

RABIGH REFINING AND PETROCHEMICAL COMPANY
(A Saudi Joint Stock Company)

**UNAUDITED INTERIM CONDENSED
FINANCIAL STATEMENTS**

For the three-month and nine-month periods ended
30 September 2011

**KPMG Al Fozan & Al Sadhan**

Al Dainy Plaza
Al Madinah Road
P. O. Box 55078
Jeddah 21534
Kingdom of Saudi Arabia

Telephone +966 2 658 1616
Fax +966 2 605 0597
Internet www.kpmg.com.sa

License No. 46/11/323 issued 11/3/1992

REVIEW REPORT ON THE INTERIM CONDENSED FINANCIAL STATEMENTS

The Shareholders
Rabigh Refining & Petrochemical Company
Rabigh, Kingdom of Saudi Arabia.

Scope of Review

We have reviewed the accompanying interim balance sheet of Rabigh Refining & Petrochemical Company (the Company) as at 30 September 2011, the related interim statements of income for the three-month and nine-month periods then ended and the interim statements of cash flows and changes in shareholders' equity for the nine-month period then ended and the attached condensed notes from 1 to 17 which form an integral part of these interim condensed financial statements. These interim condensed financial statements are the responsibility of the Company's management and have been prepared by them and submitted to us together with all the information and explanations which we required. Our responsibility is to express a conclusion on these interim condensed financial statements based on our review.

We conducted our review in accordance with the Auditing Standard on Review of Interim Financial Reporting issued by the Saudi Organization for Certified Public Accountants. A review consists principally of applying analytical procedures to financial data and information and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim condensed financial statements for them to be in conformity with accounting standards generally accepted in the Kingdom of Saudi Arabia.

For KPMG Al Fozan & Al Sadhan:

Ebrahim Oboud Baeshen
License No. 382



Jeddah, Dhul-Qida'h 20, 1432H
Corresponding to October 18, 2011

RABIGH REFINING AND PETROCHEMICAL COMPANY
(A Saudi Joint Stock Company)

INTERIM BALANCE SHEET (UNAUDITED)

As at 30 September 2011

(Expressed in Saudi Arabian Riyals '000)

	Notes	2011	2010
ASSETS			
Current assets:			
Cash and cash equivalents		2,515,708	1,581,838
Trade receivables		7,916,753	5,582,544
Inventories		4,235,716	2,914,645
Current portion of long-term loan	6	168,706	156,609
Prepayments and other current assets		226,944	204,020
Total current assets		15,063,827	10,439,656
Non-current assets:			
Property, plant and equipment	4	30,393,795	31,964,284
Leased assets	5	341,712	357,242
Intangible assets		331,457	302,079
Long-term investment	6	8,556	8,556
Long-term loan	6	2,770,269	2,937,946
Total non-current assets		33,845,789	35,570,107
Total assets		48,909,616	46,009,763
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Current portion of finance lease obligations		10,220	8,616
Current portion of long-term loans	7	1,442,465	639,248
Trade and other payables		13,819,608	10,236,728
Accrued Zakat	11	93,829	--
Accrued expenses and other current liabilities		725,511	905,338
Total current liabilities		16,091,633	11,789,930
Non-current liabilities:			
Long-term loans	7	19,818,287	21,260,752
Loan from founding shareholders	8	4,575,000	4,575,000
Finance lease obligations		363,136	370,483
Provision for deferred employee service awards		23,033	16,773
Employees' end of service benefits		27,963	9,865
Total non-current liabilities		24,807,419	26,232,873
Total liabilities		40,899,052	38,022,803
Shareholders' equity:			
Share capital	9	8,760,000	8,760,000
Statutory reserve	9	2,429,869	2,409,000
Employee Share Ownership Plan	10	(31,409)	(31,450)
Accumulated losses		(3,147,896)	(3,150,590)
Total shareholders' equity		8,010,564	7,986,960
Total liabilities and shareholders' equity		48,909,616	46,009,763

The accompanying notes 1 to 17 form an integral part of these interim condensed financial statements.

