Date: May 28, 2023



Recommendation of the audit committee

The recommendation of the audit committee of Nama Chemicals Company to the shareholders of the company regarding the appointment of the company's auditor for the second, third, fourth and annual quarters of the fiscal year 2023 and the first quarter of the fiscal year 2024.

The Audit Committee issued a previous recommendation on May 09, 2023 to select one of the offices mentioned in the list below to review and examine the company's financial statements for the second, third, fourth and annual quarters of fiscal year 2023 and the first quarter of fiscal year 2024, after reviewing the received offers and evaluating the offices submitted their offers to the company, the names of the offices are :-

#	Chartered accountant	Proposed fees (SAR)
1	Al-kharashi & co. accountants and legal auditors	542,850.00
2	Talal Abu-Ghazaleh Chartered Accountants	795,000.00

In view of the circular issued by the Capital Market Authority No. R / 1 / 6 / 3751 / 23 dated May 18, 2023 from the authority's agent for market institutions, which included that the authority did not accept any applications for registration of securities and put them to companies whose financial statements were reviewed from the offices referred to in the circular, where the Office of the first candidate was listed among those names (kharashi & co .accountants and legal auditors). Accordingly, the committee reissues its recommendation to the General Assembly of the company's shareholders to select the second candidate (Talal Abu-Ghazaleh chartered accountants) to conduct the external audit of the company for the period referred to above.

Chairman of the audit committee

Abdullah Jaber Al-Fifi

Tel: +966 (13) 347 8888 Fax: +966 (13) 347 8666





Recommendation of the Board of Directors to appoint Mr. Fahad Abdullah Al-Khonaini as a member of the Board of Directors



شركة نماء للكيماوبات قرار مجلس الإدارة التمريري رقم 20-م د-2022 الخاص بتعيين عضو في المركز الشاغر بتاربخ 1444/04/12هـ المو افق 2022/11/06م

بناءاً على ما ورد في المادة الثامنة عشر من النظام الأساسي لشركة والتي تنص على أنه (إذا شغر مركز أحد أعضاء المجلس كان للمجلس أن يعين -مؤقتاً- عضواً في المركز الشاغر ممن تتوفر فيه الخبرة الكافية)، وبناء على توصيت لجنة الترشيحات و المكافآت إستناداً على المادة الثالثة (إختصاص اللجنة) من لائحة عمل اللجنة و التي تقتضي برفع توصيتها الى المجلس بترشيح عضو في المركز الشاغر، فقد أصدر مجلس إدارة شركة نماء للكيماوبات القرار التمريري الآتي نصه:-

- 1- تعيين الأستاذ/فهد بن عبدلله بن عبدالعزبز الخنيني (عضو مستقل في المجلس) لاستكمال الدورة الحالية و التي ابتدأت بتاريخ 2022/02/17م ولمدة ثلاث سنوات و تنتهى بتاريخ 2025/02/16م.
- 2 تسري عضوية العضو المعين من تاريخ هذا القرار وحتى انتهاء مدة المجلس الحالى، علماً بأن موافقة المجلس لا تعد نهائية وسوف يعرض هذا التعيين على أول اجتماع للجمعية العامة لإقراره وفقاً لمتطلبات النظام.

وعليه جرى التوقيع

رئيس مجلس الإدارة

م. عبدالله بن محمد السالم

عضو مجلس

م. عبدالله بن هجرس السبيل

نائب رئيس مجلس الإدارة

website: www.nama.com.sa

Recommendation of the Board of Directors to appoint Mr. Moahmmed A. Al-Showair a member of the Board of Directors



شركة نماء للكيماويات قرار مجلس الإدارة التمريري رقم 04/م د/ 2023 الخاص بتعيين عضو في المركز الشاغر بتاريخ 1444/11/02هـ المو افق 2023/05/21م

