

1. CORPORATE GOVERNANCE: ORC PHILOSOPHY

Corporate Governance is about directing and controlling the Company with the overriding objective of optimising the return for shareholders, while adhering to the laws and ethical standards of the business environment in which it operates. A good governance process aims to achieve this by providing long term visibility of its businesses, ensuring effective relationship with stakeholders, establishing systems that help the Board of Directors (“Board” hereafter) in understanding and monitoring risk at every stage of corporate’s evolution process. The corporate governance is not a matter of form, but of substance. It is an article of faith and should be integral to the core values of the corporation.

The Board of Directors and the Management of Oman Refreshment Company SAOG (“ORC” or “Company” hereafter) are committed to the highest standards of corporate governance for the Company. The Company has long been practicing best business practices in its industry, which are subject to continuous review to ensure that they continue to reflect the recent developments to conform to the best corporate governance practices. It takes feedback into account in its periodic reviews of the guidelines to ensure their continuing relevance, effectiveness, and responsiveness to the needs of all the stakeholders.

2. Board of Directors

As on 31st December 2023, the strength of the Board of Directors is 5, comprising of all Non-executive Directors including Chairman. The Board is responsible for directing the business and guiding the executive management.

2.1. The composition & category of Directors during the year under review is as follows:

S. No	Name	Position	Category	No. of Board meetings held in Director's tenure	No. of Board meetings attended	Whether attended last AGM	No. of directorships on Boards of other SAOG companies
1	Buti Obaid Al Mulla	Chairman	Non-independent	5	5	Yes	-
2	Hamoud Ahmed Mohamed Al Hinai	Vice Chairman	Non-Independent	5	5	Yes	1
3	Moosa Mohamed Abdullah Al Raisi	Non-Executive Director	Non-Independent	5	5	Yes	-
4	Ali Humaid Al Owais	Non-Executive Director	Independent	5	5	Yes	-
5	Mohamed Abdul Aziz Al Owais	Non-Executive Director	Independent	5	5	Yes	-

2.2. Statement of the Names & Profiles of Directors and Top Management

The ORC Board brings together core competencies of directors with vision, strategic insight and industry knowledge, which provide direction to the executive management.

Buti Obaid Al Mulla - Chairman

Mr. Buti Obaid Al Mulla has been a member of the Board of Directors of the company since 2001 and has been serving as Chairman of the Board of Directors of the Company since 2007. Other positions currently held by him include the following:

- Shareholders and Director of Al Mulla Group, UAE.
- Chairman of Dubai Insurance Company PSC, UAE.
- Vice Chairman of Emirates Islamic Bank PJSC, UAE.
- Director of Emirates NBD Bank PJSC, UAE.
- Director of Emaar Properties PJSC
- Director of Dubai Refreshment Company PJSC

Hamoud Ahmed Mohamed Al Hinai – Vice Chairman

Mr. Hamoud Ahmed Mohamed Al Hinai is a member of Board of Directors of the company since 1982. He had also served as the Managing Director of the Company since 2001 until December 2016. He holds various senior positions in different companies as follows:

- Director of Omani Packaging Company SAOG.
- Director of Bin Omeir Investments LLC

Moosa Mohamed Abdullah Al Raisi – Director

Mr. Moosa Mohamed Abdullah Al Raisi has joined the Board of Directors of the company in 2021. He has an experience of 18 years in field of investment and trading. He holds various senior positions in different companies as follows:

- Owner of City Home United Enterprise LLC
- Director of Moosa and Partners Investment LLC
- Director of Noor Oman Realty Services LLC
- Director of City Home Building Materials LLC
- Director of Zain Property Development LLC
- Director of Zain Nursery LLC

Ali Humaid Al Owais – Director

Mr. Ali Humaid Al Owais has been a member of Board of Directors since 2007. He currently holds various positions in different companies as follows:

- Chairman of United Can Co. LLC
- Chairman of Al Owais Group
- Chairman of Moderna Group, LLC
- Chairman of United Foods Company PSC, UAE.
- Vice Chairman of Dubai Refreshment Company PJSC, UAE.
- Vice Chairman of Modern Bakery LLC, UAE.
- Director of Emirates Islamic Bank PJSC, UAE.
- Director of Emirates NBD Bank PJSC, UAE.

