

# Nomination and Remuneration Committee

**The Nomination and Remuneration Committee assists the Board in setting and overseeing the nomination and remuneration policies in respect of the Board, any Board Committees and senior management. In such capacity, it is responsible for evaluating certain matters relating to Borouge’s executive management, evaluating the balance of skills, knowledge and experience of the Board and its Committees and, in particular, monitoring the independent status of the independent Directors.**



In addition, and subject to the Articles, the Nomination and Remuneration Committee assists the Board in determining its responsibilities in relation to remuneration, including making recommendations to the Board on the Company’s policy on executive remuneration and decisions on certain of the Group’s human capital policies, setting the overarching principles, parameters and governance framework of our remuneration policy and overseeing remuneration and benefits packages.

The Board has delegated to the Nomination and Remuneration Committee decisions in relation to the appointment, removal, and replacement of personnel reporting directly to the Company’s chief Executive Officer, senior vice presidents of the Group and management personnel reporting directly to the Group’s senior vice-presidents.

The Nomination and Remuneration Committee Terms of Reference require that the Nomination and Remuneration Committee must comprise four members. At least three of the members of the Nomination and Remuneration Committee will need to be Non-Executive Directors (of whom at least two will need to be independent), in each case within the meaning of those terms in the Governance Rules.

The members of the Nomination and Remuneration Committee acknowledge their responsibility for the Nomination and Remuneration Committee’s systems, review of their work mechanism, and ensuring their effectiveness. The Chairman of the Nomination and Remuneration Committee also acknowledges his responsibility for the Committee’s policy, review of its work mechanism and ensuring its effectiveness.

The following tables sets out the meetings held by the NRC in 2025:

Director	Position	Dated 18 March 2025	Dated 26 June 2025
Khaled Salmeen	Chairperson	(P)	(P)
Philippe René M. Roodhooft	Deputy Chair	(P)	(P)
Ayesha Al Hammadi	Member	(P)	(P)
Thomas Michael Boesen	Member	(P)	(P)

(A) Absent (P) Present