This Summary of Material Modifications ("SMM") provides you with an explanation of changes made by SABIC Innovative Plastics (the "Company") to the SABIC U.S. Employee Retirement Savings Plan (the "Savings Plan"). Please review this information carefully. This SMM updates the current SABIC Benefits Handbook for the Plan, which serves as the Savings Plan's Summary Plan Description ("SPD"). You should retain this document with your copy of the Handbook and related materials.

Effective December 8, 2017, the following four sets of changes are being made to the Savings Plan:

1) Changes to the Self-Directed Brokerage Window

Various changes are being made to the self-directed brokerage window feature in the Savings Plan in connection with Fidelity becoming the new provider of the self-directed brokerage window platform. Updated provisions within the SPD are as follows:

Section 5.4 Self-Directed Brokerage Window

Through this account, you may invest in thousands of different mutual funds using the money that is already in your Savings Plan. The self-directed brokerage window feature is not appropriate for everyone. It is designed for plan participants who have a strong knowledge of the investment marketplace, want greater flexibility to create a more customized portfolio, and have the ability, time, and desire to personally research and evaluate different investments. The self-directed brokerage window investment platform is provided through Fidelity Investments, a member of FINRA/SIPC, and is called Fidelity BrokerageLink.

The Savings Plan does not play any role in selecting or limiting the mutual funds that Fidelity Investments makes available through the self-directed brokerage window, and neither Fidelity Investments, SABIC, nor the Savings Plan endorses or recommends any particular investment offered through Fidelity BrokerageLink.

As is the case with all of the investment decisions you make with respect to your account under the Savings Plan, you assume the full risk and responsibility for your investment selections under a self-directed brokerage window account. You will need to select your investment options prudently and monitor your investment decisions carefully and frequently.

Using a Self-Directed Brokerage Window

With a self-directed brokerage window, you will have access to over 400 mutual fund families, with more than 11,000 mutual funds. In addition, more than 3,500 of the mutual funds are available with no loads, or waived loads and no transaction fees (NTF)*.
* Other fees and expenses regularly charged by the funds will apply. Before investing in any mutual fund, please read its prospectus carefully. For a copy of any prospectus, which includes information about risk considerations, fees and other expenses, visit the website at www.benefits.sabic-ip.com or call 1-877-SABIC-US (1-877-722-4287), "Savings & Retirement".

The BrokerageLink Core Account (Fidelity Government Cash Reserves)

Fidelity Investments uses the Fidelity Government Cash Reserves mutual fund (Nasdaq Ticker Symbol: FDRXX) as the "cash sweep" vehicle for un-invested assets in self-directed brokerage window accounts. This means that all money transferred into your self-directed brokerage window account will be invested in the Fidelity Government Cash Reserves mutual fund within the BrokerageLink Core Account, and will remain in the fund until you use the funds to purchase shares in another mutual fund or until you transfer the money back into the Savings Plan's Core or Target Date fund options. The proceeds of any mutual fund sales you conduct in your brokerage window account will also be invested in the Fidelity Government Cash Reserves mutual fund within the BrokerageLink Core Account unless and until you have directed to have the proceeds invested elsewhere. By transferring money into the self-directed brokerage window account, you are making an affirmative election to have this money invested in the Fidelity Government Cash Reserves mutual fund under all of these circumstances.

Note that there are other cash and capital preservation-oriented investment fund options available under the Savings Plan besides the Fidelity Government Cash Reserves mutual fund – both through the self-directed brokerage window and among the Core Funds.

You should always carefully examine the characteristics and fees associated with all the available options in deciding how to invest your account balance under the Savings Plan. To obtain a prospectus for the Fidelity Government Cash Reserves mutual fund or any other fund available through the self-directed brokerage window, visit the website at www.benefits.sabic-ip.com or call 1-877-SABIC-US (1-877-722-4287), "Savings & Retirement".

Fees

You will not be charged a maintenance fee for maintaining a balance in the self-directed brokerage window account.

You may incur commissions or transaction fees on some securities purchased or sold through your self-directed brokerage window account. A complete list of fees is available on www.benefits.sabic-ip.com or by contacting a Fidelity Investments representative. You may purchase more than 11,000 mutual funds, and of those, more than 3,500 mutual funds without paying a load or incurring a transaction fee.

Other fees and expenses regularly charged by the mutual funds will also apply.
Short-term trading fees may apply for shares held less than 60 days. Before investing in any mutual fund, please read its prospectus carefully.

Important: You are required to keep a 5% balance in the Core or Target Retirement Date investment options. The maximum direct payroll contribution allocation that may be made to the self-directed brokerage window is 95%. Additionally, there is an initial minimum of $1,000 to open a new self-directed brokerage window account and a $1,000 minimum for transfers from the Core or Target Retirement Date investment options to the self-directed brokerage window account.

More information
This section provides a brief overview of the self-directed brokerage window account. Please visit the Your SABIC Total Rewards website (www.benefits.sabic-ip.com).

2) Changes to Plan Loans

Various changes are being made to the loan procedures for the Savings Plan in connection with the transition of administration to Fidelity. Updated provisions within the SPD are as follows:

Section 6 Loans from the Retirement Savings Plan

The Savings Plan allows you, as an active employee of the Company or any affiliate, to borrow from your Savings Plan account, for any reason, without the taxes you face for withdrawals. (The tax consequences of withdrawals are described beginning in Section 7.8, "Are my withdrawals and distributions subject to federal taxes?") Loans are not available to former employees who have terminated Service with the Company (and have not gone to work for any affiliate).

You repay your loan, with interest, through regular payroll deductions. Both principal and interest go back into your account in the investment option you select.

Your loan is secured by a portion of the money remaining in your account.

You may have two outstanding loans at a time; and one outstanding loan for a primary residence. You may request only one loan each calendar quarter and if you pay off an existing loan you must wait 30 days prior to taking a new loan. A loan in default counts as an outstanding loan until it is repaid in full.

Zeta Retirement Platform employees cannot borrow money from their Employer Retirement Contribution Account.

Section 6.2 How do I request a loan?

New Option to Receive Loan Proceeds via an ACH Deposit:

Receiving your loan
You will receive your choice of a check or an ACH deposit for the full loan amount, usually within eight business days of your request. If you select a check, the check stub will describe the details of the loan transaction.

Section 6.3 How do I pay back a loan?

Revised Loan Repayment Procedures for Non-Active Employees:

If you leave the active payroll, and are on a leave of absence and not receiving pay from the Company, you must continue repaying your loan by setting up ACH electronic payments to be debited from your savings or checking account.

Once you have terminated from the Company, you have the following options:

- Pay back your entire outstanding loan amount within 60 days from the date of separation, or your loan will go into default status and will be treated as an immediate taxable distribution;
- Repay via ACH from your savings or checking account, which can be set up as a recurring withdrawal. The loan repayment will be re-amortized to a monthly amount, and you will be required to make payments on a monthly basis. The original terms of the loan do not change. If you do not make the monthly loan payments, the loan will become delinquent. If the delinquent amount due is not paid by the date

specified in the delinquency notice, the loan and any applicable interest will go into default status and a taxable event will occur;

- Choose to take a distribution; any outstanding loan amount will become immediately due and a taxable event will occur.

Revised Reporting Service for the Prime Benchmark Interest Rate:

Section 6.4 What is the loan interest rate?
The interest you pay on your loan is the prime rate as reported by Thomson Reuters on the first day of the month before the first day of the calendar quarter in which you are requesting your loan.

The interest rate on all loans remains fixed for the duration of the loan.

The interest on your loan is not deductible for income tax purposes.

3) New Option to Receive Withdrawals via ACH

Updated provisions within the SPD are as follows:

Section 7.4 How will my withdrawal be paid to me?
Your investments are converted and paid to you in cash, either by check or via ACH (as you elect).

Section 7.6 How can I request a withdrawal or distribution?

Receiving your requested withdrawal or distribution
Requests for regular withdrawals and distributions are usually processed within two weeks. If you request a hardship withdrawal, you'll need to provide additional documentation to support your request. Requests for hardship withdrawals are usually processed within two weeks after the documentation supporting your hardship request is received. There is a two-week waiting period after your termination from employment before processing can begin on any post-termination distribution requests. Your withdrawal or distribution is payable in cash, either by check or ACH (as you elect). You will receive a statement that explains what portion is taxable and provides other important information.

4) Miscellaneous Updates (Trustee Change & Address Changes)

Updated provisions within the SPD are as follows:

Section 10.1 Who is the Plan Sponsor?

Address Change:

SABIC Innovative Plastics US LLC
1 Noryl Ave
Selkirk, NY 12158

Section 10.2 Who is the Plan Administrator?

Address Change:

SABIC Innovative Plastics US LLC Retirement Plan Committee
1 Noryl Ave
Selkirk, NY 12158

Section 10.3 How Can I Access Official Plan Documents?

Address/Phone Change:

SABIC Human Resources Department
1 Noryl Ave
Selkirk, NY 12158
518-475-5477

Section 10.5 How Is the Savings Plan Funded?

Trustee Change:

As of December 8, 2017, the trustee is:

Fidelity Management Trust Company
245 Summer Street
Boston, MA 02210

Section 10.6 What are the Claims and Appeals Procedures?

Address Change:

SABIC Innovative Plastics US LLC Retirement Plan Committee
1 Noryl Ave
Selkirk, NY 12158

How to Make Fund Changes/Questions – To make investment changes, please access the Your SABIC Total Rewards Benefits Website at www.benefits.sabic-ip.com. From the *Home* page under *Other Resources*, click on *401(k) Savings Plan*. Select *Savings and Retirement* from the menu bar, and then click on the *Change Investments* option from the *Quick Links* menu. You can also call the SABIC Benefits Service Center at 877.SABIC US (877.722.4287) to speak with a 401(k) Customer Service Representative.

Note: This SMM is being furnished to all participants in the Plan. It should be kept with your SABIC Benefits Handbook (SPD), since this SMM changes certain provisions of the SPD.

SABIC U.S. Employee Retirement Savings Plan Investment Update (Summary of Material Modifications)

This Summary of Material Modifications ("SMM") provides you with an explanation of recent changes made by SABIC Innovative Plastics (the "Company") to the SABIC U.S. Employee Retirement Savings Plan (the "Plan"). Please review this information carefully. This SMM updates the current SABIC Benefits Handbook for the Plan, which serves as the Plan's Summary Plan Description ("SPD"). You should retain this document with your copy of the Handbook and related materials.

Effective June 19, 2017, the following changes are being made to the Plan:

New Fund Replacement – Effective June 19, 2017 the Mawer International Equity Collective Investment Fund (the "Mawer International Equity Fund") is being added as a new Core Fund to the fund lineup and replaces the Dodge & Cox International Stock Fund. The Mawer International Equity Fund is managed by Mawer Investment Management Ltd. The fund's objective is to earn (net) long-term total returns above the MSCI All Country World Ex-U.S. The fund invests primarily in equity and equity-related securities of entities outside of the United States. To review complete fund information and the fund fact sheet, please access www.benefits.sabic-ip.com.

Impacted Benefits Handbook Sections: 1, 5, 5.1

How to Make Fund Changes/Questions – To make investment changes, please access the Your SABIC Total Rewards Benefits Website at www.benefits.sabic-ip.com. From the *Home* page under *Other Resources*, click on *401(k) Savings Plan*. Select *Savings and Retirement* from the menu bar, and then click on the *Change Investments* option under the *Your Investment Strategy* category. You can also call the SABIC Benefits Service Center at 877.SABIC US (877.722.4287) to speak with a 401(k) Customer Service Representative.

Note: This SMM is being furnished to all participants in the Plan. It should be kept with your SABIC Benefits Handbook (SPD), since this SMM changes certain provisions of the Plan.

SABIC U.S. Employee Retirement Savings Plan Investment Update (Summary of Material Modifications)

This Summary of Material Modifications ("SMM") provides you with an explanation of recent changes made by SABIC Innovative Plastics (the "Company") to the SABIC U.S. Employee Retirement Savings Plan (the "Plan"). Please review this information carefully. This SMM updates the current SABIC Benefits Handbook for the Plan, which serves as the Plan's Summary Plan Description ("SPD"). You should retain this document with your copy of the Handbook and related materials.

Effective June 1, 2016, the following changes are being made to the SABIC U.S. Employee Retirement Savings Plan:

New Fund Replacement – Effective June 1, 2016 the FIAM Small-Mid Cap Core Commingled Pool Fund (the "FIAM SMID Cap Core Fund") is being added as a new Core Fund to the fund lineup and replaces the RS Partners Fund. The FIAM SMID Cap Core Fund is managed by Fidelity Institutional Asset Management Trust Company ("FIAM"). The fund's objective is to seek to provide long-term capital appreciation by investing in a diversified portfolio of small and mid-capitalization U.S. equities. To review complete fund information and the fund fact sheet, please access www.benefits.sabic-ip.com.
Impacted Benefits Handbook Sections: 1, 5, 5.1

How to Make Fund Changes/Questions – To make investment changes, please access the Your SABIC Total Rewards Benefits Website at www.benefits.sabic-ip.com. From the *Home* page under *Other Resources*, click on *401(k) Savings Plan*. Select *Savings and Retirement from the menu bar, and then* click on the *Change Investments* option under the *Manage Investments* category. You can also call the SABIC Benefits Service Center at 877.SABIC US (877.722.4287) to speak with a 401(k) Customer Service Representative.
Note: This Summary of Material Modifications (SMM) is being furnished to all participants in the Plan. It should be kept with your SABIC Benefits Handbook (Summary Plan Description), since this SMM changes certain provisions of the Plan.

SABIC U.S. Employee Retirement Savings Plan Investment Update (Summary of Material Modifications)

Effective October 1, 2014, the following changes are being made to the SABIC U.S. Employee Retirement Savings Plan:

1) **New Fund Addition -** A new AllianceBernstein Target Retirement Date fund option will be added on October 1, 2014. The name of the new fund is the AllianceBernstein Target Retirement 2060 Fund. Like the seven existing target retirement date fund options, this is a diversified professionally-managed portfolio, and is designed for people who expect to retire around 2060.

   To review fund information, fund prospectuses or fund fact sheets, please access www.benefits.sabic-ip.com. Please review the enclosed annual disclosure statement for additional information.

2) **Improved Fund Classes** – In an effort to continue to reduce overall plan participant costs, four existing Core Funds will be changed to lower cost share classes and/or vehicles. This change will not affect the underlying investment strategy or portfolio composition of any of these funds.

   Please see chart below for the funds affected. These moves will occur **automatically** on October 1, 2014, and there is no action required of you for these changes to occur. If you would, however, like to make changes, please follow the "**How to Make Fund Changes**" directions below.

