Based on the Corporate Governance Regulations	Nomination and Remuneration Committee
issued by the Capital Market Authority Chapter Three	Regulation
Remuneration Committee Article Fifty Seven	These Regulation were adopted by the decision of the
Formation of the Remuneration Committee	forty-fifth ordinary general assembly held on
Paragraph (B) and the Nomination Committee Article	02/04/1439H corresponding to 20/12/2017G.
Sixty One Formation of the Nomination Committee	
Paragraph (b)	
Boot	<u>First: Issuance</u>
The Board approves the work of the Remuneration	1- This bylaw has been prepared pursuant to the
and Nomination Committee, which determines its	provisions of paragraph (b) of articles 60 and 64 of the
function, scope of work, powers and tasks, and	Corporate Governance Regulations issued by the
ensures the effectiveness of the regulations and	Capital Market Authority on 13/2/2017, which
compliance with them, provided that it submits its	stipulates that "The general assembly of the company
reports directly to the Board. The work shall be carried	shall, upon a proposal from the Board of Directors,
out in good faith and constant diligence with the	issue the remuneration committee's work regulations
necessary professional care and compliance with the	and nominations, provided that this regulation
relevant laws and regulations for the benefit of	includes the controls and procedures of the
shareholders, insured and other stakeholders. In	committee's work, its tasks, the rules for selecting its
compliance with the Corporate Governance	members, their term of office, and their
Regulations issued by the Capital Market Authority	remuneration."
pursuant to Resolution No. 16/08/2017. and date	
16/5/1438H corresponding to 13/2/2017G. Based on	
the Companies Law issued by Royal Decree No. M/3	
dated 28/1/1437H, as amended by the CMA Board	
Resolution No. 08/05/2023G. Dated 25/6/1444H	
corresponding to 18/01/2023G. Based on the	
Companies Law issued by Royal Decree No. M/132	
dated 1/12/1443H. Articles VII Fifty-first and sixty-	
first. When the Regulation approved the provisions of	
Chapter Four on the formation of the company's	
committees, Chapter One: General Provisions Article	
A and the provisions of Article Forty-Seven: Formation	
of Committees The company may merge the	
Remuneration and Nomination Committees into one	

committee called the Remuneration and Nomination	
Committee. The Committee shall meet periodically at	
least every six months.	
<u>Tariffs</u>	
The words and expressions mentioned in these	2- The two committees were merged into one
Regulations shall have the meanings assigned to them	committee pursuant to the provisions of paragraph (7)
unless the context otherwise requires.	of article (50) of the aforementioned governance
Regulation: Bylaw of the Remuneration and	regulations , which states: "The company may merge
Nomination Committee of Saudi Refineries Arabic	the remuneration and nomination committees into
Company.	one committee called the Remuneration and
"Authority" means the Capital Market Authority.	Nomination Committee. In such case, the
Capital Market: The Saudi Stock Exchange (Tadawul).	Remuneration and Nomination Committee shall meet
Board of Directors or Board: The Board of Directors	the requirements of either of them set forth in
of the Saudi Arabic Refineries Company.	Chapters III and IV of this Part and exercise all the
Committee: Remuneration and Nomination	competences set forth in Articles Sixty-One and Sixty-
Committee, Refineries Company Arabic Saudi Arabia.	Five of these Regulations, provided that the
Articles of Association: The Articles of Association of	Committee shall meet periodically at least every six
the Saudi Arabic Refineries Company.	months."
Regulation: Regulations of the Audit Committee of	
Saudi Arabic Refineries Company.	
Board of Directors: The Board of Refineries Company	
Arabic Saudi Arabia.	
Executive Member: A member of the Board of	
Directors who is a member of the executive	
management of the company and participates in the	
day-to-day management of the company and receives	
a monthly salary in return.	
Non-Executive Member: A member of the Board of	
Directors who provides technical opinion and advice	
and does not participate in any way in the	
management of the Company and the follow-up of its	
daily business and does not receive a monthly or	
annual salary.	

