

Audit Committee

The Audit Committee assists the Board in discharging its responsibilities related to financial reporting, external and internal audits, and controls. This includes reviewing and monitoring the integrity of our financial statements, the extent of non-audit work undertaken by external auditors, advising on the appointment of external auditors, overseeing the relationship with our external auditors, and reviewing the effectiveness of both the external audit process and our internal control review function.



The ultimate responsibility for reviewing and approving the annual report and accounts remains with the Board. The Audit Committee gives due consideration to the applicable laws and regulations of the UAE, the ADGM, the SCA and the ADX.

The Audit Committee Terms of Reference requires that the Audit Committee must comprise six members. At least three members of the Audit Committee must be Non-Executive Directors (of whom at least two must be independent). In addition, at least one member is required to have practical audit, finance, or accounting experience. The Audit Committee is chaired by one of the independent members and includes other members elected by the Board as needed. The members of the Audit Committee are appointed in accordance with the relevant terms of reference.

The following table sets out the meetings held by the Audit Committee in 2025:

Director	Position	AC#4/2024 Dated 23 January 2025	AC#1/2025 Dated 22 April 2025	AC#2/2025 Dated 22 July 2025	AC#3/2025 Dated 21 October 2025
Khaled Al Zaabi (*)	Chairman	(P)	-	-	-
Tasnim Al Mzaini (**)	Member	(P)	-	-	-
Hetal Patel (***)	Chairman	-	(P)	(P)	(P)
Klaus Froehlich (****)	Member	-	(P)	(P)	(P)
Ahmed Abujarad	Member	(A)	(P)	(A)	(P)
Daniel Turnheim	Vice Chairman and Member	(P)	(P)	(P)	(P)
Thomas Boesen	Member	(P)	(P)	(P)	(P)
Sandra Mueller	Member	(P)	(P)	(P)	(P)

(A) Absent (P) Present

* Mr. Khaled Al Zaab resigned as Chairman of the Audit committee of Borouge Plc as of 25 February 2025.

** Ms. Tasnim Al Mzaini resigned as member of the Audit committee of Borouge Plc as of 25 February 2025.

The Audit Committee meets not less than four times per year. All members of the Audit Committee are required to comply with the Group’s information sharing protocol which sets out guidelines on matters relating to the sharing of material non-public information and insider trading.

The Audit Committee takes appropriate steps to ensure that the Company’s external auditors are independent of the Company as required by applicable law. The members of the Audit Committee acknowledge their responsibility for the Audit Committee’s systems, review of their work mechanism, and ensuring their effectiveness. The Chairman of the Audit Committee also acknowledges his responsibility for the Committee’s policy, review of its work mechanism and ensuring its effectiveness.

*** Mr. Hetal Patel appointed as Chairman of the Audit committee of Borouge Plc as of 25 February 2025.

**** Mr. Klaus Froehlich appointed as member of the Audit committee of Borouge Plc as of 25 February 2025.