayat	✓	✓	✓	✓	✓	✓	✓

### Risk Management Committee

Risk Management Committee							
Formation Date and Term	04 June 2023 – Term of Membership – is the same term of membership in the Board						
Composition	<table border="0"> <tr> <td>Ms. Lamyaa Majed Hayat</td> <td>Chairman</td> </tr> <tr> <td>Mr. Ahmed Fathy Abouzeid</td> <td>Member of the Committee</td> </tr> <tr> <td>Mr. Faisal Mohammed Murad</td> <td>Member of the Committee</td> </tr> </table>	Ms. Lamyaa Majed Hayat	Chairman	Mr. Ahmed Fathy Abouzeid	Member of the Committee	Mr. Faisal Mohammed Murad	Member of the Committee
Ms. Lamyaa Majed Hayat	Chairman						
Mr. Ahmed Fathy Abouzeid	Member of the Committee						
Mr. Faisal Mohammed Murad	Member of the Committee						
Key activities during the year	<ul style="list-style-type: none"> <li>• Discussing the feasibility study for the GYRO tender with Kuwait Oil Company.</li> <li>• Discussing and monitoring developments regarding the Company's accumulated losses.</li> <li>• Discussing the feasibility study for the Surface Well Testing tender with Kuwait Oil Company.</li> <li>• Discussing the feasibility study for the Well Testing Services project tender with the Joint Operations Company – Wafra</li> <li>• Discussing a "Mudaraba" investment agreement with a related party.</li> <li>• Evaluating the Risk Management Unit's performance for 2025.</li> <li>• Preparing the Risk Committee's activity report for 2025.</li> <li>• Evaluating the Risk Committee's performance (internal assessment) for 2025.</li> </ul>						

No. of meetings held by the Committee during the year: 6 meetings

Member Name	Meeting 1/2025 (24/02)	Meeting 2/2025 (27/04)	Meeting 3/2025 (26/06)	Meeting 4/2025 (08/09)	Meeting 5/2025 (23/10)	Meeting 6/2025 (04/11)
Ms. Lamyaa Majed Hayat (Chairman)	✓	✓	✓	✓	✓	✓
Mr. Azzam Hamad Al Mutawaa	✓	✓	Resigned on 19/06/2025			
Mr. Faisal Mohammed Murad	✓	✓	✓	✓	✓	✓
Mr. Ahmed Fathy Abouzeid	Start of term on 19/06/2025		✓	x	✓	✓

### Mechanisms that allow Board Members to obtain information and data in an accurate and timely manner:

The Executive Management works to provide all Board Members with complete, accurate, and timely information, data, and documents, enabling them to carry out their duties and responsibilities efficiently and effectively. It also ensures that all periodic and non-periodic reports are prepared with a high degree of quality, comprehensiveness, consistency, brevity, and accuracy.

### Third Rule:

## Selecting Competent Individuals for Membership in the Board of Directors and Executive Management

#### Formation of the Nomination and Remuneration Committee:

The Board of Directors has formed the Nominations and Remuneration Committee in accordance with the requirements of the Capital Markets Authority and as stated in the above clauses. The Nominations and Remuneration Committee's Charter defines all the terms and conditions for the committee's formation and its working mechanism, in accordance with the Governance Rules.

The Company has a Board-approved Remuneration Policy, which includes determining the remuneration of the Chairman and members of the Board of Directors, the remuneration of Board Committees, and the various remuneration brackets awarded to employees, in accordance with applicable legal and regulatory requirements.

#### Report on remunerations granted to the Board Members and Executive Management:

In accordance with the requirements of the Capital Markets Authority, the duties and responsibilities of the Nomination and Remuneration Committee include preparing a detailed annual report on all remunerations granted to members of the Board of Directors and the Executive Management. Accordingly, this report has been prepared as follows:

- The annual remunerations are linked to the Company's performance during the year, taking into account the following:
  - Applicable legal and regulatory requirements are taken into consideration when determining the remunerations of the Chairman, Board Members and employees.
  - Employee remunerations are divided into fixed remuneration and benefits (including salary, allowances, and other incentives), and variable remuneration and benefits (linked to the employee's annual performance evaluation), in addition to the end-of-service benefit.