RABIGH REFINING AND PETROCHEMICAL COMPANY
(A Saudi Joint Stock Company)

INTERIM STATEMENT OF INCOME (UNAUDITED)

For the three-month and nine-month periods ended 30 September 2011
(Expressed in Saudi Arabian Riyals '000)

	Notes	<u>Three-month period ended</u>		<u>Nine-month period ended</u>	
		<u>30</u>	<u>30</u>	<u>30</u>	<u>30</u>
		<u>September</u>	<u>September</u>	<u>September</u>	<u>September</u>
		<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Sales		14,100,096	11,274,836	36,782,663	33,951,913
Cost of sales		(14,178,235)	(11,298,136)	(36,100,534)	(33,500,914)
Gross (loss) profit		(78,139)	(23,300)	682,129	450,999
General and administrative expenses		(178,551)	(164,660)	(579,207)	(566,370)
Marketing and selling expenses		(14,725)	(25,118)	(53,849)	(64,538)
Total expenses		(193,276)	(189,778)	(633,056)	(630,908)
Operating (loss) profit		(271,415)	(213,078)	49,073	(179,909)
Interest and other income	12	60,248	76,579	183,255	585,897
Financial charges		(69,412)	(100,691)	(216,757)	(249,863)
Net (loss) income		(280,579)	(237,190)	15,571	156,125
(Loss) earnings per share - SR	13	(0.32)	(0.27)	0.02	0.18

The accompanying notes 1 to 17 form an integral part of these interim condensed financial statements.

RABIGH REFINING AND PETROCHEMICAL COMPANY
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INTERIM STATEMENT OF CASH FLOWS (UNAUDITED)

For the nine-month period ended 30 September 2011

(Expressed in Saudi Arabian Riyals '000)

	30 September <u>2011</u>	30 September <u>2010</u>
Cash flows from operating activities		
Net income for the period	15,571	156,125
Adjustment to reconcile net income to net cash from operating activities:		
Depreciation	1,517,351	1,480,227
Amortization	35,324	111,078
Gain on derecognition of leased assets / liabilities	--	(310,843)
Provision for Employees Share Ownership Plan	4,728	4,728
Provision for employees' end of service benefits	19,562	4,849
Changes in operating assets and liabilities:		
Increase in trade receivables	(1,464,367)	(900,405)
Increase in inventories	(1,409,295)	(244,190)
(Increase) decrease in prepayments and other current assets	(577)	3,452
Increase in trade and other payable	1,920,182	931,303
Increase in accrued Zakat	19,506	--
(Decrease) increase in accrued expenses and other current liabilities	(42,147)	57,408
	<u>615,838</u>	<u>1,293,732</u>
Employee's end of service benefits paid	(2,434)	(275)
Net cash provided by operating activities	<u>613,404</u>	<u>1,293,457</u>
Cash flows from investing activities		
Additions to property, plant and equipment	(116,894)	(225,785)
Net movement in long-term investment and other balances with RAWEC	<u>116,967</u>	<u>109,026</u>
Net cash provided by (used in) investing activities	<u>73</u>	<u>(116,759)</u>
Cash flows from financing activities		
Net movement in short-term bank debts	--	(894,940)
Repayment of long-term loans	(639,248)	--
Repayment of finance lease obligations	(7,007)	(6,155)
Net cash used in financing activities	<u>(646,255)</u>	<u>(901,095)</u>
Net (decrease) / increase in cash and cash equivalents	(32,778)	275,603
Cash and cash equivalents at 1 January	<u>2,548,486</u>	<u>1,306,235</u>
Cash and cash equivalents at 30 September	<u><u>2,515,708</u></u>	<u><u>1,581,838</u></u>

The accompanying notes 1 to 17 form an integral part of these interim condensed financial statements.

RABIGH REFINING AND PETROCHEMICAL COMPANY
(A Saudi Joint Stock Company)

INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)

For the nine-month period ended 30 September 2011

(Expressed in Saudi Arabian Riyals '000)

	Share capital	Statutory reserve	Employee Share Ownership Plan	Accumulated losses	Total
Balance at 1 January 2011	8,760,000	2,429,869	(31,450)	(3,148,622)	8,009,797
Vesting of IPO shares	--	--	41	--	41
Net income for the period	--	--	--	15,571	15,571
Zakat charge for the period	--	--	--	(37,111)	(37,111)
Zakat reimbursed from shareholders	--	--	--	22,266	22,266
Balance at 30 September 2011	8,760,000	2,429,869	(31,409)	(3,147,896)	8,010,564
Balance at 1 January 2010	8,760,000	2,409,000	(31,467)	(3,306,715)	7,830,818
Vesting of IPO shares	--	--	17	--	17
Net income for the period	--	--	--	156,125	156,125
Balance at 30 September 2010	8,760,000	2,409,000	(31,450)	(3,150,590)	7,986,960

The accompanying notes 1 to 17 form an integral part of these interim condensed financial statements.

