Al Suwadi Power Company SAOG Board of Directors' Report for the nine month period ended 30 September 2015

Dear Shareholders,

On behalf of the Board of Directors of Al Suwadi Power Company SAOG ("Company"), I have the pleasure to present the Directors' Report together with the unaudited financial statements of the Company for the nine month period ended 30 September 2015.

Corporate governance

The Company continues to review corporate structure, policies and processes in order to ensure highest standards of corporate governance in compliance with local regulatory requirements as well as with international standards and best practice. As a result, all policies and procedures are being reviewed in a phased manner for further improvement and enhancement of overall internal controls environment of the Company.

Health, safety and environmental ("HSE")

The health and safety performance was excellent, with no lost time injuries ("LTI"). The Operations and Maintenance Contractor engaged by the Company completed 1,551 days of plant operation without Loss Time and environment incident for the period ended September 2015.

Operations

During the period, the Company achieved an excellent operational performance, with the Plant demonstrating a high level of reliability, the key parameter to monitor performance of the plant. The power plant dispatched an aggregated net power volume of nearly 2,965 GWh (compared to 2,619 GWh for the corresponding period of last year). The plant reliability for the period was 99% slightly lower as compared to 99.5% for the same period of 2014 primarily due to emergency maintenance activities undertaken during the period.

Financial results

For the period ended September 2015, the revenues of RO 55.59 million and direct costs of RO 33.46 million were higher compared to RO 44 million and RO 21.87 million respectively for corresponding period of 2014. This was mainly due to increase in gas price effective 1 January 2015 by the Ministry of Oil and Gas. As the gas cost is a pass-through constituent of our invoice to OPWP, on a back to back basis, the Company's monthly invoices to OPWP under PPA also saw a corresponding increase. The general & administration expenses for the period were lower compared to corresponding period of 2014 due to one off plant inauguration and initial public offering costs incurred during the same period of 2014. The finance costs were lower compared to the corresponding period of 2014 as a result of reduction in outstanding debt due to scheduled debt repayments.

Consequently, the Company has posted a net profit of RO 9.98 million for the period as compared to a net profit of RO 8.17 million for the same period of 2014.

The Company has distributed a cash dividend of 3.15% (Baizas 3.15 per share) in June 2015.

The share price was 213 Baizas at the end of September 2015.

Future Outlook

The Company expects that the plant will continue to perform well and that the financial performance for the full year 2015 shall be as expected.

Finally, on behalf of the Board of Directors, while wishing His Majesty Sultan Qaboos Bin Said continued good health, I also extend our deep appreciation and gratitude to His Majesty and His Government.

Philippe Langlet

Chairman

Unaudited condensed income statement

for the nine month period ended 30 September

	Notes	2015 RO	2014 RO
Revenues Direct costs	10	55,588,805 (33,462,265)	43,999,860 (21,873,986)
Gross profit Other income (net)		22,126,540 20,050	22,125,874
General and administrative expenses	11	(551,958)	(898,753)
Profit before interest and tax		21,594,632	21,227,121
Finance costs (net)	12	(9,549,814)	(9,988,372)
Profit before tax		12,044,818	11,238,749
Tax expense		(2,064,867)	(3,069,058)
Net profit		9,979,951	8,169,691
Earnings per share			
Basic earnings per share (Baizas)	15	13.97	11.44

Unaudited condensed statement of profit or loss and other comprehensive income for the nine month period ended 30 September

	2015 RO	2014 RO
Net profit	9,979,951	8,169,691
Other comprehensive (loss), net of income tax: Item that will be reclassified to profit or loss		
Effective portion of change in fair value of cash flow hedge Total comprehensive income for the period	(4,081,977) 5,897,974	(4,349,078)

