

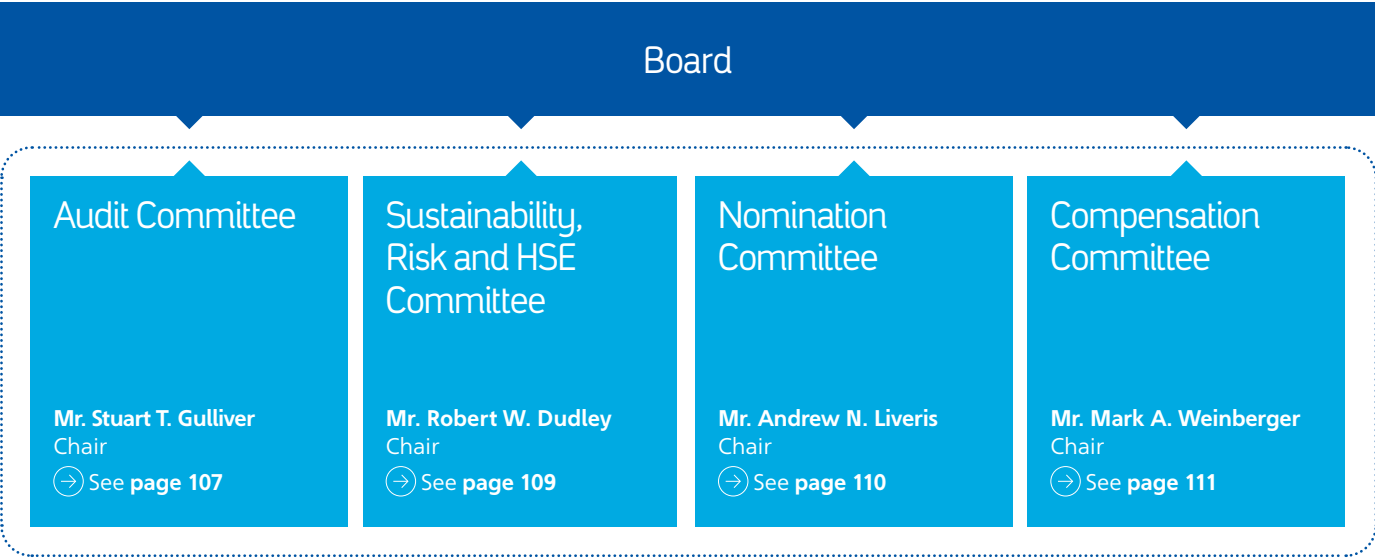
Board structure

Overseeing the business

The Company is supervised by a Board consisting of 11 Directors. The Board oversees the management of the Company and is vested with all authority to manage the business of the Company and supervise its affairs. The Board has the power to form any number of committees it deems necessary for effective governance, oversight, and operations of the Company, and to delegate all or some of its authorities to any of the committees, as it deems appropriate. The Capital Market Law, Companies Law and its implementing regulations, and the Bylaws along with the Company’s internal governance regulations and policies, outline the duties and responsibilities of the Board.

Each of the Board’s 11 Directors were elected at the Company’s EGM convened on May 6, 2024, except for the President and Chief Executive Officer who is automatically appointed as a member of the Board, pursuant to the Bylaws. Each Director was elected for a term of three years until June 30, 2027, or until his or her replacement is duly elected. There is no limit on the number of terms that a Director may serve on the Board. Further, on June 30, 2024, H.E. Mohammad M. Al Tuwajiri and Mr. Peter L. Cella departed from the Board and its Committees. On July 1, 2024, H.E. Faisal F. Alibrahim and Mr. Robert W. Dudley joined the Board. On August 4, 2024, the membership of the Audit Committee, Sustainability, Risk and HSE Committee, Nomination Committee, and Compensation Committee were reconstituted to include the new Board members.

