



The Ordinary General Assembly Meeting Agenda

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The Ordinary General Assembly Meeting Agenda

1. To review and discuss the Board of Directors' Report for the fiscal year ended on 31 December, 2025.
2. To review and discuss the financial statements for the fiscal year ended on 31 December, 2025.
3. To vote on the External Auditor's report for the fiscal year ended on 31 December, 2025 after discussion.
4. To vote on the appointment of the Company's External Auditor from among the nominees, based on the recommendation of the Audit Committee; to examine, review, and audit the second quarter, third quarter and annual financial statements of the fiscal year 2026, as well as the first quarter, second quarter, third quarter and annual financial statements of the fiscal year 2027, and the first quarter of the fiscal year 2028, and to determine the Auditor's fees.
5. To vote on authorizing the Board of Directors to distribute interim dividends to the Company's shareholders on a semi-annual or quarterly basis for the fiscal year 2026.
6. To vote on releasing the Board of Directors' Members from their liability for the fiscal year ended on 31 December, 2025.
7. To vote on delegating the Ordinary General Assembly's authorisation powers stipulated in paragraph (1) of Article (27) of the Companies Law to the Board of Directors for a period of one year effective from the date of approval of the General Assembly or until the end of the term of the delegated Board, whichever is earlier, pursuant to the terms set out in the Implementing Regulations of the Companies Law for Listed Joint Stock Companies.
8. To vote on delegating the Ordinary General Assembly's authorisation powers stipulated in paragraph (2) of Article (27) of the Companies Law to the Board of Directors for a period of one year effective from the date of approval of the General Assembly or until the end of the term of the delegated Board, whichever is earlier, for the competing businesses and activities stipulated in the Competing Business Standards Charter. (Attachment)
9. To vote on the business and contracts concluded between Dr. Sulaiman Al Habib Hospital FZ-LLC (Subsidiary in the Emirate of Dubai) and Dr. Sulaiman Abdulaziz Al Habib, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib has a direct interest and the Board Member Mr. Hesham Sulaiman Al Habib has an indirect interest, and the nature of this transaction is a warehouse lease contract for a period of one year started on 1 July 2025, at an annual rental value of SAR (49,008), and the value of the transactions during the fiscal year 2025 is SAR (49,008) and to authorize the same for the upcoming year, and this contract was made without preferential terms. (Attachment)
10. To vote on the business and contracts concluded between Dr. Sulaiman Al Habib Hospital FZ-LLC (Subsidiary in the Emirate of Dubai) and Dr. Sulaiman Abdulaziz Al Habib, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib has a direct interest and the Board Member Mr. Hesham



- Sulaiman Al Habib has an indirect interest, and the nature of this transaction is a warehouse lease contract for a period of one year started on 1 June 2025, at an annual rental value of SAR (98,016), and the value of the transactions during the fiscal year 2025 is SAR (98,016) and to authorize the same for the upcoming year, and this contract was made without preferential terms. (Attachment)
11. To vote on the business and contracts concluded between PharmaChoice Pharmacy Company (Subsidiary in the Emirate of Dubai) and Dr. Sulaiman Abdulaziz Al Habib, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib has a direct interest and the Board Member Mr. Hesham Sulaiman Al Habib has an indirect interest, and the nature of this transaction is a warehouse lease contract for a period of one year started on 1 December 2025, at an annual rental value of SAR (94,953), and the value of the transactions during the fiscal year 2025 is SAR (94,953) and to authorize the same for the upcoming year, and this contract was made without preferential terms. (Attachment)
 12. To vote on the business and contracts concluded between Manazel Al Wosta Real Estate Company and Buraidah Al Takhassusi Hospital for Healthcare Company (Subsidiary Company), in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib and the Board Member Eng. Saleh Mohammed Al Habib have an indirect interest, and the nature of this transaction is a residential complex lease contract for a period of two years started on 1 December 2025, and is automatically renewed, at a total amount of SAR (3,200,000), and the value of the transaction during the fiscal year 2025 is SAR (133,333), and to authorize the same for the upcoming year, and this contract was made without preferential terms. (Attachment)
 13. To vote on the business and contracts concluded between Wajehat Al Manar Investment Company and Sehat Al Sahel Company (Subsidiary Company), in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of this transaction is a contract to purchase a plot of land in Al Manar neighbourhood in Dammam city, at an amount of SAR (70,350,000), and the value of the transaction during the fiscal year 2025 is SAR (70,350,000), and this contract was made without preferential terms. (Attachment)
 14. To vote on the business and contracts concluded between the Company and Namara Specialized for Trading Establishment, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of this transaction is a contract to purchase electrical equipment and supplies for the Company and its subsidiaries for a period of (3) three years from the date of signing the contract, and it will be renewed automatically annually thereafter, and the annual contract value is linked to the purchase orders issued under the contract during the year, at an amount of SAR (10,960,704), and the value of the transaction during the fiscal year 2025 is SAR (7,925,386), and to authorize the same for the upcoming year, and this contract was made without preferential terms. (Attachment)



