

Part VI: Governance of the sector of green hydrogen

VI-1 MASEN: focal point for the potential investors

The success of the Morocco Offer is intrinsically linked to the establishment of a simplified process for investors in order to provide them with a clear approach as well as visibility for the implementation of their projects.

For this reason, MASEN is assigned the role of focal point and preliminary and privileged contact for investors.

In this regard, MASEN is invited to set up, in coordination with its governing bodies, a specialized unit comprising a multidisciplinary cross-functional team (financial structuring, legal, engineering, construction, development, cooperation, etc.) dedicated to supporting green hydrogen project developers.

MASEN will therefore be responsible for the following tasks in particular:

- Communicate the Morocco Offer to the investors;
- Receive, inform, and orient companies wishing to invest in green hydrogen;
- Put investors in contact with the relevant ministerial departments, public establishments, and State-owned enterprises;
- Coordinate with the concerned walis or governors for the allocation of land plots;
- Propose duly argued scenarios for the allocation of the plots to the Green Hydrogen Investment Committee (defined in part VI - 2). The Investment Committee's recommendations will then be submitted to the Steering Committee for approval.
- Assist investors in the completion of the procedures and administrative proceedings required for the realization of their projects, in consultation with the relevant ministerial departments, public establishments and State-owned enterprises, namely the regional investment centers by virtue of the powers entrusted to them under the provisions of Law No. 47-18 *on the reform of regional investment centers and the creation of unified regional investment commissions*.
- For structuring infrastructures (hydrogen pipelines, ports, desalination plants, etc.), MASEN will consolidate the needs of the investors, assist government authorities in translating needs into studies to be carried out, and contribute to integrated study planning.
- Work with investors and the government authority in charge of Energy as well as ONEE, to ensure that their projects are in line with the grid's capacity and, where necessary, the grid's development;
- Forward investor's files to the Green Hydrogen Investment Committee established by part VI of the present circular;
- Propose to the Green Hydrogen Investment Committee a preselection of investment projects based on sound arguments. This preselection should be made based on the application submitted and the various initial clarification/discussions held by MASEN with the investors;
- Carry out competitive and technological monitoring to support the technical competitiveness of projects;
- Be proactive on regulatory issues, thanks to its close contact with investors, international markets and institutions and the regulatory monitoring to be carried out.

In order to enable an efficient deployment of the Morocco Offer, decision-making representatives of the government authorities in direct interface with the MASEN will be appointed.

VI-2 Coordination and follow-up of the Morocco Offer by the Steering Committee in charge of green hydrogen

Notwithstanding any specific provision of this circular, the State's monitoring of the implementation of the Morocco Offer is ensured by a Steering Committee in charge of green hydrogen. This committee is assisted by a Green Hydrogen Investment Committee.

The Green Hydrogen Steering Committee is responsible for steering and monitoring the implementation of the measures set out in this circular.

The Steering Committee is chaired by the Head of Government and includes the following members:

- The Government Authority in charge of the Interior;
- The Government Authority in charge of Finance;
- The Government Authority in charge of Equipment;
- The Government Authority in charge of Water;
- The Government Authority in charge of Industry;
- The Government Authority in charge of Energy;
- The Government Authority in charge of Investment;
- The Government Authority in charge of the Budget;
- The representative of MASEN.

The Steering Committee's missions are to

- Preselect the investors who will benefit from the scheme implemented as part of the Morocco Offer;
- Approve the preliminary contracts of land reservation and the advanced study agreements prior to their conclusion;
- Ensure overall coordination between the various stakeholders in the implementation of the Morocco Offer;
- Set priorities and transmit its directives for a rapid, efficient, and transparent launch of the Morocco Offer;
- Take strategic decisions relating to the deployment of the Morocco Offer;
- Arbitrate any bottlenecks regarding the implementation of the Morocco Offer;
- Decide on the proposals for the revision of the Morocco Offer, considering the rapid evolution of the green hydrogen market and the need to adapt this Morocco Offer to international advances and developments so that it remains attractive and competitive;
- Communicate about the progress of the various projects;
- In general, the Steering Committee will examine all the provisions within the framework of the government policy aimed at promoting and developing the green hydrogen sector in Morocco.