Board Committees



Board Committees

Currently, the Board has four Committees: Audit, Sustainability, Risk and HSE, Nomination, and Compensation. Each Committee meets regularly throughout the year, reports its actions and recommendations to the Board, and receives reports from management. All Board Committees have their respective charters that identify each Committee's roles, powers, and responsibilities. The primary responsibilities of each Committee are summarized below in each of the respective Committee reports or statements, as applicable. Additionally, each Board Committee is chaired by an independent Non-executive Director.

Independence

The Company's Bylaws set forth requirements concerning the composition of its Board, including that the number of independent Directors must satisfy the minimum requirements of applicable laws and regulations in the Kingdom. Annually, the Board makes an affirmative determination regarding the independence of each Director based upon the recommendation of the Nomination Committee and in accordance with applicable laws and regulations. Applying these standards, the Board has determined that the following five Board members are independent Directors: Mr. Liveris, Ms. Elsenhans, Mr. Dudley, Mr. Weinberger, and Mr. Gulliver.

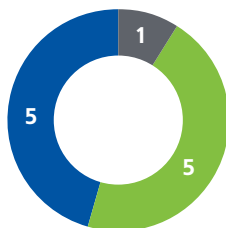
There are no existing conflicts of interest between any duties of any Director toward the Company and the Director's personal interests and/or other duties. Further, during the last fiscal year, none of the Directors participated in any competing business with the Company, according to the competition standards approved by the General Assembly.

The business address of each Director is the registered address of the Company.

Overview of the Board¹

Independence

- Executive Director
- Non-executive Director
- Independent Non-executive Director



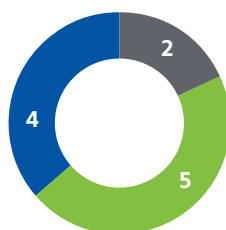
Nationality

- British
- American
- Australian
- Saudi



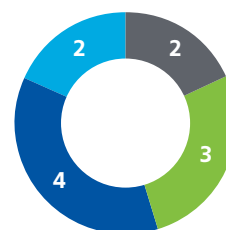
Age

- 40-55
- 56-66
- 66+



Tenure

- 0-2 years
- 3-4 years
- 5-10 years
- 11+ years



1. All Board statistics are as of March 4, 2025.

Board structure continued

Board diversity and composition

The Board values diversity of talent, skills, viewpoints, and experience, and believes that Board diversity of all types enhances the performance of the Board and provides significant benefits to the Company. Accordingly, the Nomination Committee considers diversity when reviewing the Board's composition, as well as when nominating new Director candidates.

In its assessment of the Board's composition, the Nomination Committee also considers each Director's professional experience, integrity, honesty, judgment, independence, accountability, willingness to express independent thought, understanding of the Company's business, and other factors that the Nomination Committee determines are pertinent in light of the current needs of the Board. The Nomination Committee also considers each Director's key skills and experience in light of the Company's strategy.

When identifying prospective candidates for the Board, the Nomination Committee considers the criteria described in this section and seeks individuals with successful leadership experience who have achieved prominence in their primary fields, and whose background demonstrates an understanding of business affairs as well as the complexities of a large, publicly listed company. In addition, candidates must have demonstrated an ability to think strategically and make decisions with a forward-looking focus, as well as the ability to assimilate relevant information on a broad range of complex topics. Moreover, candidates must have the ability to devote the time necessary to meet a Director's responsibilities.

The following table summarizes certain key characteristics of the Company's businesses and the associated qualifications, skills, and experience that the Nomination Committee believes should be represented on the Board.