Current Fund Name	Current Expense Ratio	New Fund Name	New Expense Ratio
T. Rowe Price Value Fund	**0.85%**	**T. Rowe Price U.S. Value Equity Trust (collective investment trust)**	**0.70%**
MainStay Large Cap Growth Fund	**0.87%**	**Nuveen Winslow Large Cap Growth (collective investment trust)**	**0.60%**
RS Partners Fund	**1.46%**	**RS Small Cap Value Strategy (separate account)**	**1.00%**
Dodge & Cox International Stock Fund	**0.64%**	**Dodge & Cox International Stock Fund**	**0.54%***

* The plan recordkeeper transfers revenue sharing payments it receives back to the plan. These amounts are then credited to the fund balance in the account of all plan participants who are invested in the fund that pays the revenue sharing. The revenue sharing credit for this fund is currently 0.10%. Because this credit serves to decrease the total cost of investment for plan participants, publicly-available information for this fund (e.g., total asset based fees, expense ratio and historical performance/average annual total return) may not match the information reported by the Savings Plan.

To review fund information, fund prospectuses or fund fact sheets, please access www.benefits.sabic-ip.com. Please review the enclosed annual disclosure statement for additional information.

3) **Leaving the Company - Lump-Sum Distribution –** The Plan currently provides that if your vested account balance is $1,000 or less, you will receive an automatic lump-sum distribution within 60 days of leaving the Company (provided you do not go to work with any SABIC affiliate company).

Effective October 1, 2014, a participant who has left the Company and its affiliates, and whose balance falls below $1,000 after the date of separation, will receive an automatic lump-sum distribution.

4) **Administrative Expense Charges for Terminated Participants -** Beginning in the 4th quarter of 2014, the accounts of terminated participants will be subject to a quarterly charge to help defray the administrative costs of the Retirement Savings Plan. The current charge is $26 per quarter and may be adjusted as administrative expenses increase.

Active employees, employees out on any leave of absence, and Retirees of the Company, will **not** be subject to this administrative expense charge, as the Company will absorb those administrative costs.

How to Make Fund Changes/Questions

To make investment changes, please access the Your SABIC Total Rewards Benefits Website at www.benefits.sabic-ip.com. From the *Home* page under *Other Resources*, click on *401(k) Savings Plan*. Select *Savings and Retirement from the menu bar, and then* click on the *Change Investments* option under the *Manage Investments* category. Or you can call the SABIC Benefits Service Center at 877.SABIC US (877.722.4287) to speak with a 401(k) Customer Service Representative.

Note: This Summary of Material Modifications (SMM) is being furnished to all participants in the SABIC U.S. Employee Retirement Savings Plan. It should be kept with your SABIC Benefits Handbook (Summary Plan Description) distributed earlier this year on CD-Rom, since this SMM changes certain provisions of the SABIC U.S. Employee Retirement Savings Plan.

SABIC BENEFITS HANDBOOK

SABIC U.S. EMPLOYEE RETIREMENT SAVINGS PLAN
AS OF JANUARY 1, 2014

CHEMISTRY THAT MATTERS™

SABIC U.S. Employee Retirement Savings Plan

Summary Plan Description for SABIC Employees

The SABIC U.S. Employee Retirement Savings Plan (also referred to as the "Savings Plan" and "Retirement Savings Plan") is a powerful tool to help you save for your future. SABIC Innovative Plastics (the "Company") participates in the Retirement Savings Plan, as do a number of other SABIC affiliate companies (e.g., SABIC Americas, Inc.). For a list of all SABIC affiliates that participate in the Savings Plan (the "Participating Companies"), see Section 10.8, "Which SABIC Affiliates Are Participating Companies?"

Valuable tax benefits and Company matching contributions work together with your own savings in this 401(k) plan to help bring you closer to your financial goals.

KEY TERM
Affiliate An "affiliate" or "affiliated company" is a business entity owned in whole or in part, directly or indirectly, by SABIC, such that it is a member of the same controlled group as the Company (as determined under tax code rules).

About this Summary Plan Description (SPD)
This SPD has been prepared to help you better understand and use your 401(k) savings benefits. It is a summary of the plan documents and policies that govern your 401(k) savings benefits. It is intended to provide an easy-to-understand explanation of your benefits. It does not include all plan provisions, especially those relating to situations that are unlikely to occur or that could affect only a few participants.

This SPD is intended to meet the requirements for a summary plan description.

SABIC expects and intends to continue the programs and plans described in this SPD. However, the Plan Sponsor reserves the right to terminate, amend or replace any program or plan, as applicable, in whole or in part, at any time and for any reason. See Section 10.4, "Can the Plan Be Changed, Replaced or Terminated." If there is a conflict between this SPD and the plan documents, the plan documents will control.

MORE INFORMATION

Investment options

For a brief overview of your Retirement Savings Plan investment options, see Section 5.1, "A quick look at your investment options."

1 Key Things to Know

You choose how much to save.	You can save from 1% up to 80% of your pay through payroll deductions. You can make pre-tax contributions, Roth contributions, after-tax contributions or a combination of the three within legal limits. Starting with the year you reach age 50, you may be able to save even more with catch-up contributions. See Section 4, "Saving with the Retirement Savings Plan."
The Company matches your contributions.	The Company offers matching contributions to all employees who participate in the Retirement Savings Plan. The amount and extent of the Company's matching contributions will depend upon which retirement platform you have. Your retirement platform is determined based on when you were hired and which Participating Company first hired you. For every $1.00 of your regular pre-tax, Roth and after-tax savings, the Company will make a matching contribution as follows: • **If you are a Zeta employee, or a Legacy Delta employee**, the Company will make a 50 cents matching contribution, on up to 8% of your pay. The Company's matching contribution can be as much as 4% of your pay; • **If you are a Legacy Core employee**, the Company will make a 50 cents matching contribution, on up to 7% of your pay. The Company's matching contribution can be as much as 3.5% of your pay; • **If you are a Legacy SAI employee**, the Company will make a one dollar matching contribution, on up to 12% of your pay. The Company's matching contribution can be as much as 12% of your pay. For more information on the Company's contributions, see Section 4.2, "How much will the Company contribute?" For an explanation of the Company's four current retirement platforms, including definitions of Zeta, Legacy SAI, Legacy Core, and Legacy Delta employees, see Section 3.2, "What are the different Company retirement platforms."
You are vested immediately in your own Retirement Savings Plan contributions. Company matching contributions may be immediately vested or vest over three years, depending on the retirement platform in which you participate.	Vesting means you have the right to your account balance, even if you leave the Company. Vesting of Company matching contributions will depend upon which retirement platform you have: • **If you are a Zeta employee, a Legacy Core employee, or a Legacy Delta employee**, you will be immediately vested in Company matching contributions that you receive; • **If you are a Legacy SAI employee**, Company matching contributions that you receive will vest over a three year period. After three years in the Plan you will have the right to your full account balance if you leave the Company, including Company matching contributions. If you leave the Company before three years, you may forfeit some or all of the Company's matching contributions. You are always fully vested in your own contributions. See Section 4.3.1, "Vesting," and 4.3.2, "Service."

Zeta Retirement Platform participants are also eligible for additional Company contributions.	Whether or not you participate with your own contributions in the Savings Plan, the Company will automatically set up an Employer Retirement Contribution Account (ERCA) and make ERCA contributions equal to 5% of your eligible pay each pay period. For more information on the Company's contributions, see Section 4.2, "How much will the Company contribute?" ERCA contributions are **only available to Zeta employees** (i.e., if you were hired on or after January 1, 2014). Since the Company's ERCA contributions are meant to assist our employees with saving for retirement, the Company has limited the types of transactions allowed by employees for this account. For example, you cannot borrow money from your ERCA. Additionally, you cannot withdraw money from this account if you're facing a financial hardship.
Zeta Retirement Platform participants will be vested in the Company ERCA contributions after three years.	After three years in the Plan you will have the right to your full account balance if you leave the Company. If you leave the Company before three years, you may forfeit all of the Company's ERCA contributions in your account. You are always fully vested in your own contributions. For more information on vesting and Service see Section 4.3.1, "Vesting," and 4.3.2, "Service."
You choose how to invest your savings and the Company match. You can choose: • An investment portfolio through the Target Retirement Date Funds (which are based on your expected retirement date); • To manage your own investments with the Core Funds; and/or • To use the Self-Directed Brokerage Window.	**Target Retirement Date Funds** • AB Target Retirement 2010 • AB Target Retirement 2015 • AB Target Retirement 2020 • AB Target Retirement 2025 • AB Target Retirement 2030 • AB Target Retirement 2040 • AB Target Retirement 2050 **Core Funds** • Federated US Treasury Cash Reserves • NT Aggregate Bond Index Fund • BlackRock Inflation Protected Bond Fund • T. Rowe Price Value Fund • NT S&P 500 Index Fund • MainStay Large Cap Growth Fund • NT Extended Equity Market Index Fund • RS Partners Fund • Dodge & Cox International Stock Fund **Self-Directed Brokerage Window** Through this account, you may invest in thousands of different mutual funds using the money that is already in your Retirement Savings Plan (except ERCA contributions). See Section 5.4, "Self-Directed Brokerage Window," for more details about investing via this account. See Section 5.1, "A quick look at your investment options," for a brief overview of these investment options.
Earnings on your savings and Company matching payments are tax-deferred until paid out.	Taxes are deferred on your pre-tax savings and Company contributions, and on any growth in your investments. See Section 4.4, "What are the differences between pre-tax savings, Roth savings and after-tax savings?"

You can conduct most business easily and conveniently online or over the phone.	You can access the SABIC Benefits Service Center at any time by going online to the Your SABIC Total Rewards at www.benefits.sabic-ip.com. Or you can call the SABIC Benefits Service Center at 877-SABIC-US (877.722.4287) between 8 a.m. to 8 p.m., Eastern time, Monday through Friday. When you call you'll need your user ID and password to access the center and process transactions. See Section 9, "Contacts," for more information about the SABIC Benefits Service Center.
You may be able to borrow from your Retirement Savings Plan account through either general purpose or primary residence loans.	Your loan repayments, including all interest, go back into your account. See Section 6, "Loans from the Retirement Savings Plan."
You may be able to withdraw money from your Retirement Savings Plan account while you're still working for the Company.	The Retirement Savings Plan allows several withdrawal options that may be available to you while you are still working for the Company. In some circumstances, your current contributions to the Savings Plan are suspended when you make a withdrawal. See Section 7, "Withdrawals and Distributions."
When you leave the Company, you generally have three options.	You can: • Take a lump-sum distribution; • Take up to four partial distributions each year; or • Keep at least $1,000 in the plan until age 70½.

For important information about the administration of the Retirement Savings Plan, see Section 10, "Administration and Other Important Information."

You control your own investments

The SABIC U.S. Employee Retirement Savings Plan is designed to comply with Section 404(c) of the Employee Retirement Income Security Act of 1974, as amended (ERISA), which sets certain rights and responsibilities for fiduciaries of the plan. In the Retirement Savings Plan, you — not the Company, Plan Sponsor, plan administrator or anyone else — control your own investments. You have a diverse choice of investment options and the ability to make frequent changes, depending on your personal savings goals. As a result, under Section 404(c) of ERISA, neither the Company nor plan fiduciaries will be liable for losses or other investment experience occurring to your account because of your investment choices.

2 Key Things to Do

Start now

Enroll in the Retirement Savings Plan as soon as you are hired — That way your participation will begin when you first become eligible. If you do not enroll within 30 days after becoming eligible to participate and do not otherwise elect to opt out of participation, you will automatically become a participant under the Plan's automatic enrollment and contribution feature. See Section 3.3, "How do I enroll?" for more information.

Get a Password — so you can conduct Retirement Savings Plan business online on the Your SABIC Total Rewards website (www.benefits.sabic-ip.com) or over the phone at 877-SABIC-US (877.722.4287). You can set your password online or by calling the SABIC Benefits Service Center. For information on contacting the SABIC Benefits Service Center for Retirement online or by phone, see Section 9, "Contacts."

Start saving early — The tax-deferred growth of your Retirement Savings Plan account and Company contributions can help you build a substantial nest egg. See Section 4, "Saving with the Retirement Savings Plan."

Invest and save wisely

- **Decide how to invest your savings and review your investment plan periodically** — As you consider your strategy, remember that diversification is one of the keys to a sound portfolio. You can switch your savings between investments at any time through the Your SABIC Total Rewards website or by calling the SABIC Benefits Service Center. For information on switching, see the discussion beginning at Section 5.2, "Can I switch my savings between investment options?"
- **Decide how much to save pre-tax, after-tax and/or through the Roth 401(k) election** — With regular pre-tax savings, you defer income taxes on money that you add to the plan and reduce your current taxable income. See Section 4.4, "What are the differences between pre-tax savings, Roth savings, and after-tax savings?"
- **Decide whether to make catch-up contributions** — If you're at least age 50 (or you will become age 50 during the year), catch-up contributions let you make pre-tax and/or Roth 401(k) contributions over and above the regular plan limits. See Section 4.8, "What are catch-up contributions?"
- **Be aware of legal limits** — that can affect Retirement Savings Plan contributions. See Section 8.4, "How can legal limits affect my savings?"

Start now

- **Identify your goals** — whether they are saving for your children's education, buying a house or providing for retirement.
- **Assess your financial needs** — and decide how much you need to meet your goals.
- **Periodically review your investment strategy** — to make sure that it is consistent with your goals and to make sure that your portfolio remains adequately diversified.
- **Consider updating your beneficiary designation** — whenever there are important changes in your life, such as marriage, divorce or the birth or adoption of a child. You can update your beneficiary designation at any time through the SABIC Benefits Service Center.

3 Retirement Savings Plan Basics

This section of the SPD describes who is eligible for the Retirement Savings Plan, how you participate in the Savings Plan, and other fundamental information.

For details on making contributions (and on the Company match), see Section 4, “Saving with the Retirement Savings Plan.”

For information on investing your savings, see Section 5, “Investing Your Retirement Savings.”

Section 6, “Loans from the Retirement Savings Plan” and Section 7, “Withdrawals and Distributions,” explain how you can access the money in your account, and Section 8, “Other Rules for the Retirement Savings Plan,” summarizes certain other plan rules that could affect you.

3.1 Who is eligible?

Generally, if you are a Company employee age 18 or over working full-time or part-time, you are eligible to enroll in the Retirement Savings Plan.

For the Savings Plan, an eligible employee is an individual on the active payroll of:

- SABIC Innovative Plastics US LLC;
- SABIC Americas, Inc.; or
- A SABIC affiliate that participates in the Retirement Savings Plan. See Section 10.8, “Which SABIC Affiliates Are Participating Companies?”

Individuals not eligible

You’re not eligible for the Retirement Savings Plan if you are:

- An intern, co-op, seasonal help employee, rehired pensioner, independent contractor, leased employee, or any other such individual performing services for a Participating Company regardless of whether or in what matter you are paid;
- An individual who is not treated as a common law employee; or
- An employee covered by a collective bargaining agreement, unless participation in the Retirement Savings Plan is specifically provided for in the agreement, in which case any participation waiting periods specified in the agreement shall apply.