15. To vote on the business and contracts concluded between the Company and Rawafed Al Seha International Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of this transaction is a contract for the supply of medical and non-medical equipment, supplies, devices, and furniture to the Company and its subsidiaries for a period of one year, and it will be renewed automatically annually thereafter, and the annual contract value is linked to the purchase orders issued under the contract during the year, at an amount of SAR (75,726,869), and the value of the transaction during the fiscal year 2025 is SAR (62,663,844), and to authorize the same for the upcoming year, and this contract was made without preferential terms. (Attachment)
16. To vote on the business and contracts concluded between Sehat Al Suwaidi Medical Company (Subsidiary Company) and Rawafed Al Seha International Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of this transaction is a contract for non-medical furniture repair services for Sehat Al Suwaidi Medical Company for a period of one year started on 22 September 2025, at an amount of SAR (4,004,875), and the value of the transaction during the fiscal year 2025 is SAR (1,964,689), and to authorize the same for the upcoming year, and this contract was made without preferential terms. (Attachment)
17. To vote on the business and contracts concluded between Cloud Solutions for Communications and Information Technology Company (Subsidiary Company) and Eraf Medical Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib and the Board Member Mr. Faisal Abdullah Al Nassar have an indirect interest, and the nature of this transaction is a purchase order for the supply and implementation of computer systems and software for Eraf Medical Company for a period of five (5) years starting on 16 October 2023, at an amount of SAR (1,437,602), and the value of the transaction during the fiscal year 2025 is SAR (0), and to authorize the same for the upcoming year, and this contract was made without preferential terms. (Attachment)
18. To vote on the business and contracts concluded between the Company and Eraf Medical Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib and the Board Member Mr. Faisal Abdullah Al Nassar have an indirect interest, and the nature of this transaction is a contract for the provision of specialized services for specific professions for the Company and its subsidiaries for a period of one year starting from 1 January 2025, and it will be renewed automatically annually thereafter, and the annual contract value is linked to the purchase orders issued under the contract during the year, the value of the services rendered during the fiscal year 2025 is SAR (13,598,058), and the value of the transaction during the fiscal year 2025 is SAR (13,598,058),

- and to authorize the same for the upcoming year, and this contract was made without preferential terms. (Attachment)
19. To vote on the business and contracts concluded between the Company and Eraf Medical Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib and the Board Member Mr. Faisal Abdullah Al Nassar have an indirect interest, and the nature of this transaction is a contract for providing support services to service providers affiliated with Eraf Medical Company for a period of one year starting from 1 January 2025, and it will be renewed automatically annually thereafter, and the annual contract value is linked to the purchase orders issued under the contract during the year, the value of the services rendered during the fiscal year 2025 is SAR (976,824), and the value of the transaction during the fiscal year 2025 is SAR (976,824), and to authorize the same for the upcoming year, and this contract was made without preferential terms. (Attachment)
 20. To vote on the business and contracts concluded between the Company and Elaf Specialized Contracting Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib and the Board Member Mr. Faisal Abdullah Al Nassar have an indirect interest, and the nature of this transaction is a contract for the provision of specialized services for specific professions for the Company and its subsidiaries for a period of one year starting from 9 January 2024, and it will be renewed automatically annually thereafter, and the annual contract value is linked to the purchase orders issued under the contract during the year, the value of the services rendered during the fiscal year 2025 is SAR (61,480,826), and the value of the transaction during the fiscal year 2025 is SAR (61,480,826), and to authorize the same for the upcoming year, and this contract was made without preferential terms. (Attachment)
 21. To vote on the business and contracts concluded between Sehat Al Sahel Company (Subsidiary Company) and MASAH Specialized Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of this transaction is a contract for structural works for Dammam Hospital for a period of (12) months starting from 7 January 2026, at an amount of SAR (94,489,446.40), and the value of the transaction during the fiscal year 2025 is SAR (0), and to authorize the same for the upcoming year, and this contract was made without preferential terms. (Attachment)
 22. To vote on the participation of the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib in a business competing with the Company's business. (Attachment)
 23. To vote on the participation of the Board Member Eng. Saleh Mohammad Al Habib in a business competing with the Company's business. (Attachment)



PROXY FORM

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PROXY FORM

Dear Honourable Shareholders,

The Proxy form is not available, as the Ordinary General Assembly will be conducted via modern technology means using Tadawulaty system.

In the event of any inquiries, please contact the Company's Investor Relations Department through:

The Phone number: (0115259999) - Ext: (4919)

Or E-mail:

investor.relations@drsulaimanalhabib.com

Thank you



Attachment for Item No. 1

The Annual report of the Audit Committee to the
Ordinary General Assembly for the fiscal year
ended on 31 December 2025

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Audit Committee Annual Report For the fiscal year ended 31 December 2025

February 15, 2026

The Shareholders

Dr. Sulaiman Al Habib Medical Services Group Company

Saudi Joint Stock Company

Riyadh, Kingdom of Saudi Arabia

Subject: The Audit Committee Report to the shareholders

The Audit Committee of Dr. Sulaiman Al Habib Medical Services Group Company (HMG) has prepared its report, which include details of its performance of its competencies and duties including recommendations and opinion on the adequacy of internal and financial control system and risk management systems in the Company to be presented to the shareholders at the General Assembly meeting.