Business characteristics	Qualifications, skills and experience
The Company is a complex, globally integrated energy and chemicals company with products sold around the world.	<ul style="list-style-type: none"> • Energy industry experience. • Broad international exposure.
The Company's businesses are impacted by regulatory requirements and policies of various governmental entities around the world.	<ul style="list-style-type: none"> • Government, public policy, and international trade experience.
The Company's business is multifaceted and includes operations, transactions, and partnerships in many jurisdictions.	<ul style="list-style-type: none"> • Expertise in audit, tax, and global finance. • Global business leadership, knowledge, and experience.
Technology and innovation add significant value to the Company's operations.	<ul style="list-style-type: none"> • Engineering, technology, manufacturing, and/or other technical knowledge and experience.
The Company's customers are diverse and located in many countries around the world.	<ul style="list-style-type: none"> • Diversity of race, ethnicity, gender, cultural background, or professional experience.
Demand for many of the Company's products is directly tied to global economic conditions and is heavily influenced by global commodity, energy, construction, and transportation sectors.	<ul style="list-style-type: none"> • Experience in the evaluation of global economic conditions and its impacts. • Knowledge of key global markets, including commodity, energy, and transportation sectors.
The Board's responsibilities include understanding and overseeing the various risks facing the Company and ensuring that appropriate policies and procedures are in place to effectively manage these risks.	<ul style="list-style-type: none"> • Risk oversight/management expertise. • Executive and/or other significant leadership experience.
Environmental performance and sustainable practices are increasingly critical drivers of the Company's strategic plans for long-term value creation.	<ul style="list-style-type: none"> • Environmental and sustainability expertise. • Regulatory and/or compliance experience.

Director skills and experience

Skills and experience	Definition	Members
Financial experience	Brings valuable financial experience to the Board, including oversight of financial reporting, internal controls, financial disclosure, investment and portfolio management and/or trading.	11
Risk management experience	Aids the Board in its risk oversight and can effectively identify, prioritize, and manage a broad spectrum of risks.	11
Energy and chemicals industry expertise	Demonstrates a practical understanding of the energy and chemicals industry and provides valuable perspective on issues specific to the Company's business.	7
Global business leadership experience	Provides perspective on diverse business environments, customers, and supply chains associated with the Company's global business and strategy.	9
Regulatory, legal, public policy, and government experience	Supports the Board in assessing and responding to evolving legal and regulatory environments.	8
Executive leadership experience	Possesses a deep understanding of organizations and strategy to assist the Board in oversight of the Company's global operations and strategic planning.	11
Technology, innovation, cybersecurity, and scientific experience	Assists the Board in overseeing the Company's leadership in technological change and innovation and related risks, including with respect to the Company's sustainability initiatives.	6
Other public company Board experience	Aids the Board with an understanding of issues commonly faced by public companies, and provides insight on corporate governance practices and trends.	8

Board structure continued

Board evaluations

The Board conducts an annual self-assessment, alternating between conducting its own assessment with the Nomination Committee overseeing the process and engaging with a third-party consultant to conduct the assessment at least once every three years. Director responses and feedback are reviewed and tracked over time to identify trends and determine appropriate items of focus to enhance the Board's performance. In 2024, the Nomination Committee oversaw the Board's self-assessment process.

2024 Board meeting attendance

In 2024 there were six Board meetings held on: March 8, May 6, August 5, September 17, November 4, and December 19. There were no meeting attendances by proxy during 2024. Below is a record of attendance at these meetings for each Board member.

Members	Eligible	Attended
H.E. Yasir O. Al-Rumayyan, Chairman	6	6
H.E. Dr. Ibrahim A. Al-Assaf, Deputy Chairman	6	6
H.E. Mohammed A. Al-Jadaan	6	6
H.E. Faisal F. Alibrahim ¹	4	4
Mr. Andrew N. Liveris	6	6
Ms. Lynn L. Elsenhans	6	6
Mr. Robert W. Dudley ¹	4	4
Mr. Mark A. Weinberger	6	6
Mr. Stuart T. Gulliver	6	6
Mr. Khalid H. Al-Dabbagh	6	6
Mr. Amin H. Nasser	6	6
H.E. Mohammad M. Al-Tuwaijri ²	2	2
Mr. Peter L. Cella ²	2	2

