

Audit Committee report

The Audit Committee is chaired by
Mr. Stuart T. Gulliver



2024 Audit Committee meeting attendance

Members	Eligible	Attended
Mr. Stuart T. Gulliver, Chair ¹	4	4
H.E. Faisal F. Alibrahim ²	2	2
Mr. Khalid H. Al-Dabbagh ³	2	2
Mr. Andrew N. Liveris ³	2	2
Ms. Lynn L. Elsenhans ⁴	4	4
H.E. Mohammed A. Al-Jadaan ⁵	2	2
Mr. Mark A. Weinberger ⁵	2	2
Mr. Peter L. Cella ⁶	2	2

- The membership of the Audit Committee was reconstituted on August 4, 2024 at which time Mr. Stuart T. Gulliver was appointed as the Committee Chair.
- H.E. Faisal F. Alibrahim was elected to the Board on May 6, 2024, with his term commencing on July 1, 2024. The membership of the Audit Committee was reconstituted on August 4, 2024 to include H.E. Faisal F. Alibrahim.
- The membership of the Audit Committee was reconstituted on August 4, 2024 to include Mr. Khalid H. Al-Dabbagh and Mr. Andrew N. Liveris.
- Ms. Lynn L. Elsenhans was the Audit Committee Chair until the Committee was reconstituted on August 4, 2024.
- The membership of the Audit Committee was reconstituted on August 4, 2024. H.E. Mohammed A. Al-Jadaan and Mr. Mark A. Weinberger are no longer members of the Audit Committee.
- Mr. Peter L. Cella departed from the Board and its Committees on June 30, 2024.

The primary role of the Audit Committee is to monitor the Company's affairs and assist the Board and its Directors with oversight of the financial reporting and disclosure process, including oversight of:

- The integrity, effectiveness, and accuracy of the Company's consolidated financial statements and reports, and the performance, soundness, and effectiveness of the Company's internal controls, audit, financial reporting, and financial risk management systems;
- The qualifications and performance of the Company's internal auditor;
- The qualifications, independence, and performance of the Company's independent external auditor; and,
- The Company's compliance with legal and regulatory requirements.

The Audit Committee met four times in 2024; March 7, May 5, August 4, and November 3.

To enable the Audit Committee to fulfill its role, duties, and objectives, the relevant key Company stakeholders and members of management participated in each of the Audit Committee meetings held in 2024 along with the Company's external auditor.

Key stakeholders and various members of management presented and provided input to the Audit Committee on certain matters including the integrity, effectiveness, and accuracy of the Company's consolidated financial statements and reports, and the performance, soundness, and effectiveness of the Company's internal controls, audit, financial reporting, and financial risk management.

The Audit Committee engages with:

- Management for the preparation and accuracy of the Company's consolidated financial statements;
- Management for the establishment of effective internal controls and procedures to ensure the Company's compliance with accounting standards, financial reporting procedures, and applicable laws and regulations;
- The General Auditor for support in discharging the Audit Committee's responsibilities with respect to risk management, financial reporting processes, systems of internal control, and compliance with legal and regulatory requirements; and,
- The external auditor in connection with the external auditor's annual audit and quarterly review, as applicable, of the consolidated financial statements.

Based on input and presentations from relevant key stakeholders and members of management, the Audit Committee endorsed several items in 2024 for Board approval, including:

- The 2023 Annual Report, containing the 2023 consolidated audited financial statements;
- The 2024 quarterly interim reports;
- The Group Treasury cash management updates; and
- The recommendation for the continued appointment of the Company's external auditor for the fiscal year 2025.

Audit Committee report continued

Further, the Audit Committee evaluated and received reports on various key issues including:

- A summary of the Company's internal auditing activities in 2023, covering areas such as assurance activities, advisory engagements, fraud risk management, and certain key initiatives taken during the year;
- Quarterly reports on the Company's ongoing internal auditing activities in 2024;
- The financial performance in 2023 of the investments to fund the Company's benefit plans;
- A report on significant litigation matters;
- A review of the Company's financial risk management activities;
- A review of organizational changes to internal auditing structure;
- The Company's 2025 global internal auditing plan, including the related plan development approach and process;
- A report on the Company's Enterprise Tax Risk Management Framework; and,
- A report on managing enterprise-wide regulatory compliance risks through a global compliance framework.

The Company's General Auditor was present at each of the Audit Committee meetings held in 2024. As part of his presentations to the Audit Committee, the General Auditor reported on the Company's internal auditing activities undertaken during the year. As part of the Audit Committee's review of the 2025 global internal audit plan, the Audit Committee sought to ensure that the plan is aligned with the key risks of the business.

Financial reporting and external audit

Two of the Audit Committee's key responsibilities are to monitor the integrity of the financial statements and to assess the effectiveness of the external auditor.

The Audit Committee has assessed that appropriate accounting policies have been adopted throughout the accounting period and that management has made reasonable estimates and judgments that determine the recognition, measurement, and presentation of items in the financial statements.

At the Audit Committee's meetings in 2024 there were presentations from and discussions with the external auditor and members of management regarding the financial statements, including detailed analysis of the financial performance and changes in the financial position of the Company, the process to prepare the final audited annual financial statements, and the related independent review by the external auditor for the first, second, and third quarters of the year. The external auditor also presented to the Audit Committee members the 2024 External Audit Plan, reviewing the process they would undertake to complete the audit of the 2024 annual financial statements. Also, at this meeting, the Audit Committee reviewed the external auditor's performance and independence for 2024 and did not identify any deficiencies.

At the 2021 AGM, the Company's shareholders appointed PwC for the 10-year period from 2021-2030 up to and including the first quarter of 2031; therefore, PwC will not have to be appointed by the shareholders until fiscal year 2031. The Audit Committee endorsed, for approval by the Board, the continued appointment of PwC for 2025 and approved the engagement letter with PwC, setting out the terms and conditions for its services in 2025. Regardless of this shareholder appointment, the Company may, in its discretion, appoint, for approval by the shareholders, a different external auditor prior to the end of PwC's term.

In 2024, when recommending the appointment of PwC as the external auditor for 2025, the Audit Committee authorized management to engage PwC to perform certain limited other services, to ensure they, as external auditor, remain independent in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) as issued by the International Ethics Standards Board for Accountants, and endorsed in the Kingdom of Saudi Arabia by SOCPA.

PwC fees for the year related to the audit and review of Aramco's consolidated financial statements were SAR 31 million (2023¹: SAR 32 million). Other fees for the year comprise of SAR 124 million (2023¹: SAR 120 million) for the audit of the subsidiaries², and SAR 19 million (2023¹: SAR 14 million) for additional services provided to Aramco and its subsidiaries.

The current audit partner will complete his term as global engagement audit partner after the conclusion of the review of the first quarter of 2025. The Audit Committee oversaw a process to select the new global engagement audit partner, who is expected to serve a five-year term, subject to satisfactory performance and continued engagement of PwC, as external auditor.

Internal controls

The Audit Committee is responsible for reviewing the adequacy and effectiveness of the Company's internal control and financial risk management systems. During the course of the year, the Audit Committee has considered various material controls, including financial, operational, and compliance controls, and the Audit Committee is of the opinion that the Company's internal and financial control systems and risk management systems are effective and adequate.

1. 2023 amounts have been updated to reflect the final fees for the year.

2. The term subsidiaries, as defined by IFRS, means entities over which the Company has control.