

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 3, 2025**

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**OPAL Fuels Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-40272**  
(Commission File Number)

**98-1578357**  
(IRS Employer Identification No.)

**One North Lexington Avenue, Suite 1450  
White Plains, New York**  
(Address of principal executive offices)

**10601**  
(Zip Code)

Registrant's telephone number, including area code: **(914) 705-4000**

**Not Applicable**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$0.0001 per share	OPAL	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 3, 2025, OPAL Fuels Inc. (the “Company”) announced the appointment of Mr. Kazi Hasan as Chief Financial Officer and Principal Financial Officer, effective as of February 3, 2025. Mr. Hasan was also appointed Principal Accounting Officer, effective as of March 18, 2025. In connection with Mr. Hasan’s appointment and also effective as of February 3, 2025, Mr. Scott Contino will resign as the Company’s Interim Chief Financial Officer and Principal Financial Officer. Mr. Contino will continue in his role as Principal Accounting Officer until Mr. Hasan assumes the role on March 18, 2025.

Prior to joining the Company, Mr. Hasan, age 54, served as a Senior Advisor at Fluence Energy, Inc. (Nasdaq: FLNC), and as Executive Vice President and Chief Financial Officer for Puget Sound Energy and Cleco, energy utilities in Washington and Louisiana, respectively. Prior to these roles, Mr. Hasan spent more than two decades with AES (NYSE: AES) in senior global and regional executive roles, including Global Chief Risk Officer. Mr. Hasan has also previously served on the boards of directors of various public and private companies. Mr. Hasan is a Chartered Financial Analyst and holds an Engineering degree and multiple Masters degrees in Business Administration and Leadership.

In connection with his appointment, Mr. Hasan shall receive an annual base salary of \$500,000, will be eligible for an annual bonus of 85% of his base salary under the Company’s short-term incentive plan, and will be eligible for other annual equity awards under the Company’s long-term equity incentive plan, which shall include a target award with a value of at least 175% of Mr. Hasan’s base salary, expected to be issued in March 2025. Additionally, Mr. Hasan will be granted an initial equity grant valued at \$1,200,000 consisting 50% of restricted stock units, 30% of performance restricted stock units and 20% of stock options. The restricted stock units and stock options will vest as to 50% of the shares of Class A common stock on April 30, 2026 and 50% on April 30, 2027. The performance restricted stock units shall vest on a three-year cliff vesting schedule, subject to the achievement of certain performance metrics set by the board of directors. Mr. Hasan will also be eligible to receive a sign-on bonus valued at \$150,000 and will be eligible to participate in the Company’s standard benefits programs, including participation in the 401(k) plan, general health and welfare benefits, and reimbursement of relocation expenses, subject to his continued employment.

Upon commencement of his role as Chief Financial Officer, Mr. Hasan will enter into the Company’s standard form of indemnification agreement, a copy of which was previously filed on May 9, 2022 as Exhibit 10.1 to the registration statement on Form S-4/A (File No. 333-262583).

There are no arrangements or understandings between Mr. Hasan and any other persons pursuant to which Mr. Hasan was appointed as Chief Financial Officer of the Company. There are no family relationships between Mr. Hasan and any director or executive officer of the Company, or with any person nominated or chosen by the Company to become a director or executive officer, and Mr. Hasan has no direct or indirect material interest in any transaction or proposed transaction required to be reported under Item 404(a) of Regulation S-K.

## **Item 7.01. Regulation FD Disclosure.**

On February 3, 2025, the Company issued a press release announcing the appointment of Mr. Hasan. A copy of the press release is attached hereto as Exhibit 99.1.

The information disclosed under this Item 7.01, including the exhibit, is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing. By filing this Current Report on Form 8-K and furnishing this information, the Company makes no statement or admission as to the materiality of any information in this Item 7.01 or the exhibit attached hereto.

## **Cautionary Statement Regarding Forward-Looking Statements**

This Current Report on Form 8-K, including the exhibit, contains forward-looking statements within the meaning of the federal securities laws. These forward looking statements are based on current expectations and are not guarantees of future performance. Further, the forward-looking statements are subject to the limitations listed in Exhibit 99.1 and in the other SEC reports of the Company, including that actual events or results may differ materially from those in the forward-looking statements.

