

## Attached No. (1)

### General Assembly meeting Agenda

---

## Agenda of the General Assembly Meeting (First Meeting)

---

1. Voting on External Auditor Report for the fiscal year ended on 31/12/2024 after discussion.
  2. Review and discuss Financial Statements for the fiscal year ended on 31/12/2024.
  3. Review and discuss Board of Directors Report for the fiscal year ended on 31/12/2024.
  4. Voting on appointment of an External Auditor for the Company from among the candidates nominated based on recommendation of Audit Committee to review and audit financial statements of the second quarter, third quarter and the annual of the fiscal year 2025, in addition to first quarter of 2026, and determining its fees.
  5. Voting on the discharge of Board of Directors members for the fiscal year ended on 31/12/2024.
  6. Voting on authorizing Board of Directors to distribute interim dividends, semi-annual or quarterly for the fiscal year 2025.
  7. Voting on the transactions and contracts between the Company and National Agricultural Development Co. (NADEC) during the year 2024, in which the previous Board Member Mr. Khalid Salem Al-Rowais has indirect interest, which is a sale of finished products with a transaction amount of (1,742,963) SAR, these contracts and transactions were concluded without conditions or preferential benefits. (attached)
-

## Agenda of the General Assembly Meeting (First Meeting)

---

8. Voting on the Board of Directors resolution of appointing (Eng. Abdullah Ali Al-Bakr) as an independent member of Board of Directors, starting from the appointment date on 17/03/2025 to complete the Board cycle ending on 28/03/2026, succeeding the previous member Mr. Khalid Salem Al-Rowais – an independent member (CV attached)

## **Attached No. (2)**

### **Report of the Audit Committee to the General Assembly Meeting**

---

## Audit Committee's Report to the General Assembly for 2024

---

The Audit Committee of SABIC Agri-Nutrients Company is pleased to provide its valued shareholders its annual report of the fiscal year ended on December 31, 2024 on the adequacy of the internal control systems of the Company, which is one of the main responsibilities entrusted to the Board of Directors. The Audit Committee aims to assist the Board of Directors in fulfilling its entrusted responsibilities and provide its recommendations to the Board of Directors that would promote and develop the system in the manner that achieves the Company's objectives and protects interests of shareholders with high efficiency.

Audit Committee undertakes its responsibilities according to its charter approved by the Company's General Assembly in line with the regulatory requirements and performs its duties regarding oversight of performance of Internal Audit Department, study its reports, approval of its work plan, ensuring integrity and effective application of internal control systems, study of quarterly and annual financial statements. Moreover, Audit Committee study accounting policies adopted by the Company and submit recommendations to the Board of Directors on nomination of the Company's external auditors.

Furthermore, Audit Committee submits its recommendations to the Board of Directors on the necessary matters and receives ongoing support from the Board of Directors to empower it and improve its performance in executing its works and duties.

Within the framework of regulatory reports, Audit Committee follow up with Executive Management on necessary corrective measures taken towards the observations contained in such reports. In addition, Audit Committee receives numerous reports from the Executive Management, internal auditor and external auditor related to Executive Management's implementation and monitoring of the activities of internal control systems. Moreover, the external auditor and internal auditor shall carry out the audits to express opinion on effectiveness of approved internal control systems.

In our opinion, as at December 31, 2024, based on what was provided by the Executive Management, reports from external auditor and internal auditor issued throughout the year, we have not found any material observations on the internal control system that would affect the integrity and fairness of the financial statements, knowing that any internal control system cannot provide absolute assurance. However, it will provide reasonable assurance that no material weakness came to the committee attention in internal control system.