Section 1: The results of annual review of the effectiveness of the Company's internal control System:

It is the responsibility of the Company's executive management to implement adequate and effective internal control system in order to address the risks and facilitate towards accomplishment of Company's strategies, goals and objectives in an efficient and effective manner. The Organization has established a strong corporate governance framework, which defined the roles and responsibilities of the Board of Directors, forming various committees in order to establish proper controls at the Company level. Further, all projects and departments of the Company make collaborative efforts to strengthen the overall control environment though continuous monitoring of compliance with established policies & procedures and initiate actions to prevent or correct any deficiencies in the internal control system.

The internal audit is a function that is independent of executive management and reporting to the Audit Committee. It's scope of work includes assessment of adequacy and effectiveness of the internal control system including compliance with the related policies and procedures. The Audit Committee has approved a periodical audit plan to review the Company's operations. The internal audit plans its work using a risk based audit methodology. The internal audit highlighted several areas for improvements and recommend corrective actions to the management. The executive management of the Company, in accordance with the approved plan, addresses the recommendations received on this project.

As well as overseeing the work of the internal audit function, the Audit Committee receives periodic updates from senior management on key matters and issues related to internal controls. The Audit Committee also meets the external auditors to discuss any accounting matters or observations on internal controls arising from their work.

Based on the Audit Committee assessment of internal audits results, and the evaluation by the Audit Committee in relation to the internal and financial control systems and risk management systems, and based on all what the Committee have reviewed and discussed with the external auditors and management, it can be said that the internal and financial control systems and risk management systems has been adequately designed and implemented well, thus the Committee found no significant weakness which affect the adequacy of the internal and financial control systems and risk management systems of the business during the year 2025. This provides acceptable satisfaction to the Audit Committee on the effectiveness of the extent and sufficiency of the internal and financial control systems and risk management systems, noting that no party can express an absolute opinion about any internal and financial control systems and risk management systems.

شركة مجموعة الدكتور سليمان الحبيب للخدمات الطبية
Dr. Sulaiman Al Habib Medical Services Group Co.

Audit Committee Annual Report For the fiscal year ended 31 December 2025

Section 2: Summary of key activities that the Audit Committee carried out during 2025:

Pursuant to the assigned tasks to the Audit Committee as per applicable laws, regulations and the Audit Committee charter, during 2025, the Committee has met seven times and carried out the following main activities:

- A. Reviewed the interim and annual financial statements before presenting them to the Board, which includes analysis and examination of significant accounting policies, adequacy of accounting estimates, significant accounting matters, any non-familiar issues and provided its recommendations and endorsement to the Board.
- B. Reviewed the applied accounting policies, provide any necessary recommendations, and ensure the integrity of the financial reports and fulfilling the requirements in accordance with the generally accepted accounting standards applicable in Kingdom of Saudi Arabia.
- C. Examined and reviewed the effectiveness of the Company's system of internal control and risk management system.
- D. Monitored and oversee the internal audit activities, which includes review and approval of the internal plan and audit reports, review of the progress and effectiveness of the internal audit and the internal control system; ensure the availability of the necessary resources to enable the internal audit department to perform the assigned tasks and ensure professional independence.
- E. Reviewed the external audit plan, scope of services, progress and performance, ensure professional independence, address any queries of the Company's external auditor, reviewed the external auditor's report and comments in the financial statement, follow-up of actions and provided recommendation to the board to nominate external auditors.
- F. Reviewed the effectiveness of Company's compliance program to ensure compliance with relevant laws, regulations, policies and instructions.
- G. Reviewed the contracts, proposed related party transactions, and providing its recommendations to the Board in connection therewith.

Thanking you,



Dr. Abdulrahman Sulaiman Al Turaigi

Audit Committee Chairman

Dr. Sulaiman Al Habib Medical Services Group Company

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Dr. Sulaiman Al Habib Medical Services Group Co.



Attachment for Item No. 8

Competing Business Standards Charter

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COMPETING BUSINESS STANDARDS

DISCLAIMER:

This English version of this Charter is a translation of the original Arabic document and has been made for information purpose for Non-Arabic speakers. In case of any discrepancy or misinterpretation, the original Arabic document of the said policy shall prevail



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1. INTRODUCTION

The Competing Business Standards ("**Standards**") of Dr. Sulaiman Al Habib Medical Services Group Company (hereinafter referred to as "**HMG**", the "**Company**", or the "**Group**") has been issued in compliance with the Corporate Governance Regulations and its amendments issued by the Board of the Capital Market Authority, and these Competing Business Standards set out the standards and procedures regulating the rules for engaging in a competing business to the Company business by members of the Company's Board of Directors or members of any of its committees.