1. H.E. Faisal F. Alibrahim and Mr. Robert W. Dudley were elected to the Board on May 6, 2024.

2. H.E. Mohammad M. Al-Tuwaijri and Mr. Peter L. Cella departed from the Board and its Committees on June 30, 2024.

Annual General Meeting of Shareholders

On May 6, 2024, the Company held its annual assembly by conducting an EGM. The meeting was held virtually. All of the Board members attended the EGM. The EGM voted and approved the following items: (i) the election of the members of the Board of Directors for a new term, commencing on July 1, 2024, for a period of three years ending on June 30, 2027; (ii) the amendment of Article (16) of the Company's Bylaws relating to the election of a temporary member of the Board; (iii) the amendment of Article (18) of the Company's Bylaws relating to the remuneration of the Board; (iv) the amendment of Article (22) of the Company's Bylaws relating to the recording of deliberations and decisions of the Board; (v) the amendment of Article (26) of the Company's Bylaws relating to the invitation for the General Assembly; (vi) the amendment of Article (32) of the Company's Bylaws relating to the agenda of the General Assembly; (vii) the amendment of Article (37) of the Company's Bylaws relating to the Company's financial statements, Board report, and the Auditor's report; (viii) the amendment of Article (41) of the Company's Bylaws relating to the liability of Board members; (ix) the amendment of Article (44) of the Company's Bylaws relating to the rights of shareholders in filing a lawsuit against the Company or the Board. The EGM reviewed and discussed the 2023 Board of Directors report and the 2023 financial statements. The 2023 auditor's report was also discussed.

The Company's shareholders play an integral role in the Company's overall governance framework. Pursuant to the CMA's Corporate Governance Regulations, members of the Board are required to attend the Company's General Assembly meetings. At such meetings, shareholders can provide their suggestions and remarks to the members of the Board.

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.

Sustainability, Risk and HSE Committee report

The Sustainability, Risk and HSE Committee is chaired by Mr. Robert W. Dudley



2024 Sustainability, Risk and HSE Committee meeting attendance

Members	Eligible	Attended
Mr. Robert W. Dudley, Chair ¹	2	2
Mr. Peter L. Cella ²	2	2
H.E. Faisal F. Alibrahim ³	2	2
H.E. Mohammad M. Al-Tuwaijri ⁴	2	2
Mr. Khalid H. Al-Dabbagh ⁵	2	2
Mr. Amin H. Nasser	4	4
Mr. Stuart T. Gulliver	4	4
Mr. Mark A. Weinberger ⁶	2	1

1. Mr. Robert W. Dudley was elected to the Board on May 6, 2024, with his term commencing on July 1, 2024. The membership of the Board Sustainability, Risk and HSE Committee was reconstituted on August 4, 2024 at which time Mr. Dudley was appointed as the Committee Chair.

2. Mr. Peter L. Cella was the Committee Chair until his term ended on June 30, 2024.

3. 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 Board Sustainability, Risk and HSE Committee was reconstituted on August 4, 2024 to include H.E. Faisal F. Alibrahim.

4. H.E. Mohammad M. Al-Tuwaijri departed from the Board and its Committees on June 30, 2024.

5. The membership of the Board Sustainability, Risk and HSE Committee was reconstituted on August 4, 2024. Mr. Khalid H. Al-Dabbagh is no longer a member of the Sustainability, Risk and HSE Committee.

6. The membership of the Sustainability Risk and HSE Committee was reconstituted on August 4, 2024 to include Mr. Mark A. Weinberger. He did not attend the meeting conducted on August 4, 2024.

The primary role of the Sustainability, Risk and HSE Committee is to monitor the Company's overall risk management and to assist the Board with:

- Leadership, direction, and oversight with respect to ESG matters;
- Governance and oversight of strategic and operational risks including providing leadership, direction and oversight with respect to the Company's risk framework and risk strategy; and,
- Fostering a culture within the Company that emphasizes and demonstrates the benefits of risk management.

The Sustainability, Risk and HSE Committee held four meetings in 2024; March 7, May 5, August 4, and November 3.

