



Middle East Healthcare Company (Saudi German Health) Announces to Invite the Shareholders to Attend the Extraordinary General Assembly (The First Meeting) Through Modern Technology

Introduction: The Board of Directors of the Middle East Healthcare Company (Saudi German Health) is pleased to invite valued shareholders to participate and vote in the Extraordinary General Assembly meeting (the first meeting) which is scheduled to be held at 8:00PM on Thursday 07/12/1445H, corresponding to 13/06/2024G, via modern technology means provided by Tadawulaty system.

City and Location of the General Meeting: The company's office in Jeddah, located in the King Road Tower, Floor No. (24). (Using Tadawulaty system only)

URL for the Meeting Location: <https://www.tadawulaty.com.sa>

Date of the General Meeting: 07/12/1445H corresponding to 13/06/2024G

Time of the General Meeting: 8:00 PM

Attendance Eligibility: Shareholders registered in the issuer's shareholders registry in the Depository Centre at the end of the trading session preceding the General Assembly's meeting as per Laws and Regulations. The shareholder has the right to discuss the topics on the assembly's agenda and ask questions during the meeting.

The Quorum for the Convening the Extraordinary General Assembly's meeting:

According to Article (32) of the company's articles of association for the extraordinary general assembly to be held, the attendance of many shareholders representing half of the capital is required.

Extraordinary General Assembly Meeting Agenda: Attached.



E-Vote: The shareholders who are registered in Tadawulaty Services may remotely vote on the Items of the Extraordinary General Assembly starting from 01:00AM on Sunday 03/12/1445H Corresponding to 09/06/2024G until the end of the Extraordinary General Assembly meeting's time.

Therefore, the Company invites all its shareholders to participate and vote online through the Tadawulaty website where its services will be available and free of charge in the following link:
www.tadawulaty.com.sa

Eligibility for Attendance Registration and voting: Eligibility for registering the attendance of the General Assembly's Meeting ends upon the convenience of the General Assembly's Meeting. Eligibility for voting on the Meeting Agenda ends upon the counting committee concludes counting the votes.

Method of Communication: In the event of an inquiry, we hope to contact the Shareholders Relations Department by phone number 0122606000, ext. 3129 or 3128, or by e-mail: President4@sghgroup.net and e-mail President5@sghgroup.net.

Please note that a live audio broadcast will be available for the Ordinary General Assembly's meeting through the link available at Tadawulaty.



The Agenda of The Extraordinary General Assembly Meeting (First Meeting)



Items for the Extraordinary General Meeting of (The First Meeting)

1. To view and discuss the Board of Directors' report for the fiscal year ending on 12/31/2023G.
2. To vote on the company's auditor's report for the fiscal year ending 12/31/2023G after discussing it.
3. To view and discuss the financial statements for the fiscal year ending 12/31/2023G.
4. To vote on the appointment of the company's auditor from among the candidates based on the recommendation of the audit committee recommendation to the board of directors in this regard, to review and audit the financial statements for the second, third and fourth quarters and full year of 2024, in addition to the interim financial statements for the first quarter of the year 2025 and determine their fees.
5. To vote on payment (1,400,000 SAR) as remunerations and compensations to the Board of Directors for the fiscal year ending 12/31/2023G.
6. To vote on releasing the Board of Directors members from their responsibilities for the fiscal year ending 12/31/2023.
7. To vote on the recommendation of the Board of Directors not to distribute cash dividends to shareholders for the fiscal year ending 12/31/2023.
8. To vote on authorizing the Board of Directors with the authority of the Ordinary Assembly with the license mentioned in paragraph (1) of article (27) of the Companies Law for a period of one year effective from the date of approval of the Ordinary General Assembly or until the end of the delegated Board of Directors Terms, whichever is earlier, according to the terms mentioned in the Regulatory Rules and Procedures issued according to the Companies Law relating to Listed Joint Stock Companies.
9. To vote on the business and contracts concluded between the company and the Emirates Health Care and Development Company, in which the Chairman of the Board of Directors Eng. Sobhi Abdul Jalil Batterjee and a member of the Board of Directors Dr. Khaled Abdel Jalil Batterjee and the Vice Chairman of the Board Dr. Makarem Subhi Batterjee have an



indirect interest in it. The nature of Transaction is administrative supervision agreement for the Saudi German Hospital in Dubai in exchange for the Middle East Healthcare Company obtaining 10% of the net profit before deduction of taxes and zakat for ten years, the transaction amounted to (4,588,831 SAR) during the year 2023 G. This contract was made without conditions or preferential benefits (attached).

10. To vote on the business and contracts concluded between the company and the Saudi Yemeni Health Care Company, in which the Chairman of the Board Eng. Sobhi Abdul-Jalil Batterjee, the Vice Chairman of the Board Dr. Makarem Sobhi Batterjee and a member of the Board of Directors Dr. Khaled Abdul-Jalil Batterjee have indirect interest in it. The nature of the transaction is an administrative supervision agreement for the Saudi German Hospital in the Sana Republic of Yemen in exchange for the Middle East Healthcare Company obtaining 10% of the net profit before deduction of taxes and zakat for ten years, and there are no amounts for the year 2023 G and this contract was made without conditions or preferential benefits. (attached).

11. To vote on the business and contracts concluded between the company and the Egyptian Saudi Company for Health Care, in which the Chairman of the Board Eng. Sobhi Abdel Jalil Batterjee, Vice Chairman Dr. Makarem Sobhi Batterjee, and a member of the Board of Directors Dr. Khaled Abdel Jalil Batterjee have indirect interest in it, The nature of transaction is administrative supervision agreement for the Saudi German Hospital in Cairo- Egypt in exchange for the Middle East Healthcare Company obtaining 10% of the net profit before deduction of taxes and zakat for ten years, the transaction amounted to (2,165,040 SAR) during the year 2023 G. This contract was made without conditions or preferential benefits (attached).

12. To vote on the business and contracts concluded between the company and the Hail National Company for Medical Services, in which the Chairman of the Board Eng. Sobhi Abdul Jalil Batterjee, the Vice Chairman of the Board Dr. Makarem Sobhi Batterjee and a member of the Board of Directors Dr. Khaled Abdel Jalil Batterjee have indirect interest in it. On the administrative supervision agreement on the Saudi German Hospital in Hail in return for the Middle East Healthcare Company obtaining (10%) of the net profit before tax deduction and zakat for ten years, and there are no amounts during the year 2023 AD, and this contract was made without conditions or preferential benefits. (Attached).



13. To vote on the business and contracts concluded between the company and the Bait Al-Batterjee Medical Company, which the Chairman of the Board of Directors Eng. Sobhi Abdul-Jalil Batterjee and a member of the Board of Directors Dr. Khaled Abdul-Jalil Batterjee have indirect interest in it, The nature of transaction is an ongoing contract to provide consultations related to the management of new projects and the implementation of administrative supervision agreements that is carried out by the Middle East Healthcare Company with other hospitals for ten years, and the transaction amounted to (6,300,895 SAR) during the year 2023G, and this contract was made without conditions or preferential benefits (attached).
14. To vote on the business and contracts concluded between the company and the Bait Al-Batterjee Company for Education and Training, which the Chairman of the Board of Directors Eng. Sobhi Abdel-Jalil Batterjee and a member of the Board of Directors Dr. Khaled Abdul-Jalil Batterjee have indirect interest in it, the nature of Transaction is a continuous contract that is renewed annually through which the Bait Al-Batterjee Company for Education and Training. It provides services for developing skills, training and qualifying national cadres and is considered a source for employing Saudis in the Middle East Healthcare Company and there are no amounts during the year 2023G, and this contract was concluded without preferential conditions or benefits. (Attached).
15. To vote on the business and contracts concluded between the company and the Abdul Jalil Khaled Batterjee Company for the maintenance of medical devices (SYANAH) in which a member of the Board of Directors Dr. Khaled Abdel Jalil Batterjee has indirect interest in it. The nature of Transaction is a continuous contract that is renewed annually through which (SYANAH) is a renewal, repair, and maintenance of surgical instruments for the company's hospitals, the transaction amounted to (1,103,468 SAR) during the year 2023 G, and this contract was made without conditions or preferential benefits (attached).
16. To vote on the business and contracts concluded between the company and the Bait Al-Batterjee Company for Pharmaceutical Industries (Bab Pharma), in which the Chairman of the Board Eng. Subhi Abdul-Jalil Batterjee has indirect interest in it. The nature of the Transaction is a continuous contract that is renewed annually through which taking into consideration the specialized competence of (Bab Pharma) to procure and supply non-stock and selected Medicines with payments based on the actual purchase price of MEAHCO from third party suppliers. the transaction amounted to (45,464,391 SAR) during the year 2023, and this contract was made without conditions or preferential benefits. (Attached).



17. To vote on the business and contracts concluded between the company and the Gulf Youth Investment and Real Estate Development Company (Sawad Alhalool - JanPro), which the Vice Chairman of the Board of Directors Dr. Makarem Subhi Abdul Jalil Batterjee has indirect interest in, and it is a continuous contract that is renewed annually through which (JanPro Company) performs cleaning work And preserving the safety of the environment in the company's hospitals, and the transaction amounted to (26,217,429 SAR) during the year 2023, and this contract was made without conditions or preferential benefits. (Attached).
18. To vote on the business and contracts concluded between the company and the Bait Al-Batterjee College of Medical Sciences and Technology Company, which is the Chairman of the Board of Directors, Eng. Sobhi Abdul-Jalil Batterjee, a member of the Board of Directors, Dr. Khaled Abdul-Jalil Batterjee, Vice-Chairman of the Board of Directors Dr. Makarem Subhi Abdul-Jalil Batterjee and a member of the Board of Directors Mr. Sultan Sobhi Abdul Jalil Batterjee have indirect interest in it, it is a continuous contract that is renewed annually through which the Middle East Healthcare Company provides training for students of medical specialties and others for the employees of the Batterjee Medical College. The volume of dealings for the year 2023G amounted to (200,600 SAR) and this contract was made without Preferential terms or benefits. (Attached).
19. To vote on the business and contracts concluded between the company and (MEGAMIND Company), which is the Chairman of the Board of Directors, Eng. Sobhi Abdel-Jalil Batterjee, Vice-Chairman of the Board of Directors, Dr. Makarem Sobhi Abdel-Jalil Batterjee, and a member of the Board of Directors Dr. Khaled Abdel-Jalil Batterjee And a member of the Board of Directors, Mr. Sultan Subhi Abdul Jalil Batterjee, have an indirect interest in it, The nature of Transaction is the digital transformation project for the company's hospitals, at an amount of 264,683,026 SAR for three years The volume of dealings for the year 2023G amounted to (97,219,759 SAR). This contract was made without conditions or preferential benefits. (Attached).
20. To vote on the business and contracts concluded between the company and the International Hospitals Construction Company, in which the Chairman of the Board Eng. Sobhi Abdul-Jalil Batterjee and a member of the Board of Directors Dr. Khaled Abdel-Jalil Batterjee and a member of the Board of Directors Mr. Sultan Subhi Abdul-Jalil Batterjee have indirect interest in it, The nature of transaction is the contract of restoration and the renewal of the company's hospitals at an amount of 346,526,924 SAR for three years and



the amount of (53,061,563 SAR) was dealt during the year 2023G, and this contract was made without conditions or preferential benefits. (Attached).

21. To vote on the business and contracts concluded between the company and the International Hospital Construction Company, in which the Chairman of the Board Eng. Sobhi Abdul-Jalil Batterjee and a member of the Board of Directors Dr. Khaled Abdel-Jalil Batterjee and a member of the Board of Directors Mr. Sultan Subhi Abdul-Jalil Batterjee have indirect interest in it, The nature of Transaction is the construction Staff housing at SGH Makkah which amount (113,732,085 SAR) for 36 months, and the amount of dealing was (18,806,422 SAR) during the year 2023G. This contract was made without conditions or preferential benefits. (Attached).

22. To vote on the business and contracts concluded between the company and the International Hospitals Construction Company, in which the Chairman of the Board of Directors Eng. Subhi Abdul Jalil Batterjee and a member of the Board of Directors Dr. Khaled Abdel Jalil Batterjee and a member of the Board of Directors Mr. Sultan Subhi Abdul Jalil Batterjee have indirect interest in it, The nature of Transaction is the construction Outpatient Tower at the Saudi German Hospital in Riyadh for the amount of (132,621,449 SAR) for 36 months, and the amount of dealings was (1,763,788 SAR) during the year 2023 G. This contract was made without conditions or preferential benefits. (Attached).

23. To vote on the business and contracts concluded between the company and the International Hospitals Construction Company, in which the Chairman of the Board of Directors Eng. Subhi Abdul Jalil Batterjee and a member of the Board of Directors Dr. Khaled Abdel Jalil Batterjee and a member of the Board of Directors Mr. Sultan Subhi Abdul Jalil Batterjee have indirect interest in it. The nature of the Transaction is the construction of Inpatient Beds Expansion at the Saudi German Hospital in Riyadh, at an amount of (61,040,987 SAR) for 36 months, the transaction amount was (9,199,906 SAR) during the year 2023G. This contract was concluded without conditions or preferential benefits. (Attached).

24. To vote on the business and contracts concluded between the company and the International Hospitals Construction Company, in which the Chairman of the Board of Directors Eng. Subhi Abdul Jalil Batterjee and a member of the Board of Directors Dr. Khaled Abdel Jalil Batterjee and a member of the Board of Directors Mr. Sultan Subhi Abdul Jalil Batterjee have indirect interest in it. The nature of the Transaction is the construction of Western Tower & Relocation of Existing Services at the Saudi German Hospital in Jeddah,



at an amount of (223,301,009 SAR) for 36 months, the transaction amount was (3,425,059 SAR) during the year 2023G. This contract was concluded without conditions or preferential benefits. (Attached).

25. To vote on the business and contracts concluded between the company and the Bait Al-Batterjee Fitness Company, in which the Chairman of the Board of Directors Eng. Subhi Abdul Jalil Batterjee, the Vice-Chairman Dr. Makarem Subhi Abdul-Jalil Batterjee and a member of the Board of Directors Dr. Khaled Abdel Jalil Batterjee has indirect interest in it. The nature of Transaction is the annual contract to provide medical services to Bait Al-Batterjee Fitness Company employees by the company's hospitals. and there are (11,756 SAR) during the year 2023 G, and this contract was concluded without conditions or preferential benefits (Attached).

26. To vote on the business and contracts concluded between the company and the Bait Al-Batterjee Medical Company, in which the Chairman of the Board of Directors Eng. Sobhi Abdel-Jalil Batterjee and a member of the Board of Directors Dr. Khaled Abdel-Jalil Batterjee have in direct interest in it, the nature of transaction is the administrative supervision agreements of Saudi German Hospital in Sharjah city for ten years. The company obtains a percentage (10%) of the net profit before tax and zakat deduction. There are no amounts during the year 2023 G, and this contract was made without preferential conditions or benefits. (Attached).

27. To vote on the business and contracts concluded between the company and Ajman Health Care and Development Company, in which the Chairman of the Board of Directors Eng. Sobhi Abdel-Jalil Batterjee and a member of the Board of Directors Dr. Khaled Abdel-Jalil Batterjee have in direct interest in it, the nature of transaction is the administrative supervision agreements of Saudi German Hospital in Ajman city for ten years. The company obtains a percentage (10%) of the net profit before tax and zakat deduction. There are no amounts during the year 2023 G, and this contract was made without preferential conditions or benefits. (Attached).

28. To vote on the amendment of the company's bylaws to be in line with the new Companies Law. In addition, re-arranging and re-numbering of the articles of the company's bylaws, to be in line with the recommended amendments. (Attached)

29. To vote on the amendment of article (6) of the company's bylaws regarding the duration of the company. (Attached)



30. To vote on the amendment of article (10) of the company's bylaws regarding the issuance of shares. (Attached)
31. To vote on the amendment of article (13) of the company's bylaws regarding excellent shares. (Attached)
32. To vote on the amendment of article (16) of the company's bylaws regarding the issuing of debt instruments. (Attached)
33. To vote on the amendment of article (17) of the company's bylaws regarding the management of the company. (Attached)
34. To vote on the amendment of article (21) of the company's bylaws regarding the remuneration of the Board of Directors and the Committees Members. (Attached)
35. To vote on the amendment of article (24) of the company's bylaws regarding the quorum of board meetings and its resolutions. (Attached)
36. To vote on the amendment of article (45) of the company's bylaws regarding creating reserves. (Attached)
37. To vote on the amendment of the Audit Committee Charter. (Attached)
38. To vote on the amendment of the Nomination and Remuneration Committee Charter. (Attached)
39. To vote on the amendment of the Board Membership Policies and Criteria Charter. (Attached)
40. To vote on the amendment of the Remuneration Policy for Members of the Board of Directors, Sub-Committees and Executive Management. (Attached)



PROXY FORM



PROXY FORM

Dear Shareholder,

The proxy form is not available, as the Extraordinary General Assembly meeting will only be conducted via modern technology.