AL SUWADI POWER COMPANY SAOG Unaudited condensed statement of financial position

as at

Assets	Notes	30 September 2015 RO	Audited 31 December 2014 RO
Non-current assets			
Property, plant and equipment	3	299,282,958	305,295,558
Deferred tax asset		2,659,777	1,660,201
Total non-current assets	_	301,942,735	306,955,759
	_		
Current assets			
Trade and other receivables	5	7,952,237	2,707,226
Inventory		1,862,096	1,858,193
Short term deposit	6	-	2,768,400
Cash and cash equivalents	7	16,311,266	508,848
Total current assets	_	26,125,599	7,842,667
Total assets	_	328,068,334	314,798,426
Equity and liabilities Equity	_		
Share capital	8(a)	71,440,634	71,440,634
Legal reserve	8(b)	2,279,555	2,279,555
Retained earnings		18,464,088	10,734,517
Shareholders'fund		92,184,277	84,454,706
Hedging reserve	8(c)	(15,123,198)	(11,041,221)
Total equity		77,061,079	73,413,485
	_		
Liabilities			
Non-current liabilities			
Term loans	4	202,403,816	202,888,936
Derivative instruments		17,421,314	12,720,369
Deferred tax liability		10,457,672	7,957,343
Asset retirement obligation		574,354	539,815
End of service benefits		7,135	5,405
Total non-current liabilities	_	230,864,291	224,111,868
Current liabilities			
Term loans	4	13,846,105	13,783,991
Trade and other payables	9	6,296,859	3,149,082
Short term borrowing			340,000
Total current liabilities		20,142,964	17,273,073
Total liabilities		251,007,255	241,384,941
Total equity and liabilities		328,068,334	314,798,426
Net assets per share (Baizas)	14	129.04	118.22

The financial statements were approved and authorised for issue in accordance with resolution of the Board of Directors on 21 October 2015.

Chairman

Director

Unaudited condensed statement of cash flows *for the nine month period ended 30 September*

	Notes	2015 RO	2014 RO
Cash flows from operating activities:			
Net profit		9,979,951	8,169,691
Adjustments for:			
Depreciation		6,014,461	6,005,680
Ineffective portion of hedge		54,855	(14,236)
Tax expense		2,064,867	3,069,058
Amortisation of deferred finance cost		1,110,611	1,178,898
Asset retirement obligation-unwinding of discount		34,538	31,790
End of service benefits	_	1,730	1,551
		19,261,013	18,442,432
Changes in			
Trade and other receivables		(5,245,011)	(3,533,585)
Inventory		(3,903)	130,702
Trade and other payables	<u>-</u>	3,147,777	1,926,601
Net cash from operating activities	-	17,159,876	16,966,150
Cash flows from investing activities:			
Addition to fixed assets	_	(1,861)	(130,972)
Net cash (used in) investing activities	-	(1,861)	(130,972)
Cash flows from financing activities:			
(Repayment of) term loans		(1,533,617)	(1,059,656)
(Repayment of) short term borrowing		(340,000)	(1,700,000)
Maturity of short term deposit		2,768,400	-
Dividend paid	_	(2,250,380)	(1,071,610)
Net cash (used in) financing activities	-	(1,355,597)	(3,831,266)
Net change in cash and cash equivalents		15,802,418	13,003,912
Cash and cash equivalents at beginning of the period		508,848	4,772,255
Cash and cash equivalents at end of the period	7	16,311,266	17,776,167

Unaudited condensed statement of changes in equity

for the nine month period ended 30 September

Balance at 1 January 2014 Total comprehensive income for the period Net profit for the period Other comprehensive (loss) for the period net of income tax	Share capital RO 71,440,634	Legal reserve RO 1,797,752	Retained earnings RO 11,827,781 8,169,691	Hedging reserve RO (3,089,677)	Total RO 81,976,490 8,169,691
Cash flow hedge-effective portion of changes in fair value Total comprehensive income for the period Transactions with owners of the Company Dividend Total transactions with owners of the Company Balance at 30 September 2014	- - - - 71,440,634	- - - - 1,797,752	8,169,691 (1,071,610) (1,071,610) 18,925,862	(4,349,078) (4,349,078) - - (7,438,755)	(4,349,078) 3,820,613 (1,071,610) (1,071,610) 84,725,493
Balance at 1 January 2015 Total comprehensive income for the period Net profit for the period Other comprehensive (loss) for the period net of income tax	RO 71,440,634	RO 2,279,555	RO 10,734,517 9,979,951	RO (11,041,221)	RO 73,413,485 9,979,951
Cash flow hedge-effective portion of changes in fair value Total comprehensive income for the period Transactions with owners of the Company Dividend Total transactions with owners of the Company Balance at 30 September 2015	- - - 71,440,634	- - - - 2,279,555	9,979,951 (2,250,380) (2,250,380) 18,464,088	(4,081,977) (4,081,977) - - (15,123,198)	(4,081,977) 5,897,974 (2,250,380) (2,250,380) 77,061,079

Notes to the unaudited condensed interim financial statements

1 Legal status and principal activities

Al Suwadi Power Company (the "Company") was registered as a closed Omani Joint Stock company ("SAOC") on 2 August 2010 under the Commercial Companies Law of Oman. The founder shareholders in the Extraordinary General Meeting ("EGM") held on 31 March 2014 resolved to convert the Company from SAOC to a public joint stock company ("SAOG") in connection with which the Founder Shareholders offered to sell 35% of their shares for public subscription through an initial public offering and listing on the Muscat Securities Market ("IPO"). The IPO was finalised during the month of June 2014 and the Company was listed on the Muscat Securities Market on 23 June 2014.