During the year, it received updates from Management on routine assessments and reviews that were conducted regarding several corporate risks that the Company is actively managing, including those relating to major industrial incidents, major transactions, market disruption, cyberattack, environmental compliance, and climate change.

Further, in 2024 the Sustainability, Risk and HSE Committee received updates on the Company's ERM framework, the Company's Operational Excellence Program, and the Company's sustainability related issues. The Sustainability, Risk and HSE Committee received an update relating to the Company's Sustainability Report and endorsed the 2023 Sustainability Report for approval by the Board.

In addition, the Sustainability, Risk and HSE Committee reviewed the Company's 2023 performance with respect to safety incidents and with respect to certain health, safety, and environmental metrics and targets. The Sustainability, Risk and HSE Committee also reviewed the Company's quarterly performance for the first three quarters in 2024 with respect to HSE metrics and targets, along with reviewing proposed HSE corporate key performance indicator metrics and targets for 2025.

The Sustainability, Risk and HSE Committee continues to support the Board and the Company by carrying out its duties and responsibilities that include the following:

- Overseeing the Company's strategy, performance and reputation regarding ESG matters that contribute to long-term value creation throughout the Company's global business;
- Reviewing the Company's risk appetite;
- Reviewing the Company's operational and strategic risks, and the risk and control frameworks established to manage them, including risks that may arise in connection with the social, political environmental, and public policy aspects of the Company's activities;
- Reporting on major strategic risk exposures and recommending steps to manage these risks to the Board;
- Reviewing the effectiveness of the Company's policies, programs and practices with respect to safety, health, environment, social, and making such recommendations to the Board with respect thereto as may be advisable; and
- Reviewing summary reports on significant health, safety, and environmental incidents within the Company.

The Sustainability, Risk and HSE Committee also carries out the functions and the duties and responsibilities of the Risk Management Committee described in the CMA's Corporate Governance Regulations.

Nomination Committee statement

The Nomination Committee is chaired by
Mr. Andrew N. Liveris



2024 Nomination Committee meeting attendance

Members	Eligible	Attended
Mr. Andrew N. Liveris, Chair	3	3
H.E. Yasir O. Al-Rumayyan ¹	3	2
H.E. Dr. Ibrahim A. Al-Assaf ²	1	1
H.E. Mohammad M. Al-Tuwaijri ³	1	1
H.E. Mohammed A. Al-Jadaan ⁴	2	2
Mr. Khalid H. Al-Dabbagh	3	3
Ms. Lynn L. Elsenhans ⁴	2	2

1. H.E. Yasir O. Al-Rumayyan did not attend the meeting conducted on November 3, 2024.
2. The membership of the Nomination Committee was reconstituted on August 4, 2024.
H.E. Dr. Ibrahim A. Al-Assaf is no longer a member of the Nomination Committee.
3. H.E. Mohammad M. Al-Tuwaijri departed from the Board and its Committees on June 30, 2024.
4. The membership of the Nomination Committee was reconstituted on August 4, 2024 to include H.E. Mohammed A. Al-Jadaan and Ms. Lynn L. Elsenhans.

The primary role of the Nomination Committee is to lead the process of nominating, appointing, and evaluating members of the Board and to ensure the effectiveness of the Board and the individual Directors. The Nomination Committee also evaluates and makes recommendations with respect to the structure of the Board and composition of the Board's Committees. Further, the Nomination Committee evaluates and recommends to the Board the appointments of Senior Executives. The Nomination Committee also proposes and makes recommendations to the Board with respect to the Company's relevant corporate governance practices and procedures.

The Nomination Committee held three meetings in 2024; March 7, November 3, and December 18.

In March 2024, the Nomination Committee verified the following with respect to the Directors: (i) the independence of five Directors; and (ii) the absence of any conflicts of interest, as of the date thereof, with respect to any Director. In addition, the Nomination Committee reviewed and endorsed a proposed process for the 2024 Board and Board Committees' self-assessment process. The Nomination Committee also considered individuals for election as Directors at the Company's 2024 EGM and endorsed a list of candidates.