Independent Member: A non-executive boar	1
member who enjoys full independence in his positio	1
and decisions, and none of the symptoms of	f
independence stipulated in these Regulations apply t	
him.	
Senior Management (Executive Management): Thes	
include the Managing Director, the CEO and the	r
deputies, the Chief Financial Officer and directors of	f
key departments.	
Authorizer: The authority that has the authority t	
make decisions in accordance with the powers an	1
competencies approved by the company.	
First: - Formation of the Remuneration and	Second: - Composition of the Committee
Nomination Committee	
1. The Committee shall be formed by a decision of	f 1. The Committee shall be formed by a decision of
the Board of Directors of the Company, an	the Board of Directors.
membership shall begin at the beginning of th	e 2 The number of its members must not be less
Board session and end with its termination.	than three and not more than five, provided that
2. The number of members of the Committe	they are non-executive members of the Board of
consists of three to five non-executive member	5 Directors and that they include at least an
of the Board of Directors, whether shareholder	independent member, and non-executive
or others, provided that they include at least on	members or persons who are not members of the
independent board member.	Board may be used, whether they are
3. Upon a proposal from the Board of Directors, th	shareholders or others.
Company's General Assembly shall issue th	e 3. A Chairman shall be appointed from among the
Remuneration and Nomination Committe	members of the Committee, provided that he is
Regulations, provided that these regulation	an independent member.
include the Committee's work controls an	4. The term of office of the Committee shall not
procedures, its tasks, the rules for selecting it	exceed three years, and in all cases, the
members, the duration of their membership, and	membership of the Committee shall end with the
their remuneration.	termination of the membership of the Board of
4. The members of the Committee shall have th	Directors through which it was formed.
appropriate experience and qualifications in th	e 5. The Chairman and members of the Committee
	are committed to the principles of honesty,

tasks, responsibilities and nature of the Committee's work.

- 5. The Company shall notify the Authority of the names of the members of the Committee, their membership qualities upon their appointment and any changes that may occur to their membership within five working days from the date of the changes.
- 6. If the position of one of the members of the Committee becomes vacant, the Board of Directors may appoint a member to the vacant position, provided that he is one of those who have the necessary experience and competence.
- 7. The Board of Directors may exempt any member of the Committee in one of the following cases:
  - Resignation of the member from the Board of Directors or Committee.

The member is absent from three consecutive meetings or five separate meetings during the session of the Committee without an acceptable excuse.

honesty, loyalty, care and concern for the interests of the company and shareholders and put them ahead of their personal interest.

- 6. A committee member must have the appropriate qualifications and experience to carry out the work of the committee.
- 7. If the position of a member of the Committee is felt during the term of membership, the Board of Directors of the Company may appoint a member in his place to complete the term of his predecessor, and the Capital Market Authority shall be informed thereof in accordance with the Governing Rules.
- 8. The Board of Directors may dismiss or replace one or all of the members of the Committee at any time it deems appropriate, and the member of the Committee shall have the right to resign, provided that this is done at an appropriate time and so as not to harm the interests of the Company.
- 9. The company shall notify the Authority of the names of the members of the committees and their membership within five working days from the date of their appointment and any changes thereto within five working days from the date of the changes.

Second: - Members of the Remuneration and		Third: Terms of reference of the Committee
No	omination Committee	
1.	The Chairman of the Committee shall be chosen	With regard to remuneration, the Committee shall have
	from among them, and in case of absence from	the following competencies:
	the meeting of the Committee, the members	1. Preparing a clear policy for the remuneration of
	present shall choose one of them to chair the	the members of the Board of Directors and the
	meeting of the Committee.	committees emanating from the Board and the
	-	executive management, and submitting it to the

- 2. The Chairman of the Board may not chair the meetings of the Remuneration and Nomination Committee.
- The Chairman of the Committee may delegate a member to preside over the meeting in his absence.
- Non-executive members or non-members of the Board may be sought at the written request of the Chairman of the Committee.
- 5. The term of membership of the Committee may not exceed or exceed the session of the Council.
- 6. A member of the Committee must have the capacity of independence as stated in the Corporate Governance Regulations.