## Remuneration Report Structure for 2025

Remuneration and Benefit for Board Members							
Total Members	Remuneration and Benefit through the Parent Company			Remuneration and Benefit through Subsidiaries			
	Fixed Remuneration and Benefit (KD)	Variable Remuneration and Benefit (KD)		Fixed Remuneration and Benefit (KD)		Variable Remuneration and Benefit (KD)	
	Health Insurance	Annual Remuneration	Committee Remuneration	Health Insurance	Total Monthly Salaries during the year	Annual Remuneration	Committee Remuneration
7	-	35,000	18,000	-	24,000	-	-

The total remuneration and benefits granted to the five senior executives who received the highest remuneration, in addition to the Chief Executive Officer and the Chief Financial Officer or whoever replaces them if they are not among them

Total Executive Posts	Remuneration and Benefit through the Parent Company						Variable Remuneration and Benefit	Remuneration and Benefit through Subsidiaries						Variable Remuneration and Benefit
	Fixed Remuneration and Benefit (KD)							Fixed Remuneration and Benefit (KD)						
	Total Monthly Salaries during year	Health Insurance	Annual Tickets	Housing Allowance	Transportation Allowance	Education Allowance	Annual Remuneration	Total Monthly Salaries during year	Health Insurance	Annual Tickets	Housing Allowance	Transportation Allowance	Education Allowance	Annual Remuneration
5	126,939	3,600	1,566	12,192	11,316	2,700	33,609	43,349	2,400	8,943	6,502	3,466	4,500	40,236


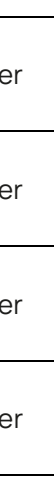
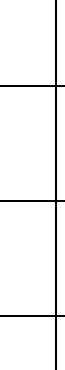



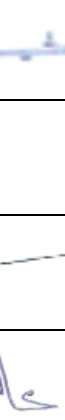
Note that there are no other remunerations granted directly or indirectly by the Parent Company and its Subsidiaries, and there are no material deviations from the remuneration policy approved by the Board of Directors.

### Fourth Rule: Ensuring the Integrity of Financial Reports

**Written undertakings by both the Board of Directors and the Executive Management of the soundness and integrity of the prepared financial reports:**

#### Acknowledgment and Undertaking (soundness and integrity of financial statements)

We, the below signatories, the Vice Chairman and Members of the Board of Directors of Senergy Holding Company, hereby acknowledge and undertake the accuracy and integrity of the financial statements provided to the External Auditors, and that the Company's financial statements have been presented in a correct and fair manner in accordance with the international accounting standards applied in the State of Kuwait and approved by the Capital Markets Authority. These statements reflect the Company's financial position as of December 31, 2025, based on the information and reports that we received from Executive Management and the Auditors, and due diligence has been exercised to verify the integrity and accuracy of these reports.

Name	Position	Signature
Meshal Abdulrahman Al Enezi	Chairman of the Board	
Lamyaa Majed Hayat	Vice Chairman of the Board	
Ahmed Fathy Abouzeid	Board Member	
Faisal Mohammed Murad	Board Member	
Malik Maher Marafie	Board Member	
Malek Mustafa Hammoud	Board Member	
Abdullah Subaih Boftain	Board Member	

**Acknowledgment and Undertaking**  
**(soundness and integrity of financial statements)**

I, the below signatory, the Chief Executive Officer of SENERGY Holding Company, hereby acknowledge and undertake the accuracy and integrity of the financial statements that have been provided to the External Auditors, and that the statements of the Company's financial reports have been presented in a correct and fair manner in accordance with the international accounting standards applied in the State of Kuwait and approved by the Capital Markets Authority. These reports reflect the Company's financial position as of December 31, 2025, based on the information and reports provided to us by the Executive Management and the Auditors, and due diligence has been taken to verify the integrity and accuracy of these reports.

