

Exhibit A

FORM OF CERTIFICATE FOR TRANSFER OF AN INTEREST IN A RESTRICTED GLOBAL TRUST CERTIFICATE TO AN INTEREST IN AN UNRESTRICTED GLOBAL TRUST CERTIFICATE OR FOR THE REMOVAL OF THE RULE 144A LEGEND FROM A RESTRICTED TRUST CERTIFICATE

We refer to the agency agreement dated 5 February 2024 (as amended or restated from time to time, the “**Agency Agreement**”) in connection with a programme (the “**Programme**”) for the issue of trust certificates (the “**Certificates**”) of Mazoon Assets Company SAOC (in its capacities as issuer of the Certificates and as trustee for the Certificateholders) (the “**Trustee**”) and made between the Trustee, Nama Electricity Distribution Company SAOC, Citibank N.A., London Branch and Citibank Europe plc (including in its capacities as the Regulation S registrar, the “**Regulation S Registrar**” and as Rule 144A registrar, the “**Rule 144A Registrar**” and, together with the Regulation S Registrar, the “**Registrars**”), which expression includes any successor registrar appointed from time to time in connection with the Certificates and the other parties named therein. Capitalised terms used but not defined herein shall have the meanings given to them in the Agency Agreement. Other terms shall have the meanings given to them in Regulation S under the United States Securities Act of 1933 (the “**Securities Act**”).

In connection with our sale of [●] face amount of Certificates, we confirm that such sale has been effected pursuant to and in accordance with Regulation S under the Securities Act (“**Regulation S**”), and accordingly we represent that:

1. the offer of the Certificates was made in an offshore transaction within the meaning of Rule 902 of Regulation S;
2. no “directed selling efforts” have been made in the United States within the meaning of Rule 902 and Rule 903(a)(2) or Rule 904(a)(2) of Regulation S, as applicable;
3. the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and
4. we have notified the transferee that at the time of its purchase and throughout the period it holds such Certificates or any interest therein that (a) it is not, and it is not acting on behalf of an “employee benefit plan” (as defined in Section 3(3) of the U.S. Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”)) subject to the provisions of Part 4 of Subtitle B of Title I of ERISA, a “plan” as defined in and to which section 4975 of the U.S. Internal Revenue Code of 1986, as amended (“**Code**”) applies, or any entity whose underlying assets include “plan assets” by reason of such an employee benefit plan’s or plan’s investment in such entity (each, a “**Plan**”), and no part of the assets to be used by it to purchase or hold such Certificates or any interest herein constitutes the assets of any Plan and (b) if it is, or is acting on behalf of a governmental, church or non U.S. plan, or any entity whose underlying assets are deemed to include the assets of any such governmental, church or non U.S. plan such acquisition does not and will not constitute or result in a non-exempt violation of any laws that are substantially similar to Section 406 of ERISA or section 4975 of the Code and will not subject the Trustee or any transactions thereby to any laws, rules or regulations applicable to such plan as a result of the investment in the Certificates by such plan. We will not sell or otherwise transfer any Certificates or interest to any person unless the same foregoing representations and warranties apply to that person.

In addition: (i) if such sale is made during the Distribution Compliance Period applicable to the Certificates and the provisions of Rule 903(b)(2) or Rule 904(b)(1) of Regulation S are applicable thereto, we confirm that such sale has been made in accordance with the applicable provisions of Rule 903(b)(2) or Rule 904(b)(1) of Regulation S, as the case may be; and (ii) if the undersigned is an officer or director of the Trustee or a distributor or any affiliate of the Trustee solely by virtue of holding such

position, such sale is made in accordance with the applicable provisions of Rule 904(b)(2) of Regulation S. Accordingly, we request that you [transfer or exchange the Certificates for Certificates registered in the name of *[insert name of transferee]*]¹ / [transfer or exchange our interest in the Certificate evidenced by the Restricted Global Certificate (CUSIP No. [●]/ISIN No. XS[●]) with [DTC/Euroclear/Clearstream] for Certificates registered in the name of *[insert name of transferee]*]² / [transfer our interest in the Certificates evidenced by the Restricted Global Certificate (CUSIP No. [●]) with [DTC/Euroclear/Clearstream] for an interest evidenced by the Unrestricted Global Certificate to be held with [DTC/Euroclear/Clearstream] (ISIN No. XS[●]) in the name of *[insert name of transferee]*]³. This certificate and the statements contained herein are made for your benefit and the benefit of the Trustee. Terms used in this certificate have the meanings set forth in Regulation S and the Agency Agreement dated [●] 2024 (and as amended or restated from time to time).