Mohamed Abdul Aziz Al Owais – Director

Mr. Mohamed Abdul Aziz Al Owais has been a member of Board of Directors since 2010. He currently holds various positions in different companies as follows:

- Executive Vice Chairman of United Foods Company PSC, UAE.
- Director of Dubai Refreshment Company PJSC, UAE.
- Director at Al-Owais General Trading, Real Estate and Investments, UAE.

Youssef Ezzikhe – Chief Executive Officer

Mr. Youssef Ezzikhe holds an Executive MBA and a BA in marketing. He is a business professional with senior experience in leading FMCG, Beverage and industrial sectors in North Africa and GCC markets. He joined the company as Chief Executive Officer in September 2010.

Imran Moid – Chief Financial Officer

Mr. Imran Moid is a Fellow Chartered Accountant (FCA). He has worked with fortune hundred FMCG companies in different markets of Asia, Middle East. He has extensive experience in internal control, operation & strategic finance.

2.3. Meetings of the Board of Directors

The Board of Directors meets once in a quarter to consider the Audited/Unaudited Financial results and any other matters arising from the business operations of the Company.

As against the minimum requirement of 4 board meetings, the Board of Directors met 5 times on the following dates during 2023 viz., 27th February, 17th April, 19th July, 11th October, 13th December 2023.

3. Audit Committee & Other Committees

3.1. Audit Committee

Audit Committee is a sub-committee of the Board, comprising majority independent directors, viz., Mohamed Abdul Aziz Al Owais as Chairman and Hamoud Ahmed Mohamed Al Hinai and Ali Humaid Al Owais as members.

The terms of reference stipulated by the Board of Directors to the Audit Committee are as follows:

Review the adequacy of internal control systems and Internal Audit Reports, and their compliance.

Oversee the Company's financial reporting process and the disclosure of its financial information to ensure the accuracy, sufficiency and credibility of the financial statements.

Recommend the appointment and removal of external auditors and fixing of audit fees and also approval for payment for any other services.

Review with the management the quarterly, half yearly and annual financial statements before submitting to the Board.

Review with the management, external and internal auditors, the adequacy of internal control systems.

3.1.1. Attendance and Other Details

The Audit Committee has met 4 times during the year on the following dates, viz., 27th February, 17th April, 19th July, 11th October 2023.

The attendance of each member at Audit Committee meetings held during the year is as follows:

Sl No	Name	Position	Category	No. of Audit committee meetings held during Member's tenure	No. of Audit committee meetings attended
1	Mohamed Abdul Aziz Al Owais	Chairman	Non-Executive, Independent	4	4
2	Hamoud Ahmed Mohamed Al Hinai	Member	Non-Executive & Non-Independent	4	4
3	Ali Humaid Al Owais	Member	Non-Executive & Independent	4	4

3.2. Nomination & Remuneration Committee

Nomination & Remuneration Committee is another sub-committee of the Board comprising of Ali Humaid Al Owais as Chairman and Buti Obaid Al Mulla and Moosa Mohamed Abdullah Al Raisi as members, formed to:

- Ensure that the independent directors remain independent on a continuous basis.
- Recommend board member's remuneration.
- Review periodically the policies relating to remuneration, benefits, bonus and other compensation elements, lay- down and update the parameters for recruitment, assessment and compensation of key personnel, undertake their performance assessment and report to the Board on the compensation & personnel policies.

3.2.1. Attendance and Other Detail.

The Nomination & Remuneration Committee has met two times during the year on the following dates, viz. 27th February, and 13th December 2023.