In the event you are denied eligibility because you are not treated as an employee, your subsequent reclassification by a court or other authority as a common law employee will not entitle you to participate in the Retirement Savings Plan.

3.2 What are the different Company retirement platforms?

The Company benefits available to you, including your retirement benefits under this Savings Plan depend on which retirement platform you are on. For example, your retirement platform can affect the type and amount of Company contributions that you may receive. See Section 4.2, “How much will the Company contribute?”

Your retirement platform is determined based on when you were hired as an eligible employee and which Participating Company first hired you. The Company has four retirement platforms: Zeta, Legacy Core, Legacy Delta, and Legacy SAI.

If you were hired, rehired, or newly eligible on or after January 1, 2014 (regardless of hiring entity), **you are a <u>Zeta Employee</u>** and you are on the Zeta Retirement Platform.

If you were hired and eligible before January 1, 2014, you are a legacy employee and you are on one of the legacy retirement platforms, as follows:

<u>Legacy SAI Employees</u>:

You are on the Legacy SAI retirement platform if you are an employee who satisfies either of the following eligibility criteria:

- You were an active employee of SABIC Americas, Inc. as of April 1, 2013, or you were on an approved leave of absence from SABIC Americas, Inc. as of April 1, 2013 and returned directly to work for a Participating Company (see Section 10.8, "Which SABIC Affiliates Are Participating Companies?") following such leave of absence; or

- You were hired by SABIC Americas, Inc. after April 1, 2013 and before December 31, 2013, and were not employed by another Participating Company – either as an active employee, on an approved leave of absence, or on layoff status – immediately prior to your hire date.

  Please also note the following:

- If you were a Legacy SAI retirement platform employee prior to January 1, 2014, and you subsequently transferred directly to another Participating Company, you will remain a Legacy SAI retirement platform employee and may continue to be eligible for participation in the Savings Plan as a Legacy SAI retirement platform employee following such transfer.

<u>Legacy Core Employees</u>:

You are on the Legacy Core Retirement Platform if you are not a Legacy SAI employee and you satisfy any of the following eligibility criteria:

- You are an exempt employee or non-exempt non-manufacturing employee who was hired by the General Electric Company (GE) before January 1, 2005 and transferred to SABIC Innovative Plastics on October 22, 2007 (or were on leave from GE on that date and transferred to SABIC Innovative Plastics upon the expiration of your leave) and maintained your continuous Service between January 1, 2005 and the date of your transfer to SABIC Innovative Plastics; or

- You are a non-exempt manufacturing employee hired by SABIC Innovative Plastics or its predecessor General Electric Company before January 1, 2008 and if this hire date was before October 22, 2007 you transferred to SABIC Innovative Plastics on that date (or were on leave from GE on that date and transferred to SABIC Innovative Plastics upon the expiration of your leave) and maintained your continuous Service between October 22, 2007 and January 1, 2008; or

- You are an hourly employee hired by SABIC Innovative Plastics or its predecessor General Electric Company before January 1, 2008 and if this hire date was before October 22, 2007 you transferred to SABIC Innovative Plastics on that date (or were on leave from GE on that date and transferred to SABIC Innovative Plastics upon the expiration of your leave) and maintained your continuous Service between October 22, 2007 and January 1, 2008; or

- You are an employee re-hired by SABIC Innovative Plastics after October 22, 2007 and before January 1, 2014, and you were classified as a Core employee during a previous period of employment by the Company, and you did not take a lump-sum payment from the SABIC-IP Pension Plan.

  Please also note the following:

- If you were a Legacy Core retirement platform employee prior to January 1, 2014, and you subsequently transferred directly to another Participating Company, you will remain a Legacy Core retirement platform employee and may continue to be eligible for participation in the Savings Plan as a Legacy Core retirement platform employee following such transfer.

- Your classification as a Legacy Core employee under the Savings Plan may not determine your classification under other retirement and benefit programs. Please see the applicable summary plan description for such other programs for more information.

Legacy Delta Employees:

You are on the Legacy Delta Retirement Platform if you are not a Legacy SAI employee and you satisfy any of the following eligibility criteria:

- You are a non-exempt manufacturing or hourly employee hired by SABIC Innovative Plastics on or after January 1, 2008 and before January 1, 2014, and you were not previously classified as a Core employee during a previous period of employment by the Company; or

- You are an exempt employee or non-exempt non-manufacturing employee hired by SABIC Innovative Plastics on or after October 22, 2007; or

- You are an exempt employee or non-exempt non-manufacturing employee hired by the General Electric Company (GE) on or after January 1, 2005 and you transferred to SABIC Innovative Plastics on October 22, 2007 (or were on leave from GE on that date and transferred to SABIC Innovative Plastics upon the expiration of your leave) and maintained your continuous Service; or

- You are an employee re-hired by SABIC Innovative Plastics after April 1, 2011 and before January 1, 2014, and you were classified as a Core employee during a previous period of employment by the Company, but you took a complete lump-sum payment from the SABIC-IP Pension Plan.

Please also note the following:

- If you were a Legacy Delta retirement platform employee prior to January 1, 2014, and you subsequently transferred directly to another Participating Company, you will remain a Legacy Delta retirement platform employee and may continue to be eligible for participation in the Savings Plan as a Legacy Delta employee following such transfer.
- Your classification as a Legacy Delta employee under the Savings Plan may not determine your classification under other retirement and benefit programs. Please see the applicable summary plan description for such other programs for more information.

3.3 How do I enroll?

If you are a Company employee eligible for the Retirement Savings Plan, you may enroll when you are hired (or, if applicable, after the waiting period specified in your union's collective bargaining agreement with the Company). Your savings will start within one or two pay periods after you enroll.

> **KEY POINT**
>
> **Are you a new employee?**
> You may be able to make a rollover — a tax-free transfer — of a distribution from another eligible retirement program into the Retirement Savings Plan. See Section 4.7, "What are rollover contributions?"

Your enrollment decisions are:

- Deciding what percentage of your pay to save;

- Deciding whether to make regular pre-tax contributions, Roth contributions, after-tax contributions or a combination of these;

- Deciding whether to make catch-up contributions, if you're eligible;

- Choosing investment options for your contributions and your Company match; and

- Naming your beneficiary(ies).

Automatic Enrollment and Contribution Arrangement

All new hires, rehires, and newly eligible participants will be **automatically** enrolled at an 8% regular pre-tax contribution level after being eligible for 30 days to participate in the Plan and not making an affirmative enrollment election online at the Your SABIC Total

Rewards website (www.benefits.sabic-ip.com) or via the SABIC Benefits Service Center.

The amount will be deducted from your pay and your account will be automatically invested in the appropriate Alliance Bernstein (AB) Target Retirement Fund (based on age) unless you make a different investment election. You may change how your account is invested at any time. You may also adjust or cancel your contribution level for future contributions to your account at any time.

3.4 What is a beneficiary?

Your beneficiary is the person(s), trust or estate you designate to receive the value of your Retirement Savings Plan account in case of your death.

When you enroll in the Savings Plan, you'll need to name a beneficiary.

If you are married, you must name your spouse as your beneficiary under the Retirement Savings Plan unless you have your spouse's written consent to name someone else.

You can update your beneficiary online or by calling the SABIC Benefits Service Center. (See Section 9, "Contacts," for contact information.)

TAKE ACTION

Update your beneficiaries

Whenever there are important changes in your life — such as your marriage or divorce, or the birth or adoption of a child — consider updating your beneficiary designations. Contact the SABIC Benefits Service Center to change your beneficiary.

4 Saving with the Retirement Savings Plan

When you participate in the Retirement Savings Plan, you choose how much to save. You can save up to 80% of your pay within legal limits. Please consult Section 8.4, "How can legal limits affect my savings?" for information on contribution limits, and Section 4.1, "What pay counts?" for an explanation of what pay counts in calculating these percentage contributions.

You can make regular pre-tax contributions, Roth contributions, after-tax contributions, or a combination of the three. Your contributions may be in whole percentages of your pay. Your contributions will be deducted from your pay.

If you're at least age 50 (or you will become age 50 during the calendar year), you may be eligible to make additional pre-tax or Roth contributions. For details, see Section 4.8, "What are catch-up contributions?"

4.1 What pay counts?

Because your contributions are based on percentages of your pay, it is important to understand what is counted as pay under the Retirement Savings Plan. For purposes of the Savings Plan, your pay includes:

- Normal salary and straight-time earnings, including vacation pay and certain other pay for absences;
- Overtime and night-shift premiums;
- Salary Continuation Program payments or Short Term Disability benefits;
- Variable Incentive Compensation (i.e. Commissions);
- 100% of Short-Term Incentive Compensation; and
- 100% of the SABIC Americas, Inc. Annual Bonus

For the Retirement Savings Plan, your pay does not include:

- Pre-tax deposits to a defined contribution plan (other than this Section 401(k) and any Section 125 deferrals).
- Illness or disability pay (other than Salary Continuation Program payments or Short Term Disability benefits);
- Payments from other Company plans, such as disability or job-loss benefits;
- Any awards or prizes;
- Severance pay;
- Service allowances or foreign allowances;
- Deferred compensation;
- Any other special payments, unless approved.

See Section 8.4, “How can legal limits affect my savings?” which includes information on IRS limits that may restrict how much pay is considered for purposes of the Retirement Savings Plan.

4.2 How much will the Company contribute?

The Company offers matching contributions to all employees who participate in the Retirement Savings Plan. The amount and extent of the Company’s contributions to you will depend upon which retirement platform you have. For an explanation of the Company’s four current retirement platforms, including definitions of SAI, Core, Delta, and Zeta employees, see Section 3.2, “What are the different Company retirement platforms.”

The Company offers contributions to employees as follows:

Zeta Employees (Hired on or after January 1, 2014 regardless of hiring entity)**:**

- If you are on the Zeta Retirement Platform, the Company matches 50% of your contributions as a Zeta Employee up to the first 8% of pay you save (excluding any catch-up contributions) for each pay period. In other words, for every $1 of your regular pre-tax, Roth 401(k), and after-tax savings, up to 8% of your pay, the Company adds 50 cents, so the Company’s matching contributions can be as much as 4% of your pay.

- Additionally, if you are on the Zeta Retirement Platform, you are eligible to participate in the Employer Retirement Contribution Account (ERCA). Regardless of whether you make any contributions of your own to the Retirement Savings Plan, the Company will automatically set up an Employer Retirement Contribution Account for all Zeta Employees and you may receive ERCA Contributions from the Company equal to 5% of your eligible pay each pay period.

Legacy SAI Employees:

- If you are on the Legacy SAI Retirement Platform, the Company matches 100% of your contributions as a Legacy SAI employee up to the first 12% of pay you save (excluding any catch-up contributions) for each pay period. In other words, for every $1.00 of your regular pre-tax, Roth 401(k), and after-tax savings, up to 12% of your pay in each pay period, the Company adds $1.00. Therefore, the Company’s contributions can be as much as 12% of your pay.

Legacy Core Employees:

- If you are on the Legacy Core Retirement Platform, the Company matches 50% of your contributions as a Legacy Core employee up to the first 7% of pay you save (excluding any catch-up contributions). In other words, for every $1 of your regular pre-tax, Roth 401(k), and after-tax savings, up to 7% of your pay, the Company adds 50 cents, so the Company’s contributions can be as much as 3.5% of your pay.

Legacy Delta Employees:

- If you are on the Legacy Delta Retirement Platform, the Company matches 50% of your contributions as a Legacy Delta employee up to the first 8% of pay you save (excluding any catch-up contributions). In other words, for every $1 of your regular pre-tax, Roth 401(k), and after-tax savings, up to 8% of your pay, the Company adds 50 cents, so the Company’s contributions can be as much as 4% of your pay.

4.3 What else should I know about Company contributions, vesting and Service?

The Company’s matching contributions are credited at the same time your contributions are credited to your account.

You pay no taxes on the Company matching contributions you receive when they are added to your account. Instead, taxes are deferred until you receive a withdrawal or distribution of this money from the plan.

4.3.1 Vesting

"Vesting" means you have earned a right to receive benefits under a plan.

You are always immediately vested in your own Retirement Savings Plan contributions, as well as any rollovers you've made into the Savings Plan, regardless of your retirement platform. Vesting of Company contributions depends on which retirement platform you have.

Vesting of Company contributions is as follows:

Zeta Employees (Hired on or after January 1, 2014 regardless of hiring entity)**:**

- If you are on the Zeta Retirement Platform, you are immediately vested in any Company matching contributions you receive, and any earnings thereon.

- For your Employer Retirement Contribution Account (ERCA), you vest—or earn ownership of— the ERCA balance only after 3 years of Service with the Company. This means that if you leave the Company before three years of Service, you may forfeit all of the Company's ERCA contributions, including earnings thereon.

- Once you have been participating in the Savings Plan for three years, you will be fully vested, with the right to your entire Retirement Savings Plan balance, even if you leave the Company. In addition, you will be fully vested in your Retirement Savings Plan balance if you reach age 65, become totally and permanently disabled, or die while still employed with the Company.

Legacy SAI Employees:

- If you are on the Legacy SAI Retirement Platform, there is a three year graded vesting schedule for Company matching contributions earned as a Legacy SAI employee, as shown below:

    - 1 Year of Service = 33%,
    - 2 Years of Service = 67%,
    - 3 Years of Service = 100%.

- This means that if you leave the Company before three years of Service, you may forfeit some or all of the Company's matching contributions, including earnings thereon. After your first year in the Savings Plan, you become 33% vested, which means you have the right to 33% of your Retirement Savings Plan balance attributable to the Company matching contributions if you leave the Company. After your second year in the Savings Plan, you are vested in 67% of your Retirement Savings Plan balance attributable to Company matching contributions. Once you have been participating in the Savings Plan for three years, you will be fully vested, with the right to your entire Retirement Savings Plan balance, even if you leave the Company. In addition, you will be fully vested in your Retirement Savings Plan balance if you reach age 65, become totally and permanently disabled, or die while still employed with the Company.

Legacy Core and Legacy Delta Employees:

- If you are on the Legacy Core Retirement Platform or the Legacy Delta Retirement Platform, you are immediately vested in any Company matching contributions you receive, and any earnings thereon. This means that you have the right to your entire Retirement Savings Plan balance, even if you leave the Company.

4.3.2 Service

"Service" for purposes of determining your vested interest in the Company matching contributions in your account is generally the total time of your employment with the Company and its affiliated companies, and includes your time at work, vacations, holidays, paid sick days, jury duty, military duty, approved leaves of absence, and certain maternity and paternity leaves of absence. Your Service also includes any period of interruption in your active employment that lasts less than 12 months.