بناءاً على ما ورد في المادة الثامنة عشر من النظام الأساسي لشركة والتي تنص على أنه (إذا شغر مركز أحد أعضاء المجلس كان للمجلس أن يعين -مؤقتاً- عضواً في المركز الشاغر ممن تتوفر فيه الخبرة الكافية)، وبناء على توصيت لجنة الترشيحات و المكافآت إستناداً على المادة الثالثة (إختصاص اللجنة) من لائحة عمل اللجنة و التي تقتضي برفع توصيتها الى المجلس بترشيح عضو في المركز الشاغر، فقد أصدر مجلس إدارة شركة نماء للكيماويات القرار التمريري الآتي نصه:-

- 1- تعيين الأستاذ/محمد بن عزام الشويعر (عضو مستقل في المجلس) بدلاً من العضو المستقيل الأستاذ/عبدالله بن جابر الفيفي، لاستكمال الدورة الحالية و التي ابتدأت بتاريخ 2022/02/17م ولمدة ثلاث سنوات و تنتهي بتاريخ 2025/02/16م.
- 2- تسري عضوية العضو المعين من تاريخ 2023/06/01م وحتى انتهاء مدة المجلس الحالي، علماً بأن موافقة المجلس لا تعد نهائية وسوف يعرض هذا التعيين على أول اجتماع للجمعية العامة لإقراره وفقاً لمتطلبات النظام.

وعلى ذلك جرى التوقيع.

أ. عبدالله بن جابر الفيفي

عضو مجلس

متحفظ وارجو التأكد من عدم وجود قضايا مرفوعة ضد المرشح

م. سعيد بن أحمد بايونس

عضو مجلس

أ. هيثم بن فيصل أسكوبي عضو مجلس م. عبدالله بن هجرس السبيل

نائب رئيس مجلس الإدارة

تحفظ لم تردنا السيرة الذاتيه للمرشح واسباب كرك اختياره

> أ. محمد بن زهير مراد عضو مجلس

أ. فائز بن أحمد الأحمري

ا. فائز بن احمد الاحمري رئيس مجلس الإدارة

أ. فهد بن عبدالله الخنيني

أ. فهد بن عبدالله الخنيني
 عضو مجلس

بريد إلكتروني: csr@nama.com.sa فاكس: ۴۹۹۱ (۱۴) ۴٤٧ م

website: www.nama.com.sa

Recommendation of the members of the board of directors to the General Assembly of shareholders to amend the basic regulations of Nama Chemicals Company, the work regulations of the executive committee, the work regulations of the Audit Committee, the work regulations of the remuneration and Nominations Committee, the remuneration policy of the members of the board of directors, its committees and the executive management



شركة نماء للكيماوبات توصيت مجلس الإدارة التمريري رقم 05/م د/ 2023 الخاص بالمو افقة على تعديل النظام الاساس و لو ائح اللجان والسياسات بتاريخ 1444/11/05هـ المو افق 2023/05/25م

أصدر مجلس إدارة شركة نماء للكيماويات توصيته بالموافقة على تعديل النظام الأساس لشركة نماء للكيماويات و لائحة عمل اللجنة التنفيذية و لائحة عمل لجنة المراجعة و لائحة عمل لجنة المكافات والترشيحات و سياسة مكافآت أعضاء مجلس الادارة ولجان المنبثقة عنه والإدارة التنفيذية " ورفع هذه التوصية إلى أقرب إجتماع جمعية عمومية للموافقة النهائية علها، تماشياً مع نظام الشركات الجديد.

وعلى ذلك جرى التوقيع.

أ. عيدالله بن جابر الفيف

م. عبدالله بن هجرس السبيل نائب رئيس مجلس الإدارة

أ. فائزين أحمد الأح رئيس مجلس الإدارة

عضو مجلس

أ. هيثم بن فيصل أسكوبي

عضو مجلس

أ. محمد بن زهير مراد عضو مجلس

بد بن عبدالله الخنيني

عضو مجلس

NAMA CHEMICALS Saudi Joint Stock Company C.R. 2055007420

P.O. Box 11919 Paid up Capital SR 235, 200,000 Jubail Ind. City 31961, K.S.A Tel: +966 (13) 347 8888 E-mail: csr@nama.com.sa Fax: +966 (13) 347 8666



website: www.nama.com.sa



مربب ١٩١٩ – معينة الجييل الصناعية ٢١٩٦١ -411 (IT) TEV (AAA : allie

رأس المال المعوج ٢٠٠٠، ٢٠٠٠ ريال سعودي الملكة العربية السعودية

اء للک يماويات شركة مساهمة سعودية Tiperivity Time

بريد الكتروني: csr@nama.com.sa فاكس: ۲٤٧٨٦١٦ (١٣)