In accordance with Articles 17 and 34 of Framework Law No. 03-22 *forming the Investment Charter*, the National Investment Commission grants strategic status and approves **framework investment agreements**. All the members of the steering committee are members of the National Investments Commission except for MASEN. In accordance with the terms and conditions set out in Decree No. 2-23-1 referred to above, the National Investment Commission will join the company MASEN every time it undertakes a green hydrogen project as part of the Morocco Offer.

The Steering Committee must be convened by its chairperson at least twice a year, and whenever an exceptional event justifies its consultation.

The secretariat of the Steering Committee is entrusted to the government authority in charge of Energy.

The Steering Committee may call on representatives from any ministerial department and public or private bodies whose assistance is deemed necessary for its work.

VI-3 Green Hydrogen Investment Committee

The Green Hydrogen Investment Committee, chaired by the government authority in charge of Investment, is composed of the following members:

- A representative of the Head of Government;
- A representative of the Government Authority in charge of the Interior;
- A representative of the Government Authority in charge of Finance;
- A representative of the Government Authority in charge of Equipment;
- A representative of the Government Authority in charge of Water;
- A representative of the Government Authority in charge of Industry;
- A representative of the Government Authority in charge of Energy;
- A representative of the Government Authority in charge of the Budget;
- A representative of MASEN.

The Green Hydrogen Investment Committee shall, according to the items on the agenda of its meetings, be joined by representatives:

- Of the local authority concerned;
- Of the Regional Investment Center concerned;
- Any organization, institution, company, or any person whose assistance is deemed necessary for its work.

The Secretariat of the Green Hydrogen Investment Committee is provided by MASEN.

The Green Hydrogen Investment Committee's missions are to:

- Make any recommendations in relation to the Morocco Offer to the attention of the Steering Committee;
- Propose to the Steering Committee a preselection of investors who could benefit from the mechanism implemented within the framework of the Morocco Offer;
- Monitor the progress of the various projects relating to the deployment of the Morocco Offer;
- Ensure operational coordination with the various administrations and stakeholders for the purpose of deploying in an efficient, rapid, and transparent way the Morocco Offer;
- Ensure the follow-up of the various sub-projects relating to the deployment of the Morocco Offer;
- Lead discussions with investors;
- Propose any recommendations and measures likely to allow a readjustment of the Morocco Offer.

This Committee may carry out any mission entrusted to it by the Steering Committee. It shall meet when convened by its Chairperson, at least once a quarter and whenever necessary.

The Green Hydrogen Investment Committee may create sub-committees within it in charge of delving into certain themes related to the Morocco Offer.

When it comes to preparing and signing the investment framework agreement between the State and the Investor, it is the governance relating to the investment charter (Framework Law No. 03-22) that will take over from the governance relating to the Morocco Offer.

It is concurred that the recommendations of the Green Hydrogen Investment Committee are also binding on the members present in the technical committees provided for in the framework of the Investment Charter.

In view of the above, I request you to ensure that this circular is disseminated to your central, decentralized services and to call on them to take all necessary measures to ensure the optimal application of its contents, while ensuring the coordination of the actions of the agencies concerned.