Generally, if you terminate employment and are later rehired, the Service you earned before you terminated employment, and the Service you earn after you are rehired will be added together. If you terminate employment before earning at least one year of Service and without having made any contributions to your account, and are not rehired for five years or more, you will lose your prior Service. You will also lose your prior Service in this situation if you are rehired within five years but your interruption in employment is at least one year and exceeds the duration of your prior Service. If you terminate prior to becoming 100% vested in your account, and do not return within five years, the Service you receive after you return to work will not count toward any amounts contributed before you first terminated employment.

If you terminate employment before you are fully vested in the Company matching contributions in your account, you will forfeit the portion of your account in which you are not vested. If you are rehired by the Company or an affiliate within five years of the time you originally terminated employment, you may have the forfeited amount restored to your account. How you have the amount restored depends on whether you took a distribution of your account balance when you terminated employment:

- If you did not take a distribution of your account balance, the forfeited amount will automatically be restored if you are rehired within five years of the date of your termination.

- If you did take a distribution of your account balance when you terminated employment, the forfeited amount will be restored only if you pay back the amount that you previously received as a distribution to your Savings Plan account upon returning to work.

Any amount restored will be restricted to the amount of forfeiture, and no earnings will be credited. You will be vested in the restored amounts to the same extent that you were vested at the time of the forfeiture.

Once you are fully vested, there is still the possibility that your account balance may decline. Such a decline may happen due to various reasons, including investment losses, administrative expenses paid from the Savings Plan, recovery of amounts improperly credited to your account, tax withholdings, and other forfeitures permitted under the terms of the Savings Plan.

4.4 What are the differences between pre-tax savings, Roth savings and after-tax savings?

Your decisions about saving on a pre-tax, Roth, or an after-tax basis will affect:

- Whether you reduce your current income tax liability;

- The terms under which you can make withdrawals from your Retirement Savings Plan account; and

- The amount of income taxes you will owe on the withdrawals or distributions you receive from your Retirement Savings Plan account.

Pre-tax savings

Pre-tax contributions (including catch-up contributions) are deducted from your pay before federal and (in most places) state and local income taxes are calculated, reducing your taxable income, your income tax withholding and your current annual tax bill. Saving on a pre-tax basis defers your taxes until you take the pre-tax money out of the Savings Plan.

IRS rules regulate and limit withdrawals of pre-tax contributions while you're working for the Company or any affiliate, as described in Section 7.6, "How can I request a withdrawal or distribution?" These rules restrict your access to the money until you retire or terminate service (except in cases of proven financial hardship). However, you may be able to borrow from your account using the Retirement Savings Plan's loan feature as described in Section 6, "Loans from the Retirement Savings Plan."

KEY POINT

Pre-tax savings

- You can defer taxes on the pay you save on a pre-tax basis and reduce taxable income now;
- Your savings can grow tax-free until withdrawal or distribution;
- You pay taxes on your savings and on investment earnings when you receive the money, but you may be eligible for favorable tax treatment.

Roth savings

- You pay taxes on your Roth savings before they are deposited;
- Your savings grow tax-free;
- You pay no taxes on your savings or on investment earnings when you receive the money through a qualified distribution.

After-tax savings

- You pay taxes on your after-tax savings before they are deposited;
- Your savings grow tax-free;
- You pay no taxes on your savings, but you pay taxes on your investment earnings when you receive the money.

There are other IRS limits on pre-tax contributions that could affect the total amount you may save. For details, see Section 8.4, "How can legal limits affect my savings?"

When you receive a withdrawal or distribution from the Retirement Savings Plan, you'll owe taxes on the portion attributed to your pre-tax savings and investment earnings. Options may exist to help you reduce or defer the tax you owe at that time. For details, see Section 7.8, "Are my withdrawals and distributions subject to federal taxes?" through Section 7.11, "What special rules apply if I was born before January 1, 1936?"

Roth savings

Roth contributions give you the advantage of tax-free investment earnings. Generally, the plan treats Roth contributions in the same way as your pre-tax savings for purposes of contribution maximums, vesting, eligibility for Company matching contributions, catch-up contributions, investments and investment switching, withdrawals, loans and distributions.

Unlike pre-tax savings, Roth contributions are not excluded from your income, so you pay taxes on these contributions when you make them. Investment earnings on your Roth account (contributions and investment earnings) are not taxable while you are a participant or when you receive payment of your account, which can provide significant tax advantages. However, the contributions must generally remain in a Roth account (including a Roth IRA rollover account) for a minimum of five years and at least until the date you reach age 59 ½ to receive this advantage.

After-tax savings

While you're employed, you can withdraw after-tax savings more easily than pre-tax or Roth savings. This is because after-tax savings withdrawals are not subject to the IRS rules that apply to pre-tax and Roth savings withdrawals. However, saving on an after-tax basis does not reduce your current tax bill the way saving on a pre-tax basis does, or your future tax bill the way Roth savings could.

You can save any portion of your contributions on an after-tax basis. After-tax contributions are deducted from your pay after taxes are calculated.

When you receive a withdrawal or distribution from the plan, you pay no taxes on the portion attributed to after-tax contributions because this money has already been taxed. Options may exist to help you reduce or defer the tax you owe on the Company match or any investment earnings at that time.

For details, see Section 7.8, "Are my withdrawals and distributions subject to federal taxes?" through Section 7.11, "What special rules apply if I was born before January 1, 1936?"

4.5 Can I change my contributions or how they're being invested?

You can change your regular pre-tax contributions, Roth contributions and your after-tax contributions — increasing, decreasing, stopping or resuming them — as often as you like.

You can also change your catch-up contributions at any time. See Section 4.8, "What are catch-up contributions?"

You can also change the way your future contributions, Company match and any loan repayments will be invested.

Most changes go into effect on the date you make them. However, changes in the amount of your contributions are usually reflected in your paycheck one or two pay periods after you make them.

MORE INFORMATION

Make changes online or by phone

You can change the amount you are contributing or the way your contributions are being invested online or by calling the SABIC Benefits Service Center.

4.6 What if I stop contributing?

If you stop your contributions, the Company's matching contributions stop on the same date. The savings you've already accumulated — both your own and any Company match — will remain in the Savings Plan.

Resuming contributions

Once your contributions have been stopped, you can make a new election to re-start them again at any time online at the Your SABIC Total Rewards website (www.benefits.sabic-ip.com) or by calling the SABIC Benefits Service Center. In most cases, your Company match resumes when your contributions start again.

4.7 What are rollover contributions?

A rollover is a transfer of some or all of your money from another eligible retirement program to the Retirement Savings Plan. You can use a rollover to defer the taxes you might otherwise owe on distributions from these other programs, since the amounts you roll over won't be subject to tax until they are paid out of the Savings Plan. You can also use a rollover to help you consolidate your retirement savings.

You can make a rollover to the Retirement Savings Plan in one of two ways. In a direct rollover, the other retirement program makes the check for your distribution payable directly to the Retirement Savings Plan. In an indirect rollover, the check is made payable to you, and within 60 days of receiving it, you turn the funds over to the Retirement Savings Plan. In either case, your rollover cannot consist of securities. It must be cash (i.e., a check).

The Retirement Savings Plan will accept rollovers from the following retirement programs:

- Qualified retirement plans (401(k) plans, profit-sharing plans, stock bonus plans, money purchase plans, defined benefit plans and 403(a) annuity plans);
- Traditional IRAs (which doesn't include Roth IRAs), but only in an indirect rollover — where the check is made payable to you and you turn the funds over to the Retirement Savings Plan within 60 days;
- Governmental 457 plans; and
- 403(b) annuity contracts.

KEY POINT

For examples of tax savings and how your accounts can grow, call or go online to the SABIC Benefits Service Center.

The Retirement Savings Plan will also accept rollovers of distributions from eligible retirement programs you may receive as a surviving spouse.

The portion of a distribution that consists of after-tax money can be rolled over to the Retirement Savings Plan only if the distribution is from a qualified retirement plan and only if the rollover is direct (the check is made payable to the Retirement Savings Plan instead of to you).

To begin the rollover process, you can go online to the Your SABIC Total Rewards website (www.benefits.sabic-ip.com), under "401(k) Savings Plan," or call the SABIC Benefits Service Center. (See Section 9, "Contacts," for contact information). The plan administrator will need to verify that your rollover meets IRS and plan requirements before accepting it. If your rollover contribution is accepted, it will **not** receive a Company matching contribution.

4.8 What are catch-up contributions?

Catch-up contributions are pre-tax or Roth contributions that exceed the normal plan limits. Catch-up contributions are intended to allow you to increase your savings as you near retirement.

You can elect catch-up contributions at any time during the calendar year in which you turn age 50, and at any time during each later calendar year.

KEY POINT

Remember...

Catch-up contributions aren't matched. Be sure you are taking full advantage of Company matching contributions through your regular pre-tax and Roth 401(k) savings and your after-tax savings before you elect to make catch-up contributions.

Please note there are **no** Company matching contributions on the catch-up contribution.

Electing catch-up contributions

You must specify the dollar amount of catch-up contributions you want to make each pay period, up to the annual limit permitted for that year (for example, $5,500 for 2014). See Section 8.4, “How can legal limits affect my savings?” for an explanation of the catch-up limits.

You can elect to contribute any specified dollar amount from each regular paycheck, and that amount will be withheld from each regular paycheck until any legal limits are reached.

For example, if you are paid bi-weekly, and you elect to contribute $300 per paycheck, your contributions will be deducted from each bi-weekly paycheck until you hit the IRS limit for catch-up contributions. Catch-up contribution elections carry over to subsequent years until you make a new election to change or stop your contributions. You can make or change your elections at any time.

Note that if your pay frequency changes, you will need to decide whether you want to change your per-paycheck deductions, as the amount deducted from each regular paycheck will not change until you make a new election.

Plan limits and matching contributions

Catch-up contributions are intended for those who are already saving at the normal Retirement Savings Plan limits, and who are already maximizing their matching contributions. Please see Section 8.4, “How can legal limits affect my savings?” for an explanation of many of these limits.

If you make catch-up contributions and you are not already making the maximum contributions allowed by the Savings Plan, then you will likely lose out on Company matching contributions that you may otherwise have received. For example, assume that you are a Zeta employee earning $52,000 per year and elect to make regular pre-tax contributions to the Savings Plan of 5% of your pay plus an additional $60 catch-up contribution per bi-weekly pay period. Your total pre-tax and catch-up contribution from each $2,000 bi-weekly paycheck would be $160. Because catch-up contributions to the Savings Plan are not credited with matching contributions, your account would only receive a matching contribution of $50 for each pay period. If you instead elected to make regular pre-tax contributions of 8% of your pay with no catch-up contributions, you would still be contributing the same amount from your paycheck, but your account would be credited with a full $80 matching contribution for each bi-weekly pay period.

If you do elect catch-ups and then don't save at the regular Savings Plan limits, IRS rules may require the Company to reclassify some or all of your catch-up contributions as regular pre-tax contributions for certain purposes. If this happens, the reclassified amounts won't receive the Company match.

Leaves of absence

If you are making catch-up contributions and go on an unpaid leave of absence, catch-up contributions will stop during the absence. What happens when you return depends on when your leave ends.

If the leave ends in the same calendar year it began, catch-up contributions will automatically resume in the same amount as before.

If the leave ends in a later calendar year, catch-up contributions will not resume automatically. Instead, you will need to make a new election. The amount that will be deducted from your regular pay when you return to work will be calculated as if you were going to be making catch-up contributions for the entire calendar year. In either case, you may be able to make up some or all of the catch-up contributions you missed during your leave. Contact the SABIC Benefits Service Center as soon as possible to elect your catch-up contributions.

4.9 Can I get a tax credit for contributing to the Retirement Savings Plan?

In some cases, yes. The IRS "Saver's Credit" may provide you with a tax credit of as much as 50% of the first $2,000 you contribute to the Retirement Savings Plan (and to certain other retirement programs).

More information about this credit is available in IRS Publication 4703, or by calling the SABIC Benefits Service Center. Here are a few highlights:

- The credit is only available if your adjusted gross income is below a certain amount (e.g., in 2014, $60,000 if you're married and filing jointly, or $30,000 if your filing status is single).

- Payments from certain retirement programs, including the Retirement Savings Plan, may reduce the credit — make sure you consider this if you're thinking about taking a withdrawal or distribution.

5 Investing Your Retirement Savings

You decide how to invest your savings — both your contributions and the Company match. You'll need to decide how the money is invested when it is first contributed to the Retirement Savings Plan as well as whether to reallocate funds already in the Savings Plan. You choose from the following investment options:

KEY POINT

It's up to you

You are responsible for choosing investments based on your own personal savings goals.

- **Target Retirement Date Funds.** These portfolios make investing easy. They're designed for you to put 100% of your contributions and savings in the professionally designed and monitored portfolio that most closely matches your expected retirement date.

- **Core Funds*.*** The Core Funds let you create your own investment mix.

Target Retirement Date Funds (by projected retirement date)	Core Funds (from most conservative to most aggressive)
• AB Target Retirement 2010 • AB Target Retirement 2015 • AB Target Retirement 2020 • AB Target Retirement 2025 • AB Target Retirement 2030 • AB Target Retirement 2040 • AB Target Retirement 2050	• Federated US Treasury Cash Reserves • NT Aggregate Bond Index Fund • BlackRock Inflation Protected Bond Fund • T. Rowe Price Value Fund (large cap) • NT S&P 500 Index Fund • MainStay Large Cap Growth Fund • NT Extended Equity Market Index Fund • RS Partners Fund (small cap value) • Dodge & Cox International Stock Fund

- **Self-Directed Brokerage Window*.*** Through this account, you may invest in thousands of different mutual funds. The self-directed brokerage window is not available for ERCA contributions.) See Section 5.4, "Self-Directed Brokerage Window," for more details about investing via this account.

See Section 5.1, "A quick look at your investment options," which gives you a brief description of these options.

The Retirement Savings Plan fiduciaries may add or delete funds in the future. You will receive further information if that happens.

Investment rules

You make separate investment choices for your employee account and your rollover account:

Your Account	Your Investment Choices	Closing Prices for Your Investment Purchases
Employee account (includes pre-tax contributions, after-tax contributions, Roth contributions, and Company contributions)	You make one election for your employee account. You may invest these contributions in any combination of investment options in multiples of 1%.*	Investment purchases are credited at market closing prices on the New York Stock Exchange on the date the contributions are credited to your account.** **Please note**—it may take one to two pay periods for new contributions to take effect.
Rollover account	You can make a separate election for your rollover account. You may invest these contributions in any combination of investment options in multiples of 1%.*	Rollover contribution investments are valued at the market closing prices on the day acceptable rollover documentation is received and approved in accordance with plan procedures. If the New York Stock Exchange is closed on that day, the investments will be valued based on the market closing prices on the next trading day.**

* For example, you could invest 53% of your account in the NT Aggregate Bond Index Fund, 17% in the Dodge & Cox International Stock Fund and 30% in the T. Rowe Price Value Fund.
** "**Market closing price**" means the **price** of a stock (or other investment) when the exchange **closes** for the day. The stock **market** is open from 9:30am to 4pm Eastern Standard Time.