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**Item 9.01. Financial Statements and Exhibits**

Exhibit Number	Description
99.1	<a href="#">Press release dated February 3, 2025</a>
104	Cover Page Interactive Data File (embedded within the inline XBRL document).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 3, 2025

**OPAL Fuels Inc.**

By: /s/ John Coghlin

Name: John Coghlin

Title: General Counsel



FOR IMMEDIATE RELEASE

## OPAL Fuels Appoints Kazi Hasan as Chief Financial Officer

*Proven energy industry executive brings over 25 years of extensive financial, operational, and strategic leadership experience in energy sector to drive disciplined growth and value creation*

WHITE PLAINS, N.Y. – (February 3, 2025) – [OPAL Fuels Inc.](#) (Nasdaq: OPAL), today announced the appointment of Kazi Hasan as Chief Financial Officer, effective February 3, 2025. Mr. Hasan succeeds Scott Contino, who has served as interim CFO since October 2023. Mr. Contino will continue in his role as Chief Financial Officer of the Company’s sponsor, Fortistar.

With over 25 years of operational, financial, and strategic leadership experience in the power, utility, and renewable energy sectors, Mr. Hasan has a proven track record of creating shareholder value by aligning strategic goals with disciplined execution and financial rigor. Having held EVP, CFO, and other C-suite roles at large energy infrastructure and growth companies, Mr. Hasan has led corporate development strategy and execution, financial operations, capital raising, designing and executing growth plans, M&A, and investor relations. He has extensive experience in structuring strategic partnerships and has raised over \$30 billion of equity and debt from private and public markets. At OPAL Fuels, he will be a key driver of building upon OPAL’s successful platform and unlocking value amid the accelerating demand for scalable, economical and lower carbon energy solutions.

“We are thrilled to welcome Kazi, an accomplished CFO and corporate leader with deep expertise across finance, strategy and operations within the renewable energy and infrastructure space,” said Adam Comora, co-CEO of OPAL Fuels. “His leadership as a public company executive will be pivotal as we continue to scale our platform, accelerate growth and maximize shareholder value. I am confident that his collaboration with our leadership team and the Board will be instrumental in executing our growth strategy. I also want to thank Scott Contino for his critical contribution in leading our finance organization while we’ve continued to build intrinsic value and opportunity for our company and shareholders.”

“I am honored to join OPAL Fuels, a market leading platform in the development and operations of renewable fuel production and its unique vertical integration with distribution at scale across the United States,” said Mr. Hasan. “Opal Fuels’ ability to capture and convert biogas into cost-effective renewable energy solutions delivers significant value to customers, partners and society at large striving to achieve decarbonization goals while also strengthening their financial performance. I am grateful for the trust placed in me and look forward to working with OPAL Fuels’ exceptional executive team to drive financial and operational excellence, strengthen our market leadership, and maximizing shareholder value.”

Prior to joining OPAL Fuels, Mr. Hasan served as Senior Advisor at Fluence Energy (Nasdaq: FLNC), and as EVP and Chief Financial Officer at Puget Sound Energy and Cleco, energy utilities in Washington and Louisiana, respectively. Prior to these roles, Mr. Hasan spent more than two decades with publicly traded AES (NYSE: AES) in senior Global and Regional top executive roles, including as Global Chief Risk Officer. He also served as a Board member for various public and private companies. Mr. Hasan is a Chartered Financial Analyst and holds an Engineering degree and multiple Masters degrees in Business Administration and Leadership.

A Form 8-K has been filed with the Securities and Exchange Commission in conjunction with this press release.

### **About OPAL Fuels Inc.**

**OPAL Fuels Inc.** (Nasdaq: OPAL) is a leader in the capture and conversion of biogas into low carbon intensity RNG and renewable electricity. OPAL Fuels is also a leader in the marketing and distribution of RNG to heavy duty trucking and other hard to de-carbonize industrial sectors. For additional information, and to learn more about OPAL Fuels and how it is leading the effort to capture North America's naturally occurring methane and decarbonize the economy, please visit [www.opalfuels.com](http://www.opalfuels.com).

### **Forward-Looking Statements**

#### **Disclaimer**

This communication is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy, any securities, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

#### **Contact information**

##### **For OPAL Fuels**

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