2. STANDARDS FOR COMPETING BUSINESS ACTIVITIES

Any business shall be considered a competing business to the Company's when it is related to the main activities of the Company and its subsidiaries as set out in detail in the Company's Bylaws and the Articles of Association and the Bylaws of its Subsidiaries, which include - but is not limited to - providing private healthcare services by establishing, managing and operating hospitals, general and specialized medical complexes, one-day surgery centres, Tele-Medicine, pharmaceutical facilities, and other supportive fields which include home healthcare services, specialized medical laboratories, tests and Radiology Centres, supportive Health services centres, health information technology systems services, and health facility maintenance services. Competing business situations related to members of the Board of Directors of the Company and members of its committees shall be dealt with in accordance with the provisions of these Standards.

3. COMPETING BUSINESSES STANDARDS SCOPE OF APPLICABILITY

- 3.1 These Competing Business Standards apply to members of the Company's Board and members of its committees.
- 3.2 These Standards will not have a prejudice to other duties of the members of the Company's Board and members of its committees under relevant provisions in other policies, such as the Company's Conflict of Interest Policy. Obligations in accordance with these Standards apply in addition to duties under such policies and have to be adhered to at all times.

4. CONCEPT OF THE COMPETING BUSINESSES

The following shall be deemed a participation in any business that may compete with the Company or any of the activities of the Company or its Subsidiaries:

- 4.1 The Board member or the committees members' establishing a company or a sole proprietorship or the ownership of a controlling percentage of shares or stakes in a company or any other entity engaging in business activities that are similar to the activities of the Company or its group.
- 4.2 Accepting membership in the Board of a company, or any entity that competes with the Company or its group or managing the affairs of a competing sole proprietorship or any competing company of any form, except the Company's affiliates.



- 4.3 Accepting membership in any committee of a company, or an entity that competes with the Company or its group.
- 4.4 The Board member or its committee member acting as an overt or covert commercial agent for another company or entity competing with the Company or its group, except the Company's affiliates.
- 4.5 The Board member or its committee member providing advice or guidance to any company, or any entity, or a person working for a company or an entity that is competing with the businesses of the Company or its group.
- 4.6 The Board member or its committee member using his/her knowledge of or influence over any of the Company's client (or its group's clients), suppliers or advisors for the benefit of any company, or any entity, or person working for a company or an entity that is competing with the Company or its group.

5. COMPETING THE COMPANY

- 5.1 A Board member or a committee member may not participate in any business that may compete with the Company, its Subsidiaries or any of their activities, nor may a member of the board or a member of its committees be a member of the board of directors in a company that competes with the Company, its Subsidiaries or any of their activities, unless such member obtains the authorization from the ordinary general assembly of the Company or the board of directors pursuant to a delegation from the ordinary general assembly that allows him to do so and in accordance with the controls stipulated in these standards, Companies Law, and the relevant regulations issued by the Capital Market Authority.
- 5.2 The above duty is the personal responsibility of each member of the Board and its committees. Board members and committees' members undertake to disclose to the Board on an ongoing basis of any change in their respective positions.
- 5.3 When a Board member or a committee member wishes to engage in a business that may compete with the Company, its Subsidiaries or any of their activities, the following shall be considered:
 - 5.3.1 Notifying the board of directors fully and immediately before participating in any competing business or businesses that he/she wishes to engage in and recording such notification in the minutes of the Board meeting.
 - 5.3.2 The conflicted member shall abstain from voting on the resolution to be issued in this regard at the meeting of the board of directors, its committees, and the shareholders' general assemblies.
 - 5.3.3 The board of directors informing the ordinary general assembly, once convened, of the competing businesses that the member of the Board, or a member of one of its committees, is engaged in, after the board assesses the board member's or the committees' member's competition with the Company's business or if he/she is in competition with one of the branch activities that it conducts in accordance with these standards, provided that such businesses are assessed on annual basis.
 - 5.3.4 Obtaining an authorization of the Company's ordinary general assembly, or of the board through a delegation of the ordinary general assembly, for the member to engage in the competing business. The ordinary general assembly



shall have the right to delegate the authorization powers to the board, provided that the resolution of that general assembly specifies the competing businesses and activities that the delegated board may authorize during the delegation period. The period of the delegation shall be a maximum of one year from the date of the approval by the general assembly to delegate its powers, or until the end of the term of the delegated board, whichever is earlier. Any member of the board shall not be allowed to vote on the items of delegation and the revocation in the ordinary general assembly.

- 5.4 The deliberations and decisions around the competing business of a Board member or the committee member shall be recorded in the minutes of meeting of the Board.
- 5.5 If the Board of Directors determines that these Standards were breached, violators shall be liable before the competent judicial authorities for appropriate compensation for all damages or losses incurred by the Company with regard thereto, unless an authorization was obtained in that regard from the Company's Ordinary General Assembly, or the board of directors pursuant to a delegation from the ordinary general assembly.
- 5.6 The board of directors' report shall include any information relating to any competing business with the Company or any of its activities that any member of the Board is engaging in or was engaging in such competing businesses, including the names of persons in relation, the nature, conditions of such competing businesses. If there are no such competing businesses, the Company must submit a statement thereof.