In the event of an inquiry, we hope to contact the Shareholders Relations Department by phone number 0122606000, ext. 3129 or 3128, or by e-mail: President4@sghgroup.net and e-mail President5@sghgroup.net.

Thank you.



The Annual Report of The Audit Committee for The Year 2023



Date: 15 May 2024

Dear Shareholders

Subject: Audit Committee Annual Report 2023

Greetings,

Please find below itemized audit committee's annual report for 2023, that shows the performance details for the committee's responsibilities and duties as stated in the approved regulations of the committee's charter, including its recommendations and opinion regarding adequacy of the Company's internal and financial control systems, based on the committee's meetings and deliberations during 2023.

First: Financial reports:

The Committee has studied the preliminary and annual consolidated financial statements for year 2023, verified accounting estimates of core matters, and it has reviewed the Company's accounting policies and examined the issues raised by the external auditor to the Company's Chief Executive Officer (CEO) and finance department, and the committee considers that the financial statements and adopted accounting estimates and policies do not conflict with international accounting standards and are consistent with the nature of the Company's activities and are commensurate with its operations.

Second: Internal audit:

The implementation of internal control systems and controls is the responsibility of the executive management of the Company, under the supervision of the committee through study of those systems and the effectiveness of its procedures and overseeing the performance of the internal audit department of the Company, in addition to reviewing the internal audit reports and following up the corrective and improvement procedures that are implemented by the executive management or which will be implemented based on recommendations related to observations of the internal audit department in order to comply with the internal control and control systems and enhance their effectiveness and focus on improving and developing them.

The Committee also submits its decisions and recommendations to the Board of Directors through the minutes of the committee meetings, in addition to what the Chairman of the Committee presents during the board meetings.

The Committee did not find any observations with a substantial impact on the normal functioning of the company under the current control system.



Third: The external auditor:

The Committee recommended selecting the external auditor to the Board of Directors for the fiscal year 2024 and the first quarter of the year 2025, and to ascertain its independence and determine its fees. Furthermore, the committee reviewed the external audit plan for the fiscal year 2023, and followed the execution of the auditor's fieldwork and discussed its observations regarding the financial statements and follow-up its implementation with the executive management of the Company.

General revealed results of the audit committee:

The Committee reviewed the external auditor's observations during examination and audit of the financial statements for the year 2023. Furthermore, supervising of the internal audit department activities in accordance with its tasks and duties and discussing reports that submitted to the executive management and BOD "as appropriate", which included observations and recommendations. The executive management is working continuously to document, strengthen and improve internal control system, policies, procedures, organizational structures, information technology systems, business automation and continuous follow-up via the Committee; it can be said that the internal control system has been prepared and implemented on acceptable bases.

Audit Committee Chairman

Amr Mohamed Khashoggi



The Attachments Related to Items # 9 to 27

Limited examination report and the notification of the chairman of the board to the shareholders about the business and contracts that the members of the board have any direct or indirect interest in.



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Paid-up capital (SR 5,500,000 – Five million five hundred thousand Saudi Riyal)
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**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
MIDDLE EAST HEALTHCARE COMPANY
(A SAUDI JOINT STOCK COMPANY)**

Scope

We have been engaged by Middle East Healthcare Company (the “Company”) to perform a ‘limited assurance engagement,’ as defined by International Standards on Assurance Engagements endorsed in the Kingdom of Saudi Arabia, here after referred to as the engagement, on the Company’s compliance with the requirements of Article (71) of the Companies’ Law (the “Subject Matter”) contained in the Company’s attached notification (Appendix A) which is presented by the Company’s Board of Directors to the Ordinary General Assembly on the transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them for the year ended 31 December 2023.

Criteria Applied by the Company

In preparing the Subject Matter the Company applied the below criteria (the “Criteria”). Such Criteria were specifically designed for the notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A) to comply with the requirements of Article (71) of the Companies’ Law. As a result, the subject matter information may not be suitable for another purpose.

- Article (71) of the of the new Companies’ Law issued by Ministry of Commerce (“MOC”) - 1444H/2023G.
- Notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A).
- The Company’s accounting records for the period from 1 January 2023 to 31 December 2023.
- Meeting minutes of the Board of Directors meeting which include disclosures by some of the Company’s Board of Directors’ members regarding transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them.

Company’s Responsibilities

The Company’s management is responsible for selecting the Criteria, and for presenting the Subject Matter in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the Subject Matter, such that it is free from material misstatement, whether due to fraud or error.

Our Responsibilities

Our responsibility is to express a conclusion on the presentation of the Subject Matter based on the evidence we have obtained.



**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
MIDDLE EAST HEALTHCARE COMPANY
(A SAUDI JOINT STOCK COMPANY) (continued)**

Our Responsibilities (continued)

We conducted our engagement in accordance with the *International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* ("ISAE 3000 (Revised)") endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with the Company on 19 March 2024. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

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

Our Independence and Quality Management

We have maintained our independence and confirm that we have met the requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia, and have the required competencies and experience to conduct this assurance engagement.

Our firm also applies International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, and accordingly maintains a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Description of Procedures Performed

Procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our procedures were designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required to provide a reasonable level of assurance.

Although we considered the effectiveness of management's internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls. Our procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the Subject matter and related information and applying analytical and other appropriate procedures.



**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
MIDDLE EAST HEALTHCARE COMPANY
(A SAUDI JOINT STOCK COMPANY) (continued)**

Description of Procedures Performed (continued)

Our procedures included:

- Obtained the notification presented by the Company's Board of Directors to the Ordinary General Assembly (Appendix A) regarding the transactions and contracts entered between some of the Board of Directors' members directly or indirectly with the Company.
- Obtained Board of Directors resolution that discussed and approved transactions and contracts made with the Company in which respective members of the Company's Board of Directors have a direct or indirect personal interest in them.
- Obtained the Company's accounting records for the period from 1 January 2023 to 31 December 2023.
- Obtained Board of Directors minutes of meetings that indicates some members' notification to the Board of Directors of transactions and contracts done with the Company in which some members of the Company's Board of Directors have a direct or indirect personal interest in them.

We also performed such other procedures as we considered necessary in the circumstances.

Other Matter

The attached notification (Appendix A) is stamped by us for identification purposes only.

Conclusion

Based on our procedures and the evidence obtained, we are not aware of any material modifications that need to be made to the Subject Matter, in order for it to be in accordance with the Criteria applied by the Company referred to above.

for Ernst & Young Professional Services



Ahmed Ibrahim Reda
Certified Public Accountant
License No. (356)

Jeddah: 23 Shawwal 1445H
(02 May 2024G)





Date: 13/10/1445 AH.

Corresponding: 22/04/2024 AD.

Gentlemen / Shareholders of the Middle East Healthcare Company (Saudi German Health)

May the peace, blessings, and mercy of God be upon you;

Based on the requirements of Article (71) of the Companies Law related to informing the General Assembly, when it convenes, of the business and contracts that are carried out for the company's account and in which any of the members of the Board of Directors has a direct or indirect interest, the Board of Directors informs your honorable Assembly that the members of the Board of Directors who have an interest Directly or indirectly, in those works and contracts, they notified the Board of Directors of that for the year 2023 AD, and the Board approved those works and contracts without their participation in voting on decisions related to them and recommending their submission to your esteemed assembly, as follows:

Sr No	The name of the related party	The nature of the transaction	Transaction amount		Terms of dealing	duration
			due from	due to		
1.	The Emirates Company for Health Care and Development (Sobhi Abdel-Jalil Batterjee, Khaled Abdel-Jalil Batterjee, Makarem Sobhi Batterjee own shares in the company and are members of its board of directors)	Management fees	4,588,831	-	Prevailing market conditions, as the duration of this management consulting deal is continuous and it began many years ago.	10 years from 3/6/2015, renewable annually
2.	Bait Batterjee College of Medical Sciences and Technology (Sobhi Abdel-Jalil Batterjee, Khaled Abdel-Jalil Batterjee, Makarem Sobhi Batterjee and Sultan Subhi Batterjee own shares in the company and are members of its board of directors)	Training fees	200,600	-	prevailing market conditions as this medical training deal has been going on for many years.	One year
3.	Bait Al Batterjee Medical Company (the main shareholder of MEAHC Sobhi Abdel-Jalil Batterjee and Khaled Abdel-Jalil Batterjee own shares in the company and are members of its board of directors.	Advisory fees	-	6,300,895	Prevailing market conditions, as the duration of this management consulting deal is continuous and it began many years ago.	10 years from May 24, 2015, to be renewed annually
4.	Bait Al-Batterjee Education and Training Company (Subhi Abdel-Jalil Batterjee and Khaled Abdel-Jalil Batterjee own shares in the company)	Training fees	-	-	Prevailing Market Conditions The term of this deal for providing training is continuous and it started many years ago.	One year
5.	Abdul Jalil Khaled Batterjee Company for the maintenance of medical equipment (Khaled Abdul Jalil Batterjee owns a stake in the company)	Hardware maintenance	-	1,103,468	Prevailing market conditions since the duration of this deal is continuous and it started many years ago.	One year
6.	Batterjee House for Pharmaceutical Industries (Sobhi Abdel-Jalil Batterjee and Radwan Khaled Batterjee own a stake in the company)	Supplying medicines	-	45,464,391	Prevailing market conditions since the duration of this deal is continuous and it started many years ago.	One year
7.	Gulf Youth Investment and Real Estate Development Company (JAN-PRO) (Makarem Sobhi Batterjee owns a stake in the company)	Janitorial services	-	26,217,429	Prevailing market conditions since the duration of this deal is continuous and it started many years ago.	One year



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8.	Bait Al Batterjee Fitness Company (Gold's Gym) / Sobhi Batterjee, Khaled Batterjee and Makarem Batterjee (Partners in the company).	Medical services	11,756	-	Prevailing market conditions since the duration of this deal is continuous and it started several years ago.	One year
9.	International Hospitals Construction Company (Subhi Abdel Jalil Batterjee, Khaled Abdel Jalil Batterjee and Sultan Subhi Batterjee own shares in the company)	Construction and renovation work	-	86,256,738	Prevailing market conditions since the duration of this deal is continuous and it started many years ago.	One year
10.	The Saudi German Hospital in Sana'a (Subhi Abdel-Jalil Batterjee, Khaled Abdel-Jalil Batterjee and Makarem Subhi Batterjee are members of the company's board of directors and indirect shareholders)	Medical services	-	-	Prevailing market conditions since the duration of this deal is continuous and it started many years ago.	10 years from May 24, 2015, to be renewed annually
11.	The Egyptian Saudi Company for Health Care (Sobhi Abdel-Jalil Batterjee, Khaled Abdel-Jalil Batterjee and Makarem Sobhi Batterjee are members of the company's board of directors and indirect shareholders)	Management fees	2,165,040	-	Prevailing market conditions, as the duration of this management consulting deal is continuous and it began many years ago.	10 years from May 24, 2015, to be renewed annually
12.	Hail National Company for Medical Services (Subhi Abdel-Jalil Batterjee, Khaled Abdel-Jalil Batterjee and Makarem Subhi Batterjee are members of the company's board of directors and shareholders)	Administrative fees	-	-	Prevailing market conditions, as the duration of this management consulting deal is continuous and it began many years ago.	10 years from May 24, 2015, to be renewed annually
13.	The Saudi German Hospital - Sharjah (Subhi Abdul-Jalil Batterjee and Khaled Abdul-Jalil Batterjee in their capacity as partners in Bait Al-Batterjee Medical Company, which owns most of the shares of the hospital).	Medical services	-	-	Prevailing market conditions since the duration of this deal is continuous and it started many years ago.	10 years from May 24, 2015, to be renewed annually
14.	Saudi German Hospital - Ajman (Subhi Abdul Jalil Batterjee and Khaled Abdul Jalil Batterjee as partners in Ajman Health Care and Development Company)	Medical services	-	-	Prevailing market conditions since the duration of this deal is continuous and it started many years ago.	10 years from May 24, 2015, to be renewed annually
15.	Mogarniod	IT services	-	97,219,759	Prevailing market conditions since the duration of this deal is continuous and it started many years ago.	3 Years

We enclose with this notification the report of Ernst & Young & Partners / EY on these transactions according to the statutory requirements. The Board proposes to your esteemed assembly to approve these transactions and authorize their renewal for the next year.

Please accept my sincere greetings and appreciation;



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The Attachments Related to Items # 28 to 36 of the EGM Agenda

Regarding the Suggested Amendments to the Company's Bylaws



The Attachments Related to Items # 28 to 36 of the EGM Agenda

Proposed Amendments to Middle East Healthcare Company's (MEAHCO) Article of Association

<u>Disclaimer</u>	<u>تنويه هام لأخذه في الاعتبار</u>
<p>This English version of this document is a translation of the original Arabic Document and has been made for the purpose of informing non-Arabic speakers of the said document.</p> <p>In case of any discrepancy or misinterpretation of any clause or article, the original Arabic document shall prevail.</p>	<p>هذه النسخة الإنجليزية من هذا المستند يُمثل ترجمة للنسخة الأصلية الصادرة باللغة العربية، والغرض منها تعريف الناطقين بغير اللغة العربية بهذا المستند.</p> <p>وفي حال وجود اختلاف في الترجمة أو خطأ في تفسير النص لأي بند أو مادة من هذه اللوائح يعتبر النص الأصلي الصادر باللغة العربية هو الحاكم والمؤثق.</p>

**Proposed amendments to the Middle East Health Care Company's
statutes in the light of the new corporate system and the amended
Financial Market Authority regulations**

Proposed Amendments to Middle East Healthcare Company's (MEAHCO) Article of Association

Article after amendment	Article Before Amendment
<p>Article I: Establishment</p> <p>The company was established in accordance with the provisions of the Companies Regulations and Executive Regulations and this Law, as a Saudi shareholding company in accordance with the following:</p>	<p>Article I: Establishment</p> <p>The company was established in accordance with the provisions of this system of companies as a Saudi joint stock company:</p>
<p><u>Article VI: Duration of company</u></p> <p>The company's unspecified duration started from the date it was registered in the trade register.</p>	<p><u>Article (6): Duration of company:</u></p> <p>The company's term is ninety-nine years, beginning from the date of registration in the trade register. The company's term may always be prolonged by an extraordinary General Assembly resolution at least one year before the expiry of its term.</p>
<p><u>Article VII: Company capital:</u></p> <p>The capital of the exporter company is set at 920,400,000 Saudi riyals 92,040,000 (92,040,000), ninety-two million and forty thousand ordinary shares of equal value. The nominal value of the shares is ten Saudi riyals (19,544,000 shares) of which are nineteen million five hundred and forty thousand shares paid in cash, and of which (72,496,000 shares) is seventy-two million and ninety-seven hundred shares are compared to ninety thousand shares.</p>	<p><u>Article (7): company capital:</u></p> <p>The company's capital is set at 920,400,000, 920,040,000 Saudi riyals divided into 92,04,000 shares of equal value. The nominal value of the share is 10,000 Saudi riyals (19,544,000 shares) of which 9,5400 shares are 0000 shares paid in cash, of which 72,496,00 shares are 0000 shares compared with 90 shares.</p>
<p><u>Article Eight: Subscription to Stocks:</u></p> <p>The shareholders of the entire capital stock of the exporting company (92,04,000) were subscribed with shares worth 92,000 million and 400,000 Saudi Riyals and the holders of the cash shares (19,544,000) were paid a sum of 195,440,000 Saudi Riyals representing the full value of the subscribed cash shares. This amount was deposited in one bank authorized bank in the name of the company under the certificate issued by the bank. These shares represent 21.23% and 23% of the company's capital.</p>	<p><u>Article (8): Underwriting of company capital:</u></p> <ol style="list-style-type: none"> 1. The founders of all the company's shares (92,04,000) of shares valued at 92,400,000 Saudi riyals and the holders of the monetary shares (19,544,000) of shares valued at SR95,440,000 represented the full value of the subscribed cash shares. This amount was deposited in one of the banks licensed in the Kingdom in the name of the company under establishment by virtue of a certificate issued by the bank. These shares represent 21.23% of the company's shares and

Proposed Amendments to Middle East Healthcare Company's (MEAHCO) Article of Association

