



Agenda of the Ordinary General Assembly Meeting (First Meeting)

SABIC HQ (Via Modern Technology), Monday Evening at 7:30 PM, 20 Shawwal 1445H (According to the Umm al-Qura Calendar) Corresponding to 29 April 2024

1. Voting on the auditor report for the fiscal year ended 31/12/2023.
 2. Review and discussion of the Company's financial statements for the fiscal year ended 31/12/2023.
 3. Review and discussion of the Board of Directors report for the fiscal year ended 31/12/2023.
 4. 4. Voting on the appointment of one of the nominated external auditors as recommended by the Audit Committee, to audit the financial statements for the coming five (5) years starting from Q2 2024 until Q1 2029, and determining their fees.
 5. Voting on the discharge of the members of the Board of Directors for the fiscal year ended 31/12/2023.
 6. Voting of the Board resolution to appoint Dr. Faisal Mohammed Al-Faqeer as a "Non-Executive Director" in the Board starting from 01 September 2023, to complete the current board term (expiring on 9 Apr 2025) instead of the previous board member (Olivier Thorel). (CV attached)
-

7. Voting on the Board resolution appointing Mr. Ralph Wetzels as a Non-director (outside) Member of the Audit Committee starting from 28 February 2024 to complete the current Committee term (expiring on 9 Apr 2025) instead of the previous committee member (Stephan Santbrink) Non-director (outside). (CV attached)
 8. Voting on amending Nominations and Remuneration Committee charter (Attached).
 9. Voting on amending Audit Committee charter (Attached).
 10. Voting on amending Remuneration Policy of Board Members, Committee Members And Executive Management (Attached).
 11. Voting on amending Board Membership Policy (Attached).
 12. Voting on the delegation of the Board of Directors' to distribute interim (quarterly or semi-annual) dividends for the fiscal year 2024.
-

**The Audit Committee Report
to General Assembly of
(SABIC)
For Fiscal Year 2023**

**تقرير لجنة المراجعة
للجمعية العامة لشركة
(سابك)
عن العام المالي ٢٠٢٣م**

The Audit Committee carries out its duties – in accordance with its charter and the applicable regulatory requirements– including: review of interim and annual financial statements and making necessary recommendations, review of assessments of the internal control system, oversight over the Company’s Internal Audit Dept. and review of its reports, and oversight over the Company’s external auditors and making recommendations on its appointment.

The Committee performs its duties based on its review of the periodic reports of the Executive Management and the Internal Audit on the assessment of the adopted internal control systems’ effectiveness and how to enhance them.

In another aspect, the Committee reviews the periodic reports of Compliance, which includes the

تؤدي لجنة المراجعة مهامها وفقاً لللائحة عملها وبما يتوافق مع المتطلبات النظامية ذات العلاقة، ويتضمن ذلك دراسة القوائم المالية الأولية والسنوية والتوصية بشأنها، ودراسة نتائج تقييم نظم الرقابة الداخلية، والإشراف على إدارة المراجعة الداخلية في الشركة ودراسة تقاريرها، وكذلك الإشراف على أعمال مراجع حسابات الشركة والتوصية بشأن تعيينه.

وتؤدي اللجنة أعمالها في ضوء دراسة التقارير الدورية من الإدارة التنفيذية، وإدارة المراجعة الداخلية ذات العلاقة بتقييم فاعلية نظم الرقابة الداخلية وسبل تعزيزها.

ومن جانب آخر، تتولى لجنة المراجعة دراسة تقارير الالتزام الدورية والتي

abidance by the code of professional conduct, and the compliance with applicable laws, regulations and instructions. In addition, the committee reviews the regulatory authorities' reports on the Company's compliance with the laws, regulations and instructions; and ensuring that the Company has taken necessary actions in their respect

The Committee puts forward its recommendations to the Board, according to its charter, and receives the Board's continuous support and empowerment towards exercising its duties.

Based on the reports of the Executive Management and the external auditor, as well as the Internal Audit's plan-based periodic reports; and considering the matters discussed with the external auditor and the Executive Management in relation to the adequacy and effectiveness of the internal control systems; the Committee has not identified any matters of significant impact to be stated in this report.

تتضمن مستوى الالتزام بقواعد السلوك المهني، والالتزام بالأنظمة واللوائح والتعليمات ذات العلاقة. إضافة إلى ذلك، تتولى اللجنة دراسة تقارير الجهات الرقابية بشأن التزام الشركة بالأنظمة والتعليمات والتأكد من اتخاذ الشركة الإجراءات اللازمة بشأنها.

وترفع اللجنة توصياتها لمجلس الإدارة وفقاً للقواعد المنظمة لعملها، كما تتلقى الدعم المستمر والتمكين من المجلس للقيام بمهامها وواجباتها.