Board of Directors for consideration in preparation for approval by the General Assembly, taking into account in that policy the following of standards related to performance, disclosure, and verification of their implementation.

 Clarify the relationship between the bonuses granted and the applicable remuneration policy, and indicate any material deviation from this policy.
 Periodically review the remuneration policy, and evaluate its effectiveness in achieving the desired objectives.

4. Recommending to the Board of Directors the remuneration of the members of the Board of Directors, its committees and senior executives in accordance with the approved policy.

With regard to nominations, the Committee shall have the following competencies:

- Proposing clear policies and criteria for membership in the Board of Directors and executive management.
- Recommending to the Board of Directors the nomination and renomination of its members in accordance with the approved policies and standards, taking into account that no person who has previously been convicted of a crime against trust shall be nominated.
- Prepare a description of the capabilities and qualifications required for membership of the Board of Directors and fill the positions of executive management.
- 4. Determine the time that the member must allocate to the work of the Board of Directors.
- 5. Annual review of the necessary needs for appropriate skills or experience for board

	membership and executive management
	functions.
	<ol> <li>Review the structure of the Board of Directors and executive management and make recommendations regarding changes that can be made.</li> </ol>
	<ol> <li>Verify on an annual basis the independence of independent members, and the absence of any conflict of interest if the member is a member of the board of directors of another company.</li> <li>Develop job descriptions for executives, non- executive members, independent members and</li> </ol>
	senior executives.
	9. Establish special procedures in the event of a
	vacancy in the position of a member of the Board
	of Directors or senior executives.
	10. Identify the weaknesses and strengths of the
	Board of Directors, and propose solutions to
	address them in accordance with the interest of
	the company.
Third: - Tasks, responsibilities and authority of the	Fourth: Powers of the Committee
Remuneration and Nomination Committee	
I- <u>Regarding bonuses:-</u>	1. Access to sufficient data, documents and
1. Preparing a clear policy for the remuneration of	records related to the company's
the members of the Board of Directors and the	remuneration and compensation.
committees emanating from the Board and the	2. Seek the assistance of experts and specialists
executive management and submitting it to the	from inside or outside the company within
Board for consideration in preparation for	the limits of its powers, provided that this is
notapproval by the General Assembly, taking into	included in the minutes of the committee's
account in that policy the following of standards	meeting with the name of the expert and his
related to performance, disclosure and	relationship with the company or the
verification of their implementation.	executive management.
2. Clarify the relationship between the bonuses	
granted and the applicable remuneration policy ,	

and indicate any material deviation from this policy.

- 3. Periodically review the remuneration policy, and evaluate its effectiveness in achieving the desired objectives.
- Recommending to the Board of Directors the remuneration of the members of the Board, its committees and senior executives in accordance with the approved policy.
- 5. The Committee has the right to seek the assistance of consulting services from specialized external parties to carry out its role, when needed, and at the expense of the company after the approval of the Board.
- 6. View all data and documents related to the company's remuneration and compensation.

## II- <u>Regarding nominations:-</u>

- Proposing clear policies and criteria for membership in the Board and the executive management.
- 2. Recommending to the Council the nomination and re-nomination of its members in accordance with the approved policies and standards, taking into account not to nominate any person who has previously been convicted of a crime of dishonesty.
- Prepare a description of the capabilities and qualifications required for membership of the Board and fill the positions of executive management.
- 4. Annual review of the necessary needs for skills or experience appropriate to the membership of the

Board and the functions of executive management.