The attendance of each member at Nomination & Remuneration Committee meeting held during the year is as follows:

S.No	Name	Position	Category	No. of Nomination & Remuneration committee meetings held during Member's tenure	No. of Nomination & Remuneration committee meetings attended
1	Ali Humaid Al Owais	Chairman	Non-Executive & Independent	2	2
2	Buti Obaid Al Mulla	Member	Non-independent	2	2
3	Moosa Mohamed Abdullah Al Raisi	Member	Non-Executive & Non-Independent	2	2

4. Process of Nomination of Directors

In nominating and screening candidates, the Board looks for professionalism, integrity, accountability, performance standards, leadership skills and professional business judgment. Financial literacy, proven track record, industry knowledge and strategic vision are key characteristics. While nominating competent candidates, the Board ensures that the shareholders retain the power of electing any candidate, irrespective of his candidature being recommended by the Board or otherwise and that any shareholder or non-shareholder candidate has the full right of nominating himself.

5. Remuneration Matters

5.1. Board of Directors

The Chairman and Directors are paid sitting fees at the rate of RO 1,400 for attending each board meeting. The Board committee members are paid a sitting fee at the rate of RO 400 for attending each committee meeting. The Company ensures that the overall remuneration & sitting fees paid/payable during 2023 is in accordance with the Commercial Companies Law enacted by the Royal Decree No. 18/2019 and the Executive Regulation as issued by CMA's Administrative Decision no 27/2021. Further, the company incurred RO 12,301 as travel & related expenses for the official travel of the members of the Board during the year.

5.2. Key Personnel

The total remuneration including salary, allowances and performance linked incentives paid/accrued to top 5 officers of the company during the year amounted to RO 754,000 (2022: RO 901,938) which includes RO. 619,909 (2022: RO. 703,170) as fixed component and RO. 134,091 (2022: RO 198,768) linked to the performance.

5.3. Employment Contracts and Other Related Information of Key Personnel

The employment contracts of the top 5 officers are usually entered for an initial period of 2 years which are automatically renewed unless terminated in accordance with the terms mentioned therein. The notice period for termination of employment contracts for all the key personnel is 3 months and the gratuity is computed and paid in accordance with the Oman Labour Law.

6. Details of Non-compliance by the Company

6.1. There were no penalties or strictures imposed on the company by MSX/CMA during the last 3 years.

6.2. The Company has implemented the best practices of Corporate Governance and updates such practices from time to time and is in compliance with the Code of Corporate Governance.

7. Means of Communication

7.1. The Company has been dispatching abridged Annual Reports to all the members of the Company, while copies of the full version annual reports are made available at the Company to the shareholders. The Company has been promptly sending financial results and material information to MSX Website via the MSX Electronic Transmission System.

7.2. The annual audited and quarterly unaudited financial results were published in accordance with requirements of the Commercial Companies Law No. 18/2019 and the CMA's Executive Regulation No. 27/2021 and are also posted on the MSX website as well as Company's website (www.pepsioman.com).

7.3. The Management Discussion and Analysis Report, which forms part of the Annual Report, is provided elsewhere in this Annual Report.

8. Stock Market Data

8.1. Monthly high and low share prices of 2023

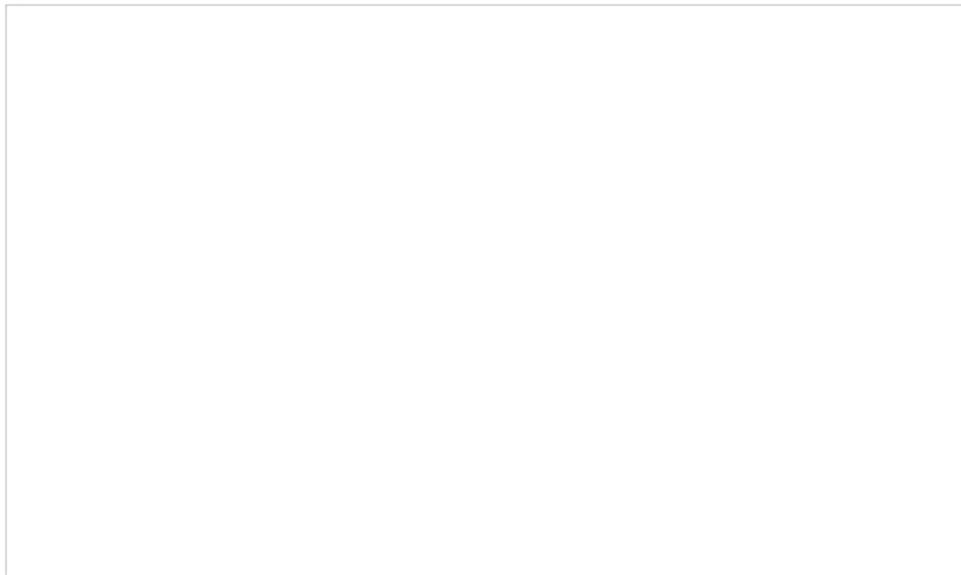
Monthly share price of high and low quotations, traded in Muscat Stock Exchange (MSX) for the year 2023:

Month	Share price movement (in RO)	
	High	Low
January	1.24	1.24
February	1.235	1.235
March	1.355	1.35
April	1.45	1.45
May	1.425	1.425
June	1.56	1.56
July	1.7	1.7

Month	Share price movement (in RO)	
	High	Low
August	1.65	1.65
September	1.625	1.625
October	1.6	1.6
November	1.4	1.4
December	1.4	1.4

(Source of statistics: MSX)

8.2. Stock Performance in comparison to Industrial indice of industrial sector:



Note: Share price and MSX Index (for Industrial sector) average for the month is based on the High and Low during the month.

8.3. The company does not have any outstanding GDR's/ ADR's/ Warrants or any convertible instruments.

8.4. Distribution of Shareholding as on 31st December 2023

(Source of Statistics: - Muscat Clearing & Depository Company SAOC)

S. No.	Category	Number of Shareholders	No of shares	% Shareholding
1	Less than 2%	421	11,673,249	23.68%
2	2% to 4.99%	12	17,135,166	34.27%
3	5% to 10%	2	5,524,450	11.05%

4	Above 10%	2	15,667,135	31.33%
	Total	437	50,000,000	100%

9. Professional Profile of the Statutory Auditors

About Grant Thornton International

Grant Thornton International (GTIL) is one of the world's leading organisations of independent assurance, tax and advisory firms. As a global organization with member firms in more than 130 countries and over 58,000 people. GT have the scale to meet clients' changing needs, but with the insight and agility that helps stay one step ahead. GTIL are one of the major global accounting organizations recognized by capital markets, regulators and international standards setting bodies worldwide.

Middle East presence with over 50 years of experience across the region, we have access to over 600 senior professionals who are based in 10 countries. These professionals work in alignment with each other and in accordance with the member firm regulations defined by GTIL. GT offer access to the skills and expertise of Grant Thornton, irrespective of where you maybe based and offer a full-service offering relating to audit, tax and advisory. With the regional structure of collaboration, clear communication, trust and respect, client can be assured of seamless service across the region.

Abu Timam Grant Thornton, Oman

Abu Timam, the Oman member firm of Grant Thornton International (GTIL), is headquartered in Muscat with a full-fledged branch office in Salalah. The Muscat office was established in 1995. It is one of the leading firms in Oman as evidenced by our portfolio of clients that includes many well-established companies across a broad spectrum of industries. Our professional staff brings a strong background of experience and expertise to our clients' accounting, tax, and management consulting needs. This rare combination of total resources and personal commitment explains why Abu Timam has grown quickly to a position of prominence among major accounting firms in the Sultanate.

10. Audit fees and fees for other services

The audit fees provisioned/paid to the Auditors for the year 2023 was RO 17,800 plus actual out of pocket expenses (2022: RO 17,000) including group consolidated review & reporting and eXtensible Business Reporting Language (XBRL) reporting as per Capital Market Authority (CMA) guidelines. There was no other fee paid to the auditors for any other services during the year 2023.

11. Board of Directors confirmations

Further to the information provided above, the Board of Directors confirms that

- It is liable for the preparation of the financial statements in accordance with the applicable standards and rules,
- It has reviewed the efficiency and adequacy of internal control systems and that these comply with the internal rules and regulations,
- There are no material things that affect the continuation of the Company and its ability to continue its operations during the next financial year.