[Details of the relevant accounts at Euroclear or Clearstream, Luxembourg, as the case may be, and The Depository Trust Company, to be credited and debited, respectively, are as follows: *[insert details].*]

Yours faithfully

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for and on behalf of

[TRANSFEROR]

Date:.....

¹ Insert for transfers of Definitive Trust Certificates evidenced by Definitive Trust Certificates bearing the Rule 144A Legend to transferees that take delivery of Definitive Trust Certificates evidenced by Definitive Trust Certificates not bearing the Rule 144A Legend.

² Insert for transfers of interests in Trust Certificates evidenced by the Restricted Global Trust Certificate to transferees that take delivery of Definitive Trust Certificates evidenced by Definitive Trust Certificates not bearing the Rule 144A Legend.

³ Insert for transfers of interests in Trust Certificates evidenced by the Restricted Global Trust Certificate to transferees that take delivery of interests in Trust Certificates evidenced by the Unrestricted Global Trust Certificate.

Exhibit B

FORM OF CERTIFICATE TO BE DELIVERED IN CONNECTION WITH TRANSFERS OF INTEREST IN AN UNRESTRICTED GLOBAL TRUST CERTIFICATE TO AN INTEREST IN A RESTRICTED GLOBAL TRUST CERTIFICATE OR FOR THE ADDITION OF THE RESTRICTED LEGEND TO AN UNRESTRICTED TRUST CERTIFICATE

We refer to the agency agreement dated 5 February 2024 (as amended or restated from time to time, the “**Agency Agreement**”) in connection with a programme (the “**Programme**”) for the issue of trust certificates (the “**Certificates**”) of Mazoon Assets Company SAOC (in its capacities as issuer of the Certificates and as trustee for the Certificateholders) (the “**Trustee**”) and made between the Trustee, Nama Electricity Distribution Company SAOC and Citibank N.A., London branch and Citibank Europe plc (including in its capacities as the Regulation S registrar, the “**Regulation S Registrar**” and as Rule 144A registrar, the “**Rule 144A Registrar**” and, together with the Regulation S Registrar, the “**Registrars**”), which expression includes any successor registrar appointed from time to time in connection with the Certificates and the other parties named therein. Capitalised terms used but not defined herein shall have the meanings given to them in the Agency Agreement. Other terms shall have the meanings given to them in Regulation S under the United States Securities Act of 1933 (the “**Securities Act**”).

In connection with our sale of [●] face amount of Certificates, we request that you request the [transfer or exchange of interests in the Restricted Certificates evidenced by the Restricted Global Certificate (CUSIP No. [●]/ISIN No. XS[●]) with [DTC/Euroclear/Clearstream] in the name of [*insert name of transferor*] for Definitive Certificates registered in the name of [*insert name of transferee*]]⁴ / [transfer of interests in the Certificates evidenced by the Unrestricted Global Certificate in the name of [*insert name of transferor*] held with DTC/Euroclear/Clearstream] (CUSIP No. [●]/ISIN No. XS[●]) for an interest evidenced by the Restricted Global Certificate (CUSIP No. [●]/ISIN No. XS[●]) with [DTC/Euroclear/Clearstream] in the name of [*insert name of transferee*]]⁵.

This is to certify that such sale has been effected pursuant to and in accordance with Rule 144A and accordingly that such Certificates are being transferred to a transferee that we reasonably believe is a “qualified institutional buyer” within the meaning of Rule 144A (a “**QIB**”) acting for its own account, or for the account of one or more QIBs not formed for the purpose of investing in the Restricted Certificates or the Trustee and aware that the sale to it is being made in reliance on Rule 144A, in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any State of the United States or any other jurisdiction. This certificate and the statements contained herein are made for your benefit and the benefit of the Registrar(s) and the Trustee.

We understand that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or threatened in connection with which this certificate is or would be relevant, we irrevocably authorise you to produce this certificate to any interested party in such proceeding.

Yours faithfully

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for and on behalf of

⁴ Insert for transfers of interests in Trust Certificates evidenced by the Restricted Global Trust Certificate to transferees that take delivery of Trust Certificates evidenced by Definitive Trust Certificates bearing the Rule 144A Legend.

⁵ Insert for transfers of interests in Trust Certificates evidenced by the Unrestricted Global Trust Certificate to transferees that take delivery of interests in Trust Certificates evidenced by the Restricted Global Trust Certificate.

[TRANSFEROR]

Date:.....