Recommendation of the members of the board of directors to the General Assembly of shareholders to approve the disbursement of (1,404,379) one million four hundred and four thousand three hundred and seventy-nine rivals, which is the total remuneration of the members of the board of directors for the fiscal year ending on 31/12/2022 ad.



شركة نماء للكيماوبات توصية مجلس الإدارة التمريري رقم 06/م د/ 2023 الخاص الخاص بمكافآت اعضاء المجلس لعام 2022 بتاريخ 1444/11/05هـ المو افق 2023/05/25م

بناء على سياسة مكافآت أعضاء مجلس الادارة ولجان المنبثقة عنه والإدارة التنفيذية، فقد اصدر مجلس الإدارة توصيته الى الجمعية العمومية بالموافقة على صرف مبلغ (1,404,379) مليون وأربعمائة وأربعة ألفاً وثلاثمائة وتسعة وسبعون ربال، وهو اجمالي مكافاة أعضاء مجلس الإدارة عن العام المالي المنتهي في 2022/12/31 م. وعليه أقر المجلس برفع هذه التوصية إلى أقرب إجتماع جمعية عمومية للموافقة النهائية علها..

وعلى ذلك جرى التوقيع.

أ. عبدالله بن جابر الفيف عضو مجلس

م. سعيد بن أحمد بايونس عضو مجلس

م. عبدالله بن هجرس السبيل نائب رئيس مجلس الإدارة

أ. فائزبن أحمد الأحمري رئيس مجلس الإدارة

أ. هيثم بن فيصل أسكوبي

أ. محمد بن زهير مراد عضو مجلس



أ. فهد بن عبدالله الخنيني عضو مجلس

NAMA CHEMICALS Saudi Joint Stock Company Paid up Capital SR 235, 200,000 Jubail Ind. City 31961, K.S.A C.R. 2055007420 E-mail: csr@nama.com.sa

P.O. Box 11919 Tel : +966 (13) 347 8888

Fax: +966 (13) 347 8666





ص.ب ١١٩١٩ - مدينة الجبيل الصناعية ١٩٦١ الملكة العربية السعودية مانف: ۱۳۸ (۱۳) ۲۱۷ (۱۳) ۲۴۱-

له للکسیمناوینات شركة مساهمة سعودية رأس المال المسقوع . ٠٠٠٠٠٠٠٠٠٠٠٠٠ ريال سعودي Treesever -بريد الكتروني: csr@nama.com.sa فاكن: ۴٤٧٨٦٢٦ (١٢) ١٩٠١،



The Report Of The Audit Committee In Nama Chemical Company For The Fiscal Year Ending December 31, 2022, AD

Dear Shareholders of Nama Chemical Company,

The Audit Committee in Nama Chemical Company is pleased to present to the company's honorable shareholders its annual report for the financial year ended On December 31, 2022, which includes its opinion on the adequacy and integrity of the internal control system in the company and the work it carried out within the scope of its competence. Where the audit committee aims to assist the board of directors in fulfilling its duties regarding the integrity of the company's financial statements, the effectiveness of the internal control systems, the qualifications and independence of the external auditor, and the evaluation and examination of the efficiency of the company's accounting systems and financial controls. Three independent members, including two independent members from outside the board. The Committee held five meetings during the year 2022 AD. The following are the most important activities and achievements undertaken by the Committee, within the framework of the terms of reference assigned to it during the fiscal year 31 Dec 2023:

First: The Financial Statements:

2021 AD and the financial statements for the first quarter /12/ The Audit Committee studied the company's financial statements for the fiscal year ending 31, and the second and third for the fiscal year 2022 AD, where observations were made and discussed with the external auditors. And it was emphasized that there are no material observations that may affect the fairness of the financial statements, and the committee expressed its opinion, and the recommendation was submitted to the Board of Directors for approval.