- Review the structure of the Board and Executive Management and make recommendations regarding changes that can be made.
- Verify on an annual basis the independence of independent members, and the absence of any conflict of interest if the member is a member of the board of directors of another company.
- Develop job descriptions for executives, nonexecutive members, independent members and senior executives.
- Establish special procedures in the event of a vacancy in the position of a member of the Board or senior executives.
- 9. Identify the weaknesses and strengths of the Board, and propose solutions to address them in accordance with the interest of the Company.
- 10. Determine the time that the member means to allocate to the work of the Council.
- 11. Evaluate the performance of the members of the Council and its committees on a regular basis.
- 12. The Committee shall publish the opening of nominations for membership of the Board of Directors well before the end of the term of the current Board (at least two months) on the Tadawul website and the Company's website.
- 13. The committee receives all applicants' applications (candidates), studies them, sorts them and makes observations, if any, for each applicant or candidate.
- All applications shall be submitted to the Board after filling out the forms of the Capital Market Authority from applicants or candidates for the

Board of Directors in preparation for their	
approval within the items of the General	
Assembly.	
15. The screening process for the names of applicants	
or candidates shall take into account the character	
of independence, especially the independent	
members. According to the company's articles of	
association and corporate governance regulations	
issued by the Capital Market Authority.	
The Committee shall abide by the list of criteria and	
procedures specified for membership in the Board of	
Directors.	
Fourth: - Remuneration Policy	Fifth: Meetings, controls and procedures of the work of the
	<u>Committee</u>
Without prejudice to the provisions of the Companies	1. The Committee shall meet periodically at
Law and the Capital Market Law and their	least every six months, the Committee shall
Implementing Regulations, the following shall be	meet at the written invitation of its Chairman
taken into account in the Remuneration Policy:	or any of its members or its secretary
1. Alignment with the company's strategy and	authorized by him well in advance of the date
objectives.	of the meeting, and the agenda and
2. Provide rewards for the purpose of motivating	documents shall be attached to the invitation.
board members and executive management to	2. The meeting of the Committee shall not be
make the company successful and grow in the	valid unless attended by at least the majority
long term, such as linking the changing part of the	of its members.
rewards to long-term performance.	3. In the event that one of the members is
3. Remuneration should be determined based on	unable to attend in originality, he may
the level of the job, the tasks and responsibilities	delegate another member of the Committee
assigned to the incumbent, educational	on his behalf, and the Committee member
qualifications, work experience, skills, and level	may not represent more than one member in
of performance.	attending the same meeting.
4. Consistency with the size, nature and degree of	4. A member of the Committee may participate
risk of the company.	in its meetings by modern means of
5. Taking into account the practices of other	communication (group telephone
companies in determining remuneration, while	conversation), and his participation in this

avoiding the resulting unjustified rise in remuneration and compensation.

- 6. To aim to attract, retain and motivate professional competencies, while not exaggerating them.
- 7. To be prepared in coordination with the Nomination Committee upon new appointments
- 8. Cases of suspension or refund of the remuneration if it is found that it was decided based on inaccurate information provided by a member of the Board of Directors or executive management, in order to prevent the exploitation of the employment situation to obtain undue remuneration .
- 9. Organizing the granting of shares in the company to the members of the Board and the executive management, whether it is a new issue or shares purchased by the company.
- 10. Recommending to the Board of Directors the adoption of the salary scale and allowances for employees.
- 11. Recommending to the Board of Directors the adoption of the principles of annual bonuses for all employees of the Company.

The Committee shall have the right to seek the assistance of external consultants as the Committee deems necessary to perform its duties necessary to fulfill its responsibilities. case shall be considered as the person who attended in originality, in the event that he was unable to attend in person for any emergency reason.

- 5. The decisions of the Committee shall be issued by a majority of the votes of the members present and represented at the meeting, and in the event of equality of votes, the side with which the chairman of the meeting voted shall prevail.
- 6. No member of the Board of Directors and the Executive Management except the Secretary of the Committee is entitled to attend its meetings unless the Committee requests to hear his opinion and obtain his advice.
- 7. The Secretary of the Committee shall record and document its meetings and prepare minutes thereof containing the discussions and deliberations, recommendations and results of voting, and keep them in a special and organized register, and indicate the names of the members present and the reservations they have expressed - if any -, and these minutes shall be signed by all members present and the Secretary.
- A member of the Committee shall be deemed to have resigned if he fails without an acceptable excuse to the Committee to attend the meetings of the Committee for more than three consecutive sessions.