6. ASSESSMENT OF COMPETING BUSINESSES

The Board, when assessing the competition of a member of the board or a member of one of its committees for the business of the Company or any of its Subsidiaries, shall take into account the following standards:

- 6.1 The geographical reach of the business competing with the business of the Company or any of its subsidiaries.
- 6.2 Whether engaging in the competing business would prevent the Board member from taking care of the Company's interests.
- 6.3 Whether practicing a competing business is likely to have a material impact on his/her role as a Board member or a committee member at the Company.

7. DISCLOSURE OF COMPETING BUSINESS BY NOMINEES

A person who desires to nominate himself/herself for membership on the Board or any of its committees shall disclose to the Board or the General Assembly if he/she is engaging or intending to engage in a business that may compete with the Company, any of its activities, or any of its subsidiaries.



8. DUTIES OF BOARD MEMBERS AND COMMITTEES' MEMBERS ENGAGED IN A COMPETING BUSINESS

- 8.1 Board members and committees' members shall perform their duties with honesty and integrity and put the interests of the Company above their own interest, and not use their positions to achieve personal interests.
- 8.2 Board members and committees' members shall protect the confidentiality of the information related to the Company and its activities, and not disclose any such information to any person.
- 8.3 Board members and committees' members shall not misuse or benefit, directly or indirectly, from any of the Company's assets, information or investment opportunities presented to them, in their capacity as members of the Board or its committees. This includes investment opportunities which are within the activities of the Company, or which the Company wishes to make use of. Such prohibition shall extend to Board members and committees' members who resign to, directly or indirectly, use investment opportunities that the Company wishes to use, which came to their knowledge during their tenure on the Board or any of its committees.
- 8.4 Members of the Board and the committees emanating from it shall commit to avoiding competition with the Company as much as possible and adhering to the applicable rules and regulations and the Company's policies when dealing with competition cases.

9. REFUSAL TO GRANT THE AUTHORIZATION

If the General Assembly or the Board of Directors, pursuant to a delegation from the general assembly, reject to grant the authorization to a member of the Board of Directors or any of its committees' members to engage in a business that would compete with the Company or any of its subsidiaries; then the member of the Board or a committee shall submit his resignation within a period to be specified by the General Assembly or the Board of Directors, pursuant to a delegation by the General Assembly; otherwise, his/her membership in the Board or the committee shall be deemed terminated, unless the Board member or committee member decides to withdraw from competing business, or regularize his/her situation in accordance with the Companies Law and its Implementing Regulations prior to the end of the period specified by the General Assembly or the Board of Directors, pursuant to a delegation from the General Assembly.

10. STANDARDS GOVERNANCE

The Nomination and Remuneration Committee shall be responsible for periodically reviewing these Standards as well as assessing their effectiveness in achieving their objectives. **11. PUBLICATION AND**

11. AMENDMENT

The Company and its professionals shall abide by and comply with these Standards as of the date when it is approved by the Ordinary General Assembly of the Company and shall be published on the Company's website to enable shareholders, stakeholders and the general public to access them.



DOCUMENT VERSION CONTROL

VERSION 1.0	
APPROVED BY	DATE
BOARD OF DIRECTORS	09 April 2020
GENERAL ASSEMBLY	10 May 2020
VERSION 2.0	
APPROVED BY	DATE
BOARD OF DIRECTORS	18 February 2024
GENERAL ASSEMBLY	14 May 2024
CUSTODIAN	
GENERAL COUNSEL OF THE GROUP	

Note: The General Counsel of the Group shall maintain these Standards and any amendments thereto, and the issuance or amendment of these Standards shall require the approval of the Board of Directors and the General Assembly of HMG, provided that they are duly communicated to the parties concerned after obtaining the required approvals.



Attachments for Items No.9 through No.21

Limited examination report and the notification of the Board of Directors to the Shareholders about the businesses and contracts in which the members of the Board of Directors have any direct or indirect interest

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To the Board of Directors
Dr. Sulaiman Al Habib Medical Services Group Company
Olaya Dist.
P.O. Box 301578
Riyadh 11327, Kingdom of Saudi Arabia

Limited assurance report on the Board of Directors' declaration to the shareholders of Dr. Sulaiman Al Habib Medical Services Group Company

We have undertaken a limited assurance engagement in respect of the accompanying declaration of related party transactions for the year ended December 31, 2025 relating to Dr. Sulaiman Al Habib Medical Services Group Company (the "Company") prepared by the Board of Directors of the Company (the "Board") in accordance with the applicable criteria mentioned below so as to comply with the requirements of Article 71 of the Regulations for Companies (the "Declaration").

Subject matter

The Subject Matter for our limited assurance engagement is the Declaration prepared by the Board of Directors as attached to this report and submitted to us.