RABIGH REFINING AND PETROCHEMICAL COMPANY
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NOTES TO INTERIM CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

30 September 2011

(Expressed in Saudi Arabian Riyals '000)

1. ORGANIZATION AND PRINCIPAL ACTIVITIES

Rabigh Refining and Petrochemical Company ("the Company" or "PetroRabigh") is a company registered in Saudi Arabia under Commercial Registration No. 4602002161 issued from the Ministry of Commerce, Jeddah, on 15 Shaaban 1426H (corresponding to 19 September 2005). The founding shareholders of the Company agreed on 28 Rabi Al Awal 1428H (corresponding to 16 April 2007) to change the legal status of the Company from a Limited Liability Company to a Joint Stock Company with an increased share capital of SR 6,570 million registered under the revised Commercial Registration issued by the Ministry of Commerce, Riyadh with effective date of 22 Shawal 1428H (corresponding to 3 November 2007).

The Company launched an Initial Public Offering (IPO) of 219 million shares, equivalent to 25% of its post-issue enlarged capital, at SR 21 per share from 5 to 12 January 2008, on approval of application for admission of the shares to the official list by the Capital Market Authority. Following the IPO, the total authorized capital was increased from 657 million to 876 million shares at a par value of SR 10 per share under the revised Commercial Registration issued by the Ministry of Commerce, Riyadh with effective date of 14 Muharram 1429H (corresponding to 23 January 2008).

The Company is engaged in the development, construction and operation of an integrated petroleum refining and petrochemical complex, including the manufacturing of refined petroleum products, petrochemical products and other hydrocarbon products. The Company commenced its refined and petrochemical products operation effective 1 October 2008 and 1 July 2009 respectively.

The Company's registered office is located at the following address:

Rabigh Refining and Petrochemical Company
P.O. Box 666, Rabigh 21911
Kingdom of Saudi Arabia.

RABIGH REFINING AND PETROCHEMICAL COMPANY
(A Saudi Joint Stock Company)

NOTES TO INTERIM CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

30 September 2011

(Expressed in Saudi Arabian Riyals '000)

2. BASIS OF PREPARATION

Statement of compliance

These interim condensed financial statements have been prepared in accordance with the Standard for Interim Financial Information issued by the Saudi Organization for Certified Public Accountants (SOCPA).

Basis of measurement

These interim condensed financial statements have been prepared under the historical cost convention using the accrual basis of accounting and the going concern concept.

The accompanying interim condensed financial statements include all adjustments comprising mainly of normal recurring accruals considered necessary by the Company's management to present a fair statement of financial position, results of operations and cash flows. These interim condensed financial statements for the three-month and nine-month periods ended 30 September 2011 ('the period') should be read in conjunction with the Company's audited financial statements as at and for the year ended 31 December 2010.

The Company follows a fiscal year ending 31 December.

Functional and presentation currency

The functional currency of the Company has been determined by management to be the United States Dollars. However, these interim condensed financial statements are presented in Saudi Arabian Riyals (SR) and financial information presented in SR has been rounded to the nearest thousand, unless otherwise specified.

Use of estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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2. BASIS OF PREPARATION (continued)

Use of estimates and judgments (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies used in the preparation of these interim condensed financial statements are consistent with those used for the preparation of the annual financial statements of the Company as at and for the year ended 31 December 2010 and are summarized below. Certain comparative amounts have been reclassified wherever necessary to facilitate of comparison.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, cash with banks and other short-term highly liquid investments, if any, with original maturities of three months or less.

Trade receivables

Trade receivables are carried at original amounts less provision made for doubtful accounts. A provision for doubtful accounts is established when there is a significant doubt that the Company will be able to collect all amounts due according to the original terms of agreement.

Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is principally based on the weighted average principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of finished goods and work in process, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

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(Expressed in Saudi Arabian Riyals '000)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition or construction of each asset. Finance costs on borrowings to finance the construction of the assets are capitalized during the period of time that is required to complete and prepare the asset for its intended use.

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the item of property, plant and equipment.