Article after amendment	Article Before Amendment
	represent 21,000 shareholders of the company. The shares were also given their full value of the shares
<p>Article X: Issuance of shares</p> <p>Shares shall be nominal, may be divided into shares of a lower nominal value, may be combined into shares of a higher nominal value, and may be issued higher than that value. In the latter case, the difference of value shall be added in a separate line of equity, to be used in accordance with the controls established by the competent authorities. In other words, the difference in value shall be included in a separate line of equity and shall be used in accordance with the rules laid down by the competent bodies. (Art). Art Introduction.</p> <p>ArtIntroduction. Introduction Regulation. The GeneralRules Section. A share is indivisible vis-à-vis the company. If it is owned by several persons, they must choose one to represent them in the use of the rights competent in the share. Such persons are jointly liable for obligations arising from the ownership of the share.</p> <p>A company may purchase or mortgage its shares in accordance with the regulations issued by the Financial Market Authority. The shares purchased by the company do not have votes in shareholders' associations. The company may purchase its shares for the purpose of allocating them to its employees within the employee equity program in accordance with the regulations issued by the Financial Market Authority.</p> <p>The shares may also be mortgaged in accordance with the controls established by the competent authorities, and the encumbered creditor shall have the right to collect the profits and use all the rights relating to the shares except to attend the regular and extraordinary meetings of the General Assembly of the shareholders or to vote thereon, unless otherwise agreed in the mortgage contract.</p>	<p><u>Article (10): Shares:</u></p> <p>The shares are nominal, and the shares may not be issued at less than their nominal value but may be issued at a higher level than that value. In the latter case, the difference in value shall be added to a separate item of equity. They may not be distributed as dividends to shareholders. A share is indivisible vis-à-vis a company. If it is owned by many persons, they must choose one to represent them in the use of the rights relating to the share. Such persons are jointly liable for the obligations arising from the ownership of the share.</p> <p>A company may purchase or mortgage its shares in accordance with the regulations issued by the Financial Market Authority. The shares purchased by the company do not have votes in shareholders' associations. The company may purchase its shares for the purpose of allocating them to its employees within the employee equity program in accordance with the regulations issued by the Financial Market Authority.</p> <p>The shares may also be mortgaged in accordance with the regulations established by the regulators, and the encumbered creditor shall have the right to collect the profits and use all rights relating to the shares except to attend or vote at the meetings of the General Assembly of the shareholders, unless otherwise agreed in the mortgage contract.</p>
Article XI: Stock trading	<u>Article (11): Stock trading:</u>

Proposed Amendments to Middle East Healthcare Company's (MEAHCO) Article of Association

Article after amendment	Article Before Amendment
<p>The company's shares trade in the stock market in accordance with the provisions of the Financial Market Regulation and its implementing regulations</p>	<p>Shares given in kind or in cash shares subscribed by founders may only be traded after the publication of financial statements for two financial years, each of which is not less than twelve months from the date of incorporation of the company. Such provisions shall apply to shares in which the founders are subscribed or which are given in return for shares in the event of capital increase before the expiration of the prohibition period, for the remainder of this period. Such instruments shall be indicated as to the type, date of incorporation of the company and the period during which it is prohibited to circulate. However, during the prohibition period, ownership of the shares may be transferred in accordance with the provisions of the sale of rights from one of the founders to another, from the heirs of one of the founders in the event of his death to another, or in the case of execution of the insolvent or bankrupt founders' funds, provided that the ownership of those shares shall be the priority of the other founders.</p>
<p>Article (12) has been canceled</p>	<p><u>Article (12): Register of Contributors:</u></p> <p>The company's shares rotate in accordance with the provisions of the financial market system.</p>
<p>Article XII: Privileged and redeemable shares</p> <p>1- Blue-chip stocks:</p> <p>The extraordinary general assembly of a company may, in accordance with the rules and regulations established by the competent authority, issue excellent shares. The shares shall arrange for the holders of such shares to receive a greater proportion than the shareholders of the ordinary shares of the net profits of the company after avoiding the company's reserves, if any. The shares mentioned shall, in addition to the right to participate in the net profits distributed to the</p>	<p><u>Article (13): Excellent shares:</u></p> <p>The General Assembly of an extraordinary company may, on the basis laid down by the competent authority, issue or decide to purchase excellent shares, or convert ordinary shares into excellent shares, or convert the excellent shares into regular shares. The General Assembly of the shareholders does not give the super-shares the right to vote in the general assemblies of the shareholders. The holders of such shares are entitled to receive a higher proportion of the company's net profits from the regular dividends after sparing the regular reserve.</p>

Proposed Amendments to Middle East Healthcare Company's (MEAHCO) Article of Association

Article after amendment	Article Before Amendment
<p>common shares, be ranked as follows:</p> <p>(i) The right to a certain percentage of net profits not less than 5% of the nominal value of a stock after the company's reserves, if any, have been set aside - and before any distribution of the company's profits has been made.</p> <p>(ب) Priority in recovering the value of their equity in the capital when the company is liquidated and in obtaining a certain percentage on the liquidation date.</p> <p>A company may buy such shares as decided by the extraordinary General Assembly of the shareholders or convert them into equity. Such shares shall not be included in the calculation of the necessary quorum for the holding of the general assembly of the company provided for in this Regulation, and shall not give the right to vote in the general assemblies of the shareholders. The shares are not subject to the approval of the shareholders by the shareholders.</p> <p>2- Redeemable shares:</p> <p>The extraordinary General Assembly may issue refundable shares based on the company's choice and in accordance with the terms and conditions of redemption established by the company and in the light of the grounds and controls established by the competent authorities.</p>	

Proposed Amendments to Middle East Healthcare Company's (MEAHCO) Article of Association

Article after amendment	Article Before Amendment
<p>Article XIII: Increase in capital</p> <ol style="list-style-type: none"> The Extraordinary General Assembly may decide to increase the capital of the issuing company or authorized if any, provided that the source capital has been paid in full. Capital is not required to have been paid in full if the unpaid portion of the capital is owed to shares issued for the conversion of debt instruments or financing instruments into equity and has not yet expired. The Extraordinary General Assembly may in any case allocate the issued shares in the capital increase or a portion thereof to employees of the company and its subsidiaries or some of them, provided that the exported shares do not exceed 0.25% of the company's capital. Shareholders may not exercise the right of priority when the company issues employee shares. The shareholder who owns the stock at the time of the extraordinary decision of the General Assembly to approve the increase of the source capital or the decision of the Governing Council to approve the increase within the limits of the authorized capital (if any) shall have priority in the subscription of the new shares issued against cash quotas. They shall have priority through the disclosure mechanisms of listed shareholders approved by the competent authority for the decision to increase the capital and the terms and duration of the subscription and the date of its commencement and expiration of the decision subscription. The shareholder shall be informed of its priority date of arrival and expiration of the decision on the subscription terms date. The Extraordinary General Assembly may suspend the right of priority to shareholders in an underwriting by increasing the capital in exchange for cash quotas, or give priority to non- 	<p>Article (14): Increase in capital:</p> <ol style="list-style-type: none"> The Extraordinary General Assembly may decide to increase the capital of a company by issuing new shares in exchange for shares in cash or in kind or in exchange for the company's debt, in exchange for the amount of the statutory reserve that the General Assembly decides to incorporate into the capital, or in exchange for the transfer of debt instruments or financing instruments; provided that the capital has been paid in full. Capital is not required to have been paid in full if the unpaid portion of the capital is owed to shares issued for conversion of debt instruments or financing instruments into shares and the period for conversion into equity has not yet expired. An unusual general assembly may in any case allocate the issued shares in the capital increase or a portion thereof to employees of the company and subsidiaries or some of the subsidiaries, or any of the above. Shareholders may not exercise the right of priority when the company issues employee shares. The shareholder at the time of the extraordinary decision of the General Assembly to approve the increase in capital shall have priority in the subscription of new shares issued in exchange for cash quotas. They shall be notified of their priority by publication in a daily journal or by notification by registered mail of the decision to increase the capital and the terms and duration of the subscription and the date of its commencement and expiration. The Extraordinary General Assembly may suspend the right of priority to shareholders in an underwriting by increasing the capital in exchange for cash quotas, or give priority to non-shareholders in cases it deems appropriate for the benefit of the company. The shareholder shall be entitled to sell or waive the right of priority within the period from the time of the issuance of the General Assembly resolution approving the increase of capital until the last day of subscription for new shares related to these rights, in

Proposed Amendments to Middle East Healthcare Company's (MEAHCO) Article of Association

Article after amendment	Article Before Amendment
<p>shareholders in cases it deems appropriate for the benefit of the company.</p> <p>5. The shareholder shall be entitled to sell or waive the right of priority in return for money or without compensation as specified in the regulations .</p> <p>6. Subject to paragraph (4) above, new shares shall be distributed to priority rights holders who have applied for subscription in proportion to their total priority rights resulting from the increase in capital, provided that they do not exceed their application for the new shares, and the remainder of the new shares shall be distributed to those priority rights that have requested more than their share, in proportion to their priority rights from the total priority rights resulting from the increase in capital, provided that they do not exceed their demand for the new shares, and the remaining shares shall be offered to others, unless the General Assembly decides otherwise or the financial market regime provides otherwise.</p>	<p>accordance with the regulations established by the competent authority.</p> <p>6. Subject to paragraph (4) above, new shares shall be distributed to priority rights holders who have applied for subscription in proportion to their total priority rights resulting from the increase in capital, provided that their acquisition does not exceed the demand for new shares, and the remainder of the new shares shall be distributed to priority rights holders who have requested more than their share, in proportion to their priority rights from the total priority rights resulting from the increase in capital, provided that they receive no more than the new equity claimed, and the remaining shares shall be offered to third parties, unless the General Assembly decides otherwise or the financial market regime provides otherwise.</p>
<p>Article XIV: Reduction of capital</p> <p>The capital of a company may be reduced by an extraordinary General Assembly resolution if it is in excess of its need or if the company suffers losses. In the latter case alone, capital may be reduced below the limit provided for in the corporate system, and the decision to reduce shall be made only after a statement in the General Assembly prepared by the Governing Council on the reasons for the reduction, the obligations of the company and the effect of the reduction on its fulfillment is read out. A report from the auditor of the company is annexed to this statement.</p> <p>2. If the reduction is the result of an excess of capital over the need of the company, creditors shall be invited to make their objections, if any, within the time limit set in the corporate system from the date fixed for the extraordinary meeting of the General Assembly to take a decision on the reduction, accompanied by a statement indicating the amount of capital before and after the reduction, the date of the meeting and the effective date of the reduction, and if a creditor objects and submits to the company</p>	<p><u>Article (45): Reduction of capital:</u></p> <p>The Extraordinary General Assembly may decide to reduce the capital of the company if it is over-needed or the company suffers losses, and in the latter case alone the capital may be reduced below the limit provided for in Article (fifty-fourth) of the corporate system. The decision shall be made only after the reading of a special report prepared by the Controller on the reasons for it, on the obligations owed to the company and the effect of the reduction in such liabilities, and taking into account the requirements of the corporate system. The decision shall indicate the manner of such reduction.</p> <p>If the reduction is the result of an excess of capital over the need of the company, creditors shall be invited to raise their objections within sixty (60) days from the date of publication of the reduction decision in a daily journal distributed in the city in which the company's headquarters is located, if a creditor objects and submits to the company its documents at the said time, the company shall pay</p>

Proposed Amendments to Middle East Healthcare Company's (MEAHCO) Article of Association

Article after amendment	Article Before Amendment
<p>its documents on the said date, a system to which the company must discharge its debt if current or provide sufficient security to meet it, should be future, equity between shareholders of the same type and category must be taken into account in reducing the capital reduction .</p> <p>3. Capital shall be reduced in one of the following ways:</p> <p>A. Cancelation of a number of shares equal to the amount to be reduced.</p> <p>b. Reduction of the nominal value of the stock by canceling part of it equal to the loss sustained by the company.</p> <p>c. Reduction of the nominal value of the stock by returning part of it to the shareholder or by discharging it from all or part of the unpaid value of the stock.d. The company purchases a number of its shares equal to the amount to be reduced, and then cancels it.</p> <p>d The company purchases a number of its shares equal to the amount required to be reduced. The. The.</p>	<p>the debt to him if it is in a case or provide sufficient security to meet it if it is in a future period.</p>
<p>Article XV: Issuance of debt instruments</p> <p>A company may, by a decision of its Board of Directors in accordance with the Company Regulations, the Financial Market System and other relevant regulations and regulations, issue any type of negotiable debt instrument, such as bonds and instruments in Saudi Arabian currency or elsewhere, within the Kingdom of Saudi Arabia or abroad, in one or several parts or through a series of issuances under one or more programs or by a separate issuance, all at the times, amounts and terms approved by the Board of Directors. The Board of Directors shall have the right to take all the necessary action and shall delegate any of its powers to one or more of its members, executive management members or others.</p> <p>A company may also-by an extraordinary General Assembly resolution- issue debt instruments or equity-convertible financing instruments, provided that the extraordinary General Assembly resolution specifies the maximum number of shares that may be issued against such instruments, whether issued simultaneously, through a series of issuances or through one or more programs for the issuance of debt instruments or financing instruments.</p> <p>The Board of Directors issues - without the need for new approval by this Assembly - new shares for</p>	<p>Article 16: Bonds</p> <p>A company may, by a decision of the Extraordinary General Assembly in accordance with the financial market system and other relevant regulations and regulations, issue any type of negotiable debt instrument, either in Saudi Arabian or otherwise, within or outside the Kingdom of Saudi Arabia, such as bonds and instruments. The Extraordinary General Assembly may authorize the Governing Council to issue such debt instruments, including bonds and instruments, in one or more parts or through a series of issuances under one or more programs established by the Governing Council from time to time, during all the times, amounts and conditions approved by the Governing Council, and may take all necessary actions for their issuance. The Executive Board may issue the measures for the issuance of the Company's Board of the Board of the Board of Board of the Board of Directors</p> <p>A company may also issue debt instruments or equity-convertible financing instruments by an extraordinary General Assembly resolution after a resolution of the Extraordinary General Assembly specifying the maximum number of shares that may be issued against such instruments, whether they are issued at the same time, through a series of issuances</p>

Proposed Amendments to Middle East Healthcare Company's (MEAHCO) Article of Association

Article after amendment	Article Before Amendment
<p>those instruments or instruments for which the holders are required to transfer, immediately upon the expiration of the fixed transfer request period for the holders of those instruments or instruments, upon the fulfillment of the conditions for their automatic conversion to shares, or after the period specified for such transfer. The Council shall take the necessary action to amend the company's principal system with respect to the number of shares and capital issued. The Board of Directors shall record each capital increase in the company's trade register.</p>	<p>or through one or more programs for the issuance of debt instruments or financing instruments. The company may also issue debt or equity instruments:-</p> <p>The Board of Directors issues - without the need for new approval by this Assembly- new shares against those instruments or instruments which the holders of which are required to transfer, immediately upon the expiration of the specific transfer request period for the holders of those instruments or instruments . The Board shall take the necessary action to amend the company's base system with respect to the number of issued shares and capital. The Board of Directors shall complete the procedure for each increase in capital in the manner specified in the Regulations for the month of extraordinary General Assembly resolutions on the Company's Trade Register.</p>
<p>Article XVI: Management of a company</p> <p>1- The company is managed by a board of seven members elected by the General Assembly for shareholders by using the cumulative voting method for four years. The members of the board of directors may be re-elected for other sessions in accordance with election and candidacy procedures, based on the regulations in force and the rules set by the competent authority. The Board of Directors is elected by the General Assembly of Shareholders.</p> <p>2- Each shareholder may nominate himself or one or more other shareholders or other contributors to the Board of Directors. In all cases, the members of the Governing Council are required to be natural persons.</p>	<p><u>Article (17): Composition of the Governing Council:</u></p> <p>The company is managed by a board of directors consisting of seven members appointed by the regular General Assembly for a period not exceeding three years, and the term of office of the first board commences from the date of the ministerial decision to establish the company.</p>
<p>Article XVII: Termination, retirement or removal of the members of the Council</p> <p>1. Before the end of its session, the Governing Council shall convene the ordinary General Assembly to elect a Governing Council for a new session. If the election cannot be held and the current session of the Board expires, its members shall continue to perform their functions until</p>	<p><u>Article (18): Expiry of the Council:</u></p> <p>Membership of the board shall expire upon expiry of its term or upon expiration of its term in accordance with any regulation or instructions in force in the Kingdom. However, at all times the</p>