Criteria

The applicable Criteria is the requirement of Article 71 of the Regulations for Companies (the "Regulations") issued by the Ministry of Commerce (the "MoC") which states that, subject to the provision of Article 27 of the Regulations, any member of the Board with any interest, both directly or indirectly, in the transactions or contracts made for the account of the Company shall declare such interests to the Board for the approval of the general assembly of the Company. The board member must notify the Board of such interest and excuse himself in vote by the Board to approve such transactions or contracts. The Board will notify the general assembly of transactions and contracts in which a member of the Board has a direct or indirect interest.

Board's responsibility

The Board is responsible for the preparation of the Declaration in accordance with the Criteria and ensuring its completeness. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Declaration that is free from material misstatement, whether due to fraud or error.

Professional ethics and quality management

We have complied with the independence requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the "Code"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour, and the ethical and independence requirements applicable in the Kingdom of Saudi Arabia. We have fulfilled our other ethical responsibilities in accordance with these requirements and the Code.

The firm applies International Standard on Quality Management 1 ("ISQM 1"), as endorsed in the Kingdom of Saudi Arabia, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

PricewaterhouseCoopers Public Accountants
(Professional Limited Liability Company)
Laysen Valley Tower 12 & 13, King Khaled Road
T: +966 (11) 211 0400, F: +966 (11) 211 0401

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CR no.1010371622, UN No.7000928734, Capital of 500,000 SAR National address: 2537 Mohammad Ibn Fuhayd St secondary no. 7912, West Umm Al Hamam Dist, postal code 12329 Riyadh, Kingdom of Saudi Arabia



Our responsibility

Our responsibility is to express a limited assurance conclusion on the Declaration based on the procedures we have performed and the evidence we have obtained. We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised) 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information', as endorsed in the Kingdom of Saudi Arabia. This standard requires that we plan and perform this engagement to obtain limited assurance about whether anything has come to our attention that causes us to believe that the Company has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration for the year ended December 31, 2025.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

Summary of work performed

We planned and performed the following procedures to obtain limited assurance over the Company's compliance with the requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration:

- Discussed with management the process for obtaining business and contracts by any of the board members with the Company.
- Obtained the accompanying Declaration that includes the list of all transactions and contracts entered into by any of the board members of the Company, either directly or indirectly, with the Company during the year ended December 31, 2025.
- Reviewed the minutes of the Board meetings that indicate that the board member notified to the Board on transactions and contracts entered into by the board member during the year ended December 31, 2025; and further that the concerned board member did not vote on the resolution issued in this regard at the meetings of the Board.
- Reviewed confirmations obtained by management from the board members on transactions and contracts entered into by the board member during the year.
- Reviewed the consistency of transactions and contracts included in the Declaration with the disclosure in Note 14 to the audited consolidated financial statements for the year ended December 31, 2025.

Inherent limitations

Our procedures relating to the preparation of the Declaration in accordance with the requirements of Article 71 of the Regulations for Companies are subject to inherent limitations and, accordingly, errors or irregularities may occur and not be detected.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement under ISAE 3000 (Revised), as endorsed in the Kingdom of Saudi Arabia. Consequently, the nature, timing and extent of the procedures outlined above for gathering sufficient appropriate evidence were deliberately limited relative to a reasonable assurance engagement, and therefore less assurance is obtained with a limited assurance engagement than for a reasonable assurance engagement.

Our procedures did not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, that are endorsed in the Kingdom of Saudi Arabia, and, accordingly, we do not express an audit opinion or a review conclusion in relation to the adequacy of systems and controls around the preparation of the Declaration.

This conclusion relates only to the Declaration for the year ended December 31, 2025, and should not be seen as providing assurance as to any future dates or periods, as changes to systems or controls may alter the validity of our conclusion.


Limited assurance conclusion

Based on our work described in this report, nothing has come to our attention that causes us to believe that the Company has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration.

Restriction of use

This report, including our conclusion, has been prepared solely upon the request of management of the Company, to assist the Company and its Board of Directors in fulfilling its reporting obligations to the General Assembly in accordance with Article 71 of the Regulations for Companies. The report should not be used for any other purpose or to be distributed to or otherwise quoted or referred to, without our prior consent to any other parties other than the Ministry of Commerce, the Capital Market Authority and the shareholders of the Company. To the fullest extent permitted by law, we do not accept or assume responsibility to any third party.

~~PricewaterhouseCoopers~~


Khalid A. Mahdhar
License No. 368
15 March 2026



Date: 27/08/1447H
Corresponding to: 15/02/2026G

Honorable Shareholders of Dr. Sulaiman Al Habib Medical Services Group Company


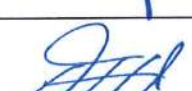

Peace, God's mercy and blessings be upon you,

Subject: Notification to the General Assembly of the businesses and contracts in which the Board Members and Related Parties have a Direct or Indirect interest

Based on the requirements of Article (27) and Article (71) of the Companies Law and Paragraph (15) of Article (21) of the Corporate Governance Regulation, we would like to inform your esteemed General Assembly about the businesses and contracts that will be completed or have been completed and in which some members of the Board of Directors have an interest that has not been previously disclosed, with a statement of the details related to the names of those involved in these businesses and contracts, the nature of these businesses and contracts, their duration and amounts, as shown in annex No. (1). These transactions were carried out on the same terms applied to transactions with other parties, and there are no preferential terms for the local market.