Depreciation is calculated on a straight-line basis to write off the cost of property, plant and equipment over their estimated useful lives, which are as follows:

	<u>Years</u>
Buildings, roads and infrastructure	8 – 25
Plant, machinery and operating equipment	4 – 25
Motor and construction equipment	5 – 20
Furniture and IT equipment	3 – 14

Leased assets

The Company accounts for tangible assets obtained under finance lease arrangements, including certain “build-operate-transfer” contracts, by capitalizing the assets and the related liability (lease obligations). The amounts to be capitalized are determined on the basis of the lower of fair value of assets at the inception of the lease and the discounted value of minimum lease payments. Finance charges are allocated to each accounting period in a manner so as to provide a constant periodic rate of charge on the outstanding liability. Leased assets are depreciated over the shorter of the lease term and their estimated useful lives.

Operating lease

Payments under operating leases are recognized in the statement of income on a straight-line basis over the lease term.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets

Intangible assets are non-monetary assets which have no physical existence but are independently identifiable and capable of production or supply of future economic benefits and the Company has earned the right due to events which have occurred in the past. They are acquired for cash and measured at the purchase price and all other directly attributable costs. Intangible assets are stated at cost less accumulated amortization and impairment loss, if any.

Amortization is recognized in the statement of income on a straight line basis over the estimated period of benefits associated with intangible assets, from the date that they are available for use.

The estimated period of benefits associated with intangible assets are as follows:

	<u>Years</u>
Software	5
Licences	15 – 22.5

Long-term investment

The Company has an investment which is not for trading purposes and the Company does not have significant influence or control and accordingly this is classified as an investment available for sale. The investment is measured at cost.

Impairment of assets

Financial assets and other non-current assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss, if any, is recognized for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

Trade and other payables and accruals

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

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(Expressed in Saudi Arabian Riyals '000)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

A provision is recognized if, as a result of past events, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefit will be required to settle the obligation.

Zakat and income tax

Zakat and income tax are provided for in accordance with Saudi Arabian fiscal regulations. Zakat is debited to the Saudi founding shareholders and general public equity accounts while income tax is debited to the non-Saudi founding shareholder's equity account.

Employees' end of service benefits

Employees' end of service benefits, calculated in accordance with Saudi Arabian labour regulations, are accrued and charged to the statement of income. The liability is calculated at the current value of the vested benefits to which employees are entitled, should their services be terminated at the balance sheet date.

Employee Share Ownership Plan

The employee service cost of share options granted to employees under the Employee Share Ownership Plan (ESOP) is measured by reference to the fair value of the Company's shares on the date on which the options are granted. This cost is recognized as an employee expense, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('the vesting date'). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of shares that will ultimately vest. The statement of income charge for a period represents the movement in cumulative expense recognized as at the beginning and end of that period.

Shares purchased in the IPO by the bank acting as trustee for the ESOP are carried at cost as a deduction from shareholders' equity until the options vest and the underlying shares are transferred to the employee.

On the vesting date of an individual option, the difference between the employee service cost and the purchase cost of the shares is taken directly to retained earnings as an equity adjustment.

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(Expressed in Saudi Arabian Riyals '000)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

Revenue from sale of products is recognized upon delivery or shipment of products.

Revenue from port services is recognized when services are rendered.

Expenses

Selling and marketing expenses are those arising from the Company's efforts underlying the marketing, selling and distribution functions. All other expenses, excluding direct costs and financial charges, are classified as general and administrative expenses. Allocations of common expenses between cost of sales and selling, marketing, general and administrative expenses, when required, are made on a consistent basis.

Foreign currency translation

Transactions denominated in foreign currencies are translated to the functional currency of the Company (US Dollars) at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the foreign exchange rate ruling at that date. Exchange differences arising on translation are recognized in the statement of income.

For the purpose of preparation of the financial statements, the Company restates all financial information from US Dollars to Saudi Arabian Riyals using a fixed exchange rate of SR 3.75 / US Dollar 1.

Segment reporting

A segment is a distinguishable component of the Company that is engaged either in providing products or services (a business segment) or in providing products or services within a particular economic environment (a geographic segment), which is subject to risks and rewards that are different from those of other segments.

RABIGH REFINING AND PETROCHEMICAL COMPANY
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NOTES TO INTERIM CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

30 September 2011

(Expressed in Saudi Arabian Riyals '000)

4. PROPERTY, PLANT AND EQUIPMENT

4.1 Property, plant and equipment assets at 30 September comprise of the followings:

	30 September <u>2011</u>	30 September <u>2010</u>
At net book value:		
- Buildings, roads and infrastructure	4,082,853	4,355,901
- Plant, machinery and operating equipment	25,998,206	27,287,552
- Motor and construction equipment	5,671	24,100
- Furniture and IT equipment	246,854	269,929
Capital projects in progress – at cost	<u>60,211</u>	<u>26,802</u>
	<u><u>30,393,795</u></u>	<u><u>31,964,284</u></u>

4.2 The land used for the Refinery and Petrochemical Plant is on operating lease from one of the founding shareholders for a period of 99 years.