KEY TERM

Market Closing Price

The "market closing price" of a stock or investment fund is its price when the exchange closes for the day. The stock market is typically open from 9:30am to 4:00 pm Eastern Standard Time.

You may change your investment choices for contributions to your account at any time. Such changes go into effect as soon as administratively possible, usually within one to two payroll periods.

As a participant in the Retirement Savings Plan, you are required to make investment elections. If for some reason there is no investment election in place, or if your investment election is somehow deficient, any portion of your account for which you do not make an investment election will automatically be invested in the Retirement Savings Plan's default investment fund. Your default investment fund under the plan is the AllianceBernstein (AB) Target Retirement Date fund that corresponds to your birthdate and an assumed retirement at age 65. This default investment is intended to constitute a Qualified Default Investment Alternative (QDIA), in accordance with Department of Labor regulations.

5.1 A quick look at your investment options

Achieving your financial goals requires a carefully thought-out plan. Here are a few key points to think about as you decide how to invest your Retirement Savings Plan savings:

- Your strategy should reflect your own personal situation, including your goals, your time frame and your tolerance for risk.
- Consider all your assets, not just those in the Savings Plan, when planning your investment decisions.
- Remember that diversification (not keeping all your eggs in one basket) should be part of any sound strategy, because it can help you reduce risks and ride out the inevitable ups and downs in the markets.
- Periodically review your strategy and your goals to make sure you stay on track.

The Retirement Savings Plan offers a number of investment choices to help you put together a well-diversified portfolio that suits your needs and your investment style.

Target Retirement Date Funds

These portfolios are designed to make investing easier. They're made for you to put 100% of your contributions and savings in the professionally designed portfolio that most closely matches your target retirement date. There are seven AllianceBernstein (AB) lifecycle funds for different retirement dates:

- AB Target Retirement 2010
- AB Target Retirement 2015
- AB Target Retirement 2020
- AB Target Retirement 2025
- AB Target Retirement 2030
- AB Target Retirement 2040
- AB Target Retirement 2050

The target retirement date funds are sometimes also called lifecycle funds. They are diversified portfolios designed for people who want to leave ongoing investment decisions to an experienced portfolio management team. You pick the fund with the date closest to your expected retirement date (2020, 2025, etc.).

This portfolio automatically adapts as you move toward – and through – your retirement. The objective of each lifecycle fund is to achieve the highest total return over time consistent with its investment mix. The lifecycle portfolios balance risk and return against the length of time your money will be invested. Over time, your money shifts from more aggressive investments focused on growth (primarily stocks and other equity securities) to more conservative investments focused on income (primarily bonds and other fixed income securities) to ensure that your money is put into investments that have less risk as you get older. However, there is no guarantee that any of these funds will provide adequate retirement income, and investments in these funds may still experience losses near or following retirement. The investment mix will continue to change with an increasing exposure to investments in bonds and fixed income securities – and a corresponding decrease in equity exposure – until 15 years after the target retirement date. Thereafter, the investment allocation will generally be fixed. Based on the current design of these funds, the equity allocation ranges from 90% (at 25+ years before the target retirement date) to 25% (at 15+ years after the target retirement date).

The underlying investment portfolios within the lifecycle funds may include both actively managed and passively managed portfolios. These underlying funds may participate in securities lending.

More information about the composition of the investments in the AB Target Retirement Date Funds is available online at the Your SABIC Total Rewards website (www.benefits.sabic-ip.com), under "401(k) Savings Plan."

Core Funds

If you invest in the Core Funds, you can choose your own investment mix from funds ranging from conservative to aggressive. The Core Funds include:

Federated US Treasury Cash Reserves fund

This money market fund provides conservative investors with stability of principal and liquidity.

Northern Trust (NT) Aggregate Bond Index Fund

This bond fund seeks to hold a portfolio representative of the overall United States bond and debt market, as characterized by the Barclays Capital Aggregate Bond Index**.**

BlackRock Inflation Protected Bond Fund

This bond fund seeks to maximize real return, consistent with preservation of real capital and prudent investment management.

T. Rowe Price Value Fund

This large cap fund seeks to provide long-term capital appreciation by investing in common stocks believed to be undervalued. Income is a secondary objective.

Northern Trust (NT) S&P 500 Index Fund

This large cap fund approximates the risk-and-return characteristics of the S&P 500 Index. This Index is commonly used to represent the large cap segment of the U.S. equity market.

MainStay Large Cap Growth Fund

This large cap fund seeks long-term growth of capital. The fund normally invests at least 80% of its assets in companies with market capitalizations in excess of $4 billion at the time of purchase.

Northern Trust (NT) Extended Equity Market Index Fund

This mid-cap fund approximates the risk-and-return characteristics of the Dow Jones U.S. Completion Total Stock Market Index.

RS Partners Fund

This small cap fund seeks long-term growth and to increase shareholder capital over the long term. The fund invests principally in equity securities of primarily U.S. companies with market capitalizations that the fund's investment team considers to be small and undervalued.

Dodge & Cox International Stock Fund

This fund seeks long-term growth of principal and income by investing primarily in a diversified portfolio of equity securities issued by non-U.S. companies from at least three different foreign countries, including emerging markets.

More information about the Core Funds, including detailed Fund Fact Sheets or prospectuses for each fund, is available online at the Your SABIC Total Rewards website (www.benefits.sabic-ip.com), under "401(k) Savings Plan."

Self-Directed Brokerage Window

The Core Funds that are available through the Savings Plan were specifically chosen to give you basic fund choices which let you build a diversified portfolio. In addition, the Plan offers Target Retirement Date Funds that are designed to be a single investment solution that is generally appropriate for a given expected retirement date. Both the Core Funds and Target Retirement Date Funds represent a wide range of asset classes that have varying degrees of potential risk and return and that provide the flexibility needed to meet most investing needs.

When you invest through a self-directed brokerage window account, you gain the flexibility to diversify your investments beyond the Plan's Core and Target Date investment options. Through this account, you may invest in thousands of different mutual funds. See Section 5.4, "Self-Directed Brokerage Window," for more details about investing via this account.

More information

This section provides a very brief overview of your Retirement Savings Plan investment choices. Before making investment decisions, you should read the fund prospectuses and the Lipper fund detail pages.

Brokerage commissions and related expenses are payable out of the assets of the investment fund to which they relate unless stated otherwise. See the prospectus for each fund for more information.

You can obtain these essential materials online on the Your SABIC Total Rewards website (www.benefits.sabic-ip.com), under "401(k) Savings Plan," **or by calling** the SABIC Benefits Service Center. See Section 9, "Contacts," for more information on contacting the SABIC Benefits Service Center.

5.2 Can I switch my savings between investment options?

You can make investment changes at any time online by accessing the Your SABIC Total Rewards website (www.benefits.sabic-ip.com), under "401(k) Savings Plan" or by calling the SABIC Benefits Service Center. You cannot switch investments by fax or e-mail.

Be sure you understand the process, complete all of the steps and finalize your transaction by confirming it in accordance with the instructions provided to you while you are conducting your transaction.

Note: The fact that the Retirement Savings Plan allows daily investment trades does not mean that the Savings Plan allows unlimited trading. Excessive trading by one person can hurt the other investors in the investment fund. The plan administrator may limit your trading if it is excessive. In addition, the investment funds themselves may have policies against excessive trading, and the plan administrator may help the funds enforce these policies.

5.3 How are my switched investments valued?

The value of your switched investments depends on when the switch transaction is confirmed. Your switch is confirmed when the SABIC Benefits Service Center receives confirmation of the switch in accordance with plan rules.

- **If your transaction is confirmed before the close of regular trading on a day the New York Stock Exchange (NYSE) is open,** it is valued based on the market closing prices on that day.

- **If your transaction is confirmed at or after the close of regular trading on a NYSE trading day or at any time on a day the NYSE is closed (including weekends)**, it is valued based on the market closing prices on the next NYSE trading day.

Please note: Even if you switch investments before the close of regular trading on a NYSE trading day, if your transaction isn't confirmed before the close of regular trading according to the preceding rules, then it will be valued based on the market closing prices on the next NYSE trading day. See the definition of *market closing price* in Section 5 (on page 19).

5.4 Self-Directed Brokerage Window

Through this account, you may invest in thousands of different mutual funds using the money that is already in your Retirement Savings Plan. The self-directed brokerage window feature is not appropriate for everyone. It is designed for plan participants who have a strong knowledge of the investment marketplace, want greater flexibility to create a more customized portfolio, and have the ability, time, and desire to personally research and evaluate different investments. The self-directed brokerage window investment platform is provided through Hewitt Financial Services, a broker-dealer subsidiary of Hewitt Associates LLC and member FINRA/SIPC.

The Retirement Savings Plan does not play any role in selecting or limiting the mutual funds that Hewitt Financial Services makes available through the self-directed brokerage window, and neither Hewitt Financial Services, SABIC, nor the Savings Plan endorses or recommends any particular investment offered through the window.

As is the case with all of the investment decisions you make with respect to your account under the Savings Plan, you assume the full risk and responsibility for your investment selections under a self-directed brokerage window account. You will need to select your investment options prudently and monitor your investment decisions carefully and frequently.

Using a Self-Directed Brokerage Window

With a self-directed brokerage window, you will have access to over 400 mutual fund families, with more than 12,000 mutual funds. In addition, more than 6,400 of the mutual funds are available with no loads, or waived loads and no transaction fees (NTF)*.

* Other fees and expenses regularly charged by the funds will apply. Before investing in any mutual fund, please read its prospectus carefully. For a copy of any prospectus, which includes information about risk considerations, fees and other expenses, visit the Hewitt Financial Services website (www.hewittfs.com) or call 1.800.890.3200.

The Hewitt Money Market Fund

Hewitt Financial Services uses the Hewitt Money Market Fund (Nasdaq Ticker Symbol: HEWXX) as the “cash sweep” vehicle for un-invested assets in self-directed brokerage window accounts. This means that all money transferred into your self-directed brokerage window account will be invested in the Hewitt Money Market Fund, and will remain in the fund until you use the funds to purchase shares in another mutual fund or until you transfer the money back into the Plan’s Core or Target Date fund options. The proceeds of any mutual fund sales you conduct in your brokerage window account will also be invested in the Hewitt Money Market Fund unless and until you have directed to have the proceeds invested elsewhere. By transferring money into the self-directed brokerage window account, you are making an affirmative election to have this money invested in the Hewitt Money Market Fund under all of these circumstances.

Note that there are other cash and capital preservation-oriented investment fund options available under the Savings Plan besides the Hewitt Money Market Fund – both through the self-directed brokerage window and among the Core Funds.

You should always carefully examine the characteristics and fees associated with all the available options in deciding how to invest your account balance under the Plan. To obtain a prospectus for the Hewitt Money Market Fund or any other fund available through the self-directed brokerage window, visit the Hewitt Financial Services website (www.hewittfs.com) or call 1.800.890.3200.

Fees

You will be charged a $20 maintenance fee for each quarter you maintain a balance in the self-directed brokerage window account. The maintenance fee is deducted pro rata across your core investment options and covers expenses the plan incurs because it offers self-directed brokerage window accounts.

You are required to keep $1,000 in the Core or Target Retirement Date investment options to ensure there are sufficient monies available to pay your quarterly self-directed brokerage window account fees.

You may incur commissions or transaction fees on some securities purchased or sold through your self-directed brokerage window account. A complete list of fees is available on www.benefits.sabic-ip.com or by contacting a Hewitt Financial Services representative. You may purchase more than 6,400 mutual funds without paying a load or incurring a transaction fee.

Other fees and expenses regularly charged by the mutual funds will also apply. NTF Funds redeemed or exchanged within three (3) calendar months of the purchase date or deposit date will incur a transaction fee of $50. For example, if you purchased an NTF Fund on March 15th, you would incur the $50 transaction fee if you sold before June 1st. Before investing in any mutual fund, please read its prospectus carefully.

More information

This section provides a brief overview of the self-directed brokerage window account. Please visit the Your SABIC Total Rewards website (www.benefits.sabic-ip.com). You can also access self-directed brokerage window account reference tools and materials by visiting the Hewitt Financial Services website (www.hewittfs.com).

6 Loans from the Retirement Savings Plan

The Retirement Savings Plan allows you, as an active employee of the Company or any affiliate, to borrow from your Savings Plan account, for any reason, without the taxes you face for withdrawals. (The tax consequences of withdrawals are described beginning in Section 7.8, "Are my withdrawals and distributions subject to federal taxes?") Loans are not available to former employees who have terminated Service with the Company (and have not gone to work for any affiliate).

You repay your loan, with interest, through regular payroll deductions. Both principal and interest go back into your account in the investment option you select.

Your loan is secured by a portion of the money remaining in your account.

You may have two outstanding loans at a time; and one outstanding loan for a primary residence. And you may request only one loan each calendar quarter. A loan in default counts as an outstanding loan until it is repaid in full.

Zeta Retirement Platform employees eligible for the Employer Retirement Contribution Account (ERCA), cannot borrow money from the ERCA.

6.1 How much can I borrow through loans?

The maximum you may borrow is the lesser of:

- $50,000, reduced by your highest outstanding loan balance from the past 12 months; or
- 50% of your available vested account balance (not including any balance in an Employer Retirement Contribution Account, if applicable), reduced by your highest outstanding loan balance.

The minimum you may borrow is $500 (which means you must have at least $1,000 in eligible funds in your account).

Also, if the amount of money you want to borrow includes any money that is invested in a self-directed brokerage window account, you will need to sell some or all of your brokerage investments and transfer the appropriate amount back into any of the Core Funds or Target Retirement Date funds before you can access it for a loan.

6.2 How do I request a loan?

To request a loan, call the SABIC Benefits Service Center at 877 SABIC US (877.722.4287). You can also request a loan online by accessing the Your SABIC Total Rewards website (www.benefits.sabic-ip.com). See Section 9, "Contacts," for contact information.

You cannot request a loan by mail, fax or e-mail.

For online or phone transactions, be sure you understand the process, complete all the steps and finalize the transaction by confirming it in accordance with the instructions provided to you while you are conducting your transaction.

Receiving your loan

You'll receive a check for the full loan amount, usually within eight business days of your request. The check stub will describe the details of the loan transaction.

6.3 How do I pay back a loan?

You must make regular repayments on your loan, or your loan may be defaulted. See Section 6.7, "What if I default on my loan?"

If you are an active employee, your repayments are through regular payroll deductions. Repayments are deducted from your pay before Retirement Savings Plan contributions and any other savings are deducted. If your repayment deduction is larger than your paycheck, you may need to make the repayment by personal check. You are ultimately responsible for ensuring that your regular loan repayments are made even if the repayments cannot be made through payroll deduction.

If you leave the active payroll, and are on a leave of absence and not receiving pay from the Company, you must continue repaying your loan by sending a repayment check each month to the SABIC Benefits Service Center.