Fifth: - Nomination Procedures	Sixth: - Nomination Procedures
The company shall publish the candidacy	When nominating the members of the Board of
announcement on the company's website, the	Directors, the Nomination Committee shall take into
market's website and any other means determined by	account the terms and conditions of the Corporate

the	Authority, in order to invite persons wishing to run	Governance Regulations and the requirements
	membership of the Board, provided that the	decided by the Authority.
	ndidacy door remains open for at least one month	
	m the date of the announcement.	
Six	th: - The right of the shareholder to run	Seventh: Publication of the candidacy announcement
Wi	thout prejudice to the provisions of the Corporate	The company shall publish the announcement of
Go	vernance Regulations issued by the Capital Market	candidacy on its website, the website of the market
Au	thority, every shareholder in the Company shall	and in any other means specified by the Authority, in
hav	ve the right to nominate himself or others for	order to invite persons wishing to run for membership
me	mbership of the Board of Directors in accordance	of the Board of Directors, provided that the door for
wit	h the provisions of the Companies Law and its	candidacy remains open for at least one month from
Im	plementing Regulations.	the date of the announcement.
Sev	venth: - Meetings of the Remuneration and	Eighth: The right of the shareholder to run
No	mination Committee	
1.	The Committee shall hold its meetings	The provisions of these Regulation shall not prejudice
	periodically every six months in the fiscal year	the right of each shareholder in the Company to
	upon written invitation from the Chairman of the	nominate himself or others for membership of the
	Committee or his authorized representative, 15	Board of Directors in accordance with the provisions
	days before the date of the meeting, provided that	of the Companies Law and its Implementing
	the necessary documents are attached to the	Regulations.
	agenda.	
2.	The minutes of the committee's meetings and the	
	signature of the chairman and secretary of the	
	committee must be recorded in the official	
	records.	
3.	The minutes of the committee's meeting shall	
	indicate the attendance, the topics discussed, the	
	important consultations, the voting process, its	
	rejection and abstention (with reasons, if any), the	
	decisions taken and the reservations thereto, with	
	all documents reviewed or referred to attached to	
	the minutes of the meeting.	
4.	The decisions of the Committee shall be issued by	
	a majority of the votes present and represented at	

the meeting, and in the event of equality of votes, the side voted for by the Chairman of the Committee shall prevail.

- 5. Members of the Committee may attend and participate in its meetings through modern technology, and his participation in this case shall be considered as those who attended authentically, in the event that he cannot attend for any emergency reason.
- 6. The Chairman of the Committee shall determine the dates of the meetings of the Board, indicating the time, date, place and method of the meeting, and notification shall be made through the Secretary.
- 7. In the event that the members are late to attend on the date specified for the meeting for more than (15) fifteen minutes because the necessary quorum for the meeting is not completed, it shall be postponed and rescheduled again.

provided that they are sent to all members before

Eig	hth: - Agenda of the Committee	Ninth: Remuneration of Committee Members:
1.	The Secretary of the Committee shall send the	1- The annual remuneration of the members of the
	agenda proposed to be discussed in the	Committee shall be determined based on the policy
	Committee with the supporting documents and	set by the Board of Directors and in accordance with
	attachments before the date of the meeting, so	the Company's Articles of Association, the resolutions
	that it is not less than five working days for all	of the General Assembly of Shareholders and the
	members.	relevant laws and regulations.
2.	In the event that any member of the Committee	
	requests the inclusion of a topic on the proposed	
	agenda, submit a written invitation to the	
	Chairman of the Committee and send it within a	
	sufficient period to the Secretary of the	
	Committee with the supporting documents,	