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Article after amendment	Article Before Amendment
<p>the election of the Board of Directors for a new session, provided that the term of office of the members of the Board whose session has ended shall not exceed the period fixed by the Executive Regulation of the Corporate System.</p> <p>2. The membership of the Council shall expire at the end of the period prescribed for it, or at the expiration of the term of the member in accordance with any system or instructions in force in the Kingdom, or because of death or resignation, or if he is convicted of a crime involving moral turpitude and honesty. A member of the Governing Council may resign from the membership of the Council by written notification to the President of the Council. If the President of the Council retires, the notification shall be directed to the other members of the Council and to the Secretary of the Council. In both cases, the suspension shall take effect from the date specified in the notification.</p> <p>3. If the chairman and members of the Governing Council retire, they shall call upon the ordinary General Assembly to convene to elect a new Governing Council. The retirement shall not apply until the election of the new Council, provided that the term of the retiring Council shall not exceed the period fixed by the regulations. The Governing Council shall take the necessary measures to elect a Governing Council to replace it before the expiration of the fixed term in the system.</p> <p>4. The General Assembly may, on the recommendation of the Council, terminate the membership of any member who has not attended (three) consecutive meetings or (five) sporadic meetings of the Council without a legitimate excuse accepted by the Council.</p> <p>5. The ordinary General Assembly may remove all or some of the members of the Board of Directors. In such a case, the ordinary General Assembly shall elect a new Board of Directors or a replacement of the dismissed member (as the case may be) in accordance with the provisions of the corporate system, subject to the rules for the removal of the members of the Board of Directors as determined by the competent authority.</p>	<p>ordinary General Assembly may remove all or some of the members of the board of directors without prejudice to the right of the member isolated against the company to claim compensation if the dismissal occurs for an unacceptable reason or at an inappropriate time. The member of the board of directors may resign provided that such is done in a timely manner. Otherwise, he or she shall be liable by the company for the damages resulting from the retirement.</p>

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Article after amendment	Article Before Amendment
<p>Article XVIII: Vacancy in the Council :</p> <p>If a member of the Governing Council is vacant or has been separated from his or her death and the vacancy does not result in a breach of the conditions necessary for the validity of the Council's meeting owing to a shortage of members below the minimum provided for in this Regulation, the Council may appoint - temporarily - to the vacant post of expertise and competence. The competent authorities shall be notified within (fifteen) 15 days from the date of appointment, the appointment shall be submitted to the ordinary General Assembly at its first meeting, and the appointed member shall complete the term of his or her predecessor.</p> <p>If the conditions for the validity of the Governing Council are not met owing to the fact that the Governing Council is less than the minimum number of members provided for in these Rules, the rest of the members shall convene the ordinary General Assembly within (sixty) days to elect the necessary number of members.</p>	<p><u>Article (19): Vacancy of Board Member</u></p> <p>If a member of the Board of Directors is vacant, the Board may appoint an interim member to the vacant post, provided that he or she is experienced and competent. The Ministry of Trade and Investment and the Financial Market Authority shall be notified thereof within five working days from the date of appointment. The appointment shall be submitted to the regular General Assembly at its first meeting and the new member shall complete the term of his or her predecessor. If the conditions for convening the Governing Council are not met because of a shortage of members above the minimum number provided for in the company or corporate rules, the rest of the members shall convene the ordinary General Assembly within sixty days to elect the necessary number of members.</p>
<p>Article XIX: Powers of the Council and Composition of Committees</p> <p>(أ) The Board shall have the widest powers and powers to administer the company for its own purposes, except where a special provision in the Companies Regulations, Executive Regulation or Company Regulations excludes any acts or conduct falling within the competence of the General Assembly. It may, but is not limited to, decide on the participation of the company in other companies. It may dispose of the company's assets, property and property. It may also purchase and accept the price, pay the mortgage, unsettle the mortgage, sell, unload, seize the price and deliver the valuables. However, the With regard to the sale of the company's properties, the minutes of the Board of Management and the grounds for its decision to dispose of the following conditions shall be</p>	<p><u>Article (20): Powers of the Governing Council:</u></p> <p>(ب) Having regard to the prerogatives prescribed by the General Assembly, the Board of Directors shall have the widest powers and powers in the management and administration of the company, provided that all commercial and financial transactions of the company are in accordance with Islamic Sharia. It shall have the right, for example but not limited to, to decide on the company's participation in other companies, to dispose of the company's assets, property and real estate, to purchase and accept the price, to unsettle the mortgage, to sell, to unload, to pay the price and to deliver the price. However, the minutes of the Board of Directors and the reasoning of its decision to act shall contain the following conditions:</p>

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<p>included:</p> <ol style="list-style-type: none"> 1. In the sale decision, the Council shall determine the reasons and justifications therefor. 2. The sale must be about the price of an example. 3. The sale shall be present except in cases assessed by the Council and with sufficient guarantees. 4. The conduct does not result in the cessation of some of the company's activities or other liabilities. <p>The Governing Council is required to obtain the approval of the General Assembly when assets exceeding the value (50%) of the value of their total assets are sold through one or several transactions, in which case a transaction that results in exceeding 50% of the value of the assets is deemed to be the transaction for which approval by the General Assembly is required. This percentage is calculated from the date of the first transaction during the preceding twelve months, however the competent authority may exclude certain acts and dispositions from this requirement this.</p> <p>(b) The Governing Council may also contract loans with State finance funds and institutions, regardless of their duration, and may enter into commercial loans with finance companies or commercial banks, regardless of their duration or value. The Board of Directors shall have the right, on behalf of the Company, to make a concession, contract, commitment, and association. The Board of Directors shall have the right to perform all acts and functions that would achieve the Company's objectives.</p> <p>(t) The board of directors of a company shall have the right, in the cases it determines, to discharge the debtors of the company from their obligations in accordance with their interest.</p> <p>The Board of Directors may, within the limits of its competences, delegate one or more of its members or third parties to take any particular action or action or to carry out certain acts.</p> <p>(2) Composition of committees: The Board of Directors may, by a decision, form an appropriate number of committees in accordance with the requirements of the system and the needs of the company. It shall have all the powers to determine the scope of its competences, functions, procedures and terms of reference, to appoint, dismiss and remunerate its members in the light of the relevant regulations, the work regulations</p>	<ol style="list-style-type: none"> 1- In the sale decision, the Council shall determine the reasons and justifications therefor. 2- The sale is comparable to the price of the ideals. 3- The sale shall be present except in cases assessed by the Board and with adequate guarantees. 4- The act does not entail the cessation of some of the company's activities or other liabilities. <p>The Board of Directors may also contract loans with government finance funds and institutions regardless of their duration. It may also contract commercial loans with financial companies or commercial banks regardless of their duration or value. The Board of Directors shall have the right, on behalf of the Company, to make a concession, contract, commitment, and association. The Board of Directors shall have the right to perform all acts and functions that would achieve the Company's objectives.</p> <ol style="list-style-type: none"> 2- The board of directors of a company shall have the right to discharge the debtors of the company from their obligations in accordance with their interests. <p>The Governing Council may appoint or delegate on its behalf, within the limits of its competences, one or more of its members or third parties, to take any particular action or action or to carry out certain work or functions. The Governing Council may also form specialized committees from among its members. The Governing Council shall determine the work methods, competencies</p>

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<p>of each committee and the mechanism for monitoring the work of those committees within the rules of governance approved by the Board, so that the Board may be able to carry out its responsibilities in an effective manner. (Art. Art) The Executive Board shall.</p>	<p>and rewards of such committees.</p>
<p>Article XX: Remuneration of Board and Committee Members</p> <p>1) Remuneration of Board members:</p> <p>The remuneration of the members of the Governing Council shall consist of a certain amount, attendance allowance for meetings, transfer allowance, expense allowance, in-kind benefits or a percentage of net profits. Two or more of these benefits may be combined and may be of varying amounts, in the light of a policy to be issued by the Remuneration and Nominations Committee and approved by the Assembly. The report of the Governing Council to the regular General Assembly at its annual meeting shall include a comprehensive statement of all the salaries, remuneration, allowance, attendance at meetings, expense allowance and other benefits. It shall also include a statement of the received by the members of the Council as employees, administrators or receivers for professional or consultants, and shall also include a number of administrative meetings attended by each of the General Assembly.</p> <p>2) Remuneration of Board Committees:</p> <p>The Governing Council shall determine committee membership bonuses, attendance allowances and other benefits based on a policy to be approved by the Governing Council upon the recommendation of the Awards and Nominations Committee and adopted by the General Assembly for contributors and disbursed in accordance with the policy approved by the Council.</p>	<p><u>Article (21): Remuneration of members of the Governing Council</u></p> <p>The Board of Directors' award shall consist of a fixed amount, benefits or a specified percentage of net profits as determined by the General Assembly, in addition to a attendance allowance for meetings and a travel allowance determined by the Board of Directors, within the limits set forth in the Companies Regulations and Regulations of the Board of Directors: The report of the Governing Council to the regular General Assembly includes a comprehensive statement of all salaries, dividends, attendance allowance, expenses and other benefits received by the members of the Governing Council during the financial year. The report also contains a statement of the receipts of the members of the Board as employees, administrators or employees for technical, administrative or consultancy work previously approved by the General Assembly of the Corporation. It also includes an indication of the number of meetings of the Council and the number of meetings attended by each member from the date of the last meeting of the General Assembly.</p>
<p><u>ARTICLE (21): Appointment of the Chairman, the Vice-Chairman, the Managing Director, the Secretary and their powers:</u></p> <p>The Board of Directors at its first meeting shall appoint a Chairman and a Vice-Chairman from among its</p>	<p><u>Article (22): Chairman, Vice-Chairman, Managing Director and Secretary:</u></p> <p>The Board of Directors shall appoint a Chairman and a Vice-Chairman from among its members. It may also appoint a Deputy Chairman from among its members. A single member may not combine the position of Chairman with any executive position in a company. The President shall have the</p>

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<p>members. It may also appoint a Deputy Chairman from among its members. A single member may not combine the position of the Chairman of the Board with any executive position in the company. The President shall have the power to invite the Board to meet, to preside over the Board's meetings, and the right to represent the company individually and to delegate some of its powers by a written decision. The Board of Directors shall determine the competencies and powers of the Chairman and the Delegate.</p> <p>(2) The Chairman of the Board of Directors is responsible for the optimal management, performance and development of the Board's business. He also has the responsibility to take the necessary measures to ensure that the Board carries out its responsibilities and functions in the light of these and other relevant regulations, and to ensure that the Board members are aware of their role and responsibilities and are committed to the limits and powers set for the Board of Directors, taking into account the those set for the Executive Department of the Company. The Chairman of the Board of Directors is Chairman of the Board. The Executive Board is Board of Directors of the Board of Directors.</p> <p>(3) The President of the Board of Directors shall be responsible for convening the Board and chairing the Board's meetings, ratifying the Board's decisions and conclusions, determining the agenda of meetings, taking into account the topics proposed by Board members or the Chief Executive, managing Board meetings effectively and encouraging all Board members to participate actively in achieving the planned objectives. He shall preside over General Assemblies and may delegate these competencies to his Deputy or others. The President of the Board and the Deputy Chairman of the Board shall also have the right to appoint third parties to attend the General Assembly of companies in which the Company owns a share and to vote on its agenda on behalf of the Company</p> <p>The Board of Directors may also appoint an CEO of a company, whether from its members or from outside the Board. The CEO or the Managing Director (if appointed) shall be responsible for implementing the policy formulated by the Board of Directors and the associations of shareholders, taking the decisions required by the interest of the company, the conduct of its business, and achieving its objectives, as well as other competencies and powers specified by the Board of Directors or those specified by this Regulation.</p> <p>The Managing Director, if appointed, or the Chief Executive Officer, shall have the right to appoint third</p>	<p>power to invite the Board to meet, to preside over the Board's meetings, and the right to represent the company individually and to delegate some of its powers by a written decision. The Board of Directors shall determine the competencies and powers of the Chairman and the Delegate.</p> <p>In addition, the President of the Council and the Managing Director, if appointed jointly or separately, shall have the right to represent the company in its relations with others and before the judiciary, government bodies, notaries, courts, dispute settlement committees of all types, arbitration tribunals, chambers of commerce and industry, private bodies, companies and enterprises of all types, to sign all types of contracts, documents and documents, including without limiting the founding contracts of the companies in which the company is involved to all amendments and annexes, to sign agreements, instruments and discharges before the notaries, official bodies, loan agreements, guarantees, guarantees and pledges, and discharges, and to issue legal agencies on behalf of the company and to pleadings, conciliation, confirmation and arbitration. Each may delegate one or more of their competences to the undertaking or particular work.</p>

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<p>parties to attend the meetings of the General Assembly of the companies in which the company has a share and to vote on its agenda on behalf of the company.</p> <p>Taking into account the powers and powers of the Board of Directors and in accordance with the decisions of the Board of Directors or the decisions of the general associations of shareholders, the Chairman of the Board of Directors has the right to represent the company in its relationship with others, before the judiciary, notaries, all courts of all their levels, judicial committees, arbitration bodies, ministries, emirates, police departments, civil rights, investigation and public prosecution, the administrative court (Board of Grievances), the Zakat and Income Authority, the General Investment Authority, all official and private interests, bodies and institutions, chambers of commerce and industry, banks, all funds and institutions of government finance and private companies of all types. He may delegate a member of the Board, the Executive President, company employees or others in all or some of the above. Power of power of power of power of power to non-holders granted to agents granted to those granted to agents granted authorization, may be partially or full.</p> <p>If appointed, the Managing Director shall have the right to sign on behalf of the company all contracts, agreements, documents and documents, including, without limitation, all bills of lading, investment contracts, loan and guarantee contracts, purchase, sale, emptying, consolidation, acceptance, payment and seizure contracts, agency and concession contracts, hedge contracts, other contracts, transactions, deals and commitments, bidding on behalf of the company, founding companies, contributing to other companies of any kind, signing contracts of incorporation and amendments, whether by increasing or reducing their capital, amending their purposes or any other amendments, buying and selling shares, withdrawing shares, issuing shares, securities, operating contracts, trading, opening and trading accounts, closing, closing accounts, and trading, closing and trading, closing accounts, and trading, and trading, and trading, closing accounts and amendments deposit, issue of all guarantees, bills of exchange, mortgages, release of bonds, orders and other commercial paper, and perform all acts and activities that would dispose of the company and achieve its purposes and all that is entrusted to any of them by the board of directors.</p> <p>Any of them shall have the right to defend and defend the company, attend hearings, hear statements and</p>	<p>In addition, the Managing Director, if appointed, shall have other powers as determined by the Board of Directors and shall discharge the daily business of the Company.</p> <p>The Board of Directors shall, at its discretion, determine the special remuneration of the Chairman, the Vice-Chairman and the Delegate in a manner consistent with its powers commensurate with their powers under this Statute.</p>

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<p>witnesses, reply them, admit, deny, reconcile, disown, accept judgments, recognize them, appeal, review their execution, appoint experts, arbitrators and lawyers, dismiss them inside and outside the Kingdom, and represent others in any of the above. The remuneration of the Executive Chairman shall be as decided by the Board on the recommendation of the Rewards and Nominations Committee. They are also collectively and individually entitled to represent the company in their relations with others, including ministries, emirates, police departments, the Zakat and Income Authority, the General Investment Authority, all public and private interests and institutions, chambers of commerce and industry, banks, all funds and institutions of government finance, and private companies of all types. Either of them may authorize whomever they deem appropriate under an official mandate to perform any of these functions.</p> <p>The Board of Directors also appoints a Board Secretary from among its members or others. The Board Secretary is responsible for following up the work and affairs of the Board of Directors, arranging and coordinating its meetings, recording the minutes of the Board's meetings, recording its decisions in the company's records, signing them with the President and members, and following up on the implementation of those decisions, in addition to exercising other tasks assigned to him by the Board of Directors</p> <p>In the light of the relevant regulations and regulations. The remuneration of the Secretary of the Governing Council shall be as decided by the Council.</p> <p>The term of office of the President, the Vice-President, the Delegate, if appointed, and the Secretary of the Council shall not exceed the term of their respective members of the Council. They may always be reappointed.</p>	<p>The Governing Council shall appoint a Secretary of the Council, from among its members or from others, who shall be responsible for recording the minutes of the meetings of the Governing Council, recording and keeping the decisions issued by these meetings, and exercising the other competencies assigned to him by the Governing Council. The Council shall determine his remuneration.</p> <p>The term of office of the President of the Council, the Vice-President, the Delegate, the Secretary, a member of the Governing Council shall not exceed the term of their respective members of the Council. They may always be reappointed. The Council may at any time dismiss them or any of them without prejudice to the right of those who are removed to compensation if the dismissal occurs for an unlawful reason or at an inappropriate time.</p>
<p>Article XXII: Meetings of the Board</p> <p>The Board of Directors shall meet at least four times a year at the invitation of the President of the Board or his/her representative. The invitation shall be in writing and may be sent to the members of the Board through modern technical means such as e-mail, portals, electronic applications etc., well in advance of the meeting date. The Board of Directors shall decide on the venue of its meetings,</p>	<p><u>Article (23): Board meetings</u></p> <p>The Governing Council shall meet at least four times a year, at the invitation of the President. The invitation shall be in writing and may be delivered by hand, mailed, faxed or telegraphed. The President of the Council shall call the Council to meet when requested by two members.</p> <p>A board meeting shall not be valid unless at least five members are present. In the event that a member of the board of directors is delegated to another member to attend board meetings, the</p>