---

## **Attached No. (3)**

**Notification From the Board of  
Directors to the General Assembly  
Meeting, and Limited Assurance Report  
Issued By The External Auditor**

**(Item Seven)**

---

خطاب تبليغ الجمعية العامة بالأعمال والعقود التي لعضو مجلس الإدارة  
مصلحة غير مباشرة فيها، وتقرير التأكيد المحدود الصادر من مراجع  
الحسابات الخارجي للشركة

Letter of Notification to General Assembly Meeting of Transactions and Contracts  
in which a Board Member has indirect interest, and The Limited Assurance Report  
Issued by External Auditor

ASF

ASF

SAA

SAA

AHH

AHH

SAH

SAH

AYK

AYK

ASH

ASH

AAB

AAB

AMZ

AMZ

صفحة 1 من 3

## خطاب تبليغ الجمعية العامة بالأعمال والعقود التي لعضو مجلس الإدارة مصلحة غير مباشرة فيها، وتقرير التأكيد المحدود الصادر من مراجع الحسابات الخارجي للشركة


Date: 23 March 2025 Corresponding to (23 Ramadan 1446H)		التاريخ: ٢٣ مارس ٢٠٢٥م الموافق (٢٣ رمضان ١٤٤٦هـ)	
<b>Subject:</b>	Letter of Notification to General Assembly Meeting of Transactions and Contracts in which a Board Member has indirect interest, and The Limited Assurance Report Issued by External Auditor	<b>الموضوع:</b>	خطاب تبليغ الجمعية العامة بالأعمال والعقود التي لعضو مجلس الإدارة مصلحة غير مباشرة فيها، وتقرير التأكيد المحدود الصادر من مراجع الحسابات الخارجي للشركة
<p>With reference to clause (1) of article (27) and clause (1) of article (71) of the Companies Law, SABIC Agri-Nutrients Board of Directors "The Board" would like to inform General Assembly of transaction and contracts in which the previous Board Member Mr. Khalid Salem Al-Rowais has indirect interest, which the company seeks approval of the General Assembly on them. These transactions were also presented to the Board of Directors without the member with an indirect interest participating in voting on the decisions related to them.</p> <p>We attach to you a statement of the details related to these transactions, their nature, duration, and value as shown in the table below. We also attach to you the report of the company's external auditors in this regard.</p> <p>With best regards,</p>		<p>بالإشارة إلى متطلبات الفقرة (١) من المادة (٢٧) والفقرة (١) من المادة (٧١) من نظام الشركات، يود مجلس إدارة شركة سابك للمغذيات الزراعية "المجلس" إبلاغ جمعيتكم الموقرة بالأعمال والعقود والتي لعضو مجلس الإدارة السابق الأستاذ/ خالد بن الرويس مصلحة غير مباشرة فيها، حيث تسعى الشركة للحصول على ترخيص من الجمعية العامة عليها، كما تم عرض هذه التعاملات على مجلس الإدارة دون اشتراك العضو ذو المصلحة غير المباشرة في التصويت على القرارات المتعلقة بها.</p> <p>ونرفق لكم بيان التفاصيل المتعلقة بهذه التعاملات، وطبيعتها ومدتها وقيمتها كما هو موضح في الجدول أدناه، كما نرفق لكم أيضاً تقرير مراجع حسابات الشركة الخارجي بهذا الشأن.</p> <p>وتقبلوا وافر التحية والتقدير،</p>	

المبلغ (ريال سعودي)	المدة	شروط المعاملات	طبيعة المعاملات	اسم العضو	اسم الشركة
١,٧٨٢,٩٦٣	سنة	لا يوجد شروط تفضيلية	مبيعات	خالد بن سالم الرويس	الشركة الوطنية للتنمية الزراعية (نادك)

Company Name	Member Name	Nature of Transactions	Terms & Conditions	Duration	Amount (SAR)
National Agricultural Development Co. (NADEC)	Khalid Salem Al-Rowais	Sales	No preferential terms	1 Year	1,742,963

  
ASF

  
SAA

  
AHH

  
SAH

  
AYK

  
ASH

  
AAB

  
AMZ

صفحة 2 من 3



خطاب تبليغ الجمعية العامة بالأعمال والعقود التي لعضو مجلس الإدارة مصلحة غير مباشرة فيها،  
وتقرير التأكيد المحدود الصادر من مراجع الحسابات الخارجي للشركة



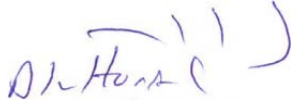
المهندس/ أنس بن يوسف كنتاب  
عضو مجلس الإدارة