We also attach to you a special report from the Company's external auditor in this regard.

Please accept our sincere greetings and appreciation.

Sr.	Name	Capacity	Signature
1	Dr. Sulaiman Abdulaziz Al Habib	Chairman	
2	Mr. Obaid Abdullah Al Rasheed	Vice-Chariman	
3	Mr. Rasheed Abdulrahman Al Rasheed	Board Member	
4	Dr. Abdulrahman Sulaiman Al Turaigi	Board Member	
5	Mr. Ibrahim Abdulaziz Al Jammaz	Board Member	
6	Eng. Saleh Mohammed Al Habib	Board Member	
7	Prof. Abdullah Sulaiman Al Herbish	Board Member	
8	Mr. Faisal Abdullah Al Nassar	Board Member	
9	Mr. Hesham Sulaiman Al Habib	Board Member	

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Dr. Sulaiman Al Habib Medical Services Group Co.



Annex No. (1)

Sr.	Related Party	Related party's relationship type with the company	Type of interest	Contract Party	Transaction type/ Contract nature	Transaction conditions/terms	Contract/Transaction Duration	Contract/ Purchase Order Value (Saudi Riyal "SAR")	Transaction Value During 2025 (Saudi Riyal "SAR")
1	Dr. Sulaiman Abdulaziz Al Habib	Board Chairman	Direct	Dr. Sulaiman Abdulaziz Al Habib	A lease contract of warehouse between Dr. Sulaiman Al Habib Hospital LLC company (a subsidiary in the Emirate of Dubai) and Dr. Sulaiman bin Abdulaziz Al Habib	There are no preferential terms for the local market	A contract for a period of one year started on 1 July 2025	49,008	49,008
	Mr. Hesham Sulaiman Al Habib	Board Member	Indirect						
2	Dr. Sulaiman Abdulaziz Al Habib	Board Chairman	Direct	Dr. Sulaiman Abdulaziz Al Habib	A lease contract of warehouse between Dr. Sulaiman Al Habib Hospital LLC company (a subsidiary in the Emirate of Dubai) and Dr. Sulaiman bin Abdulaziz Al Habib	There are no preferential terms for the local market	A contract for a period of one year started on 1 June 2025	98,016	98,016
	Mr. Hesham Sulaiman Al Habib	Board Member	Indirect						
3	Dr. Sulaiman Abdulaziz Al Habib	Board Chairman	Direct	Dr. Sulaiman Abdulaziz Al Habib	A lease contract of warehouse between Pharmachoice Pharmacy LLC company (a subsidiary in the Emirate of Dubai) and Dr. Sulaiman bin Abdulaziz Al Habib	There are no preferential terms for the local market	A contract for a period of one year started on 1 December 2025	94,953	94,953
	Mr. Hesham Sulaiman Al Habib	Board Member	Indirect						
4	Dr. Sulaiman Abdulaziz Al Habib	Board Chairman	Indirect	Manazel Al Wosta Real Estate Company	A lease contract of residential complex, between Buraidah Al Takhassusi Hospital for Healthcare Company (subsidiary company) and Manazel Al Wosta Real Estate Company	There are no preferential terms for the local market	A contract for a period of two years started on 1 December 2025 and it will be renewed automatically thereafter	3,200,000	133,333
	Mr. Hesham Sulaiman Al Habib	Board Member	Indirect						
	Eng. Saleh Mohammad Al Habib	Board Member	Indirect						
5	Dr. Sulaiman Abdulaziz Al Habib	Board Chairman	Indirect	Wajhat Al Manar for Investment Company	A contract to purchase a plot of land in Al-Manar neighborhood in Dammam city between Sahat AlSahel Company (subsidiary company) and Wajhat Al Manar for Investment Company	There are no preferential terms for the local market	Not Applicable	70,350,000	70,350,000
	Mr. Hesham Sulaiman Al Habib	Board Member	Indirect						
6	Dr. Sulaiman Abdulaziz Al Habib	Board Chairman	Indirect	Namara Specialized Trading Establishment	Purchase contract for electrical equipment and supplies for the company and its subsidiaries	There are no preferential terms for the local market	A contract for a period of three (3) years from the date of signing the agreement, and it will be renewed automatically annually thereafter. The annual contract value is linked to purchase orders issued under the contract during the year.	10,960,704	7,925,386
	Mr. Hesham Sulaiman Al Habib	Board Member	Indirect						
7	Dr. Sulaiman Abdulaziz Al Habib	Board Chairman	Indirect	Rawafed Health International Company	Purchase contract for medical and non-medical equipment, supplies, devices, and furniture for the company and its subsidiaries	There are no preferential terms for the local market	A contract for a period of one year, renewable annually thereafter, the annual contract value is linked to purchase orders issued under the contract during the year.	75,726,869	62,663,844
	Mr. Hesham Sulaiman Al Habib	Board Member	Indirect						

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شركة مجموعة الدكتور سليمان الحبيب للخدمات الطبية
Dr. Sulaiman Al Habib Medical Services Group Co.