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<p>which may be held using modern technology. The Board of Directors shall decide on the venue of its meetings. The Board may convene the meetings using modern technical means. The Board of Board of Trustees shall. The The Board shall.</p> <p>The President or his or her representative, in his or her absence, shall also convene the Council if requested by one of its members to discuss any or more topics.</p>	<p>delegation shall be in accordance with the following rules:</p> <p>(١)- A member of the Governing Council may not represent more than one member in the same meeting;</p> <p>(٢)- The assignment must be fixed in writing and for a specific meeting;</p> <p>(٣)- The deputy may not vote on resolutions on which the position is prohibited by law.</p> <p>Any member may participate in any meeting of the Council by telephone, videotape of conferences or in any other electronic manner through which all members may communicate with each other in real time, and in that manner shall constitute attendance at the meeting (this paragraph has been moved to Article XXIV).</p>
<p>Article XXIII: Quorum and decisions of the Council</p> <p>(1) The meeting of the Board shall be valid only if half of the members attend at least on the basis of authenticity or on behalf of the Board, provided that the number of attendees is not less than three members. The Board member may delegate other members to attend the meetings of the Board. He or she may also participate in the meetings of the Board by means of modern technology. The member who participated through this means shall be considered to have attended the Board as having attended the Assala. If the Board member is seconded another member to attend the meetings of the Board, the delegation shall be in accordance with the following guidelines:</p> <p>١- A member of the Governing Council may not represent more than one member in the same meeting.</p>	<p><u>Article (24): Decisions and deliberations of the Governing Council</u></p> <p>Decisions of the Governing Council shall be taken by a majority vote of the members of the Council</p>

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<p>ب- Assignment is fixed by writing either by email or any other means.</p> <p>ج- The deputy may not vote on resolutions on which the position is prohibited by law from voting.</p> <p>(2) Decisions of the Council shall be taken by a majority vote of the members present and represented at the meeting. In case of a tie vote, the opinion of the President of the meeting shall prevail. The Governing Council's decision shall take effect from the date of issuance, unless it provides for it to take effect at another time or upon the realization of certain conditions.</p> <p>3) When making decisions, the responsibility lies with all Governing Council members if the error arises from a unanimous decision. Resolutions adopted by a majority of views are not asked of dissenting members once they have expressly proved their objections in the minutes of the meeting. The Committee recommends that the State party: Absence from the meeting at which the decision is made shall not be considered a reason for exemption from responsibility unless the absent member is found not to have known about the decision or is not able to object to it after learning of the decision. The absence shall be considered a reason for exemption from responsibility. A company may provide insurance coverage to its board member and to senior executives and their associates during their term of office or membership</p>	<p>present or represented at the meeting. In case of a tie vote, the opinion of the President of the Council, or of the person delegated by the President to preside over the Council in the event of his absence, shall prevail.</p> <p>The Governing Council may issue decisions to pass through, to be presented to all members separately, unless a member requests to write the meeting of the Governing Council for deliberation and to present such decisions to the Governing Council at its first subsequent meeting.</p> <p>The deliberations and decisions of the Council shall be recorded in minutes, which shall be distributed to all members of the Council and signed by the President of the Council and the Secretary after all members present have signed a copy of the record. These minutes shall be recorded in a special register, to be signed by the President of the Council and the Secretary.</p>

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<p>against any liability or claim arising out of their.</p> <p>4) The Governing Council may issue decisions on urgent matters by presenting them to all members in passing, unless one of them requests, in writing, a meeting of the Council for deliberation. Such decisions shall be made with the approval of a majority of its members and shall be submitted to the Governing Council at its next meeting for confirmation in the record of that meeting.</p> <p>Deliberations of the Board :</p> <p>The deliberations and decisions of the Board shall be recorded in minutes prepared by the Secretary - and signed by the chairman, the members of the Board of Directors present and the Secretary. The minutes shall be recorded in a special register signed by the Chairman and the Secretary. The minutes shall be recorded in a special register. The member of the Board shall inform the Board of his or her personal interests, whether direct or indirect, in the business and contracts performed for the company. Such notification shall be recorded in the minutes of the Board's meeting. The interested member may not participate in the voting on the decision issued in this regard. Modern techniques may be used to sign, document deliberations and decisions and record minutes.</p>	
<p>. Article 24: Rights of Shareholders and Attendance of Associations</p> <p>(1) Shareholders shall be guaranteed all rights relating to the shares, and in particular the right to receive a share of the profits to be allocated, the right to take a share of the company's assets at the time of the liquidation, the right to attend shareholders' associations, to participate in their deliberations and to vote on their decisions, the right to dispose of shares, the right to control the</p>	<p><u>Article (25): Attendance of Associations</u></p> <p>Each shareholder shall have the right to attend the General Assembly and the shareholder shall be entrusted with the writing of a person other than a member of the Board of Directors or of the staff of the company in the presence of the General Assembly in accordance with the regulations laid down by the competent authority.</p>

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<p>work of the Board of Directors and to bring a claim of responsibility the members of the Board, the right to inquire and request information in a manner that is not detrimental to the company's interests and is not inconsistent with the financial market system and its implementing regulations.</p> <p>2) The General Assembly of Shareholders shall be held in the city in which the Headquarters of the Company is located, whether at the Headquarters of the Company or any other appropriate place. Each shareholder, regardless of the number of shares, shall have the right to be present at the General Assemblies of Shareholders. In so doing, a person other than a member of the Board of Directors shall be appointed by the same Trustee. A single Trustee may accept more than one of the shareholders of the Company to attend the Meeting and vote on their behalf, regardless of the number of shares he represents at the Meeting.</p>	
<p>Article XXVIII: Invitation of Associations</p> <p>1. Public or private societies of shareholders shall convene at the invitation of the Governing Council. The invitation to convene the Assembly shall be within at least twenty-one days prior to the deadline of the date specified by the publication of the invitation and the agenda on the financial market website (Tadawul) and on the website of the company, in accordance with the regulations determined by the competent authority and the standards set</p>	<p><u>Article (29): Invitation of Associations:</u></p> <p>Public or private associations of shareholders are convened by the Board of Directors. The Governing Council shall invite the ordinary General Assembly if so requested by the Comptroller, the Audit Committee or a number of shareholders representing at least five per cent (5 per cent) of the capital. The invitation to the General Assembly shall be published in a daily newspaper distributed in the city in which the headquarters of the company is located at</p>

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<p>forth in the corporate system.</p> <p>2. The Board of Directors shall convene the ordinary General Assembly within (thirty) days if so requested by the Auditor or by one or more shareholders representing 10% of the company with voting rights. The Auditor may call the ordinary General Assembly to convene if the Board has not invited the Assembly within (thirty) days from the date the Auditor is requested.</p> <p>3. Meetings of general assemblies of shareholders may be held, the shareholders may participate in their deliberations and their decisions may be voted on by means of modern technology, in accordance with the rules laid down by the Financial Market Authority.</p> <p>4. The Audit Committee may request the Board of Directors to convene the General Assembly of the company if the Board of Directors obstructs its work or the company suffers serious damage or loss.</p>	<p>least twenty-one (21) days before the date set for the meeting. The invitation shall include the agenda. As long as the shares are nominal, the invitation may only be addressed on the said date by registered letters. A copy of the invitation and agenda is sent to the Ministry of Trade and Investment and the Financial Market Authority during the period specified for publication.</p>
<p>Deleted</p>	<p><u>Article (30): Register of attendance of associations:</u></p> <p>Shareholders who wish to attend the General Assembly or the Special Assembly shall register at the Headquarters of the Company before the time of the Assembly.</p>
<p>Article XXIX: Quorum for regular General Assembly</p> <p>The ordinary meeting of the General Assembly shall be valid only if it is attended by shareholders representing at least one quarter of the company with voting rights. If such a quorum is not available at the first meeting, a second meeting shall be</p>	<p><u>Article (31): Regular General Assembly quorum</u></p> <p>The ordinary meeting of the General Assembly shall be valid only if it is attended by shareholders who represent at least one quarter of the capital. If such a quorum is not available at the first</p>

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<p>convened one hour after the expiration of the time limit for the first meeting, provided that the convening of the first meeting includes the indication of the possibility of holding the second meeting. The second meeting shall be considered valid, irrespective of the number of shares having voting rights represented in it.</p>	<p>meeting, the second meeting shall be held as follows:</p> <p>١) One hour after the expiration of the time limit for the first meeting, provided that the invitation to the first meeting includes the indication that the possibility of such a meeting may be announced, or</p> <p>٢) Within thirty days following the previous meeting, this invitation shall be published in the manner provided for in Article 29 of these Regulations.</p> <p>In all cases, the second meeting will be valid regardless of the number of shares represented.</p>
<p>Article XXX: Extraordinary Quorum of the General Assembly</p> <p>An extraordinary meeting of the General Assembly shall be valid only if it is attended by shareholders representing at least half the shares of a company having voting rights. If such a quorum is not available at the first meeting, an invitation to a second meeting shall be made under the same conditions as provided for in the preceding article of this Regulation. The second meeting shall be valid if attended by a number of shareholders representing at least one quarter of the shares of the company having voting rights. If the necessary quorum is not available at the second meeting, a third meeting shall be convened in the same conditions as provided in the corporate system and the meeting shall be valid irrespective of the number of shares having voting rights represented therein.</p>	<p><u>Article (32): Extraordinary quorum of the General Assembly</u></p> <p>An extraordinary meeting of the General Assembly shall be valid only if it is attended by shareholders representing at least half of the capital. If such a quorum is not available at the first meeting, the second meeting shall be held as follows:</p> <p>١) One hour after the expiration of the time limit for the first meeting, provided that the invitation to the first meeting includes an indication of the possibility of such a meeting, or</p> <p>٢) Within thirty days following the previous meeting, this invitation shall be published in the manner provided for in Article 29 of these Regulations.</p> <p>In any case, the second meeting would be correct if it were attended by a number of shareholders representing at least one quarter of the capital.</p>

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	<p>If the necessary quorum is not met at the second meeting, an invitation shall be sent to a third meeting to be held in the same conditions as provided for in Article (29) of this Law. The third meeting shall be valid, regardless of the number of shares represented therein, after the approval of the competent authority.</p>
<p>Article 31: Voting in Assemblies</p> <p>Each contributor has a vote for each share in ordinary and extraordinary general assemblies, and cumulative voting must be used in the election of the Board of Directors so that the right to vote for the share may not be used more than once. Members of the Governing Council may not participate in the voting on decisions of the Assembly relating to the discharge of their term of office, voting on the item of remuneration of members of the Council and voting on decisions of the Assembly relating to business and contracts in which they have a direct or indirect interest or which involve a conflict of interest.</p>	<p><u>Article (33): Voting power</u></p> <p>Each subscriber shall have a vote for each contribution it represents in the Constituent Assembly. Votes in ordinary and extraordinary general assemblies shall be counted on the basis of one vote per share. The cumulative voting method in the appointment of board members is followed by the General Assembly for shareholders.</p>
<p>Article XXXII: Decisions of Associations</p> <p>Ordinary General Assembly resolutions shall be adopted with the approval of the majority of the voting rights represented at the meeting. Extraordinary General Assembly resolutions shall be issued with the approval of (two-thirds) voting rights represented at the meeting unless the decision is to increase, reduce, dissolve, merge with another company or division into two or more companies. In such cases, the decision shall not be valid unless it is issued with the approval of</p>	<p><u>Article (34): Decisions</u></p> <p>Decisions shall be made in the Constituent Assembly by an absolute majority of the shares represented therein. However, if such decisions concern the valuation of in-kind or special shares, the approval of the majority of subscribers of cash shares, representing two thirds of the shares mentioned, shall be required after excluding those offering or benefiting from special privileges and having no say in such decisions, even if they are holders of monetary shares.</p> <p>Ordinary General Assembly resolutions are adopted by an absolute majority of the shares represented at the meeting. Extraordinary General Assembly resolutions are also issued by a two-</p>

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(three-fourths) of the voting rights represented at the meeting.	thirds majority of the shares represented at the meeting unless the decision is to increase or reduce the capital, to extend the company's term or to dissolve the company before the expiration of the period specified in its Regulation, or to merge the company or merger it with another company or institution. The decision is valid only if it is issued by a three-quarters majority of the shares represented at the meeting.
<p>Article XXXIII: Discussion in Assemblies</p> <p>Each contributor has the right to discuss the topics on the agenda of the General Assembly and to ask questions of the members of the Governing Council and the Auditor. The Board of Directors or the Auditor shall answer the questions of the shareholders to the extent that the interests of the company are not jeopardized. If the shareholder considers that the answer to his question is insufficient, he has appealed to the General Assembly and the decision in this regard is in force.</p>	<p><u>Article (35): Agenda discussion</u></p> <p>Each shareholder shall have the right to discuss the topics on the agenda of the General Assembly and to ask questions thereon to the members of the Governing Council and the Auditor. The Board of Directors or the Controller shall answer the questions of the shareholders to the extent that the interests of the company are not jeopardized. If the shareholder considers that the answer to his question is not convincing, he shall apply to the Assembly and the decision of the Assembly shall be effective.</p>
<p>Article XXXIV: Chairing of Associations and Preparation of Reports</p> <p>1. The President or Vice-President of the Governing Council shall preside over the Assembly in his absence or, in the absence of the Chairman and the Vice-Chairman of the Governing Council or of any of its members present at the meeting, if the Chairman or the Vice-Chairman of the Governing Council is not present, and, in the event that is not possible, the President of the General Assembly shall preside over those whom contributors from among the members of the Council or others are delegated by vote.</p> <p>2. The President shall appoint a secretary of the meeting and a voice collector. At</p>	<p><u>Article (36): Procedures of Public Assemblies</u></p> <p>-The President of the Board of Directors or his representative in his absence, or any member of the Board designated by the Board of Directors in the absence of the President and the Vice-President, shall be presided over by the General Assembly. The President shall appoint a Secretary of the Meeting and a Collector of Votes. A record shall be drawn up at the meeting of the Assembly containing the names of the shareholders present or representatives, the number of shares in their possession, the number of votes assessed, decisions taken, the number of votes approved or violated, and a compendium of discussions held at the meeting. Records shall be kept regularly following each meeting in a special register to be signed by the President of the Assembly, the Secretary and the Collector of the Votes.</p>

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<p>the meeting of the Assembly, a minutes shall be drawn up containing the number of contributors present on principal or on behalf, the number of shares held in their possession on the basis of the original or prosecution, the number of votes taken, the number of votes approved or opposed, a compendium of discussions held at the meeting. The minutes shall be recorded regularly after each meeting in a special register to be signed by the President, the Secretary and the collectors of the Assembly. The minutes shall be recorded in a special register to be signed by the President of the Assembly, the Secretary of the Assembly and the collectors of the votes.</p>	
<p>Article deleted</p>	<p><u>Article (37): Review Committee</u></p> <p>A review committee composed of no less than three and no more than five non-executive members of the Governing Council, whether shareholders or other members, shall be constituted by a decision of the ordinary General Assembly. The decision shall specify the functions of the committee, its working controls and the emoluments of its members.</p>
<p>Article deleted</p>	<p><u>Article (39): Terms of Reference of the Review Committee</u></p> <p>The Audit Committee shall be responsible for monitoring the business of the company and, to this end, shall have the right to examine its records and documents and request any clarification or statement from the members of the board of directors or executive management. It may request the board of directors to convene the general assembly of the company if the board of directors impedes its work or the company suffers serious damages or losses.</p>

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Article after amendment	Article Before Amendment
<p>Article deleted</p>	<p><u>Article (40): Reports of the Review Committee</u></p> <p>The audit committee shall consider the company's financial statements, reports and notes submitted by the auditor, and shall provide its views, if any, on them. It shall also prepare a report on its opinion on the adequacy of the company's internal control system and on other work within the scope of its competence. The Board of Directors shall deposit adequate copies of this report in the Company's principal position at least twenty-one days prior to the General Assembly to provide a copy to each of the shareholders who so wish. The report is read out during the Assembly.</p>
<p>Article XXXV: Appointment, dismissal and retirement of the company auditor</p> <p>1. The company shall have one or more auditors licensed to serve in the Kingdom appointed by the regular General Assembly and shall determine its remuneration, duration and scope. He may be reappointed, provided that the period of his appointment does not exceed the period prescribed by statute. In accordance with the provisions laid down, he shall be reappointed. In accordance with the rules of procedure, the terms of the appointment shall be specified. In accordance with the rules of procedure for the appointment, the appointment shall not exceed the duration of the appointment period in accordance with the provisions laid down in the Regulations Act. (artArt).</p> <p>2. The Auditor shall be dismissed by a decision of the General Assembly. The</p>	<p><u>Article (41): Appointment of the Controller</u></p> <p>The company shall have one or more auditors authorized to work in the Kingdom who shall be appointed annually by the General Assembly, remunerated and may be reappointed. The Assembly may also change it at all times without prejudice to its right to compensation if the change occurs at an inappropriate time or for an unlawful reason.</p>