	the date of the meeting, so that it is not less than	
	five working days.	
The	e members of the Committee shall discuss the	
top	ics that have been included in the agenda sent to	
the	m by the Secretary of the Committee and the new	
wo	rk of the previous topics or topics that do not need	
to	be prepared in advance by the members of the	
Co	mmittee.	
Nii	nth: - Documenting the meetings of the	2. The remuneration of committee members shall be
Re	muneration and Nomination Committee	fifty thousand riyals.
1.	The Secretary of the Committee shall document	3- The allowance for attending the session shall be
	all the meetings of the Committee and prepare	one thousand five hundred riyals.
	minutes for them that include the discussions and	
	deliberations that took place, indicate the place,	
	date , start and end time of the meeting,	
	document the decisions of the Committee and the	
	results of the vote, record and keep them in a	
	special and organized register, record the names	
	of the members present and sign these minutes	
	from the chairman of the meeting and all	
	members present and the Secretary of The secret.	
2.	The Secretary of the Committee documents all	
	committee meetings by writing and audio	
	recording of the committee meeting and saves it	
	in company documents.	
3.	The Secretary of the Committee shall send the	
	minutes of the meeting by e-mail after recording	
	what happened in the meeting and the	
	observations of the members of the Committee, if	
	any, within three working days from the date of	
	the meeting.	
4.	The members of the Committee shall sign the	
	minutes and record the reservations they have	

made, if any, and send them to the Secretary of the Committee within five working days to save them and send them to the Board of Directors for discussion and approval.

5. In the event that any member of the committee does not have the opportunity to sign the minutes for any circumstance, he may send evidence of his approval of the minutes and the minutes shall be signed at the first upcoming meeting of the committee.

The Committee shall keep all minutes, documents, reports and documents at the company's headquarters for a period of not less than ten years, and without prejudice to this period, the Committee shall, in the event of a lawsuit, including any existing or threatened lawsuit, claim or any ongoing investigation procedures related to such minutes, documents, reports, or documents, keep them until the end of such lawsuit, claim or existing investigation procedures.

Tenth: - Evaluation	The Committee determines the remuneration of the
	secretary in accordance with the applicable policies.
The Committee annually evaluates its performance	Tenth: - Final provisions
and submits the relevant report to the Council.	
Eleventh: - Responsibilities of the Secretary of the	These Regulations shall enter into force as of the date
Remuneration and Nomination Committee	of their adoption by the General Assembly and shall be
	published in accordance with the rules and
	regulations in force in this regard.
1. Save the reports submitted to the Committee.	
2. Provide the members of the committee with the	
agenda of the work, working papers, documents	
and information related to it, and any additional	
documents or information requested by any of	

the members related to the topics included in the agenda of the meeting.

- 3. Verify that the members of the Committee adhere to the procedures approved by the Council.
- 4. Inform the members of the Committee of the dates of the committees' meetings well in advance
- Presenting the draft minutes to the members of the Committee to express their views on them before signing them.
- Ensure that committee members receive a full and prompt copy of the minutes of committee meetings and information and documents related to the meeting.
- 7. Coordination between the members of the Committee.
- 8. Regulating the disclosure record of the members of the Committee in accordance with the provisions of Article Eighty-Nine of the Governance Regulations issued by the Capital Market Authority.
- 9. Provide assistance and advice to the members of the Committee.
- 10. Save all the documents discussed in the committee meeting attached to the minutes of the meeting.
- 11. Ensure the validity and duration of the authorization that the committee member is authorized to any member of the committee and that the saved copy is original.

The Committee shall determine the attendance remuneration and the annual remuneration of the Secretary of the Committee.

Twelfth: - Annual Remuneration	
The Chairman and members of the Committee and the	
Secretary shall be entitled to an annual remuneration	
according to the remuneration policy of the members	
of the Board of Directors, the committees emanating	
from the Board and the Executive Management	
approved by the General Assembly.	
Thirteenth: - Review of the Committee's work	
regulations	
The Committee's work regulations are reviewed	
annually or whenever the need arises, and in the event	
of the need to make any changes approved by the	
Committee, such changes are approved by the	
General Assembly upon the recommendation of the	
Board of Directors.	
Fourteenth: - Publication and access	
The Regulation shall be effective immediately upon	
approval by the Company's General Assembly.	