Furthermore, the Nomination Committee considered and endorsed certain amendments to Aramco's Bylaws, and recommended to the Board that it endorse the same and present the amendments for approval by the shareholders at the EGM. Finally, the Nomination Committee endorsed for the Board's approval the appointment of one individual to serve as Senior Executive.

In November 2024, the Nomination Committee reviewed the workshops conducted for the Directors in 2024, and reviewed and endorsed proposed workshops for the Directors for the year 2025. Further, the Nomination Committee reviewed and endorsed certain amendments to Aramco's Corporate Governance Manual, Director Nomination Procedures, and General Assemblies Procedures, to reflect the above described updates to Aramco's Bylaws, approved by the shareholders at the EGM.

In December 2024, the Nomination Committee convened for a third time in 2024, for a discussion of the Company's succession planning process for Senior Executives, including for the CEO, and related matters with respect to oversight of the Senior Executives.

With respect to the means used by the Board to assess its performance and the performance of its members, the Nomination Committee oversaw the Board's 2024 self-assessment process, which was conducted without third-party participation, following the Board's 2023 engagement with a third-party consultant. The self-assessment primarily consisted of responding to a questionnaire. This year, the questionnaire had been updated from previous years in line with board self-assessment best practices to optimize its usefulness. A discussion of the results to determine any trends in the performance of the Board and its Committees and suggestions for improvements, is scheduled for the Board's March 2025 meeting.

Compensation Committee statement

The Compensation Committee is chaired
by Mr. Mark A. Weinberger



2024 Compensation Committee meeting attendance

Members	Eligible	Attended
Mr. Mark A. Weinberger, Chair	5	5
H.E. Yasir O. Al-Rumayyan	5	5
H.E. Mohammed A. Al-Jadaan	5	5
H.E. Ibrahim A. Al-Assaf ¹	3	3
Mr. Robert W. Dudley ¹	3	3
Ms. Lynn L. Elsenhans ²	2	2
Mr. Andrew N. Liveris ^{2,3}	2	1

1. The membership of the Compensation Committee was reconstituted on August 4, 2024 to include H.E. Ibrahim A. Al-Assaf and Mr. Robert W. Dudley.
2. The membership of the Compensation Committee was reconstituted on August 4, 2024. Mr. Andrew N. Liveris and Ms. Lynn L. Elsenhans are no longer members of the Compensation Committee.
3. Mr. Andrew N. Liveris did not attend the Compensation Committee meeting conducted on May 5, 2024.

Per the Committee's charter, the primary role of the Compensation Committee is to:

- Oversee the Company's policy on compensation and its implementation;
- Develop annual individual compensation plans for Directors and Senior Executives of similar standing or performing duties equivalent to those of an Executive Vice President or higher; and,
- Review and approve the design of annual compensation plans for the Company's broad-based employee population.

The Compensation Committee held five meetings in 2024; March 7, May 5, August 4, November 3, and December 18.

As part of its regular schedule of activities, the Compensation Committee discussed and evaluated remuneration policies and decisions applicable to the Company's key management personnel, including Directors and Senior Executives.

The Compensation Committee made recommendations to the Board on the annual Company-wide compensation plan and associated budget, and approved Director and Executive compensation within the budget approved by the Board. The Compensation Committee also reviewed and endorsed the performance targets for use in variable pay plans at the beginning of the year and subsequently reviewed the performance results and ratified the variable pay plan amounts resulting from that performance at the end of the year.

Compensation and other interests

Compensation policy

The Company has a shareholder-approved policy, which aims to ensure that its Directors and Executives are compensated in a manner that promotes sustainable performance and is in the long-term interest of the Company and its shareholders, while attracting, retaining, and motivating the talent it requires to achieve its business goals.

