

SAUDI ARABIAN OIL COMPANY (Saudi Aramco)

## **General Assemblies Procedures**

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## **Contents**

1	SCOPE .....	3
2	AGENDA OF THE GENERAL ASSEMBLIES.....	3
	2.1 Introducing Additional Agenda Items by Eligible Shareholder .....	3
3	VOTE TALLYING COMMITTEE .....	4
4	CONDUCT AT GENERAL ASSEMBLIES .....	4

## **1 SCOPE**

These General Assemblies Procedures (the “Procedures”), issued pursuant to Article 32(2) of Bylaws (“Bylaws”) of the Saudi Arabian Oil Company (“Saudi Aramco”), establish **rules and procedures for the orderly conduct of meetings of the General Assembly of Saudi Aramco**, along with identifying the rules for setting the agendas of the meetings of such General Assemblies. The Procedures also set the rules of any notice and informational requirements and any other conditions or limitations relating to adding items to the agenda, maintaining decorum and advancing the discussions at such General Assemblies. The Procedures apply to any shareholder of Saudi Aramco and who are duly registered to attend a General Assembly meeting pursuant to Article 27 of the Bylaws.

## **2 AGENDA OF THE GENERAL ASSEMBLIES**

The Board of Directors (the “Board”) shall prepare the agenda for each meeting of the General Assemblies. Additional business may be introduced by any shareholder(s) representing at least 10% of ordinary shares, provided that such addition: (a) is introduced at least fourteen (14) days in advance of the meeting; and (b) complies with the conditions set out in Section 2.1 below.

### **2.1 Introducing Additional Agenda Items by Eligible Shareholder**

A shareholder (or a group of shareholders) representing at least 10% of the ordinary shares of Saudi Aramco (an “Eligible Shareholder”) may introduce one or more agenda item(s) (other than items relating to director nominations, which are governed by the Director Nomination Procedures) to be added to the General Assembly meeting agenda, provided that the Eligible Shareholder is a shareholder of record holding at least 10% of the ordinary shares at the time that the Eligible Shareholder gives notice of proposing additional agenda item(s) and at the time of the General Assembly.

In order for the introduced agenda item to be added to the General Assembly agenda, Eligible Shareholder notice of such additional agenda item must be delivered, along with necessary supporting documents, to the following e-mail address: [agm-agenda@aramco.com](mailto:agm-agenda@aramco.com) at least fourteen (14) days before the General Assembly meeting. The notice must include the following information:

- The name, address and contact details of each such Eligible Shareholder, as they appear on the share-book;
- In the case of a notice submitted on behalf of a group of shareholders that are acting together, and therefore in the aggregate may be considered an Eligible Shareholder, the designation by all group members of a single group member that is authorized to act on behalf of the group with respect to introducing the additional agenda item(s), provided that each shareholder within such group of shareholders provides adequate documentation—to be reviewed and approved by Saudi Aramco—that shows that the single group member is authorized to act on behalf of the group with respect to introducing the additional agenda item(s);
- A description in reasonable details of the agenda item desired to be brought before the General Assembly and the reasons why such Eligible Shareholder believes that the taking of the action or actions proposed to be taken would be in the best interests of Saudi Aramco and its shareholders;
- A description in reasonable detail of any interest of: (i) any Eligible Shareholder, or (ii) in the case of a notice submitted on behalf of a group of shareholders that are acting together, and therefore in the aggregate may be considered a Eligible Shareholder, each individual member of the group, in such agenda item(s) or underlying business and a description in reasonable detail of all agreements, arrangements and understandings among the Eligible Shareholder, or between any Eligible Shareholder and any other person or entity (including their names) in connection with the proposal; and

- The text of the proposal or agenda item(s) (including the text of any resolutions proposed for consideration).

Saudi Aramco retains the right to exclude any shareholder proposal or agenda item that Saudi Aramco deems related to any one or more of the following: (a) that could result in divulging confidential information or jeopardizing Saudi Aramco's interest; (b) that Saudi Aramco deems to be irrelevant to its business or the conduct of its operations; (c) that may result in the violation of applicable laws and/or contracts; (d) that is related to personal grievances; and/or (e) that relate to matters delegated to Saudi Aramco's Board pursuant to the Bylaws or previous shareholder action.

### **3 VOTE TALLYING COMMITTEE**

If Saudi Aramco determines that a vote tallying committee is needed for a General Assembly, then Saudi Aramco shall, in its sole discretion, appoint the members to such committee prior to the General Assembly.

### **4 CONDUCT AT GENERAL ASSEMBLIES**

Pursuant to Article 32(3) of the Bylaws, every shareholder shall be entitled to inquire about the items listed on the agenda of a General Assembly and direct questions to the members of the Board of Directors or the auditor when the floor is open for questions or comments, in accordance with the Rules of Conduct at General Assembly Meetings provided in Appendix A. The Board or the auditor, as appropriate, shall answer such shareholder's questions, to such extent as would not jeopardize Saudi Aramco's interest as determined by the Board in its sole discretion. Shareholders will be granted the opportunity to effectively vote in the meetings of the General Assembly for those agenda items requiring a vote from the shareholder.

Shareholders attending a General Assembly meeting shall strictly abide by the Rules of Conduct at General Assembly Meetings as set out in Appendix A of these Procedures.

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## **Appendix A**

### **RULES OF CONDUCT AT GENERAL ASSEMBLY MEETINGS**

In fairness to all shareholders in attendance, and in the interest of an orderly meeting, each shareholder is required to honor the following rules of conduct:

1. All shareholders and proxy/power of attorney holders must register and provide Saudi Aramco with a copy of the proxy letter two (2) days in advance of the meeting, and show valid identification as a shareholder and, if applicable, present the original proxy letter before entering the meeting room.
2. The right to attend a General Assembly ends before the beginning of the meeting, and the right to vote ends once the vote sorting has been concluded.
3. Saudi Aramco will aim to accommodate all shareholders attending the meeting. However, since seating may be limited, admission to the meeting may be on a first-come, first-served basis.
4. Taking photographs and using any audio or video recording equipment is prohibited without the prior written consent of Saudi Aramco. Also, please be sure to silence all cell phones, and similar electronic devices. Saudi Aramco reserves the right to deny admission to any person carrying any item that may pose a threat to the safety of shareholders or other meeting participants. Saudi Aramco also reserves the right to implement additional security procedures to ensure the safety of the meeting attendees.
5. The meeting will follow the agenda provided to all shareholders upon entering the meeting.
6. Only shareholders of record or their duly authorized proxy/power of attorney holders may address the meeting.
7. All questions and comments should be directed to the Chairman of the meeting, or the auditor where applicable. Shareholders may address the meeting only after they have been recognized.
8. If a shareholder wishes to address the General Assembly, such shareholder should go to the nearest microphone station or raise his/her hand when the floor is open for questions. Upon being recognized, the shareholder addressing the General Assembly should state his/her name clearly, their status as a shareholder or a proxy/power of attorney holder and present their question or comment.
9. To afford shareholders equal opportunity to participate in the meeting's deliberations, each speaker is limited to a total of no more than one question on any single topic (subject to the discretion of the Chairman to allow additional questions).
10. Please permit each speaker the courtesy of concluding his or her remarks without interruption.
11. The views and comments of all shareholders are welcome. However, the purpose of the meeting will be observed and the Chairman will stop discussions that are:
  - irrelevant to the business of Saudi Aramco or the conduct of its operations;
  - not related to one of the agenda items;
  - derogatory references that are not in good taste;
  - unduly prolonged;
  - substantially repetitious of statements made by other shareholders; or
  - discussions related to personal grievances.