Once you have terminated from the Company, you have the following options:

- Pay back your entire outstanding loan amount within 60 days from the date of separation, or your loan will go into default status and will be treated as an immediate taxable distribution;
- Request manual loan coupons from the SABIC Benefits Service Center. The loan repayment will be re-amortized to a monthly amount, and you will be required to make payments to the SABIC Benefits Service Center on a monthly basis. The original terms of the loan do not change. If you do not make the monthly loan payments, the loan will become delinquent. If the delinquent amount due is not paid by the date specified in the delinquency notice, the loan and any applicable interest will go into default status and a taxable event will occur;
- Choose to take a distribution; any outstanding loan amount will become immediately due and a taxable event will occur.

Generally, the term of your loan is for 1, 2, 3, 4 or 4½ years. However, if you take out a loan to purchase your principal residence, you have from 5 to 15 years to repay your loan.

> **KEY POINT**
>
> **Repaying your loan**
>
> You make your loan payments through automatic payroll deductions.

6.4 What is the loan interest rate?

The interest you pay on your loan is the prime rate published in the Wall Street Journal on the 15th day of the month before the first day of the calendar quarter in which you are requesting your loan.

The interest rate on all loans remains fixed for the duration of the loan.

The interest on your loan is not deductible for income tax purposes.

6.5 How are my loan repayments invested?

Your repayments, including interest, are invested in the same investment options as your employee contributions.

6.6 Can I pay back a loan earlier than scheduled?

You may prepay the loan in full at any time once three months have passed since the date of the loan. Prepayments must be for the full outstanding balance; partial prepayments are not allowed.

If you prepay your loan, the prepayment investment is valued at the market closing price on the day the payment is accepted in accordance with Savings Plan rules. If the New York

> **KEY POINT**
>
> **If you're considering a loan**
>
> Go online or call the SABIC Benefits Service Center to determine:
>
> - How much you're eligible to borrow;
> - The current interest rate; and
> - What your monthly repayment schedule would be.

Stock Exchange (NYSE) is closed on that day, the investment will be valued based on the market closing price on the next NYSE trading day. (See the definition of *market closing price* in Section 5, on page 19.)

Information on the prepayment process is available from the SABIC Benefits Service Center.

6.7 What if I default on my loan?

If you don't repay a personal loan within five years, or if you miss a payment and don't make it up (with interest) by the end of the calendar quarter following the quarter in which it was due, your loan may default under IRS rules. If you are on an approved leave of absence, you may be able to suspend loan repayments without causing a default.

If your loan defaults, the outstanding balance — the unpaid principal plus interest — is reported as a distribution, which means the taxable portion of that amount is subject to applicable taxes.

A loan in default counts as an outstanding loan. You may have up to two outstanding loans at a time.

Information on how you can repay a defaulted loan is available from the SABIC Benefits Service Center.

6.8 How are investments valued if liquidated for a loan?

When the investments in your Retirement Savings Plan account are liquidated to provide your loan, the value of the liquidated investments depends on when your loan request is confirmed. Your loan request is confirmed when the SABIC Benefits Service Center receives confirmation of the request in accordance with Savings Plan rules.

If your loan request is confirmed before the close of regular trading on a day the New York Stock Exchange (NYSE) is open, the investments liquidated to provide your loan are valued based on the market closing prices on that day.

If your loan request is confirmed at or after the close of regular trading on an NYSE trading day or at any time on a day the NYSE is closed (including weekends), the investments liquidated to provide your loan are valued based on the market closing prices on the next NYSE trading day.

Please note that even if you make your call or log on to the SABIC Benefits Service Center before the close of regular trading on an NYSE trading day, if your loan request isn't confirmed before the close of regular trading according to the preceding rules, then the liquidated investments will be valued based on the market closing prices on the next NYSE trading day.

See the definition of *market closing price* in Section 5 (on page 19).

If you're requesting a loan on an NYSE trading day...

If you want your liquidated investments to be valued at the market closing prices for that trading day, be sure to go online or call the SABIC Benefits Service Center well before the NYSE closes, which is usually (but not always) 4 p.m., Eastern time. The SABIC Benefits Service Center is available starting at 8 a.m., Eastern time. You may not be able to conduct your loan transaction if transaction volume is unusually high or if there are technical difficulties. Volume typically increases later in the trading day.

7 Withdrawals and Distributions

Your ability to make withdrawals or take distributions from your Retirement Savings Plan account depends on whether you are still employed.

While you are still employed by the Company (or an affiliate), you can use regular withdrawals to access your after-tax contributions, Company matching contributions and any associated earnings. In case of financial hardship, you can also access your regular pre-tax savings, Roth savings, catch-up savings and any associated pre-1989 earnings. See Section 7.1, “What funds are available for a regular withdrawal?” and Section 7.2, “What is a hardship withdrawal?”

After you leave the Company (and all affiliates), you may receive your entire vested* account balance in a lump sum or you may take up to four partial distributions each calendar year (each subject to a $500 minimum and excluding ERCA contributions). These options and other rules that may apply are discussed in Section 7.5 “What are my distribution options if I leave the Company?”

* Certain retirement platforms have different vesting schedules, thus only the vested portion of your account will be available when you leave the Company. See Section 4.3, “What else should I know about Company contributions, vesting and Service?” for vesting information.

KEY POINT

Taxes

Remember that withdrawals and distributions are subject to taxes (including, in some cases, an additional 10% early distribution penalty tax). See Section 7.8, "Are my withdrawals and distributions subject to federal taxes?" through Section 7.11, "What special rules apply if I was born before January 1, 1936?"

7.1 What funds are available for a regular withdrawal?

The Savings Plan allows two types of regular withdrawals—suspension and non-suspension.

- Suspension withdrawals allow you to withdraw after-tax contributions that have been in the Savings Plan for fewer than 24 months.
- Non-suspension withdrawals allow you to withdraw after-tax and Company contributions that have been in the Savings Plan for more than 24 months, as well as rollover contributions.

Regular Withdrawals	Suspension	Non-suspension
Contributions available (includes associated earnings)	• After-tax matched that have been in plan less than 24 months	• After-tax rollover • Before-tax rollover • After-tax unmatched • After-tax matched that have been in Savings Plan more than 24 months • Vested Company match that have been in the Savings Plan more than 24 months • If you have 5 or more years of Service: Company match that have been in Savings Plan less than 24 months • Roth rollover
Contributions not available	• All other contributions	• Company match that have been in Savings Plan less than 24 months (unless you have 5 or more years of Service) • Unvested amounts • ERCA contributions**
Employee contribution suspension	• All Company matching contributions suspended for six months	No suspension

**Applicable to Zeta employees only.

Regular withdrawals will automatically be taken from the following amounts in this order:

- After-tax and pre-tax rollover contributions and associated earnings, subject to certain IRS limits.

- Your unmatched after-tax savings and associated earnings that have been in the Retirement Savings Plan more than two full calendar years.

- Your matched after-tax savings that have been in the Savings Plan for at least two full calendar years and associated earnings. Your withdrawal may include matched after-tax savings that have been credited to your account for less than two full calendar years, but in this case, your future Company matching contributions will be suspended for the next six months.

- Vested Company matching contributions that have been in the Savings Plan for at least two full calendar years and associated earnings. Once you have participated in the Savings Plan for at least five years, a withdrawal may include all vested Company matching contributions, plus associated earnings.

- Roth rollover contributions, subject to certain IRS limits.

Also, if the amount of money you want to withdraw includes any money that is invested in a self-directed brokerage window account, you will need to sell some or all of your brokerage investments and transfer the appropriate amount back into any of the Core Funds or Target Retirement Date funds before you can access it for a withdrawal.

Special rules may apply if you are on active-duty military status. See Section 8.2, "What special rules apply if I serve in the military?"

7.2 What is a hardship withdrawal?

Because of the favorable tax treatment of regular pre-tax, Roth and catch-up savings, IRS rules place added restrictions on withdrawals from these accounts. You are permitted to withdraw your regular pre-tax, Roth and catch-up savings only in cases of "immediate and heavy financial need," as defined by the IRS. You may withdraw only enough to meet the financial need.

"Immediate and heavy financial need," as defined by the IRS, means:

- Unreimbursed health care expenses (including certain long-term care services and premiums) for you, your spouse or your dependents;

- Tuition, educational fees, and room and board expenses for college or other post-secondary education for the following 12 months for you, your spouse, your children or your dependents;

- Purchase of your principal residence; or

- Payments necessary to prevent eviction from your principal residence or foreclosure on the mortgage of your principal residence.

- Payment of burial or funeral expenses for your deceased parent, spouse, children or dependents.

- Payment of the unreimbursed expenses for the repair of damage to your principal residence that would be considered deductible as casualty expenses under tax code section 165, such as damage caused by a hurricane, fire, storm, earthquake, flood, or shipwreck.

In addition, you must:

- Certify you cannot raise the money you need through any other reasonable means — such as selling investments, taking out a loan or withdrawing from other savings accounts; and
- Agree to suspend your contributions for the next six months.

To receive a hardship withdrawal without certification, you must have already withdrawn or borrowed all the other funds available to you in your Retirement Savings Plan account.

If you suspend contributions, you agree to stop the following contributions for six months after your withdrawal:

- Regular pre-tax, Roth and catch-up contributions;
- After-tax contributions; and
- Contributions to any other deferred compensation, stock option, stock purchase or similar plan sponsored by the Company or its affiliates, in accordance with IRS rules.

You will not receive Company matching contributions during the time your contributions are suspended, and you won't be allowed to make any catch-up contributions for the remainder of the calendar year in which the 6-month suspension ends.

Hardship withdrawals may not be rolled over.

The Employer Retirement Contribution Account is not available for hardship withdrawals.

7.3 What is an age 59½ withdrawal?

If you are age 59½ or over, you may make a total or partial withdrawal of any amount of your entire vested account balance at any time. There is no suspension of contributions after an age 59½ withdrawal.

The Employer Retirement Contribution Account is not available for an age 59 ½ withdrawals.

You are not required to pay the 10% penalty tax on withdrawals you make after age 59½.

7.4 How will my withdrawal be paid to me?

Your investments are converted and paid to you in cash, by check.

See Section 7.7, "How are investments valued if liquidated for a withdrawal or distribution?" for information on how the value of your withdrawal in cash will be determined.

7.5 What are my distribution options if I leave the Company?

When you leave the Company (and do not go to work with any affiliate) for any reason, such as retirement, disability or termination of your employment, you may receive all or part of your vested Retirement Savings Plan account, or you may leave your savings in the Savings Plan for future distribution (provided your account balance is over $1,000). If you leave your account balance in the Savings Plan, you continue to be eligible to switch investments.

Your savings remain in the Retirement Savings Plan until you request a distribution. However, federal law requires that minimum distribution payments based on life expectancy begin **the later of**:

- April 1 following the year in which you reach age 70½; or

KEY POINT

Direct rollovers

Unless you roll over the taxable portion of your regular withdrawal or distribution from the Retirement Savings Plan directly into another eligible retirement program, the Company is required by IRS rules to automatically withhold 20% for federal income taxes. See the answers to questions on taxes in Section 7.8, "Are my withdrawals and distributions subject to federal taxes?" through Section 7.11, "What special rules apply if I was born before January 1, 1936?"

- April 1 following the year in which you terminate Service.

You will be notified of your options before any minimum payments begin.

If you transfer to or are otherwise employed by a non-participating SABIC affiliate, you are no longer eligible to contribute. Your money remains in the Retirement Savings Plan, and you can continue to switch investments, to withdraw, and to borrow funds. Once you no longer work for the Company or any affiliate, you have the distribution options described in this section.

You may be able to roll your distribution over to another eligible retirement program, including in many cases, any non-taxable portion of the distribution. For details, see Section 7.8, “Are my withdrawals and distributions subject to federal taxes?” and Section 7.10, “What if I roll over Retirement Savings Plan funds?”

If you decide to receive a distribution from your Retirement Savings Plan account, you have two options regarding how your account is paid out to you — lump-sum or partial distributions.

Lump-sum distributions

If you elect a lump-sum distribution, your vested account is paid in a single sum payment.

If your vested account balance is $1,000 or less, you will receive an automatic lump-sum distribution within 60 days of leaving the Company (provided you do not go to work with any affiliate).

For more information, see Section 7.4, “How will my withdrawal be paid to me?”

Partial distributions

You may elect up to four payouts, called partial distributions, each calendar year from your Retirement Savings Plan account balance. Partial distributions may not be made from the Employer Retirement Contribution Account. The minimum for each partial distribution is $500 or your remaining account balance, if less. If you have already taken four partial distributions, you may elect a final payout of your remaining Retirement Savings Plan balance.

If you transfer to a successor employer

If your Service with the Company or an affiliate ends because the stock or assets of your business are disposed of, SABIC can direct that Retirement Savings Plan assets and liabilities be retained or transferred to the successor employer’s plan. In either case, you’ll be notified by SABIC.

If Retirement Savings Plan assets and liabilities are retained — you’ll have the same access to your Retirement Savings Plan account that any other terminated employee has.

If Retirement Savings Plan assets and liabilities are transferred — you’ll need to consult with the successor employer to find out when and how you may access your funds.

In case of death

If you die, and your spouse is your beneficiary, your spouse can choose an immediate account payout or choose to defer payment until he or she reaches age 70½. Your spouse may elect to receive payment in a lump sum or in installments.

If your beneficiary is someone other than your spouse, payment will be made in a lump sum as soon as possible after your death.

When the SABIC Benefits Service Center is notified of your death, they will send a distribution form to your beneficiary. Your beneficiary must complete and return the form as soon as possible.

Pending payment of the lump sum, your beneficiary may switch investments as described in Section 5.2.

If your spouse receives a lump-sum distribution because of your death, he or she will have the same rollover options that a participant would have. Certain rollover options are also available to your non-spouse beneficiary. See Section 7.10, “What if I roll over Retirement Savings Plan funds?”

7.6 How can I request a withdrawal or distribution?

Making your request

You can request withdrawals and distributions from the SABIC Benefits Service Center online or by phone. See Section 9, “Contacts,” for more information on contacting the SABIC Benefits Service Center.

You cannot request withdrawals or distributions by mail, fax or e-mail. However, the required supporting documentation for a hardship withdrawal must be sent by mail or fax and cannot be sent by e-mail.

For online or phone transactions, be sure you understand the process, complete all the steps and finalize your transaction by confirming it in accordance with the instructions provided to you while you are conducting your transaction.

Receiving your requested withdrawal or distribution
Requests for regular withdrawals and distributions are usually processed within two weeks. If you request a hardship withdrawal, you’ll need to provide additional documentation to support your request. Requests for hardship withdrawals are usually processed within two weeks after the documentation supporting your hardship request is received. There is a two-week waiting period after your termination from employment before processing can begin on any post-termination distribution requests. Your withdrawal or distribution is payable in cash. A check will be mailed to your home, along with a statement that explains what portion is taxable and provides other important information.