Eng. Anas Yousef Kentab  
Board Member



الأستاذ/ عبدالرحمن بن محمد الزغبيني  
عضو مجلس الإدارة

Mr. Abdurahman Mohammed Al-Zoghaibi  
Board Member



المهندس/ عبدالعزيز بن سليمان الحميد  
عضو مجلس الإدارة

Eng. Abdulaziz Suliman Al-Humaid  
Board Member



الأستاذ/ عبدالعزيز بن هبدان الهبدان  
عضو مجلس الإدارة

Mr. Abdulaziz Habdan Al-Habdan  
Board Member



المهندس/ عبدالله بن علي البكر  
عضو مجلس الإدارة

Eng. Abdullah Bin Ali Al-Bakr  
Board Member



الأستاذ/ سليمان بن عبدالعزيز الحصين  
عضو مجلس الإدارة

Mr. Soliman Abdulaziz Al-Hosain  
Board Member



المهندس/ عبدالرحمن بن صالح الفقيه  
رئيس مجلس الإدارة

Eng. Abdulrahman Saleh Al-Fageeh  
Chairman of Board



المهندس/ سمير بن علي آل عبدربه  
نائب رئيس مجلس الإدارة

Eng. Samir Ali Al Abdrabbuh  
Vice Chairman



To the Board of Directors  
SABIC Agri-Nutrients Company (SABIC-AN)

***Limited assurance report on the Board of Directors' declaration to the shareholders of SABIC Agri-Nutrients Company (SABIC-AN)***

We have undertaken a limited assurance engagement in respect of the accompanying declaration of related party transactions for the year ended 31 December 2024 from the Board of Directors of SABIC Agri-Nutrients Company (SABIC-AN) (the "Company") prepared in accordance with the applicable criteria mentioned below so as to comply with the requirements of Article 71 of the Regulations for Companies (the "Declaration").

***Subject matter***

The Subject Matter for our limited assurance engagement is the Declaration prepared by the management of the Company and approved by the Board of Directors as attached to this report and submitted to us.

***Criteria***

The applicable Criteria is the requirement of Article 71 of the Regulations for Companies issued by the Ministry of Commerce (the "Regulations") which states that, subject to the provision of Article 27 of the Regulations, any member of the Board of Directors (the "Board") with any interest, both directly or indirectly, in the transactions or contracts made for the account of the Company shall declare such interests to the Board for the approval of the general assembly of the Company. The board member must notify the Board of such interest and excuse himself in vote by the Board to approve such transactions or contracts. The Board will notify the general assembly of transactions and contracts in which a member of the Board has a direct or indirect interest.

***Management's responsibility***

The management is responsible for the preparation of the Declaration in accordance with the Criteria and ensuring its completeness. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Declaration that is free from material misstatement, whether due to fraud or error.

***Professional ethics and quality management***

We have complied with the independence requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the "Code"), that is relevant to our limited assurance engagement in the Kingdom of Saudi Arabia and we have fulfilled our other ethical responsibilities in accordance with the Code's requirements.

The firm applies International Standard on Quality Management 1 ("ISQM 1"), as endorsed in the Kingdom of Saudi Arabia, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.



### ***Our responsibility***

Our responsibility is to express a limited assurance conclusion on the Declaration based on the procedures we have performed and the evidence we have obtained. We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised), 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information', as endorsed in the Kingdom of Saudi Arabia. This standard requires that we plan and perform this engagement to obtain limited assurance about whether anything has come to our attention that causes us to believe that the Company has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration for the year ended 31 December 2024.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

### ***Summary of work performed***

We planned and performed the following procedures to obtain limited assurance over the Company's compliance with the requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration:

- Discussed with the management the process for obtaining business and contracts by any of the board members with the Company.
- Obtained the accompanying Declaration that includes the list of all transactions and agreements entered into by any of the board members of the Company, either directly or indirectly, with the Company during the year ended 31 December 2024.
- Reviewed the minutes of the Board meetings that indicate that the board member notified the Board on the transactions and agreements entered into by the board member during the year ended 31 December 2024; and further that the concerned board member did not vote on the resolution issued in this regard at the meetings of the Board.
- Reviewed confirmations obtained by the management from the board members on the transactions and agreements entered into by the board member during the year.
- Reviewed the consistency of the transactions and agreements included in the Declaration with the disclosure in Note 31 to the audited financial statements for the year ended 31 December 2024.