5. LEASED ASSETS

The net book value of leased assets at 30 September acquired under finance lease terms is detailed as under:

	30 September <u>2011</u>	30 September <u>2010</u>
Desalination and power plant	87,301	93,536
Marine terminal facilities	251,148	263,706
Medical equipment	<u>3,263</u>	<u>--</u>
	<u><u>341,712</u></u>	<u><u>357,242</u></u>

The total remaining minimum lease payments will be SR 656.1 million.

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(Expressed in Saudi Arabian Riyals '000)

5. LEASED ASSETS (continued)

Leased assets at 31 December, 2009 included the major desalination and water plant (the Plant) operated by Rabigh Arabian Water and Electric Company (RAWEC) (see note 6) under a "build, own, operate and transfer" contract (the Contract) entered into between the Company and RAWEC. This original contract was assessed as containing a finance lease. During the year ended 31 December, 2010, the Company signed a "Memorandum of Understanding" (MOU) with RAWEC to revise the Contract. According to the revised contract, the Plant will continue to be utilized by the Company under an operating lease expiring on 1 June, 2033. Consequently, the leased asset amounting to SR 5.929 billion and related lease obligation amounting to of SR 6.24 billion were derecognized from the books of the Company, resulting in a gain of SR 311 million to the Company for the year ended 31 December 2010. The legal formalities relating to formal revisions to the contract are completed.

6. LONG-TERM INVESTMENT AND LOAN

The Company has a 1% equity stake in Rabigh Arabian Water and Electric Company (RAWEC) in accordance with the Shareholders' Agreement. In addition, the Company has provided a loan under a Facilities Agreement in the total amount of SR 3.9 billion which carries interest at 5.765% per annum and is being settled through offset against monthly utilities related payments to RAWEC from 30 June 2008 to 30 November 2023.

The investment in RAWEC and loan outstanding at 30 September comprised the followings:

	<u>2011</u>	<u>2010</u>
Long-term investment	8,556	8,556
	=====	=====
Long-term loan:		
Current portion	168,706	156,609
Non-current portion	<u>2,770,269</u>	<u>2,937,946</u>
	2,938,975	3,094,555
	=====	=====

RABIGH REFINING AND PETROCHEMICAL COMPANY
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NOTES TO INTERIM CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

30 September 2011

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7. LONG -TERM LOANS

The Company has entered into loan facility agreements, secured through guarantees of the founding shareholders, with various commercial banks and financial institutions in order to finance approximately 60% of the estimated costs of the Rabigh Development Project (the Project). The financing agreements include certain covenants which, among other things, require certain financial ratios to be maintained.

Repayments under the loan facilities commenced from June, 2011 and will run up to 2021. The loan facilities are classified in the balance sheet as follows:

	<u>2011</u>	<u>2010</u>
Current portion	1,442,465	639,248
Non-current portion	<u>19,818,287</u>	<u>21,260,752</u>
	<u>21,260,752</u>	<u>21,900,000</u>

8. LOAN FROM FOUNDING SHAREHOLDERS

	<u>30 September 2011</u>	<u>30 September 2010</u>
Saudi Arabian Oil Company	2,287,500	2,287,500
Sumitomo Chemical Company	<u>2,287,500</u>	<u>2,287,500</u>
	<u>4,575,000</u>	<u>4,575,000</u>

Loans from the founding shareholders are availed as part of the existing credit facility for the development, design, construction and operation of the Project. Repayment of the principal and the accrued financial charges to the founding shareholders shall be made on demand, but not before the first repayment to the commercial banks and financial institutions has been made and meeting certain other conditions relating to financial completion date.

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9. SHARE CAPITAL AND STATUTORY RESERVE

The Company's share capital of SR 8.76 billion at 30 September 2011 (30 September 2010: SR 8.76 billion) consists of 876 million fully paid and issued shares of SR 10 each (30 September 2010: 876 million shares of SR 10 each).