Name	Position	Signature
Faisal Riyadh Al Saleh	Chief Executive Officer	
Mostafa Abdou Elsadny	Financial Manager	

**Formation of the Audit Committee:**

The Board of Directors formed the Audit Committee in accordance with the requirements of the Capital Markets Authority and as mentioned in the above clauses. The Audit Committee's Charter specifies all the conditions and requirements for forming the committee in accordance with the Capital Markets Authority's governance rules.

**Mechanisms used in the event of a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors:**

In accordance with the highest standards of transparency, the Board of Directors recommends that in the event of a conflict between the Audit Committee's recommendations and the Board of Directors' decisions, a statement detailing and clarifying the recommendations and the reason(s) behind not adhering to them should be included.

It should be noted that, to date, there has been no conflicts between the Audit Committee's recommendations and the Board of Directors' decisions.

**Ensuring the independence and impartiality of the external auditor:**

The External Auditor of the Company is nominated based on the Audit Committee's recommendation to the Board of Directors, after ensuring that they are independent of the Company and the Board of Directors and that they do not undertake additional work for the Company that is not part of the audit and review work, which may affect their impartiality or independence, The Auditor must be registered in the Capital Markets Authority's special register. The Ordinary General Assembly, at its annual meeting, appoints the Company's External Auditor based on a proposal from the Board of Directors. The External Auditor attends the General Assembly meetings and reads the report prepared by him to the Shareholders.

## Fifth Rule:

### Developing Sound Systems for Risk Management and Internal Control

#### **Formation of an independent department/ office/ unit for risk management:**

The Company has an independent Risk Management Unit, reporting directly to the Risk Committee. The Company relies on this Unit to carry out its risk management tasks. The Risk Management Unit identifies, measures, and monitors the various types of risks to which the Company may be exposed, in accordance with the policies approved by the Board of Directors. It also prepares the necessary periodic reports in this regard and presents them to the relevant Committees and the Board of Directors.

The duties and responsibilities of the Risk Management Employees have been defined. The Management has also developed an effective policy and procedures guide to be in conformity with the Company's activities.

#### **Formation of a Risk Management Committee:**

The Board of Directors has formed the Risk Management Committee in accordance with the requirements of the Capital Markets Authority and as mentioned in the above clauses. The Risk Committee's Charter defines all the conditions and requirements for forming the Committee in accordance with the CMA's governance rules.

#### **Internal regulation and control systems:**

The Company adopts a set of internal regulation and control systems that cover all the activities of the Company through the development and adoption of a set of structures, policies, and procedures aimed at defining powers, responsibilities, and segregating duties. The Board of Directors monitors the internal control systems through reports submitted by the Company's Committees and oversight functions.

In addition, the Internal Audit Unit is tasked with evaluating and reviewing the internal control systems and preparing a report in this regard, and a copy of this report is provided to the Audit Committee, the Board of Directors, and the Capital Markets Authority.

#### **Formation of an independent department/ office/ unit for internal audit:**

The Company has an independent Internal Audit Unit, reporting to the Audit Committee. This Unit reviews and evaluates the Company's internal control systems in accordance with the policies approved by the Board of Directors. It prepares the necessary periodic reports in this regard and presents them to the relevant Committees and the Board of Directors. The Board has also defined the roles and responsibilities of the Internal Audit Department.

An independent Audit Office, other than the Internal Audit Unit, is assigned to evaluate and review the internal control systems and another independent Audit Firm is assigned to review and evaluate the performance of internal auditing periodically every three years. A copy of these reports is provided to both the Audit Committee and the Board of Directors.

## Sixth Rule: Promoting Professional Behavior and Moral Values

### **Standards and determinants of professional behavior and moral values:**

The Company has a Code of Conduct approved by the Board of Directors, which includes standards and guidelines that establish the concepts, values, and ethical principles of the Company, its Board Members, Executive Management, and all Employees.

### **Reducing conflicts of interest:**

The Company has a policy regarding limiting conflict of interest cases, approved by the Board of Directors, that includes examples of conflicts of interest and how to address and deal with them for members of the Board of Directors and Executive Management. The Board of Directors takes all possible measures to identify, prevent or manage conflict of interest cases in order to achieve the interests of the Company and Shareholders.