شركة مساهمة مدرجة - رأس المال ٣.٥٠٠ مليون ريال - سجل تجاري رقم (١٠١١٨٣٣٠) - المركز الرئيسي: مدينة الرياض - ص.ب ٣٠١٥٧٨ الرياض ١١٣٧٢ - المملكة العربية السعودية
Listed Joint Stock Company - Capital S.R. 3,500 Million - CR No. (1010118330) - Head Office: Riyadh - P.O. Box 301578 Riyadh 11372 - Kingdom of Saudi Arabia



Sr.	Related Party	Related party's relationship type with the company	Type of interest	Contract Party	Transaction type/ Contract nature	Transaction conditions/terms	Contract/Transaction Duration	Contract/ Purchase Order Value (Saudi Riyal "SAR")	Transaction Value During 2025 (Saudi Riyal "SAR")
8	Dr. Sulaiman Abdulaziz Al Habib	Board Chairman	Indirect	Rawafed Health International Company	A contract for repair services for non-medical furniture between Sehat Al Suwaidi Company (subsidiary company) and Rawafed Health International Company	There are no preferential terms for the local market	A contract for a period of one year started on 22 September 2025	4,004,875	1,964,689
	Mr. Hesham Sulaiman Al Habib	Board Member	Indirect						
9	Dr. Sulaiman Abdulaziz Al Habib	Board Chairman	Indirect	Eraf Medical company	A purchase order for the supply and implementation of computer systems and software between Cloud Solutions for Communications and Information Technology Company (subsidiary company) and Eraf Medical Company	There are no preferential terms for the local market	A purchase order for a period of (5) five years started on 16 October 2023	1,437,602	0
	Mr. Hesham Sulaiman Al Habib	Board Member	Indirect						
	Mr. Faisal Abdullah Al Nassar	Board Member	Indirect						
10	Dr. Sulaiman Abdulaziz Al Habib	Board Chairman	Indirect	Eraf Medical company	A contract for providing specialized services to the company and its subsidiaries	There are no preferential terms for the local market	A contract for a period of one year started on 01 January 2025, renewable annually thereafter; the annual contract value is linked to purchase orders issued under the contract during the year.	13,598,058	13,598,058
	Mr. Hesham Sulaiman Al Habib	Board Member	Indirect						
	Mr. Faisal Abdullah Al Nassar	Board Member	Indirect						
11	Dr. Sulaiman Abdulaziz Al Habib	Board Chairman	Indirect	Eraf Medical company	A contract for providing support services to the service providers affiliated with Eraf Medical Company	There are no preferential terms for the local market	A contract for a period of one year started on 01 January 2025, renewable annually thereafter; the annual contract value is linked to purchase orders issued under the contract during the year.	976,824	976,824
	Mr. Hesham Sulaiman Al Habib	Board Member	Indirect						
	Mr. Faisal Abdullah Al Nassar	Board Member	Indirect						
12	Dr. Sulaiman Abdulaziz Al Habib	Board Chairman	Indirect	Elaf Specialized Contracting Company	A contract for the provision of specialized services to the company and its subsidiaries	There are no preferential terms for the local market	A contract for a period of one year started on 09 January 2024, renewable annually thereafter; the annual contract value is linked to purchase orders issued under the contract during the year.	61,480,826	61,480,826
	Mr. Hesham Sulaiman Al Habib	Board Member	Indirect						
	Mr. Faisal Abdullah Al Nassar	Board Member	Indirect						
13	Dr. Sulaiman Abdulaziz Al Habib	Board Chairman	Indirect	Masah Construction Company	A contract for structural works for Dammam Hospital between Masah Construction Company and Sehat AlSahel Company (subsidiary company)	There are no preferential terms for the local market	A contract for a period of 12 months started on 07 January 2026	94,489,446.40	0
	Mr. Hesham Sulaiman Al Habib	Board Member	Indirect						

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شركة مجموعة الدكتور سليمان الحبيب للخدمات الطبية
Dr. Sulaiman Al Habib Medical Services Group Co.



Attachment for Item No. 22

cutting
edge
● technology



Statement and description of the participation of the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib in a competing business to the Company's activities in the Global Healthcare Company

Dr. Sulaiman Abdulaziz Al Habib owns stakes in the Global Healthcare Company.

The Global Healthcare Company is a limited liability company operating in the field of pharmacy activities, drug store activities and retail sale of medical devices, equipment and supplies



Attachment for Item No. 23

cutting
edge
● technology



Statement and description of the participation of the Board Member ENG. Saleh Mohammad Al Habib in a competing business to the Company's activities in the Global Healthcare Company

Eng. Saleh Mohammed Al Habib owns stakes in the Global Healthcare Company.

The Global Healthcare Company is a limited liability company operating in the field of pharmacy activities, drug store activities and retail sale of medical devices, equipment and supplies