7.7 How are investments valued if liquidated for a withdrawal or distribution?

When the investments in your Retirement Savings Plan account are liquidated to provide your withdrawal or distribution, the value of the liquidated investments depends on when the withdrawal or distribution request is confirmed, and that depends on the kind of request you are making and how you make it:

- **Hardship withdrawals** — Your request is confirmed when the SABIC Benefits Service Center accepts the documentation supporting your request in accordance with plan rules;

- **Other withdrawals or distributions** — Your request is confirmed when the SABIC Benefits Service Center receives confirmation of the transaction in accordance with plan rules.

See Section 7.6, “How can I request a withdrawal or distribution?” for rules on how you may request a withdrawal or distribution.

If your request is confirmed before the close of regular trading on a day the New York Stock Exchange (NYSE) is open, the investments liquidated to provide your withdrawal or distribution are valued based on the market closing prices on that day.

If your request is confirmed at or after the close of regular trading on an NYSE trading day or at any time on a day the NYSE is closed (including weekends), the investments liquidated to provide your withdrawal or distribution are valued based on the market closing prices on the next NYSE trading day.

Please note that even if you make your call or log on to the system before the close of regular trading on an NYSE trading day, if your withdrawal or distribution request isn't confirmed before the close of regular trading according to the preceding rules, then the liquidated investments will be valued based on the market closing prices on the next NYSE trading day.

See the definition of *market closing price* in Section 5 (on page 19)

If you're requesting a withdrawal or distribution on a NYSE trading day...
… and you want your transaction to be valued at the market closing prices for that trading day, be sure to take action well before the NYSE closes, which is usually (but not always) 4 p.m., Eastern time. You can request the withdrawal online or by calling the SABIC Benefits Service Center starting at 8 a.m., Eastern time. You may not be able to conduct your withdrawal or distribution if transaction volume is unusually high or if there are technical difficulties. Volume typically increases later in the trading day.

7.8 Are my withdrawals and distributions subject to federal taxes?

Some or all of your withdrawals and distributions are considered ordinary taxable income to you when you receive them. Taxable portions generally include:

- Your regular pre-tax and catch-up contributions;
- Company contributions;
- Rollover contributions (except to the extent that they are a return of after-tax contributions); and
- All earnings and appreciation.

KEY POINT
Defer Taxes You can defer paying income taxes and avoid paying penalty taxes on withdrawals and distributions by rolling over the taxable portion directly into another eligible retirement program.

Contact the SABIC Benefits Service Center to determine how much you have available for withdrawal or distribution and what portion is taxable.

The Retirement Savings Plan is required by IRS rules to withhold 20% for federal income taxes from the taxable portion of any withdrawal or distribution, unless you roll that portion directly into another eligible retirement program. The withholding is made by liquidating the securities and cash that would otherwise be paid out to you. Hardship withdrawals are also ineligible for rollover.

Your own after-tax contributions are paid out from your Retirement Savings Plan account free of tax because that money has already been taxed. However, withdrawals from post-1986 after-tax savings are considered a mix of your non-taxable contributions and your taxable earnings. You will be taxed on the portion that is derived from earnings. This means you will probably owe income taxes on a part of any withdrawal or distribution you receive. The portion of any withdrawal consisting of pre-1987 after-tax savings is not taxable.

Because of the various rules associated with this type of plan and because they may change over time, it is recommended that you consult a tax expert before electing a withdrawal or distribution. Also, see IRS Publication 575, which is available online at www.irs.gov/pub/irs-pdf/p575.pdf.

7.9 What are the penalties for early withdrawal or distribution?

If you are under age 59½ when you receive a withdrawal or distribution, you'll be subject to a 10% penalty tax on the taxable portion of the withdrawal or distribution (in addition to ordinary income taxes). You can avoid this extra 10% penalty if:

- You roll over the taxable portion of the withdrawal or distribution into another eligible retirement program **within 60 days** (to avoid tax withholding and the 60-day rule, elect a direct rollover);
- You have terminated employment during the year in which you reach age 55 or later, and the distribution follows termination;
- You are totally disabled;
- You use your withdrawal or distribution to pay for deductible medical expenses, including payments for long-term care services (and, in some cases, long-term care insurance premiums); or
- Your withdrawal or distribution is paid to the government because of an IRS tax levy against your Retirement Savings Plan account.

A taxable lump-sum distribution made to your beneficiary in the event of your death is not subject to the 10% penalty tax.

TAKE ACTION

Consult a tax advisor...

to address the tax consequences of any Retirement Savings Plan transactions.

7.10 What if I roll over Retirement Savings Plan funds?

Money that is rolled over to another eligible retirement program is not subject to tax until it is paid out from that program. There are two different ways to roll over funds — directly and indirectly.

If you elect a direct rollover...

- Then the Retirement Savings Plan will make your withdrawal or distribution payable directly to the other retirement program. No taxes will be withheld from any portion of the withdrawal or distribution that is directly rolled over (or from any non-taxable portion that is paid to you).

If the taxable portion is not rolled over directly into another eligible retirement program...

- Then 20% must automatically be withheld for federal income taxes. You can still roll over the taxable portion **within 60 days** of receipt to avoid taxes; however, keep in mind that you'll need to make up, from your personal funds, the 20% withheld if you want to roll over the entire taxable amount. When you file your annual tax return, your withholdings for the year will include the 20% withheld from your Retirement Savings Plan withdrawal or distribution. You may also be able to roll over the non-taxable portion of a distribution that is paid to you (within 60 days of receipt).

Distributions to non-spouse beneficiaries may only be rolled over to another eligible retirement program through a direct rollover to an individual retirement account (IRA) established for the purpose of receiving the distribution on behalf of the beneficiary in accordance with the tax rules applicable to such "inherited IRAs."

Please refer to the special tax notice (Payment Rights Notice) for more information on these and other tax rules that affect Retirement Savings Plan distributions. The Payment Rights Notice can be found on the Your SABIC Total Rewards website (www.benefits.sabic-ip.com), under "401(k) Savings Plan," then "Savings and Retirement," then "Forms and Materials." You can also request a copy by calling the SABIC Benefits Service Center.

MORE INFORMATION

Rolling over into another eligible retirement program?

You'll need the name and the account number of the other program. Then, call the SABIC Benefits Service Center for help through the process.

7.11 What special rules apply if I was born before January 1, 1936?

If you were born before January 1, 1936, you may be eligible to reduce your taxes through 10-year forward averaging (using 1986 tax rates). You may also elect to have the part of your distribution attributable to pre-1974 participation in a qualified savings plan, if any, taxed as long-term capital gain at a rate of 20%. These rules only apply to lump-sum distributions and only if you have been a plan participant for at least five years. A rollover to or from the Retirement Savings Plan may affect your ability to take advantage of this special treatment.

These rules — and certain other tax rules that affect Retirement Savings Plan distributions — are more fully explained in IRS Publication 575, Pension and Annuity Income.

8 Other Rules for the Retirement Savings Plan

When you participate in the Savings Plan, there are several other rules that may affect you.

8.1 Can I make up savings if I'm absent from work?

If you return to a Participating Company after a qualified absence without pay, you may be eligible to make up some or all of the contributions you missed on an after-tax basis — up to six months of contributions. A qualified absence under the Retirement Savings Plan is a continuous absence of more than two weeks without pay because of:

- Personal injury or illness;
- Layoff; or
- Any other leave of absence for which you received continuous Service. Special provisions apply for military leaves of absence. See Section 8.2, "What special rules apply if I serve in the military?"

You are also on a qualified absence if you work an alternating schedule of one week on and one week off because of a temporary lack of work condition and you are absent for a total of at least two weeks.

You are eligible to make up contributions as long as you receive wages or vacation pay from a Participating Company during the calendar year in which you want to make up the contributions. IRS requirements may impose additional limits. You may choose how to make up your contributions, either:

- Through payroll deductions as follows:
  - In a lump sum, within one month after you return;
  - In installments, up to 12 months after you return; or
  - In any other combination that is acceptable to your employer; or
- In a cash lump sum from your personal funds within one month after you return.

Your make-up contributions are credited to your account in the month in which they are received. If the savings you missed and are now making up would have been eligible for a Company match, the Company matching contribution will be credited to your account at the same time your contributions are credited.

The maximum you can contribute in make-up savings is the amount you would have contributed during your absence — the same percentage rate you were saving when your absence began, multiplied by your normal straight-time pay before your absence began.

If you have a break in your continuous Service that is not immediately restored when you return to work, you can't make up the savings you missed during the absence.

Make-up contributions are invested according to your current or most recent savings investment election. Investments are valued at the market closing prices on the last New York Stock Exchange trading day of the month for which they are credited to your account. See the definition of *market closing price* in Section 5 (on page 19).

To make up savings contributions, call the SABIC Benefits Service Center at 877 SABIC US (877.722.4287) and press the appropriate number to be routed to the Retirement Savings Plan to perform this request. See Section 4.8, "What are catch-up contributions?" for rules on what happens to catch-up elections during and after an absence.

8.2 What special rules apply if I serve in the military?

Military Leave of Absence – Make-Up Contributions: If you return from a qualifying military leave of absence, you are eligible to make up contributions to the Retirement Savings Plan as if you had actually received your full pay from the Company during your leave.

You have two alternatives for making up contributions:

- Payroll deductions; or
- A single lump-sum payment from your personal funds to the plan.

If you choose to make up your savings through payroll deductions, payments will be deducted over a period no longer than three times the total length of your military leave or a five-year period, whichever is shorter. For example, if your total leave was two weeks, contributions will be taken over a period no longer than six weeks.

Contributions made through payroll deduction may be allocated between pre-tax, Roth and after-tax contributions, subject to certain tax law limits. You will be notified if these limits apply to you.

If you choose to make up your savings through a lump-sum payment, your contributions will be on an after-tax basis. A lump-sum payment must be received within the same period described above for payroll deduction payments.

Your make-up contributions are credited to your account in the month in which they are received. If the savings you missed and are now making up would have been eligible for a Company match, the Company matching contribution will be credited to your account at the same time your contributions are credited.

Make-up contributions are invested according to your current or most recent savings investment election. Investments are valued at the market closing prices on the last New York Stock Exchange trading day of the month for which they are credited to your account. See the definition of *market closing price* in Section 5 (on page 19).

To make up savings contributions, call the SABIC Benefits Service Center at 877 SABIC US (877.722.4287) and press the appropriate number to be routed to the Retirement Savings Plan to perform this request.

Notes on the Heroes Earnings Assistance and Relief Tax Act of 2008 (HEART Act):

In accordance with the HEART Act, if you die while performing qualified military service on or after January 1, 2007, your survivors are entitled to any additional benefits (other than credit for benefit service relating to the period of your qualified military service) which would be payable under the Savings Plan if you had resumed your employment with the Company the day before your death. If you wish to learn more about how your rights under the HEART Act might affect your survivors' benefits under the Savings Plan, please contact the SABIC Benefits Service Center.

For employees who are on active military duty for more than 30 days, special rules may permit you to be treated as having a deemed severance from the Company, which may allow you to take withdrawals of your pre-tax contributions. If you take a special withdrawal under this HEART Act provision, IRS rules prohibit you from making pre-tax (including catch-up), after-tax, or Roth contributions for six months. If you wish to learn more about how your rights under the HEART Act might affect your withdrawal rights under the Savings Plan, please contact the SABIC Benefits Service Center.

8.3 What if I'm laid off?

If you are laid off, you will not be able to make contributions to the Retirement Savings Plan after the notification period. However, you will be able to withdraw from your account. You will also still be able to switch investments in your account. Any outstanding loans must be repaid within 60 days or will be considered a withdrawal with applicable tax implications unless repayment has been arranged with the 401(k) benefits administrator.

8.4 How can legal limits affect my savings?

The Retirement Savings Plan is a qualified plan under Section 401(a) of the Internal Revenue Code. Among other things, this means that it provides tax benefits for you and the Company. For example, the Company receives a tax deduction for its contributions to the Retirement Savings Plan, and you are allowed to defer taxes until the money in your account is paid to you (and beyond that if you roll your payments over).

To maintain its qualified status and these benefits, the program must abide by federal regulations. Some of these regulations may affect you and are summarized below.

Compensation limits

IRS rules do not permit contributions based on annual pay over a certain amount ($260,000 in 2014). This amount may change each year according to IRS rules.

Contribution limits

Dollar limits on regular pre-tax contributions, Roth and catch-up contributions — The IRS limits the total amount of regular pre-tax and Roth contributions and the total amount of catch-up contributions you can make during the year to the amounts shown below:

Calendar Year	**Regular Pre-Tax/Roth Limit** (Combined Total Limit for Pre-Tax and Roth Savings)	**Catch-Up Limit**
2014	$17,500	$5,500

For future years, scheduled increases will occur in accordance with IRS rules.

If your regular pre-tax or Roth contributions to the Retirement Savings Plan (or to the Savings Plan and any other 401(k) plan maintained by the Company or an affiliate on a combined basis) reach the regular pre-tax/Roth limit, any further contributions to the Retirement Savings Plan for the year (except catch-up contributions) will automatically be made on an after-tax basis. If your catch-up contributions to the Retirement Savings Plan (or to the Retirement Savings Plan and any other 401(k) plan maintained by the Company or an affiliate on a combined basis) reach the catch-up limit, your catch-up contributions will automatically stop for the rest of the year.

If you participate in the Retirement Savings Plan and in a 401(k) plan (or certain similar types of arrangements) maintained by another employer, it is your responsibility to make sure you don't exceed the IRS limits on pre-tax, Roth or catch-up savings for the year. If your combined pre-tax and Roth contributions or your catch-up contributions exceed either limit, you will need to take a corrective distribution. If you wish to receive a corrective distribution from the Retirement Savings Plan instead of the other employer's program, you must notify the SABIC Benefits Service Center before March 1 of the following year. Any corrective distribution from the Retirement Savings Plan will be made by April 15. Failure to elect sufficient corrective distributions will result in adverse tax consequences.

You should also be aware that the IRS permits eligible participants to treat regular pre-tax or Roth savings as catch-up contributions if their combined regular pre-tax or Roth savings to plans of unrelated employers would exceed the regular pre-tax/Roth limit for the year. For example, assume you are over age 50 and contribute $19,000 as regular pre-tax or Roth savings to each of two unrelated 401(k) plans during 2014. Assuming you had not made any other catch-up contributions that year; you could choose to treat the $1,500 excess (the amount over the $17,500 regular pre-tax/Roth limit for that year) as catch-up contributions on your tax return instead of taking a corrective distribution. You wouldn't have to contact either plan for this treatment to apply.

Total contribution limit — In any given year, total contributions (other than catch-up contributions) to qualified retirement plans such as the Retirement Savings Plan are limited to the lesser of an IRS-set maximum dollar amount, which may change each year ($52,000 in 2014), or 80% of your annual compensation. Compensation for this purpose generally means the amount reported as taxable income on your W-2 earnings statement plus any amounts you contribute on a pre-tax basis to the Retirement Savings Plan or to your SABIC Flexible Spending Accounts, to pay for health coverage or dependent day care coverage.