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Article after amendment	Article Before Amendment
<p>Chairman of the Governing Council shall inform the competent authority of the decision and the reasons for the dismissal within a period not exceeding five days from the date of the decision.</p> <p>3. The Auditor may, without prejudice to the right of the company to compensation for damage sustained in the event of a borrower's claim, resign his position by virtue of a written notification to the company. His task shall expire on the date of his submission or on a subsequent date specified in the notification. The retiring auditor is obliged to submit to the company and competent authority, when reporting, a statement of the reasons for his retirement, and the Governing Council shall invite the General Assembly to convene to consider the reasons for the retirement, to appoint another auditor and to determine his fees, duration and scope of work.</p>	
<p>Article XXXVI: Powers of the Auditor</p> <p>The Auditor shall have access at any time to the company's documents, accounting records and supporting documents, and may also request such data and clarifications as it deems necessary to obtain to ascertain the assets and obligations of the company and other matters that are within the scope of its work.</p> <p>The Auditor shall examine the company's assets, obligations and other matters. The Auditor's Office shall examine the Committee's recommendations in this regard.</p> <p>The Chairman of the Governing Council should be able to perform his duty and, if the Auditor encounters difficulty in this regard, this is demonstrated in a report to the Governing Council. If the Board does not facilitate the work of the Auditor, it</p>	<p><u>Article (42): Powers of the Comptroller:</u></p> <p>The auditor has the right to access the company's books, records and other documents and may request the data and clarifications it deems necessary to obtain them. He may also verify the company's assets, obligations and other matters falling within the scope of his or her work. The Chairman of the Board of Directors should be able to perform his duty, and if the Controller encounters difficulty in this regard, this is demonstrated in a report to the Governing Council. If the Board does not facilitate the work of the Controller, it should request the Governing Council to invite the regular General Assembly to consider the matter.</p>

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Article after amendment	Article Before Amendment
shall request the Governing Council to invite the regular General Assembly to consider the matter. The Auditor may issue such an invitation if it is not addressed by the Governing Council within (thirty) days from the date of the Auditor's request.	
	<p><u>Article (43): Fiscal year</u></p> <p>The financial year of the company shall start from the first of January and end on December 31 of each year. The first financial year shall start from the date of the ministerial decision announcing the establishment of the company and shall end on December 31 of the following year.</p>
<p>Article XXXVIII: Financial documents</p> <p>1. At the end of each financial year the Board of Directors shall prepare the Company's balance sheets and a report on its activity and financial position for the previous financial year. The present report shall include the proposed method for the distribution of profits. The Board shall make these documents available to the Auditor at least (forty-five) days before the annual meeting of the General Assembly (forty-five) days.</p> <p>2. The Chairman of the Board of Directors of a company or its authorized chief executive and financial manager shall sign the documents referred to in paragraph (1) of this Article, publish them on the Financial Market (Tadawul) website and</p>	<p><u>Article (44): Financial documents:</u></p> <p>1. At the end of each financial year, the Board of Directors shall prepare the Company's financial statements and a report on its activity and financial position for the previous financial year. This report shall include the method proposed for the distribution of profits. The Board shall make these documents available to the Controller at least forty-five days before the date of the General Assembly.</p> <p>2. The documents referred to in paragraph 1 of this Article shall be signed by the Chairman, the Chairman, the Chief Executive Officer and the Financial Director of the company and copies thereof shall be deposited at the head office of the company at the shareholders' disposal at least twenty-one days before the date of the General Assembly.</p>

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<p>on the website of the company, and place copies thereof in the center of the company head at the disposal of the shareholders. Annex II.</p> <p>3. The Chairman of the Board of Directors shall publish the Company's balance sheets, the report of the Auditor and the report of the Board of Directors for the financial year in question on the Financial Market (Tadawul) website at least one (twenty-one) days in advance of the date set for the General Assembly (twenty-one). It shall also deposit such documents in accordance with the implementing regulation of the corporate system.</p>	<p>3. The chairman of the board of directors shall provide shareholders with the financial statements of the company, the report of the board of directors, and the report of the auditor, unless published in a journal distributed in the company's principal position. It should also send a copy of these documents to the Ministry of Trade and Investment and the Financial Market Authority at least fifteen days before the General Assembly.</p>
<p>Article XXXIX: Composition of reserves</p> <p>1. The ordinary General Assembly may, when determining the share of shares in the net profits, decide to establish reserves, to the extent that it is in the interest of the company or to the extent possible to ensure that fixed dividends are distributed to the shareholders. The Association may also deduct from the net profits sums for the social purposes of the company's employees, for the establishment of non-profit enterprises, or to aid existing ones in the service of society.</p> <p>2. The ordinary General Assembly may, on the proposal of the Governing Council, decide to disburse such reserves or reserves as the shareholders have previously decided to set aside, including any precautions which have been set aside in accordance with any statutory requirements which preceded the date of adoption of this Statute, for the benefit of the company or shareholders.</p>	<p><u>Article (45): Distribution of profits:</u></p> <p>The annual net profits of a company after deducting all overhead and other costs shall be distributed as follows:</p> <ol style="list-style-type: none"> 1. 10% of the net profits are avoided for the formation of a regular reserve, which may be discontinued by the regular General Assembly when the said reserve (30%) of paid capital is reached. 2. The ordinary General Assembly may, on the proposal of the Governing Council, avoid a 40% percentage of net profits to form an agreement reserve and allocate it for a particular purpose or purpose. 3. The ordinary General Assembly may decide to establish other reserves, to the extent that they are in the interest of the company or to ensure that as much fixed profits are distributed to the shareholders as possible. The Association may also deduct from the net profits sums to establish or support existing social enterprises for the employees of the company. 4. The ordinary General Assembly may decide, on the proposal of the Governing Council, to distribute the remainder afterwards as a first installment to shareholders with at least

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	<p>(5%) of the paid capital.</p> <p>5. The regular General Assembly may decide, on the proposal of the Governing Council, to distribute the remainder thereafter to the shareholders as an additional share of the dividends in relation to those proposed by the Governing Council and approved by the General Assembly, or to carry the remainder to the following financial year after the approval of the regular Shareholders Assembly. (Article 45 was previously divided into two articles)</p>
<p>Article XL: Distribution of profits</p> <p>The General Assembly shall determine the percentage to be distributed to shareholders of net profits after deduction of reserves, if any, under a recommendation of the Governing Council as required by the regulations in this regard, taking into account the provisions of this Regulation.</p>	<p>The company may also distribute interim dividends to its shareholders on a semi-annual or quarterly basis in accordance with the regulations issued by the Financial Market Authority, based on a mandate issued by the General Assembly of the Governing Council to distribute interim dividends that are renewed annually. (Article 45 was previously divided into two articles)</p>

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Article after amendment	Article Before Amendment
<p>Article XLXI: Accrual of profits and interim profits</p> <p>1. The shareholder shall be entitled to its share of the dividends in accordance with the relevant decision of the General Assembly in the recommendation of the Governing Council. The decision shall set out the due date and the date of distribution. The right of dividends shall be for the shareholders registered in the shareholders' registers at the end of the day on which the benefit is due.'. The Governing Council shall implement the decision of the General Assembly on the allocation of profits to shareholders as prescribed by the relevant regulations .</p> <p>2. Under this Regulation, a company may distribute interim dividends (quarterly or semiannual) to its shareholders after the following checks have been met:</p> <ul style="list-style-type: none"> أ. The regular General Assembly shall authorize the Governing Council to distribute interim dividends by a resolution of the Assembly to be renewed annually. ب. The company must be profitable and regular. ج. have reasonable liquidity and can reasonably be expected to be profitable. د. The company shall have dividends that can be distributed according to the latest audited financial statements, sufficient to cover the profits proposed for distribution, after deducting the dividends that have been distributed and capitalized from those profits after the date of these balance sheets. <p>3. The Governing Council shall include in its annual report to the General Assembly of the Company the percentage of dividends which have been distributed to shareholders during the various periods of the financial year as well as the percentage of dividends proposed for distribution at the end of the financial year and the total of such profits</p> <p>4. Disclose and announce the decision on the distribution of profits on the Financial Market website (Tadawul) immediately upon adoption by the Board of Directors.</p>	<p><u>Article (46): Eligibility for profit</u></p> <p>The shareholder shall be entitled to its share of the dividends in accordance with the relevant General Assembly resolution. The resolution shall set out the due date and the date of distribution. The dividends shall accrue to the shareholders registered on the shareholders' register at the end of the maturity day.</p>

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Article after amendment	Article Before Amendment
<p>Article XLIII: Distribution of dividends to blue-chip stocks</p> <p>(1) If no dividends are distributed for any financial year, then dividends for subsequent years may be distributed only after the payment of the rate established as stipulated in the corporate system to the excellent shareholders for this year.</p> <p>(2) If the company fails to pay the specified percentage of the firm's net profits to the holders of the shares after deducting the reserves, if any, for a (three years) in a row, the Special Assembly of the holders of such shares convened in accordance with the provisions of the Companies Regulations may decide to attend the meetings of the General Assembly of the company and to participate in the voting, until the company is able to pay the all the profits allocated to the holders of those shares for the yearsall the profits allocated to the holders of those shares for the years. Each Premium Arrow shall have one vote at the meeting of the General Assembly, in which case the Super Shareholder shall be entitled to vote on all items of the regular agenda of the General Assembly without exception.</p>	<p><u>Article (47): Distribution of profits to privileged shares:</u></p> <p>If no dividends are distributed for any financial year, the following years' dividends may be distributed only after the payment of the percentage fixed in accordance with the provision of Article (XIV) of the Corporate System to the holders of the outstanding shares for this year.</p> <p>If a company fails to pay the percentage of profits determined in accordance with the provision of Article (1400) of the corporate system for three consecutive years, the Special Assembly of the shareholders of such shares, held in accordance with the provisions of Article (89) of the corporate system, may decide whether to attend the meetings of the general assembly of the company and participate in the voting, or to appoint their representatives on the board of directors commensurate with the value of their shares in the capital, until the company is able to pay all the priority profits allocated to the shareholders for the previous years. The Association shall also decide to attend the meetings of the general assembly of the company and participate in the voting, or to appoint their representatives in the Board commensurate with the value of their shares in the value of their shares.</p>
<p>Article XXXIII: Company losses</p> <p>If the company's losses amount to half of the assigned capital, the Board of Directors shall disclose the loss and the recommendations it has reached within sixty (60) days from the date it became aware of the amount, and to convene the General Assembly in an extraordinary session within (180) days from the date of its receipt to consider the continuation of the company and take any necessary action to address or resolve the loss therein.</p>	<p><u>Article (48): losses of the company:</u></p> <p>(1) If the losses of the shareholding company amount to half of the paid capital at any time during the financial year, any company official or controller shall immediately inform the Chairman of the Governing Council as soon as he becomes aware thereof. The Chairman of the Governing Council shall immediately inform the members of the Council accordingly. Within fifteen days of his knowledge, the Governing Council shall convene the extraordinary meeting of the General Assembly within forty five days of the date of his knowledge of the losses; either increase or reduce the company's capital in accordance with the provisions of the corporate system to the extent that</p>

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Article after amendment	Article Before Amendment
	<p>the percentage of losses falls below half of the paid capital, or dissolve the company before the deadline specified in this corporate system:</p> <p>(2) A company is considered to be strongly extinguished by the corporate system if the General Assembly does not meet within the period specified in paragraph (1) of this article, if it meets and is unable to pass a decision on the matter, or if it decides to increase the capital in accordance with the conditions prescribed in this Article and the increase in capital is not subscribed within ninety days of the decision of the Assembly to increase:</p>
<p>Article XLIV: Claim of liability</p> <p>1. The company may bring a claim of liability against the members of the board of directors for violation of the provisions of the company's regulations or its bylaws, or for any errors, negligence or failure in the performance of their business that results in damages to the company. The General Assembly or shareholders shall decide to file such a suit and appoint a representative of the company to undertake the same. If the company is in liquidation, the liquidator shall initiate the action. If any liquidation proceeding is opened against the company in accordance with the bankruptcy regime, the filing of such action shall be by its representatives.</p> <p>2. One or more shareholders (five per cent) of the company's capital may sue for corporate liability if the company fails to do so, taking into account that the primary purpose of the suit is to advance the company's interests, that the action is based on a valid basis, and that the plaintiff is in good faith and a</p>	<p><u>Article (49): Claim of Responsibility</u></p> <p>Each shareholder has the right to bring a claim of responsibility against the members of the Board of Directors if the error they have made would cause it particular damage, provided that the right of the company to sue still exists. The shareholder must notify the company of its intention to file the lawsuit.</p>

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Article after amendment	Article Before Amendment
<p>shareholder in the company at the time of the suit.</p> <p>3. The case referred to in paragraph 2 of this Article shall be subject to appeal; Notify its board of directors of the intention to file the case at least fourteen days before the date of filing.</p> <p>4. A shareholder may bring his personal action against the members of the Board of Directors if the error they have made could cause him his own injury</p> <p>Article 45: Expiry of the company</p> <p>A company shall expire one of the grounds for expiry contained in the corporate system and shall enter into liquidation in accordance with the provisions of the corporate system. If the company has lapsed and its assets are insufficient to pay its debts or are in default in accordance with the bankruptcy system, it shall submit to the competent judicial authority for the opening of any liquidation proceedings under the bankruptcy regime.</p>	<p><u>Article (50):</u></p> <p>The liquidation decision shall include the appointment of the liquidator, the determination of its powers and fees, the restrictions imposed on its powers, the time period for liquidation. The optional liquidation period shall not exceed five years and may not be extended further except by a judicial order. The Board of Directors of the company shall terminate its dissolution. However, they shall remain in charge of the management of the company and shall be counted to others as liquidators until the liquidator is appointed. Shareholders' associations shall remain in existence during the liquidation period and their role shall be limited to the exercise of their competencies, which do not conflict with the powers of the liquidator.</p>
<p>Article XLVI: Corporate system</p> <p>1. The company shall be subject to the regulations in force in Saudi Arabia.</p> <p>2. Any provision that contravenes the provisions of the corporate system in this bylaw shall not be adopted and shall be subject to the provisions of the corporate system. Any text that is not stipulated in this bylaw shall apply to it</p>	<p><u>Article (51): Corporate system</u></p> <p>Anything that contravenes the provisions of the Sharia and the corporate system set forth in this law is void. The system of companies and a regulation shall be applied in all cases where no provision is made in this law.</p>

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Article after amendment	Article Before Amendment
the companies system and its executive regulation.	
Article 47: Publication This Law shall be deposited and published in accordance with the Company System and its Executive Regulation.	<u>Article (52): Publication:</u> This Regulation shall be deposited and published in accordance with the provisions of the Corporate System.