Board remuneration

Table 1 below sets out the remuneration of Board members consistent with the Company's compensation policy and Bylaws.

Table 1: 2024 Board remuneration

	Fixed remuneration							Variable remuneration								
	Specific amount	Allowance for attending Board meetings	Total allowance for attending committee meetings	In-kind benefits	Remuneration for technical, managerial, and consultative work	Remunerations of the Chairman, Managing Director or Secretary, if a member	Total	Percentage of the profits	Periodic remuneration	Short-term incentive plans	Long-term incentive plans	Granted shares (value)	Total	End-of-service award	Aggregate amount	Expenses allowance
All amounts in SAR																
Independent Directors																
Mr. Andrew N. Liveris	1,340,625	–	–	5,644	–	–	1,346,269	–	–	–	–	–	–	–	1,346,269	7,500
Ms. Lynn L. Elsenhans	1,218,750	–	–	5,644	–	–	1,224,394	–	–	–	–	–	–	–	1,224,394	13,500
Mr. Peter L. Cella ¹	–	–	–	2,822	–	–	2,822	–	–	–	–	–	–	–	2,822	13,500
Mr. Robert W. Dudley ²	1,340,625	–	–	5,644	–	–	1,346,269	–	–	–	–	–	–	–	1,346,269	–
Mr. Mark A. Weinberger	1,340,625	–	–	5,644	–	–	1,346,269	–	–	–	–	–	–	–	1,346,269	7,500
Mr. Stuart T. Gulliver	1,340,625	–	–	5,644	–	–	1,346,269	–	–	–	–	–	–	–	1,346,269	7,500
Total	6,581,250	–	–	31,042	–	–	6,612,292	–	–	–	–	–	–	–	6,612,292	49,500
Non-executive Directors																
H.E. Yasir O. Al-Rumayyan	1,828,125	–	–	83,092	–	–	1,911,217	–	–	–	–	–	–	–	1,911,217	6,000
H.E. Dr. Ibrahim A. Al-Assaf	1,218,750	–	–	6,484	–	–	1,225,234	–	–	–	–	–	–	–	1,225,234	7,500
H.E. Mohammed A. Al-Jadaan	1,218,750	–	–	6,484	–	–	1,225,234	–	–	–	–	–	–	–	1,225,234	7,500
H.E. Faisal F. Alibrahim ²	1,218,750	–	–	6,484	–	–	1,225,234	–	–	–	–	–	–	–	1,225,234	–
H.E. Mohammad M. Al-Tuwaijri ³	–	–	–	3,242	–	–	3,242	–	–	–	–	–	–	–	3,242	6,000
Mr. Khalid H. Al-Dabbagh	1,218,750	–	–	4,538	–	–	1,223,288	–	–	–	–	–	–	–	1,223,288	7,500
Total	6,703,125	–	–	110,324	–	–	6,813,449	–	–	–	–	–	–	–	6,813,449	34,500
Executive Directors																
Mr. Amin H. Nasser	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Total	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Total	13,284,375	–	–	141,366	–	–	13,425,741	–	–	–	–	–	–	–	13,425,741	84,000

1. Mr. Peter L. Cella departed from the Board and its Committees on June 30, 2024.

2. H.E. Faisal F. Alibrahim and Mr. Robert W. Dudley were elected to the Board on May 6, 2024.

3. H.E. Mohammad M. Al-Tuwaijri departed from the Board and its Committees on June 30, 2024.

In accordance with the Company's Bylaws, the Compensation Committee of the Board recommends Director remuneration, and the manner thereof, of the Chairman and each other member of the Board of Directors shall be set as it deems appropriate to the full Board for ratification. Non-executive/independent members of the

Board receive an annual fixed fee, a premium payment for those Directors chairing committees and the Board, reimbursement of any travel expenses, and health, welfare, and accommodation benefits for their service. Committee members receive no additional remuneration for their service on Board Committees, other than in the capacity as Chair of any committee. Executive members of the Board are not remunerated for their service as Directors.