The following contributions count toward this limit:

- Regular pre-tax contributions to the Retirement Savings Plan;
- Roth contributions to the Retirement Savings Plan;
- After-tax contributions to the Retirement Savings Plan;
- Company matching contributions to the Retirement Savings Plan;
- Company ERCA contributions (for Zeta employees) to the Retirement Savings Plan; and
- Contributions to other qualified retirement plans maintained by the Company or by an affiliate.

Highly compensated employees (HCEs) — Different limits may apply to your Retirement Savings Plan contributions if the IRS considers you to be highly compensated. You are considered highly compensated if you earned more than an IRS-set amount in the preceding year. For example, if you earned more than $255,000 in 2013, you would be treated as highly compensated in 2014. Should these limits apply to you, the Plan Administrator will determine the appropriate limit to apply to all HCEs and administer those limits accordingly.

For very highly compensated employees who may earn more than the IRS compensation limit discussed above ($260,000 for 2014) — if you wish to maximize your regular pre-tax and Roth contributions at the IRS limit ($17,500 for 2014), then be aware that the IRS compensation limit may prevent you from doing so if you elect to contribute a lower percentage of your pay as such contributions. Electing to contribute at least 7% each pay period may ensure that the IRS compensation limit won't affect your ability to maximize your own regular pre-tax and Roth contributions at that IRS limit ($17,500 for 2014). Your elections will also affect the amount of Company matching contributions you receive. See Section 4.2, "How much will the Company contribute?" above and consult your tax and financial advisor for more information.

8.5 How are my savings protected?

Your Retirement Savings Plan savings may not be used as security for loans outside the plan. Your savings may not be garnished or attached by your creditors or be assigned in any way to anyone else, except to comply with a qualified domestic relations order (QDRO), such as a divorce decree or a child support order, or a federal tax lien (or its equivalent). You will be notified if a qualified domestic relations order or federal tax lien affecting your benefits is received by the Company or Plan Administrator. To get a statement of QDRO procedures at no cost to you, contact the SABIC Benefits Service Center.

No PBGC insurance

Because your Retirement Savings Plan benefits are maintained in an account in your name, this program is not insured by the Pension Benefit Guaranty Corporation (PBGC).

8.6 What if I work past age 70½?

If you are still actively employed by the Company or any affiliate after you reach age 70½ you are eligible to elect to receive partial distributions of your Retirement Savings Plan account beginning January 1 following the date you reach age 70½, as described in Section 7.5, "What are my distribution options if I leave the Company?" You also retain the usual withdrawal, loan and switching rights available to other employees in the Savings Plan

9 Contacts

Program/Plan	Contact	Reasons to access
General Resources		
SABIC U.S. Employee Retirement Savings Plan	**SABIC Benefits Service Center** www.benefits.sabic-ip.com 1-877-SABIC-US (1-877-722-4287)	• Get a password so you can access online and customer service representatives. • Enroll in the plan and make your contribution and investment elections. • Change your contribution or investment elections. • Name or change your beneficiary. • Check your account balances. • Initiate a loan, withdrawal, or rollover. • Request certain forms and information—QDRO procedures, prospectuses, and certain tax notices. • Ask questions about the plan or your account.

10 Administration and Other Important Information

This section provides important administrative information about the plan described in this summary plan description (SPD).

Although the Company is not required by law to provide any of the benefits described in this SPD, federal law does regulate certain types of benefits when they are offered. This section describes your legal rights under the Employee Retirement Income Security Act of 1974, as amended (ERISA) and also contains other important administrative information.

For employees not conversant in English

If you have a limited knowledge of the English language and have difficulty understanding this description, you can request a language line be used, to obtain assistance in the language most familiar to you.

Para los empleados que no tienen mucho conocimiento del inglés

Si usted tiene un conocimiento limitado del idioma inglés y tiene dificultad entender esta descripción, usted puede solicitar que se utilice una línea de idiomas para obtener ayuda en su idioma.

10.1 Who is the Plan Sponsor?

The Plan Sponsor for the SABIC U.S. Employee Retirement Savings Plan is:

SABIC Innovative Plastics US LLC
1 Plastics Avenue
Pittsfield, MA 01201

The employer identification number (EIN) assigned to SABIC Innovative Plastics US LLC (the sponsor of this plan) by the Internal Revenue Service is: **33-1169273**.

10.2 Who is the Plan Administrator?

The plan administrator has authority to control and manage the operation and administration of the Savings Plan and is the agent for service of legal process.

The plan administrator for the SABIC U.S. Employee Retirement Savings Plan is:

SABIC Innovative Plastics US LLC Retirement Plan Committee
1 Plastics Avenue
Pittsfield, MA 01201
413-448-5173

Legal process also may be served on any trustee responsible for the administration of any applicable trust.

In carrying out their respective responsibilities, the plan administrators and other plan fiduciaries have discretionary authority to interpret the terms of the applicable plan and to determine eligibility for and entitlement to plan benefits, in accordance with the terms of the plan. Any such interpretation or determination will be given full force and effect, unless shown to be arbitrary and capricious.

10.3 How Can I Access Official Plan Documents?

This summary plan description (SPD) is subject to the provisions of the official plan documents and other governing instruments. Copies of the official plan documents, as well as the latest annual reports of plan operations and summary plan descriptions of all Company plans, are available for your review during normal working hours at your local human resources office or at the following locations:

KEY POINT

Your SABIC Total Rewards Statement

To help keep you up to date on your benefits, SABIC provides personalized benefit information and account estimates to employees each year. This update, which is done quarterly and can be accessed online 24 hours a day/seven days a week at www.benefits.sabic-ip.com, is called Your SABIC Total Rewards. A personalized benefits statement can be generated at any time using this online tool.

SABIC Human Resources Department
1 Plastics Avenue
Pittsfield, MA 01201
413-448-5173

SABIC Americas, Inc.
2500 CityWest Blvd. Suite 650
Houston, TX 77042
713-830-2968

To request a copy of a particular plan document, please write or call.

If there is any discrepancy between the information summarized in this SPD and the official plan documents, the plan documents will govern.

Other SABIC U.S. Employee Retirement Savings Plan documents

The Company will provide to participants, upon written or verbal request and without charge, a copy of any documents required to be provided to participants by SEC and ERISA rules. These documents include copies of any prospectuses, financial statements and reports, and any other materials relating to the investment options available under the Savings Plan, to the extent such information is provided to the plan.

This SABIC U.S. Employee Retirement Savings Plan is intended to comply with Section 404(c) of the Employee Retirement Income Security Act of 1974 (ERISA), and its regulations. This means that the Savings Plan is a plan with individual accounts that provides its participants with the opportunity to exercise control of the assets in their accounts by choosing between a variety of investment alternatives. Since you control how to invest your Retirement Savings Plan account, the Savings Plan fiduciaries can be released of responsibility for any loss that results directly from the investment selections you have made.

For a copy of these documents or for information about the Retirement Savings Plan or its administrators, contact the SABIC Benefits Service Center at 877 SABIC US (877.722.4287).

10.4 Can the Plan Be Changed, Replaced or Terminated?

The Plan Sponsor expects to continue the Retirement Savings Plan described in this SPD, but reserves the right to terminate, amend or replace the Savings Plan, in whole or in part, at any time and for any reason, by action of the Board of Directors of the Plan Sponsor or such person(s) as the Board of Directors of the Plan Sponsor may designate.

A decision to terminate, amend or replace a program or plan may be due to changes in federal law or state laws governing qualified retirement or welfare benefits, the requirements of the Internal Revenue Service, ERISA or any other reason. A plan change may include transferring all or a portion of plan assets and debts to another plan (which may be maintained by a successor employer or some other unaffiliated entity) or splitting a plan into two or more parts.

If the SABIC U.S. Employee Retirement Savings Plan is terminated, you will have a right to your account balance.

10.5 How Is the Savings Plan Funded?

The Savings Plan described in this SPD is funded directly by the Company from its general assets. Some of the funds of the Company’s retirement plans, as indicated below, are held in trust for the benefit of plan participants, and may be used by the trustees to pay expenses incurred in the administration of the plans.

The name of the trust is:

SABIC Innovative Plastics Master Retirement Savings Trust

As of January 1, 2014, the trustee is:

The Northern Trust Company
50 South La Salle Street
Chicago, IL 60603

All contributions by the Company or any Participating Company to any Savings Plan trusts are conditioned upon their being deductible for federal income tax purposes. In no way does the Company guarantee the payment of any benefits that are funded by these trusts. Nothing in the Retirement Savings Plan will be deemed to give any participant, beneficiary, former participant, or spouse an interest in any specific trust assets or any other interest, except the right to receive benefits according to the provisions of the Savings Plan.

10.6 What Are the Claims and Appeals Procedures?

You (or your beneficiary) are responsible for taking the appropriate action to apply for and receive the benefits for which you (or your beneficiary) are eligible under the Retirement Savings Plan. This may require that you visit the websites, make the phone calls, and/or prepare and file the appropriate forms, as described in this SPD. The forms and other documentation required by you (or your beneficiary) to apply for and receive the benefits under the Savings Plan described in this SPD are available from the SABIC Benefits Service Center at 877 SABIC US (877.722.4287).

The plan administrator has the authority and responsibility to interpret the provisions of the plan, subject only to the limits of applicable state or federal law. The nature and extent of this authority is described in the plan document.

This Section 10.6 is intended to satisfy the requirements for employee benefit plan procedures pertaining to claims for benefits by participants and beneficiaries in accordance with the requirements of ERISA Sections 503 and 505, and the regulations thereunder.

If you dispute the response to your request for benefits under the SABIC Retirement Savings Plan, you (or your beneficiary) must submit the disputed claim for benefits to:

SABIC Innovative Plastics US LLC Retirement Plan Committee
1 Plastics Avenue
Pittsfield, MA 01201

The Retirement Plan Committee, or its designee, will evaluate your claim.

If the claim is denied in whole or in part, you (or your beneficiary) will receive a written notice within 90 days — or within 180 days under special circumstances — from the Retirement Committee or its designee. The notice will include:

- The reason for the denial, with specific reference to the pertinent plan provisions on which the denial is based;

- A description of any information or materials necessary to process the claim properly and the reasons why the materials are needed; and

- An explanation of the claims review procedure.

To appeal the denial you (or your beneficiary) must file a written request for reconsideration to the Retirement Plan Committee or its designee (as specified in the initial written notice) within 60 days after receiving the denial. The appeal procedures must be exhausted before you can enforce your rights under ERISA. If you fail to appeal within 60 days of receiving the denial your claim is permanently extinguished. The appeal must be a written statement:

1. Requesting a review of your claim for benefits by the Committee;

2. Setting forth all the grounds upon which your request for review is based and any facts in support thereof; and

3. Setting forth any issues or comments that you deem relevant to your request.

Your request should be accompanied by documents or records in support of the appeal. The Retirement Committee or its designee will respond within 60 days — or 120 days under special circumstances — after receipt of the appeal, explaining the reasons for the decision, with specific reference to the plan provisions on which the decision is based. If supported by substantial evidence in the record, the decision of the Retirement Plan Committee on any request for benefits shall be final, conclusive and binding on you, except as provided by law.

If you want to bring a legal action against the plan sponsor or the plan administrator, you must do so by the earlier of (i) the date that is one year after the date your claim was denied on appeal or (ii) the date that is three years from the date a cause of action accrued.

10.7 What Are My Rights Under ERISA?

As a participant in the Retirement Savings Plan described in this SPD, you are entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974, as amended (ERISA). ERISA provides that all plan participants shall be entitled to:

Receive information about your plan and benefits

- Examine without charge, at the plan administrator's office and at major Company locations, all plan documents, any applicable collective bargaining agreements, and a copy of the latest annual report (Form 5500 Series) filed by the plan with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration (EBSA).

- Obtain, upon written request to the plan administrator, copies of all plan documents, the latest annual report (Form 5500 Series) and updated summary plan description. The administrator may make a reasonable charge for the copies.

- Receive a summary of the Savings Plan's annual financial report. The plan administrator is required by law to provide each plan participant with a copy of this "summary annual report."

Prudent actions by plan fiduciaries

In addition to creating rights of plan participants, ERISA imposes duties upon the people who are responsible for the operation of the employee benefit plan. The people who operate your Retirement Savings Plan, called "fiduciaries" of the plan, have a duty to do so prudently and in the interest of you and other Savings Plan participants and beneficiaries. No one, including the Company, your union or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a benefit under the Savings Plan or exercising your rights under ERISA.

Enforce your rights

If your claim for a benefit under the Retirement Savings Plan is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules. See Section 10.6, "What are the claims and appeals procedures?" for details.

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of plan documents or the latest annual report from the plan and do not receive them within 30 days, you may file suit in a Federal court. In such a case, the court may require the plan administrator to provide the materials and pay you up to $110 a day until you receive the materials, unless the materials were not sent for reasons beyond the control of the administrator. If you have a claim for benefits which is denied or ignored, in whole or in part, you may file suit in a state or Federal court after you have exhausted the procedures referred to above, in Section 10.6, "What are the claims and appeals procedures?" In addition, if you disagree with the plan's decision, or lack thereof, concerning the qualified status of a domestic relations order or a medical child support order, you may file suit in Federal court. If it should happen that plan fiduciaries misuse the plan's money, or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a Federal court. The court will decide who should pay court costs and legal fees. If you are successful, the court may order the party you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

Assistance with your questions

If you have any questions about the Savings Plan, you should contact the plan administrator or submit inquiries in the manner referred to throughout this SPD. If you have any questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the plan administrator, you should contact the nearest office of the Employee Benefits Security Administration (EBSA), U.S. Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration (EBSA), U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, DC 20210. You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

10.8 Which SABIC Affiliates Are Participating Companies?

As of January 1, 2014, the following companies are Participating Companies under the SABIC U.S. Employee Retirement Savings Plan. If you have a question about whether a SABIC company or affiliate is a Participating Company, contact the SABIC Benefits Service Center at 877 SABIC US (877.722.4287).

Participating Companies
Exatec, LLC
SABIC Innovative Plastics Mt. Vernon, Inc.
SABIC Innovative Plastics US LLC
SABIC Petrochemicals Holding US, Inc.
SABIC Americas, Inc.

10.9 Benefit Administrators and Plan Identification

The information in this section is effective as of January 1, 2014.

Plan identification number — 005
Plan type — defined contribution plan, with tax code section 401(k) and ERISA section 404(c) features
Source of contributions — the Company, Participating Companies, and participants
How benefits are paid — by the SABIC Innovative Plastics Master Retirement Savings Trust

MORE INFORMATION

Plan Year

The plan year for the Savings Plan begins January 1 and ends December 31.