The Company's objectives are to develop, finance, design, construct, operate, maintain, insure, and own a power generating facility (the Barka 3 Power Plant with a capacity of about 750MW), and associated gas interconnection facilities and other relevant infrastructure; making available the demonstrated power capacity and selling the electricity energy generated to Oman Power and Water Procurement Company SAOC. Commercial Operation of the Plant was achieved by the Company on 4 April 2013 as compared to the originally scheduled date of 1 April 2013.

2. Basis of preparation and significant accounting policies

Basis of preparation

(a) Statement of compliance

These condensed interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting, applicable requirements of the Oman Commercial Companies Law of 1974 (as amended) ("CCL") and disclosure requirements of the Capital Market Authority of the Sultanate of Oman ("CMA"). Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the last annual financial statement as at and for the year ended 31 December 2014. The condensed interim financial statements do not include all information required for full annual financial statements prepared in accordance with International Financial Reporting Standards (IFRSs).

(b) Basis of measurement

These condensed interim financial statements are prepared on historical cost basis except for provision for asset retirement obligation and deferred finance cost which are measured at amortised cost and certain financial instruments which are measured at fair value.

(c) Use of estimates and judgements

The preparation of the financial statements in conformity with IFRSs requires the Management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in these condensed interim financial statements are same as those that were applied to the financial statements as at and for the year ended 31 December 2014.

Significant accounting policies

The accounting policies applied by the Company in these condensed interim financial statements are consistent with those applied by the Company in its financial statements as at and for the year ended 31 December 2014.

Notes to the unaudited condensed interim financial statements

3 Property, plant and equipment

	Property, plant and equipment RO	Decommi ssioning asset RO	Technical spares RO	Others assets RO	Total RO
1 January 2015	317,851,209	466,771	1,682,140	90,801	320,090,921
Additions during the period	-	-	-	1,861	1,861
Disposals during the period				(3,072)	(3,072)
30 September 2015	317,851,209	466,771	1,682,140	89,590	320,089,710
Depreciation 1 January 2015 Charge during the period Disposals during the period 30 September 2015	14,593,697 5,945,561 - 20,539,258	20,745 8,849 - 29,594	120,927 50,464 - 171,391	59,994 9,587 (3,072) 66,509	14,795,363 6,014,461 (3,072) 20,806,752
Carrying amount					
30 September 2015	297,311,951	437,177	1,510,749	23,081	299,282,958
31 December 2014	303,257,512	446,026	1,561,213	30,807	305,295,558

Notes to the unaudited condensed interim financial statements

4 Term loans

	30 September	31 December
	2015	2014
	RO	RO
Term loans	225,543,182	227,076,799
Less: current portion	(13,846,105)	(13,783,991)
Non-current portion	211,697,077	213,292,808
Less: Unamortised transaction cost	(9,293,261)	(10,403,872)
	202,403,816	202,888,936

On 16 September 2010, the Company entered into a Common Terms Agreement ("CTA"), for credit facilities with a consortium of international banks, export credit agencies and a local bank with Credit Agricole Corporate and Investment Bank as the Global Facility Agent, Offshore Security Trustee, Offshore Account Bank, KEXIM Facility Agent and Commercial Facility Agent; with Bank Muscat SAOG as Onshore Security Agent and Onshore Account Bank; and with KfW Ipex Bank GMBH as the Hermes Facility Agent.

At 30 September 2015 and 31 December 2014, the outstanding amounts were as follows:

30 September	31 December
2015	2014
RO	RO
66,445,061	66,842,441
47,353,861	47,637,066
46,046,110	46,506,229
40,889,268	41,133,810
24,808,882	24,957,253
225,543,182	227,076,799
	2015 RO 66,445,061 47,353,861 46,046,110 40,889,268 24,808,882

Notes to the unaudited condensed interim financial statements

5 Trade and other receivables

	30 September	31 December
	2015	2014
	RO	RO
Trade receivables	7,526,769	2,254,951
Prepayments	416,336	352,638
Due from related parties (note 13)	6,501	81,203
Other receivables	2,631	18,434
	7,952,237	2,707,226

6 Short term deposit

As per the CTA, the Company is required to maintain a debt service provisioning account ("DSPA") to ensure funds are available to service the loan instalments and interest on due date. At each repayment date at the end of October the Company is required to put the scheduled amount towards the next six monthly payment. The amount lying in the DSPA cannot be utilised for any purpose other than servicing the loan instalments and interest and is as such restricted cash. The amount in the DSPA as at 31 December 2014 was invested as a short term deposit which matured on the repayment date of 30 April 2015.