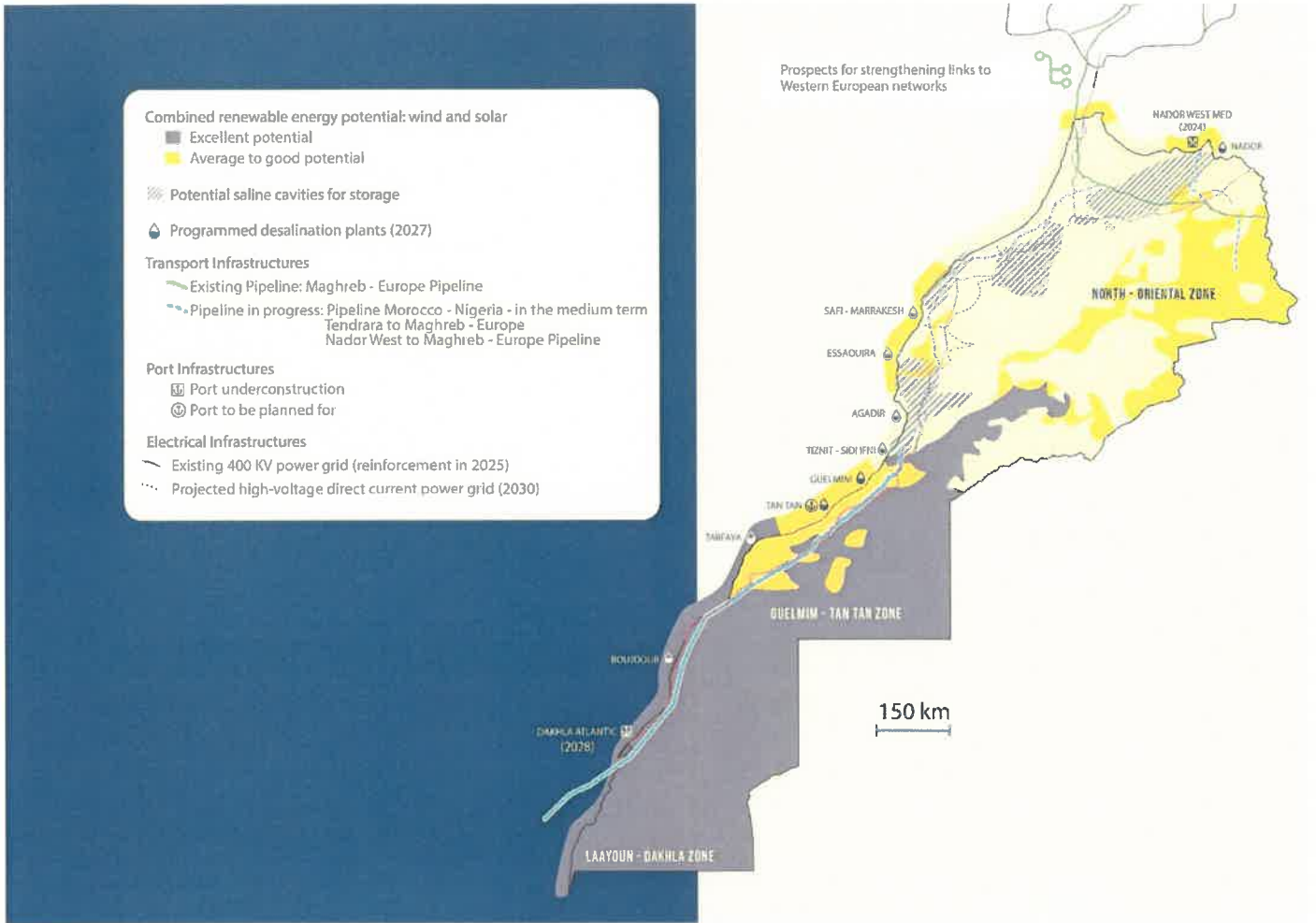
Furthermore, I invite the Minister of the Interior to disseminate this circular to the walis or governors concerned.

I also invite you to disseminate the contents of this circular more widely in order to reach domestic and foreign companies and investors.

This circular comes into effect as of ...1...1 Mars 2024


Aziz Akhannouch

Appendix 1: Map of renewable energy potential (combined solar and wind) and planned infrastructure (non-exhaustive)



Appendix 2: Diagram of the Process of Selecting the Investors and Contracting with the State