## Seventh Rule: Accurate and Timely Disclosure and Transparency

### **Mechanisms for accurate and transparent disclosure:**

The Company has a disclosure and transparency policy for shareholders, potential investors, and other stakeholders, approved by the Board of Directors. This policy is consistent with the provisions of the Capital Markets Authority Law, its Executive Regulations, the Authority's instructions, and applicable best practices in this regard. This policy is reviewed periodically.

Senergy Company provides disclosures of material information related to it on the Company's website and Boursa Kuwait's website. The Company also maintains an updated record of all disclosures which is available for concerned parties to view during normal business hours of the Company without any fee or charge.

### **Disclosures Record of Board Members and Executive Management:**

The Company maintains a special record for the disclosures of members of the Board of Directors and Executive Management, containing the information and data required to be disclosed in accordance with the requirements of laws, instructions and the Company's policy in this regard, and this record is updated periodically. This record is available for concerned parties to view during the Company's normal business hours without any fee or charge.

### **Investors Affairs Unit:**

The Investor Affairs Regulatory Unit of the Company enjoys appropriate independence and is responsible for providing the necessary information, data and reports to Shareholders, potential Investors, and other Stakeholders in a timely manner and through the applicable disclosure methods and means, including the Company's website. The Company constantly strives to improve the effectiveness of communication with Shareholders, Stakeholders, and the Community at large, and to disseminate accurate information related to the Company and the development of its operations. The Company believes in the importance of continuous and regular communication, which reflects the Company's financial position and performance. The Investor Affairs Unit makes important information available to Shareholders through appropriate disclosure methods, such as financial reports, the annual report, and others, as well as through the Company's website [www.senergyholding.com](http://www.senergyholding.com).

**Information Technology Infrastructure Development:**

The Company is keen to rely on information technology to communicate with shareholders, potential investors, and other stakeholders by creating a special section on the Company's website for corporate governance, which displays information and data of interest to them.

### **Eighth Rule: Respecting the Rights of Shareholders**

**Defining and protecting the general rights of Shareholders:**

A policy has been developed to protect shareholders' rights in accordance with the Company's Articles of Association, as well as its internal policies and regulations. This ensures that all Shareholders exercise their rights in a fair and just manner that does not conflict with the laws and regulations of the Capital Markets Authority. The Company's policies also guarantee that all shareholders are treated equally and fairly, without discrimination. The most significant general rights of shareholders include:

- Disposing shares, including registration, transfer, and assignment of ownership.
- Receiving the determined share of dividends.
- Receiving the required share of the Company's assets in case of liquidation.
- Obtaining information and data related to the Company's activity in a timely manner.
- Participating in General Assembly Meetings and voting on their decisions.
- Monitoring the overall performance of the Company.
- Holding the Board of Directors and Executive Management accountable if they fail to perform the tasks assigned to them.

**Creating a special record to be maintained by the Clearing Agency:**

According to the agreement signed between the Company and the Kuwait Clearing Company, the Shareholders' Register is maintained by the Clearing Agency, in which the information and data of the shareholders are recorded. The Company also retains a copy of this record. The information and data contained therein are treated with the highest levels of protection and confidentiality. Any changes to the data recorded therein are noted in accordance with the information received by the Company or the Clearing Agency. This register shall be available to the concerned persons to view during the Company's normal business hours.

**Encouraging Shareholders to participate and vote in the Company's General Assembly meetings:**

The Company encourages Shareholders to attend and participate in the Company's General Assembly meetings and vote on its decisions, either electronically or in person. The Company announces and discloses the invitation to the General Assembly meeting, including the agenda, time, and place of the meeting, during the scheduled times and through the specified means and mechanisms.

The Company also provides Shareholders with sufficient time prior to the General Assembly meeting to obtain information and data related to the agenda items. The Company also allows Shareholders to delegate others to attend the General Assembly meeting and vote on its decisions, pursuant to a special power of attorney or authorization prepared by the Company for this purpose. The Company does not charge any fees for shareholders' attendance at General Assembly meetings.