The attachment related to item (37) of the EGM Agenda

Audit Committee Charter Suggested Amendments

<u>Disclaimer</u>	<u>تنويه هام لأخذه في الاعتبار</u>
<p>This English version of this document is a translation of the original Arabic Document and has been made for the purpose of informing non-Arabic speakers of the said document.</p> <p>In case of any discrepancy or misinterpretation of any clause or article, the original Arabic document hall prevail.</p>	<p>هذه النسخة الإنجليزية من هذا المستند يُمثل ترجمة للنسخة الأصلية الصادرة باللغة العربية، والغرض منها تعريف الناطقين بغير اللغة العربية بهذا المستند.</p> <p>وفي حال وجود اختلاف في الترجمة أو خطأ في تفسير النص لأي بند أو مادة من هذه اللوائح يعتبر النص الأصلي الصادر باللغة العربية هو الحاكم والمؤثق.</p>



Audit Committee Charter Suggested Amendments

<u>Article Before Amendments</u>	<u>Article After Amendments</u>
<p>Middle East Healthcare Company Saudi German Hospital Audit Committee Working Regulation</p> <p>[Formation of the Committee, its tasks, working regulations, and members' rewards]</p> <p>Approved by the Board of Directors under Decision No. 18 of 2017 dated 12/12/2017.</p> <p>Approved by the Ordinary General Assembly on 11/04/1439 AH corresponding to 29/12/2017.</p>	<p>Middle East Healthcare Company</p> <p>Saudi German Health</p> <p>Regulations for the work of the audit committee</p> <p>Formation of the committee, its tasks, controls of its work, and remuneration of its members</p> <p>Approved by the Board of Directors pursuant to Resolution No. 0000 and dated</p> <p>00/00/0000 G</p> <p>Approved by the Ordinary General Assembly on 00/00/0000 AH corresponding to 00/00/0000 G</p>
<p>1/1 This regulation governs the formation of the Audit Committee in the company, its tasks, regulations, and procedures, the criteria for selecting its members, the nomination process, the duration of their membership, their rewards, and the temporary appointment mechanism for committee vacancies.</p> <p>1/2 This regulation is subject to the provisions of the Companies Law, the Capital Market Law and its executive regulations, the articles of association of the company, the registration and listing rules, and the Corporate Governance Regulations for listed joint-stock companies in the Saudi financial market. It adheres to best practices tailored to the nature of the company's activities and operations.</p> <p>1/3 The executive management of the company must provide the members of the board of directors, non-executive members, and company committees with all necessary information, documents, and records in a complete, clear, accurate, non-misleading, and timely manner to enable them to perform their duties and tasks.</p> <p>1/4 Members of the board of directors, board committees, and senior executives of the company must exercise their powers and fulfill their duties in the best interest of the company.</p>	<p>Article (1): Introduction</p> <p>This regulation is issued in accordance with paragraph (h) of Article (1) of the Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution No. 88-16-2017 dated 16/05/1437H corresponding to 13/02/2017G, as amended by the resolution of the Board of the Capital Market Authority No. 08-20235 dated 25/06/1444H corresponding to 18/01/2023G. It stipulates that the General Assembly of the Company, upon the recommendation of the Board of Directors, shall issue a regulation for the functioning of the Audit Committee, which shall include the guidelines and procedures for the committee's work, its tasks, the criteria for selecting its members, the nomination process, the duration of their membership, their rewards, and the temporary appointment mechanism in case of vacancy in any of the committee seats. The words and phrases used in this regulation shall have the meanings defined in the relevant regulations of the Capital Market Authority unless the context requires otherwise.</p> <p>1.1 This regulation governs the formation of the Audit Committee in the company, its tasks, guidelines, and operating procedures, the criteria for selecting its members, the</p>



Audit Committee Charter Suggested Amendments

<p>1/5 The company must respect regulations, comply with them, and disclose essential information to shareholders, creditors, and stakeholders.</p>	<p>nomination process, the duration of their membership, their rewards, and the mechanism for temporarily appointing members in case of vacancy in any of the committee seats.</p> <p>1.2 This regulation is subject to the provisions of the Companies Law, the Capital Market Law and its executive regulations, the company's Articles of Association, registration and listing rules, and the Corporate Governance Regulations for listed joint-stock companies in the Saudi financial market, guided by best practices appropriate to the nature of the company's activities and operations.</p> <p>1.3 The executive management of the company shall provide the members of the Board of Directors, non-executive members, and company committees, in particular, with all necessary information, data, documents, and records, which must be complete, clear, accurate, non-misleading, and timely, to enable them to perform their duties and tasks.</p> <p>1.4 Members of the Board of Directors, board committees, and senior executives of the company must exercise their powers and perform their duties in the best interest of the company.</p> <p>1.5 The company must respect the laws and regulations and comply with disclosing essential information to shareholders, creditors, and stakeholders.</p>
<p>Article (2): Definitions</p> <p>The definitions provided in the glossary of terms used in the regulations of the Capital Market Authority and its rules, as well as the Corporate Governance Regulations, apply to this regulation unless the context requires otherwise. The terms and phrases below in this regulation shall have the meanings specified:</p> <p>Regulation: The working regulation of the Audit Committee in the company.</p> <p>Company: Middle East Healthcare Company (Saudi German Hospital).</p> <p>Board of Directors: The board of directors of the company.</p> <p>Committee: The Audit Committee in the company.</p>	<p>Article (2): Definitions</p> <p>The definitions provided in the glossary of terms used in the regulations of the Capital Market Authority and its rules, as well as the Corporate Governance Regulations, shall apply to this regulation unless the context dictates otherwise. The following terms and phrases in this regulation shall have the meanings specified:</p> <ul style="list-style-type: none"> - Regulation: The regulation governing the functioning of the Audit Committee in the Company. - Company: Middle East Healthcare Company (Saudi German Health) - Board of Directors: The board of directors of the Company.



Audit Committee Charter Suggested Amendments

<p>Senior Executives or Executive Management: Individuals responsible for managing the company's daily operations, proposing and implementing strategic decisions, such as the CEO, their deputies, the CFO, and executive directors.</p> <p>Auditors: Company auditors.</p> <p>Internal Auditor: The company's internal auditor.</p> <p>Stakeholders: Anyone with an interest in the company, such as employees, creditors, customers, suppliers, and the community.</p> <p>General Assembly: The ordinary or extraordinary general assembly of the company.</p> <p>Regulations: The articles of association of the company, the Capital Market Law and its executive regulations, the Companies Law and its executive regulations, and any instructions or decisions issued by the Capital Market Authority or regulatory and supervisory authorities.</p> <p>Corporate Governance Regulations: The Corporate Governance Regulations for listed joint-stock companies issued by the Capital Market Authority under Decision No. (816) of 2017 dated 16/5/1438H corresponding to 13/2/2017.</p>	<ul style="list-style-type: none"> - Committee: The Audit Committee in the Company. - Senior Executives or Executive Management: Individuals responsible for managing the company's day-to-day operations, proposing and implementing strategic decisions, such as the CEO, deputy CEOs, CFO, and executive directors. - Auditors: Company auditors. - Internal Auditor: The internal auditor of the company. - Stakeholders: Those with an interest in the company, such as employees, creditors, customers, suppliers, and the community. - General Assembly: The general assembly of the company (ordinary or extraordinary). - Regulations: The Company's Articles of Association, the Capital Market Law and its executive regulations, the Companies Law and its executive regulations, and any instructions or decisions related thereto issued by the Capital Market Authority or regulatory or supervisory authorities. - Corporate Governance Regulations: The regulations governing the governance of listed joint-stock companies in the market issued by the Board of the Capital Market Authority.
<p>Article (3): Formation of the Audit Committee</p> <p>2/3 The Audit Committee shall be formed by a decision of the ordinary general assembly of the company, excluding executive board members, whether shareholders or others. The committee shall consist of at least one independent member, and the number of committee members shall not be less than three nor more than five. Among them, there must be a financial and accounting expert. The decision shall specify their membership term, which shall not exceed the term of the board membership, in accordance with the membership rules and conditions outlined in this regulation.</p>	<p>Article (3): Formation of the Audit Committee</p> <p>3.1 The Audit Committee shall be formed by a decision of the ordinary general assembly of the company, excluding executive members of the board of directors, whether they are shareholders or others. The committee shall include at least one independent member, and the number of committee members shall not be less than three nor more than five. Among the members, there must be a financial and accounting expert. The decision shall specify the duration of their membership, not exceeding the duration of the board membership, in accordance with the rules and conditions of membership outlined in this regulation.</p>



Audit Committee Charter Suggested Amendments

	<p>3.2 The general assembly of the company, upon a proposal from the board of directors, shall issue a regulation for the functioning of the Audit Committee. This regulation shall include guidelines and procedures for the committee's work, its tasks, criteria for selecting its members, the nomination process, the duration of their membership, their rewards, and the mechanism for temporarily appointing members in case of vacancy in any of the committee seats.</p>
<p>Article (4): Purpose and Scope of the Audit Committee</p> <p>The Audit Committee assists the Board of Directors in performing its duties and carrying out its responsibilities related to its competencies, tasks, and duties as stated in this regulation or referred to by the Board of Directors. The Audit Committee serves as a reference for the Board of Directors and is accountable to the Board. The committee must transparently inform the Board of Directors of its findings or decisions, present its minutes containing its work results, decisions, directives, recommendations, and any reports issued by it to the Board regularly. The Board of Directors must regularly monitor the committee's work to ensure the proper performance of its assigned tasks.</p>	<p>Article (4): Purpose and Scope of the Audit Committee</p> <p>The Audit Committee is one of the crucial committees in listed public joint-stock companies due to its vital and effective role in internal and external auditing, internal control oversight, and the development and monitoring of systems and plans related to these activities. It ensures the company's compliance with established regulations and standards. The regulations of the Saudi Capital Market Authority have placed special importance on the Audit Committee, enhancing its framework and powers. The Audit Committee assists the board of directors in performing its duties and responsibilities related to its jurisdiction, tasks, and responsibilities as outlined in this regulation or referred to it by the board of directors. The Audit Committee serves as a reference for the board of directors and is accountable to the board. The committee must transparently inform the board of directors of its findings or decisions, presenting its minutes containing the results of its work, decisions, directives, recommendations, and any reports issued by it to the board of directors periodically. The board of directors must regularly monitor the committee's work to ensure the proper execution of its assigned tasks.</p>
<p>Article (5): Membership Rules and Conditions, Committee Secretary, and Term</p> <p>1/5 The number of committee members shall not be less than three nor more than five, including a financial and accounting expert, by a decision issued by the Board of Directors. The Board proposes the names of candidates for the chairmanship and membership of the committee and submits them to the ordinary general assembly for approval.</p> <p>2/5 Committee members must be non-executive board members, whether shareholders or others, including at least one independent member. It is preferable for all members to be</p>	<p>Article (5): Rules and Conditions of Membership in the Committee and Committee Secretary, and Its Duration:</p> <p>5.1 The Audit Committee shall be formed by a decision issued by the board of directors of the company. The number of committee members shall not be less than three nor more than five, including a financial and accounting expert. It should be noted that half of the Audit Committee members must be independent members or those not subject to the independence restrictions specified in the Corporate Governance Regulations issued by the Capital Market Authority.</p>



Audit Committee Charter Suggested Amendments

<p>independent. No member of the committee may be a member of the executive board or senior executives of the company or its controlled companies.</p> <p>3/5 A person who has worked or been employed within the past two years in the executive or financial management of the company or the company's auditors may not be a member of the audit committee.</p> <p>4/5 the committee chairmanship shall be held by a non-executive board member, preferably an independent member of the board.</p> <p>5/5 the term of the committee membership begins at the start of the board's term and ends with the conclusion of the board's term, considering cases of the termination of membership of any of the members during the term as stipulated in this regulation.</p> <p>5/6 The Chairman of the Board of Directors may not be a chairman or member of the committee.</p> <p>5/7 the committee appoints a secretary from among its members, or the secretary of the board of directors, or from the administration, The company or others in order to follow up on the committee's affairs, including coordination and preparation of meetings and work, The committee documents its meetings, prepares its minutes, and follows up on the implementation of its recommendations, directives, and decisions, And what is related to the work of the committee, and the term of his appointment is linked to the term of membership in the committee.</p>	<p>5.2 Committee members shall not be executive members of the board of directors, whether they are shareholders or others. At least one member should be independent, and it is preferred that all members be non-executive.</p> <p>5.3 No member of the committee can be an executive member of the board of directors or a senior executive in the company or its subsidiaries.</p> <p>5.4 A person who has worked or has been employed in the executive or financial management of the company or its auditors in the past two years cannot be a member of the Audit Committee. A member of the Audit Committee cannot serve on audit committees in more than five listed joint-stock companies simultaneously.</p> <p>5.5 The board of directors appoints one of its members as the chairman of the committee. If this appointment is not made by the board, the committee members choose a chairman from among themselves, in both cases, the chairman must be a non-executive or independent member.</p> <p>5.6 The duration of the committee's membership starts from the beginning of the board of directors' term and ends with the conclusion of the board's term, taking into account cases of the termination of membership of any of the members during the term as stipulated in this regulation. The board may reappoint them for another similar period or periods.</p> <p>5.7 The chairman of the board of directors cannot be the chairman or a member of the committee.</p> <p>5.8 The committee appoints a secretary from among its members or the secretary of the board of directors or the company's management or others to oversee the committee's affairs, including coordinating and preparing for meetings, documenting its meetings, preparing its minutes, monitoring the implementation of its recommendations and directives, and any other matters related to the committee's work, without having the right to vote. The duration of his appointment is linked to the duration of the committee's membership.</p>
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<p>Article (6): Termination of membership in the Audit Committee and appointment of a replacement:</p> <p>Membership in the Audit Committee ends in the following cases:</p> <p>6/1 the end of the committee's term in accordance with what is stated in these regulations.</p> <p>6/2 The member's request to resign from committee membership, stating the reasons and approval by the Board of Directors, The resignation request shall be submitted to the President of the Council to be presented to the Council and decided upon after consultation Other committee members.</p> <p>6/3 The Board of Directors exempts any member from committee membership after consulting the other committee members, Explaining the reasons for this, or if this is due to a violation of the rules and conditions of membership or duties or Member responsibilities according to what is stated in these regulations.</p> <p>6/4 When the membership of any member of the committee expires for any reason, the Board of Directors may appoint another member As a replacement for the terminated member to complete the remaining term of his predecessor, this appointment shall be presented to the General Assembly at its first subsequent meeting.</p>	<p>Article (6): Termination of Membership in the Audit Committee and Appointment of a Replacement</p> <p>Membership in the Audit Committee shall terminate in the following cases:</p> <p>6.1 The expiration of the committee's term as stipulated in this regulation. The issuance of a decision by the board of directors to dismiss or replace any or all members of the committee at any time deemed appropriate.</p> <p>6.2 The member's resignation from the committee's membership by notifying the committee chairman and secretary, stating the reasons, and submitting the resignation request to the chairman of the board for presentation to the board and decision after consulting with the other committee members.</p> <p>6.3 The loss of eligibility or the occurrence of a physical disability that prevents the member from performing his duties in the committee.</p> <p>6.4 Absence from attending three consecutive meetings or five separate meetings of the committee during the membership period without valid excuses accepted by the board of directors.</p> <p>6.5 In the event of a vacancy in any of the committee membership seats for any reason mentioned above or otherwise during the membership term, or if the number of members falls below the minimum limit, the board of directors has the right to appoint a member or members to fill the vacant position(s), provided that they have the necessary experience and meet the membership criteria of the committee.</p>
<p>Article (7): Duties and responsibilities of the Audit Committee:</p> <p>The Audit Committee is responsible for monitoring the company's work and verifying the integrity and integrity of its reports, financial statements and internal control systems. The committee's tasks include, in particular, those shown below, in addition to any other tasks and responsibilities assigned to it by the Board of Directors.</p>	<p>Article (7): Duties and Responsibilities of the Audit Committee:</p> <p>The Audit Committee is responsible for reviewing and reassessing the adequacy of the tasks, rules, and controls outlined in this regulation from time to time and recommending any proposed changes to the board of directors, which studies and recommends them to the general assembly of shareholders. It oversees the company's operations, verifies the integrity and fairness of its financial reports and statements, and its internal control systems, in addition to any other tasks and</p>