The net proceeds from the issuance of new shares during the IPO in January 2008 resulted in a share premium of SR 2,409 million, which has been transferred to statutory reserve in accordance with the Company's Articles of Association. Further in accordance with the Company's Articles of Association and the Regulation for Companies in the Kingdom of Saudi Arabia, the Company is required to transfer each year 10% of its net income to statutory reserve until such reserve equal 50 % of its share capital. This reserve is not available for distribution.

10. EMPLOYEE SHARE OWNERSHIP PLAN

The Board of Directors has approved the implementation and operation of an Employee Share Ownership Plan ("ESOP"), which provides 5-year service awards to certain levels of staff.

The Company arranged with a commercial bank to subscribe for 1.5 million shares during the IPO at the offer price of SR 21 per share. These ESOP shares are held by the bank in trust for the staff that will become eligible for an award under the plan. Any of the ESOP shares that do not become issuable to eligible employees will be dealt with by the bank in accordance with Company's instructions, and any disposal proceeds will be for the account of the Company. The Company recognized the liability through provision by amortizing the total cost of the ESOP shares on a straight line basis over a period of 5 years.

Until these ESOP shares become vested and are transferred to staff, they are accounted for as a deduction from shareholders' equity. During the period, the Company has vested 1,928 shares (30 September 2010: 800 shares) to the employee as part of the Plan due to accidental death.

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11. ZAKAT AND INCOME TAX

a) Charge for the period

Significant components of Zakat base are comprised of shareholders' equity, provisions at the beginning of the year and adjusted net income, less deductions for the net book value of property, plant and equipment, investments and certain other items.

Zakat charge for the period ended 30 September 2011 amounting to SR 37,111 Thousands (2010: SR Nil). There is no income tax charge for the period.

b) Status of assessments

Following its review of the Company's Zakat declaration for 2006, the Department of Zakat and Income Tax (DZIT) issued a Zakat assessment on 4 December 2007 amounting to approximately SR 25 million. The Company is not in agreement with the DZIT assessment, and filed a preliminary objection with the DZIT on 2 February 2008. In response to the Company's objection, the DZIT requested additional documents to enable them to reconsider their assessment. The Company provided the DZIT with the additional information.

However, the DZIT requested further information in relation to the 2006 financial year in addition to a request pertaining to the 2007 financial year. The Company provided the DZIT with this additional information. On 23 May 2010, the Company received a revised assessment from DZIT for the period 2006 increasing the amount to SR 32 million and new assessment for the year 2008 amounting to SR 2 million. The Company has filed an objection position paper and supporting documents regarding the assessment on 14 July 2010.

Management believes its position regarding the DZIT adjustment to be robust in the area of interpretation, and that it is too soon to be able to estimate a probable settlement amount. Any settlement amount eventually agreed with DZIT will not impact on the future earnings of the Company, as it will be recoverable from a founding shareholder - Saudi Arabian Oil Company.

The declaration for 2009 and 2010 financial years were submitted with the DZIT within the due date and are under review.

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12. INTEREST AND OTHER INCOME

	<u>Three-month period ended</u>		<u>Nine-month period ended</u>	
	<u>30</u>	<u>30</u>	<u>30</u>	<u>30</u>
	<u>September</u>	<u>September</u>	<u>September</u>	<u>September</u>
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Interest income and dividend	44,112	47,460	136,974	139,735
Port services related income	9,083	9,707	22,995	28,505
Sale of scrap materials	7,053	19,412	23,286	106,814
Gain on derecognition of leased assets and lease obligation (Note 5)	--	--	--	310,843
	<u>60,248</u>	<u>76,579</u>	<u>183,255</u>	<u>585,897</u>

13. (LOSS) EARNINGS PER SHARE

(Loss) earnings per share for the three-month and nine-month periods ended 30 September 2011 have been computed separately by dividing the net (loss) income for each period by the weighted-average number of ordinary shares outstanding during the respective periods of 876 million shares (2010: 876 million shares).

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14. SEGMENT REPORTING

The Company's primary format for segment reporting is based on business segments, (refined products and petrochemicals) determined on the basis of Company's management and internal reporting structure.