وبناء على التقارير المقدمة من الإدارة التنفيذية في الشركة وتقارير مراجع الحسابات الخارجي ، فضلاً عن التقارير الدورية لإدارة المراجعة الداخلية المبنية على خطة عملها، بالإضافة إلى نتائج مناقشة اللجنة مع مراجع الحسابات والإدارة التنفيذية حيال كفاية وفاعلية نظم الرقابة الداخلية، لم يتبين للجنة وجود مسائل ذات تأثير جوهري يمكن ذكرها في هذا التقرير.

Based on the foregoing, the Committee is of the opinion that the Company's Executive Management has maintained an effective internal control system capable of providing reasonable assurances; and that the audits outcome together with the Audit Committee meeting discussions, have all provided reasonable grounds for formulating this opinion.

وفي رأينا - وبناء على ما تقدم - أن الإدارة التنفيذية في الشركة قد حافظت على نظام فعال للرقابة الداخلية يوفر تأكيدات معقولة، وأن نتائج عمليات المراجعة، وكذلك مناقشات اللجنة خلال الاجتماعات، وفرت أساساً معقولاً لهذا الرأي.

Form No. (1)

Profile of SABIC Board Nominee

I. Personal Details of the Nominated Member

Full name	FAISAL MOHAMMED R AL FAQEER		
Nationality	Saudi	Date of Birth	23 AUG 1971

II. Academic Qualifications of the Nominated Member

No.	Qualification	Major	Qualification Date	Academic Institution's Name and Country
1	BS	Chemical Engineering	1994	King Fahd University of Petroleum & Minerals
2	Master	Material Science & engineering	1999	The Pennsylvania State University
3	Ph.D	Material Science & engineering	2002	The Pennsylvania State University

III. Expertise of the Nominated Member

Period	Areas of Expertise
2022 - now	Senior Vice President, In Kingdom Liquid to Chemicals Development, Saudi Aramco
2017 - 2022	Chief Executive Officer, SADARA Chemical Company
2017 - 2017	General Manager, Ras Tanura Refinery, Saudi Aramco
2015 - 2017	Operation Department Manager, Ras Tanura Refinery, Saudi Aramco
2013 - 2015	Engineering Department Manager, Ras Tanura Refinery, Saudi Aramco
2012 - 2013	Superintendent Oil Operations, Saudi Aramco
2012 - 2012	Manager, Research and Technology Center, Saudi Aramco
2010 - 2011	Program Director, Downstream and Strategic Research and Development, Saudi Aramco

IV. Current Memberships in Boards of other Joint Stock Companies (Listed or Non-Listed) or any other company regardless of its legal form or any board committees:

No.	Company Name	Core Business Activity	Nature of Membership in the Board of Directors (Executive, Non-executive, Independent) or not applicable	Appointment method (a nominee as a shareholder, appointed by shareholder with have the right of appointment under the company's bylaws, nominated by shareholder)	Committee Memberships	Company Legal Form
1	Saudi Aramco Mobil Refinery Company Ltd	Refining	Non-Executive	Nominated by Saudi Aramco	none	Limited Liability Company

Form No. (1)

Profile of SABIC Audit Committee Nominee

I. Personal Details of the Nominated Member						
Full name	Ralph Marie Joseph Jeannette Wetzels					
Nationality	Dutch (The Netherlands)	Date of Birth	08-03-1972			
II. Academic Qualifications of the Nominated Member						
No.	Qualification	Major	Qualification Date	Academic Institution		
1	Bachelors	Business Administration	1993	Nyenrode University, Breukelen (NL)		
2	Masters	Finance Economics	1996	University of Amsterdam (NL)		
3	Masters	Tax Law	1997	University of Amsterdam (NL)		
III. Expertise of the Nominated Member						
Period	Areas of Expertise					
2023 - Now	Senior Vice President of Downstream Finance, Saudi Aramco					
2021 - 2023	Executive Vice President Finance / Senior Vice President Finance upstream, Shell Plc					
2016 - 2021	Finance Director Downstream Europe, Africa, Middle East & Russia, Shell Plc					
1997 - 2016	Various senior finance roles in Shell Plc across Europe, Africa, Middle Est, Far East					
IV. Current Memberships in Boards of other Joint Stock Companies (Listed or Non-Listed) or any other company regardless of its legal form or any board committees:						
No.	Company Name	Core Business Activity	Role (Executive, Non-Executive, Independent)	Nature of Membership (In person, Representative of a Legal Person)	Committee Memberships	Company Legal Form
1	Aramco Trading Company	Importing/exporting refined products	Non-Executive	Nominated by Saudi Aramco	Board Audit Committee	Limited Liability Company