Second: The External Auditors:

The committee recommended to the Board of Directors and the General Assembly to nominate the auditor for the company, after studying the offers submitted by the auditing firms, as the company's general assembly approved on June 13, 2022, the appointment of Al-Kharashi office and its partners, accountants, and certified auditors, as auditors for the company. This is to review and audit the financial statements for the second third and annual quarters of the fiscal year 2022 AD and the first quarter of the fiscal year 2023 AD and determine his fees. During the external auditor's performance of the tasks entrusted to him, the committee did the following: verifying their independence and eligibility, ensuring the implementation of the scope of the audit work entrusted to them during the



performance of their duties, and full cooperation by the executive management, and reviewing the external auditors' report and their observations regarding the company's financial statements.

Third: Internal Audit:

The committee agreed to re-appoint the consulting office (The United Accountants Company "RSM") to implement the approved internal audit plan for the year 2022 AD, after ensuring the application of tender procedures among the approved auditing firms and based on the technical and professional evaluation and the financial cost. The committee followed up and reviewed the periodic reports issued by the consulting office related to the extent of progress and percentage of achievement in implementing the approved and implemented audit plan, considered the most important observations, and gave the necessary directions to address any deficiencies related to the departments subject to the audit plan. By adopting time commitment standards in following up and addressing these observations and reporting to the committee the results of the follow-up. It is worth noting that the position of the Director of Internal Audit has been vacant since the beginning of June 2022, and he is responsible for following up the implementation of the consulting office of the internal audit tasks entrusted to it in addition to communicating with the committee review in relation to the results of audit engagements, The executive management has been instructed to work on recruitment and reporting to the committee what is done to complete the appointment procedures according to the regulations, and it will be directly the director of internal audit for his work on March 26, 2023 AD.

Fourth: Other Tasks:

On a regular basis, the Board of Directors is informed about the activities of the committee and its observations about the general internal control system, and appropriate recommendations are made to the Board of Directors and the executive management of the company in any area that falls within the responsibilities of the committee and requires action or improvement. During its meetings, the committee noted that the company operates at low operating rates between 20% and 30% of the design capacity of some products (epoxy and calcium chloride). The executive management of the company stated that this is due to several factors, including: limited capital to provide the necessary quantities of feedstock for the epoxy product, as well as fluctuations in global demand, and supply chain problems, and the company has a plan to gradually raise operational capacity The committee considers the need to review the operational plan periodically to solve these problems and benefit from the design capabilities of the company's factories.



In addition to the above, the committee's work regulations have been updated in accordance with professional standards and regulatory requirements and have been submitted to the Board of Directors for approval by the General Assembly.

Fifth: The Committee's Opinion On The Extent Of Efficiency And Effectiveness Of The Governance And Internal Control Systems:

based on the audit committee's assessment of the internal audit results in relation to the internal control system through discussion with the consulting office in charge of implementing the approved audit plan, reviewing the work plan of the external auditor and his work, and considering the financial statements reports and its observations, the committee found that it needed improvement. And since any internal governance or control systems, regardless of their degree of efficiency and effectiveness, cannot provide absolute assurance, and therefore the committee recommended updating the corporate governance regulations in line with the new corporate governance system, to include: (1) Establishing a governance and compliance department and investor relations and the development of specific policies to assist management by ensuring the implementation of relevant laws and regulations, (2) forming an internal administrative committee concerned with risk management and business continuity, and (3) controls for activating control systems related to cyber security.

<u>In Conclusion</u>: The Audit Committee thanks the Board of Directors of Nama Chemical Company, the executive management, and all employees for their cooperation during the past period, wishing them continued success.

Mr. Abdul Rahman A. Balghunaim

Mr. Mofdy Ali Atnan

Member of the Committee

Member of the Committee

Mr. Abdullah Jaber Al-Fifi

Chairman of the Committee