	Three-month period ended			Nine-month period ended		
	Refined products	Petro-chemicals	Total	Refined products	Petro-chemicals	Total
<u>September 30, 2011</u>						
Sales	<u>12,335,944</u>	<u>1,764,152</u>	<u>14,100,096</u>	<u>31,553,940</u>	<u>5,228,723</u>	<u>36,782,663</u>
Cost of sales	<u>(13,059,456)</u>	<u>(1,118,779)</u>	<u>(14,178,235)</u>	<u>(32,502,802)</u>	<u>(3,597,732)</u>	<u>(36,100,534)</u>
Gross (loss) profit	<u>(723,512)</u>	<u>645,373</u>	<u>(78,139)</u>	<u>(948,862)</u>	<u>1,630,991</u>	<u>682,129</u>
<u>September 30, 2010</u>						
Sales	<u>9,643,473</u>	<u>1,631,363</u>	<u>11,274,836</u>	<u>28,115,771</u>	<u>5,836,142</u>	<u>33,951,913</u>
Cost of sales	<u>(10,028,343)</u>	<u>(1,269,793)</u>	<u>(11,298,136)</u>	<u>(29,682,449)</u>	<u>(3,818,465)</u>	<u>(33,500,914)</u>
Gross (loss) profit	<u>(384,870)</u>	<u>361,570</u>	<u>(23,300)</u>	<u>(1,566,678)</u>	<u>2,017,677</u>	<u>450,999</u>

As the Company commenced its petrochemical operations in the last quarter of 2009, the management is in the process of formalizing the basis of allocation of assets, liabilities and common expenses.

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15. RELATED PARTY TRANSACTIONS AND BALANCES

Related party transactions mainly represent purchase and sales of goods and services which are undertaken at contractual terms and approved by management from the following entities:

<u>Name of entity</u>	<u>Relationship</u>
Saudi Arabian Oil Company	Founding shareholder
Sumitomo Chemical Company	Founding shareholder
Sumitomo Chemical Engineering Co.	Associate of Founding Shareholder
Sumitomo Chemical Asia Pte Ltd	Associate of Founding Shareholder
Rabigh Conversion Industry Management Services Co.	Associate of Founding Shareholder
Sumika Alchem Co. Ltd.	Associate of Founding Shareholder
Sumika Chemical Analysis Service	Associate of Founding Shareholder

Significant transactions with the founding shareholders arise from purchase of crude oil feedstock, sale of refined and petrochemical products, credit facilities, terminal lease, secondment and service refinery complex lease and community lease agreements. In addition to the loan from founding shareholders, as set out in Note 8, the above mentioned transactions result in receivables and payables balances with the related parties as set out in the balance sheet in trade and non-trade receivables, trade and other payables and accrued expenses and other current liabilities amounting to SR 7,698.7 million (2010: 5,338 million), SR 13,303.4 million (2010: 9,874 million) and SR 437.8 million (2010: 466 million) respectively. These transactions are summarized as follows:

<u>Nature of transaction</u>	<u>Amount of transactions</u>	
	<u>2011</u>	<u>2010</u>
<u>Saudi Arabian Oil Company</u>		
Purchase of feedstock	34,227,958	33,434,955
Sale of refined products	31,553,940	28,115,771
Asset purchases	1,321	186
Interest expense	31,084	33,113
Seconded's and services costs	109,323	225,078
<u>Sumitomo Chemical Company</u>		
Purchase of stock	128,833	32,135
Sale of petrochemical products	4,343,409	4,407,431
Interest expense	31,084	33,113
Seconded's and services costs	65,095	145,191

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15. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Transactions with key management personnel:

Key management personnel of the Company comprise key members of management having authority and responsibility for planning, directing and controlling the activities of the Company. Transactions with key management personnel on account of salaries and other short-term benefits amounts to SR 6.4 million (2010: SR 5.2 million), are included in secondees and services cost above.

16. COMMITMENTS

16.1 The Company has the following commitments as at 30 September 2011.

	<u>30 September 2011</u>	<u>30 September 2010</u>
Letters of guarantee	<u>104,775</u>	<u>104,775</u>
Commitments for capital expenditure	<u>111,939</u>	<u>211,787</u>

16.2 The Company's obligations under operating leases are analysed as follows:

	<u>2011</u>	<u>2010</u>
Within one year	580,767	582,392
Between 2 to 5 years	2,133,565	2,195,679
More than 5 years	<u>9,166,971</u>	<u>9,685,623</u>
	<u>11,881,303</u>	<u>12,463,694</u>

17. APPROVAL AND AUTHORIZATION FOR ISSUE

These interim condensed financial statements were approved and authorised for issue by the Board Audit Committee, as delegated by the Board of Directors, on 18 October 2011.