7 Cash and cash equivalents

Cash at bank	16,310,777	508,352
Cash in hand	489	496
	16,311,266	508,848

Cash at bank includes RO 4,000 (31 December 2014: RO 4,000), as margin money towards a bank guarantee.

Notes to the unaudited condensed interim financial statements

8 Equity

(a) Share capital

The IPO, where the Founder Shareholders offered to sell 35% of their shares for public subscription, was finalised during the month of June 2014 and the Company was listed on the Muscat Securities Market on 23 June 2014.

The details of shareholders holding more than 5% shares are as follows:

30 September 2015 Kahrabel FZE Multitech LLC SEP International Netherlands B.V. Blue Horizon Barka Power B.V. Public Authority for Social Insurance Ministry of Defence Pension Fund Civil Service Employees Pension Fund Shareholders with less than 5% shareholding	Nationality UAE Omani Netherlands Netherlands Omani Omani Omani	No. of shares held of nominal value 100 Bzs. each 213,607,492 102,160,110 51,080,055 51,080,055 46,436,409 45,339,917 41,361,657 163,340,645 714,406,340	% of total 29.90% 14.30% 7.15% 6.50% 6.35% 5.79% 22.86% 100.00%	Aggregate nominal value of shares held RO 21,360,750 10,216,011 5,108,005 5,108,005 4,643,641 4,533,992 4,136,166 16,334,065 71,440,634
31 December 2014				
Kahrabel FZE	UAE	213,607,492	29.90%	21,360,750
Multitech LLC	Omani	102,160,110	14.30%	10,216,011
SEP International Netherlands B.V.	Netherlands	51,080,055	7.15%	5,108,005
Blue Horizon Barka Power B.V.	Netherlands	51,080,055	7.15%	5,108,005
Public Authority for Social Insurance	Omani	46,436,409	6.50%	4,643,641
Ministry of Defence Pension Fund	Omani	43,660,903	6.11%	4,366,090
Civil Service Employees Pension Fund	Omani	37,748,428	5.28%	3,774,843
Shareholders with less than 5% shareholding	_	168,632,888	23.61%	16,863,289
		714,406,340	100.00%	71,440,634

In 2013, the Capital Markets Authority ("CMA") advised to proceed with a stock split of 1:10, i.e. 10 shares with a nominal value of 100 Baizas in replacement of 1 share with RO 1 nominal value. Pursuant to the approval by the shareholders to proceed with the stock split during the Extraordinary General Meeting held on 18 February 2014, the Articles of Association of the Company and the Shareholders' Register at Muscat Clearing and Depository Company SAOC have been amended with effect from 30 March 2014. Accordingly from 30 March 2014, the Company's issued and paid-up capital consists of 714,406,340 shares of 100 Baizas each.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares are ordinary and rank equally with regard to the Company's residual assets.

(b) Legal reserve

Article 106 of the Commercial Companies Law of 1974 requires that 10% of a company's net profit be transferred to a non-distributable legal reserve until the amount of legal reserve becomes equal to at least one-third of the Company's issued share capital.

(c) Hedging reserve

Hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.

Notes to the unaudited condensed interim financial statements

9 Trade and other payables

		30 September	31 December
		2015	2014
		RO	RO
	Accrued fuel gas	3,217,920	730,448
	Accrued finance cost	2,343,226	1,897,842
	Due to related parties (note 13)	63,324	17,978
	Other payables and accruals	672,389	502,814
		6,296,859	3,149,082
		30 September	30 September
		2015	2014
		RO	RO
10	Direct costs		
	Fuel gas	21,537,272	9,888,037
	Depreciation (note 3)	6,004,874	6,000,370
	Operation and maintenance fees	5,030,190	4,937,898
	Insurance	514,975	596,496
	Grid connection fee	162,969	161,415
	Fuel oil	65,131	130,700
	Asset retirement obligation-unwinding of discount	34,538	31,790
	Other operating expenses	112,316	127,280
		33,462,265	21,873,986
11.	General and administrative expenses		
	Secondment fees	185,922	177,124
	Employment costs	98,431	72,884
	Public company related costs	93,287	63,713
	Agency fees	35,584	36,039
	Office rent	17,213	12,698
	Depreciation (note 3)	9,587	5,310
	Plant inauguration expenses	-	121,256
	IPO costs	-	274,481
	Other general and administrative expenses	111,934	135,248
		551,958	898,753
12.	Finance costs (net)		
	Interest on term loans	4,405,722	4,604,450
	Swap interest	3,800,128	4,045,158
	Amortisation of deferred finance costs	1,110,611	1,178,898
	DSRA LC fee	148,161	145,362
	Ineffective portion of interest rate hedge	54,855	(14,236)
	Exchange loss	21,903	21,626
	Interest on working capital	12,055	11,290
	Interest income	(3,621)	(4,176)
		9,549,814	9,988,372