### ***Inherent limitations***

Our procedures relating to the preparation of the Declaration in accordance with the requirements of the Article 71 of the Regulations for Companies are subject to inherent limitations and, accordingly, errors or irregularities may occur and not be detected.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement under ISAE 3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information', as endorsed in the Kingdom of Saudi Arabia. Consequently, the nature, timing and extent of the procedures outlined above for gathering sufficient appropriate evidence were deliberately limited relative to a reasonable assurance engagement, and therefore less assurance is obtained with a limited assurance engagement than for a reasonable assurance engagement.

Our procedures did not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, that are endorsed in the Kingdom of Saudi Arabia, and, accordingly, we do not express an audit opinion or a review conclusion in relation to the adequacy of systems and controls around the preparation of the Declaration.

This conclusion relates only to the Declaration for the year ended 31 December 2024 and should not be seen as providing assurance as to any future dates or periods, as changes to systems or controls may alter the validity of our conclusion.



### ***Limited assurance conclusion***

Based on our work described in this report, nothing has come to our attention that causes us to believe that the Company has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration.

### ***Restriction of use***

This report, including our conclusion, has been prepared solely upon the request of the management of the Company, to assist the Company and its Board of Directors in fulfilling its reporting obligations to the general assembly in accordance with Article 71 of the Regulations for Companies. The report should not be used for any other purpose or to be distributed to or otherwise quoted or referred to, without our prior consent to any other parties other than the Ministry of Commerce, Capital Market Authority and the shareholders of the Company. To the fullest extent permitted by law, we do not accept or assume responsibility to any third party.

### **PricewaterhouseCoopers**

Bader I Benmohareb  
License Number 471



23 March 2025

## **Attached No. (4)**

**CV of the Board Member appointed  
to the vacant position**

**(Item Eight)**

---

## Form No. (1) Resume

A) Personal information of the Nominee						
Full name	Abdullah bin Ali bin Abdullah Al Bakr					
Nationality	Saudi			Date of birth	27 November 1954	
B) Academic Qualifications of the Nominee						
#	Qualifications	Major	Date of obtaining the Degree	Name of Awarding Entity		
1	Bachelor Degree	Chemical Engineering	1977	King Fahd University of Petroleum and Minerals		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2009 - 2015	SABIC, Vice President of Manufacturing in fertilizer sector - SABIC Agri-Nutrients Company (formerly SAFCO), Ibn Al-Baytar Company, Al-Bayroni Company					
2009 - 2015	SABIC Agri-Nutrients (formerly SAFCO) and Ibn Al-Baytar Company, President					
2009 - 2015	Jubail Fertilizer Company (Al-Bayroni), President of the Company					
December 14, 1988 - March 13, 1999	National Industrial Gases Company (GAS), President					
1986	National Industrial Gases Company (GAS), Deputy General Manager					
1985	SABIC, Manager of Training and Development Department					
July 1983 – December 1983	SABIC, Brine/Caustic Operations Manager, Line Manager, Training, Recruitment, and Operations					
July 1977	Saudi Petrochemical Company (SADAF), joined SABIC Group and joined SADAF Company, where he was able to work - through SADAF Company - with Shell Oil Company (NORCO) in Louisiana, working in the process engineering department at the ethylene dichloride plant, and the Shell Oil Company manufacturing complex (Houston, Texas), process engineering at the chlor-alkali plant in Pennsylvania, process engineering at the ethylene dichloride plant, process engineering at chlorinated hydrocarbon burners, in addition to project management					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company Name	Main activity	Membership Type (executive, nonexecutive, independent)	Membership Nature (personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1						
2						
3						
4						
5						