## Ninth Rule: Understanding the Role of Stakeholders

### **Systems and policies that ensure the protection and recognition of Stakeholder rights:**

The Company is committed to protecting and recognizing the rights of Stakeholders. The Company's Board of Directors has adopted a policy to protect Stakeholder rights, which includes rules and procedures that ensure protection and recognition of Stakeholder rights and provides redress for any violation of any of their rights, in accordance with the relevant laws in force in the State of Kuwait, such as the Companies Law and the Labor Law in addition to the contracts concluded between the Company and the Stakeholders, and any additional undertakings the Company makes towards them.

### **Encouraging Stakeholders to participate in following up the Company's various activities:**

The Company is committed to benefiting from Stakeholders' contributions and encourages them to participate in monitoring its activities in a manner consistent with achieving its interests. The Company works to provide Stakeholders with the necessary information, data, and reports in a timely manner and through the established disclosure methods and means, through the Investor Affairs Unit as mentioned above. It also allows Stakeholders to inform the Board of Directors of any improper practices to which they are exposed by the Company, while providing confidentiality and appropriate protection to parties who report such practices in good faith.

## Tenth Rule: Enhancing and Improving Performance

### **Mechanisms that allow the members of the Board of Directors and the Executive Management to receive continuous training programs and courses:**

An introductory program is provided for new members of the Board of Directors and Executive Management regarding the Company's activities. This includes providing them with the Company's Articles of Association, strategy, organizational structure, annual report, financial statements, board and committee charters, approved policies, and any other information, data, reports, or documents deemed necessary.

In addition, the Company works to provide appropriate training programs for members of the Board of Directors and Executive Management on the latest developments in areas related to the Company's work. From July 6 - 8 2025, a training course entitled "Governance, Risk Management and Compliance" was conducted for all Board Members. Varied training courses were also held for Executive Management during 2025, including participation in a course entitled "10 Mistakes You Must Avoid During Fraud Investigations" with the Sudanese Association of Internal Auditors, and attendance at a course entitled "Key CMA Violations in Accordance with the Latest Issued Updates and How to Avoid Them".

### **Evaluating the performance of the Board of Directors as a whole, and the performance of each member of the Board of Directors and Executive Management:**

The Company has established a mechanism to periodically evaluate the performance of each member of the Board of Directors and Executive Management, using a set of objective performance indicators. This mechanism also identifies strengths and weaknesses and proposes solutions to address them in the best interests of the company.

**The Board of Directors' efforts to create corporate values among the Company's employees:**

The Board of Directors is committed to creating Corporate Values for employees in the Company through achieving strategic goals, improving performance rates, and adhering to relevant laws, regulations, decisions, and instructions. This is achieved by holding employee awareness workshops and periodically sending employees emails to raise awareness of new laws, procedures, and policies. This helps motivate employees to work continuously to maintain the Company's financial integrity.

**Eleventh Rule:  
Focusing on the Importance of Social Responsibility****A policy to ensure a balance between the Company's objectives and those of society:**

The Company's Board of Directors has adopted a social responsibility policy that aims to link the Company's objectives with those of society, taking into account the social and economic aspects of society, including job opportunities, project support, awareness programs, charitable initiatives, health aspects, environmental protection, and more.

**Programs and mechanisms used to highlight the Company's social work efforts:**

In its commitment to the continued implementation of its social responsibility policy, the Company has developed a set of programs that contribute to supporting social and economic activities in a sustainable manner. These programs cover charitable, cultural, educational, health, and environmental fields and included:

- Providing Iftar meals for residents of the Ahmadi community during the last ten days of Ramadan 2025.
- Organizing a blood donation campaign in collaboration with the Blood Bank for "World Blood Donor Day".
- Hosted a student from a recognised Indian university who completed her MBA financial internship at the Company from 6 April to 15 May 2025.

The Company is committed to implementing the principles of social responsibility through practices that promote sustainable development, both at the community level and among its employees. This includes improving the standard of living for workers and their families, supporting and encouraging national labor, raising their efficiency, and enhancing their competitiveness.

The Company also affirms its ongoing commitment to acting in accordance with the highest ethical standards, in line with laws and public norms, to ensure a positive and sustainable impact on society.