Notes to the unaudited condensed interim financial statements

13 Related party transactions

Related parties comprise the shareholders, directors, key management personnel, business entities that have the ability to control or exercise significant influence in financial and operating decisions of the Company and entities over which certain shareholders are able to exercise significant influence. Prices and terms of these transactions, which are entered into in the normal course of business, are on mutually agreed terms and conditions.

During the period, the following significant transactions were carried out with related parties:

	30 September	30 September
	2015	2014
	RO	RO
Suez Tractebel Operations & Maintenance Oman LLC	5,030,190	4,937,898
Kahrabel Operation & Maintenance (Oman) LLC	185,922	177,124
Electrabel S.A.	68,154	66,866
Multitech LLC	32,595	31,980
Shikoku Electric Power Company Inc.	24,086	15,990
International Power S.A. Dubai Branch	22,878	77,638
Al Batinah Power Company SAOG	16,586	70,896
Sojitz Corporation	16,298	15,990
Directors sitting fees	13,200	12,200
Public Authority for Social Insurance	14,816	14,536
	5,424,725	5,421,118
The nature of the above transactions is as follows:		
O&M fixed fee	3,878,988	3,934,453
O&M variable fee	1,151,202	1,003,445
Secondment fee	185,922	177,124
DSRA LC fee	148,161	145,362
Professional fees	22,878	33,158
IPO expenses	.	44,480
Sitting fee	13,200	12,200
Others	24,374	70,896
	5,424,725	5,421,118
Balance due to related parties at 30 September 2015 and 31 December 2014		
	30 September	31 December
	2015	2014
	RO	RO
Al Batinah Power Company SAOG	890	17,978
Kahrabel Operation & Maintenance (Oman) LLC	62,434	-
(63,324	17,978
Balances due from related parties at 30 September 2015 and 31 December 2014		
Kahrabel Operation & Maintenance (Oman) LLC	-	79,421
Suez Tractebel Operations & Maintenance Oman LLC	6,443	225
Sohar Power Company SAOG	58	1,477
International Power S.A. Dubai Branch		80_
	6,501	81,203

Notes to the unaudited condensed interim financial statements

14 Net assets per share

Net assets per share is calculated by dividing the net assets attributable to the ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

	30 September 2015	31 December 2014
Net assets - shareholder funds (RO)	92,184,277	84,454,706
Weighted average number of shares outstanding during the period/year	714,406,340	714,406,340
Net assets per share (Baizas)	129.04	118.22

The Management believes that the hedging deficit of RO 15.12 million as at 30 September, 2015 [RO 11.04 million as at 31 December, 2014] represents the loss which the Company would incur, if it opts to terminate its swap agreements on this date. However, under the terms of its Financing Documents, the Company is not permitted to terminate the swap agreements. Accordingly the hedging deficit has been excluded from the Shareholder Funds.

15 Basic earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

	30 September 2015	30 September 2014
Net profit for the period (RO)	9,979,951	8,169,691
Weighted average number of shares outstanding during the period	714,406,340	714,406,340
Basic earnings per share (Baizas)	13.97	11.44

16 Financial risk management

The Company's financial risk management objectives and policies are consistent with those disclosed in the financial statements as at and for the year ended 31 December 2014.

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Notes to the unaudited condensed interim financial statements

17 Operating lease commitments

At 30 September 2015 future lease commitments under the Usufruct Agreement are as follows:

	30 September	31 December
	2015	2014
	RO	RO
Within one year	17,384	17,384
Between two and five years	69,536	69,536
After five years	258,520	271,522

18 Comparative information

Certain comparative figures have been reclassified where necessary to confirm to the presentation adopted in these condensed interim financial statements.