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<p>7/1 Financial reports:</p> <p>7/1/1 Study the company's initial and annual financial statements before presenting them to the Board of Directors and express an opinion and recommendation regarding them to ensure their integrity, fairness and transparency.</p> <p>7/1/2 expressing a technical opinion - based on the Board of Directors' request as to whether the Board of Directors' report and the company's financial statements are fair, balanced, and understandable and include information that is available to shareholders.</p> <p>7/1/3 Study any important or unusual issues included in the financial reports.</p> <p>7/1/4 carefully research any issues raised by the company's financial director, whoever assumes his duties, the company's compliance officer, or the auditor.</p> <p>7/1/5 Verifying accounting estimates on the fundamental issues contained in the financial reports.</p> <p>7/1/6 Study the accounting policies followed in the company and express an opinion and recommendation to the Board of Directors regarding them.</p> <p>7/2 Internal audit:</p> <p>7/2/1 Study and review the company's internal control and risk management systems.</p> <p>7/2/2 Study internal audit reports and follow up on the implementation of corrective measures for the observations contained therein.</p> <p>7/2/3 Monitoring and supervising the performance and activities of the internal auditor or the internal audit department in the company to verify the availability of the necessary resources and their effectiveness in performing the work and tasks assigned to them. If the company does not have an internal auditor, the committee must submit its recommendation to the council regarding the extent of the need to appoint him.</p> <p>7/2/4 Recommending to the Board of Directors to appoint the director of the internal audit unit or department or the internal auditor and proposing his remuneration.</p>	<p>responsibilities delegated to it by the board of directors. Specifically, the committee's duties include:</p> <p>7.1 Financial Reports:</p> <p>7.1.1 Reviewing the preliminary and annual financial statements of the company before presenting them to the board of directors, expressing its opinion, and making recommendations regarding their integrity, fairness, and transparency.</p> <p>7.1.2 Providing technical opinion - upon the request of the board of directors - on whether the board's report and the financial statements of the company are fair, balanced, understandable, and include the information that enables shareholders and investors to assess the company's financial position, performance, business model, and strategy.</p> <p>7.1.3 Studying any important or unfamiliar issues included in the financial reports.</p> <p>7.1.4 Thoroughly investigating any issues raised by the company's financial director or his/her delegate, or the compliance officer in the company, or the auditors.</p> <p>7.1.5 Verifying the accounting estimates in the material issues included in the financial reports.</p> <p>7.1.6 Studying the accounting policies followed by the company and expressing its opinion and recommendation to the board of directors regarding them.</p> <p>7.2 Internal Audit:</p> <p>7.2.1 Studying and reviewing the company's internal control systems and risk management.</p> <p>7.2.2 Reviewing internal audit reports and monitoring the implementation of corrective actions for the observations mentioned therein. Ensuring the independence of internal audit and enabling it to perform its work effectively.</p> <p>7.2.3 Overseeing and supervising the performance and activities of the internal auditor or internal audit management in the company to ensure the availability of</p>
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<p>7/2/5 the committee meets periodically with the internal auditor at least twice a year.</p> <p>3/7 Auditors</p> <p>1/3/7 Recommendation to the Board of Directors for the nomination, dismissal, determination of fees, and evaluation of auditors, after verifying their independence, reviewing their scope of work, and the terms of their contract.</p> <p>2/3/7 Verifying the independence, objectivity, fairness, and effectiveness of the auditors' work, taking into account relevant rules and standards.</p> <p>3/3/7 reviewing the company's audit plan and activities, ensuring that they do not provide technical or administrative services beyond the scope of auditing, and expressing their views on that matter.</p> <p>4/3/7 responding to the queries of the company's auditors.</p> <p>5/3/7 studying the auditor's report and its notes on the financial statements and monitoring actions taken regarding them.</p> <p>6/3/7 the committee shall meet regularly with the company's auditors at least twice a year.</p> <p>4/7 Compliance</p> <p>1/4/7 reviewing the results of regulatory reports and verifying the company's actions taken in response to them.</p> <p>2/4/7 verifying the company's compliance with relevant systems, regulations, policies, and instructions.</p> <p>3/4/7 Reviewing proposed contracts and transactions with related parties and providing feedback to the Board of Directors.</p> <p>4/4/7 reporting any issues deemed necessary for action by the Board of Directors and providing recommendations on the necessary actions to be taken.</p>	<p>necessary resources and their effectiveness in performing their assigned tasks. If the company does not have an internal auditor, the committee should recommend to the board the need to appoint one.</p> <p>7.2.4 Recommending to the board of directors the appointment of a manager for the internal audit unit or department, or the internal auditor, and proposing their compensation and termination of services.</p> <p>7.2.5 Holding regular meetings with the internal auditor at least twice a year.</p> <p>7.3 Auditors:</p> <p>7.3.1 Recommending to the board of directors the nomination, removal, determination of fees, and evaluation of auditors, after verifying their independence, reviewing their scope of work, and contract terms.</p> <p>7.3.2 Verifying the independence, objectivity, fairness, and effectiveness of the auditors' work, taking into account relevant rules and standards.</p> <p>7.3.3 Reviewing the company's audit plan and activities, ensuring that auditors do not provide technical or managerial services beyond the scope of their audit work, and providing feedback on that.</p> <p>7.3.4 Responding to inquiries from the company's auditors.</p> <p>7.3.5 Studying the auditor's report and their comments on the financial statements and monitoring actions taken in response.</p> <p>7.3.6 Holding regular meetings with the company's auditors at least twice a year.</p> <p>7.4 Compliance Assurance:</p> <p>7.4.1 Reviewing the results of regulatory reports and verifying the company's actions taken in response.</p> <p>7.4.2 Ensuring the company's compliance with relevant regulations, policies, and instructions.</p>
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	<p>7.4.3 Reviewing proposed contracts and transactions to be undertaken by the company with interested parties and presenting them to the board of directors for consideration.</p> <p>7.4.4 Bringing forth any issues deemed necessary for action to the board of directors and providing recommendations on the actions to be taken.</p> <p>7.5 Chairperson's Responsibilities and Duties:</p> <p>7.5.1 Managing and chairing committee meetings, working to enhance its effectiveness. In the absence of the chairperson, they may designate a member to chair the specified session.</p> <p>7.5.2 Attending general meetings to answer shareholder questions related to the committee's work, with the option to delegate to another committee member.</p> <p>7.5.3 Issuing invitations for committee meetings in writing with sufficient notice before the meeting date.</p> <p>7.5.4 Sharing the meeting agenda with committee members and ensuring adequate time is available to discuss agenda items.</p> <p>7.5.6 Ensuring committee members are provided with necessary presentations, documents, and sufficient information regarding agenda items before the meeting to enable the committee to make decisions.</p> <p>7.5.7 Submitting regular reports to monitor the committee's activities, performance, and recommendations to the board of directors, which can be in written or verbal form.</p> <p>7.5.8 Authorizing any of the above responsibilities to another committee member or the committee secretary.</p>
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<p>Article (8): Conflict between the Audit Committee and the Board of Directors:</p> <p>In case of conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board refuses to accept the Committee's recommendation regarding the appointment, dismissal, determination of fees, and evaluation of the performance of auditors or the appointment of the internal auditor, the Board's report must include the committee's recommendation, its justifications, and the reasons for not accepting it.</p>	<p>Article (8): Conflict between the Audit Committee and the Board of Directors:</p> <p>If there is a conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors, or if the Board refuses to accept the Committee's recommendation regarding the appointment of the company's auditors, their dismissal, determination of their fees, evaluation of their performance, or the appointment of the internal auditor, the Board's report must include the Committee's recommendation, its justifications, and the reasons for not accepting it.</p>
<p>Article (9): Procedure for Submitting Comments:</p> <p>The Audit Committee shall establish a mechanism allowing employees of the company to submit their comments regarding any discrepancies in financial reports or other matters confidentially. The committee shall verify the implementation of this mechanism through an independent investigation commensurate with the error or discrepancy and take appropriate follow-up actions.</p>	<p>Article (9): Procedure for submitting comments:</p> <p>The Audit Committee shall establish a mechanism allowing employees of the company to submit their comments on any irregularities in financial reports or otherwise confidentially. The Committee shall verify the application of this mechanism by conducting an independent investigation commensurate with the error or irregularity and implementing appropriate follow-up procedures.</p>
<p>Article (10): Reporting Violations:</p> <p>The Audit Committee shall propose necessary policies or procedures for stakeholders to lodge complaints or report violations. This should consider:</p> <p>1/10 Facilitating the reporting of stakeholders, including employees, to the Board of Directors about actions or practices that violate regulations, rules, or raise doubts about financial statements or internal control systems, whether those actions or practices are against them or not, and conducting the necessary investigation.</p> <p>2/10 Maintaining the confidentiality of reporting procedures by facilitating direct communication with an independent member of the Audit Committee or other relevant committees.</p> <p>3/10 Assigning a designated person to receive and handle complaints or reports from stakeholders.</p> <p>4/10 Providing a dedicated phone line or email for receiving complaints.</p> <p>5/10 Providing necessary protection for stakeholders.</p>	<p>Article (10): Reporting of Violations:</p> <p>The Audit Committee shall propose necessary policies or procedures for stakeholders to submit their complaints or report violations, taking into consideration the following:</p> <p>10.1 Facilitating the reporting of stakeholders, including employees of the company, to the Board of Directors regarding actions or practices of the executive management that violate regulations, rules, or raise doubts about financial statements, internal control systems, or others, whether these actions or practices are against them or not, and conducting the necessary investigation.</p> <p>10.2 Maintaining the confidentiality of reporting procedures by facilitating direct communication with an independent member of the Audit Committee or other relevant committees.</p> <p>10.3 Assigning a qualified person to receive complaints or reports from stakeholders and handle them.</p> <p>10.4 Providing a telephone or email for receiving complaints.</p>



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	10.5 Providing necessary protection for stakeholders.
<p>Article (11): Annual Report of the Audit Committee:</p> <p>1/11 The Audit Committee shall prepare an annual report detailing its performance of its duties and tasks as stipulated in the Company Law and its executive regulations. This report shall include its recommendations and opinions on the adequacy of the company's internal financial control systems and risk management.</p> <p>2/11 Sufficient copies of the Audit Committee's report must be deposited with the company's main office and published on the company's website and the website of listed companies when announcing the invitation to convene the General Assembly, to enable interested shareholders to obtain a copy. The report shall be presented during the General Assembly meeting.</p>	<p>Article (11): Annual Report of the Audit Committee</p> <p>11.1 The Audit Committee shall prepare an annual report detailing its performance of its duties and tasks stipulated in the Companies Law and its executive regulations. The report shall include its recommendations and opinions on the adequacy of the company's internal control and financial systems and risk management.</p> <p>11.2 Sufficient copies of the Audit Committee's report shall be deposited with the company's headquarters, and it shall be published on the company's website and the website of listed companies when announcing the invitation to convene the general assembly to enable any interested shareholders to obtain a copy. The report shall be read during the general assembly meeting.</p>
<p>Article (12): Powers of the Audit Committee:</p> <p>In addition to any powers granted to the committee by this regulation or any delegation of authority by the Board of Directors, the Audit Committee has the following powers:</p> <p>1/12 Accessing the company's records and documents.</p> <p>2/12 Requesting any clarification or explanation from members of the Board of Directors or the executive management.</p> <p>3/12 Requesting a meeting with the managing director, CEO, or any member of the executive management when necessary. The committee may request the Chairman of the Board to convene a meeting when necessary.</p>	<p>Article (12): Powers of the Audit Committee</p> <p>In addition to any powers granted to the committee by these regulations or any powers delegated to it by the Board of Directors to make decisions, the Audit Committee has the right, in order to fulfill its duties and responsibilities, to:</p> <p>12.1 Review the company's records and documents and investigate any activity within its jurisdiction or any matter requested specifically by the Board of Directors or external auditors.</p> <p>12.2 Request clarification or statements from members of the Board of Directors or the executive management.</p>



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<p>4/12 Requesting the Board of Directors to convene the General Assembly if the committee's work is obstructed or the company suffers significant damage or losses.</p> <p>5/12 Forming one or more specialized committees or a task force consisting of committee members, company management, or other consultants or experts to perform specific tasks as determined by the committee. The committee shall submit recommendations for their remuneration to the Board of Directors for approval, taking into account the provisions of Article (13) of this regulation.</p>	<p>12.3 Request a meeting with the appointed member, CEO, CFO, or any member of the executive management whenever necessary, and the committee may request the Board Chairman to convene the Board meeting whenever necessary.</p> <p>12.4 Request the Board of Directors to convene the company's general assembly if the Board impedes its work or if the company incurs significant damages or losses.</p> <p>12.5 Establish one or more specialized committees or a task force composed of committee members, company management, consultants, or experts, provided that the number of members of any task force does not exceed two, to perform a specific task or tasks as determined by the committee. The duration of the task force ends upon completion of its work or as determined by the committee. The committee shall submit a recommendation for their compensation to the Board of Directors for approval, taking into account the provisions of Article (13) of these regulations.</p>
<p>Article (13): Consultation and Advice:</p> <p>In order to fulfill its duties and responsibilities, the Audit Committee may seek assistance and advice from within or outside the company as follows:</p> <p>1/13 The company must provide all necessary administrative services to the committee to perform its duties and responsibilities.</p> <p>2/13 The Audit Committee may seek assistance from any member of the Board of Directors, executive management, company employees, or any consulting firms associated with agreements with the company. It may also appoint or seek assistance from experts and specialists, individuals, or consulting firms for the purpose of advice, assistance, recommendations, or conducting studies, audits, or examinations of records on any matter within its scope of work and within its powers, provided that this is documented in the committee meeting minutes, including the name of the expert or consultant and their relationship with the company or executive management.</p> <p>3/13 The committee must ensure and insist, along with those it seeks assistance from according to paragraph (2/13) of this article, on the importance of maintaining the confidentiality of company information and data and not disclosing or using it for purposes other than those specified.</p>	<p>Article (13): Consultation and Assistance</p> <p>In order to fulfill its tasks and responsibilities, the Audit Committee may seek consultation and assistance from within or outside the company as follows:</p> <p>13.1 The company must provide all necessary administrative services to the committee to carry out its tasks and responsibilities.</p> <p>13.2 The Audit Committee may seek assistance from any member of the Board of Directors, the executive management, any employee of the company, or any consultancy firm associated with agreements with the company. It may also appoint or seek assistance from experts and specialists, individuals, or consultancy or specialized entities for the purpose of obtaining advice, assistance, guidance, conducting studies, audits, or examining records on any matter within its scope of work and within its powers, provided that this is documented in the committee meeting minutes, stating the name of the expert or consultant and their relationship with the company or the executive management.</p> <p>13.3 The committee shall ensure, in accordance with the provisions of paragraph (2/13) of this article, that those consulted adhere to maintaining the confidentiality of</p>



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	the company's information and data and refrain from disclosing or using it for purposes other than those specified.
<p>Article (14): Meetings and Working Procedures of the Audit Committee:</p> <p>1/14 The committee shall hold its meetings regularly and whenever necessary, but no less than four meetings during the fiscal year.</p> <p>2/14 The committee shall convene its meetings upon the invitation of its chairman or through the committee secretary in coordination with the chairman and its members. Meetings can also be convened upon the request of two members of the committee. The chairman of the Board of Directors or the Board itself may request a meeting of the committee whenever necessary. Additionally, the company's auditor or internal auditor may request a meeting with the committee when necessary, and the managing director, CEO, or CFO may request a meeting when warranted.</p> <p>3/14 The committee shall schedule its meetings to align with the statutory deadlines for publishing the interim and annual financial statements, taking into account the Board of Directors' meeting schedules, allowing it to submit its recommendations, decisions, and reports to the Board for timely consideration, especially when there are material matters that the company is required to disclose according to regulations.</p> <p>4/14 If the chairman of the committee is unable to attend any meeting, they may delegate one of its members to chair the meeting, provided this delegation is done in writing, by fax, or by email. In case of the chairman's sudden absence and inability to delegate, the other members shall choose a chairperson for the scheduled meeting.</p> <p>5/14 The presence of the majority of the committee members is required for the validity of its meetings.</p>	<p>Article (14): Meetings and Operating Procedures of the Audit Committee:</p> <p>The committee holds its meetings according to the following procedures:</p> <p>14.1 The Audit Committee meets regularly, at least four times a year, at the company's headquarters or any other location as needed. Minutes of its meetings must be prepared, including summaries of discussions, recommendations, directives, and decisions.</p> <p>14.2 The committee convenes its meetings upon the invitation of its chairman, or through the committee secretary in coordination with the chairman and its members, or upon the request of two members of the committee. The Chairman of the Board of Directors or the Board itself may request a meeting of the committee whenever necessary. The company's external auditors or internal auditors may also request a meeting with the committee whenever necessary. The appointed member, CEO, CFO, or any member of the executive management may request a meeting with the committee whenever necessary.</p> <p>14.3 The committee schedules its meetings to align with the regular deadlines for publishing interim and annual financial statements, and considers the timing of the Board of Directors' meetings whenever possible to enable it to submit its recommendations, decisions, and reports to the Board for timely review, especially when there are material matters that the company is obligated to disclose according to regulations. Meetings of the committee are scheduled in advance - before the start of the designated year - annually for the entire year, within the annual schedule of the company's board and its committees.</p>



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6/14 Except for the committee secretary and its members, no other member of the Board of Directors or the executive management shall attend the committee meetings unless the committee requests their presence or seeks their advice.

7/14 The committee may hold its meetings through modern technological means (whether by audio or video conference or any other means agreed upon by the members). A member may prove attendance at any committee meeting through teleconferencing, video conferencing, or any other acceptable means, subject to the approval of the other members. The validity of these meetings, the participation of any member, and the decisions or resolutions adopted shall adhere to the rules regarding meeting quorum, voting, and the approval of minutes or resolutions.

8/14 The committee's decisions, recommendations, and directives shall be issued by a majority vote of the attendees, and in case of a tie, the side supported by the chairman's vote shall prevail. A committee member may not abstain from voting on its decisions or recommendations, taking into account paragraph (5) of Article (16) of these regulations.

9/14 In urgent cases, the committee may issue its decisions, recommendations, directives, and reports by circulating them separately to all members, provided that they are presented at the next subsequent meeting and included in the minutes of that meeting.

10/14 A committee member may not delegate another person to attend committee meetings or vote on its decisions and recommendations.

11/14 The committee meetings shall be documented according to Article (15) of these regulations.

14.4 In case the chairman of the committee is unable to attend any meeting, they may delegate one of its members to chair the meeting. In case of the chairman's unexpected absence and inability to delegate, the other members shall choose a chairman from among themselves for the scheduled meeting. In case a member cannot attend physically, every effort shall be made to enable their attendance through modern means of communication, and in such a case, the member's presence shall be considered as if they were physically present. A member may delegate another member of the committee on their behalf, but a member of the committee cannot deputize for more than one member at a single meeting.

14.5 The presence of a majority of its members is required for the validity of the committee's meetings.

14.6 Except for the committee secretary and its members, no other member of the Board of Directors or the executive management is allowed to attend its meetings unless the committee requests their presence or seeks their advice.

14.7 The committee may hold its meetings through modern technological means (whether by telephone, video, or any other means agreed upon by the members). A member may participate in any of the committee's meetings via teleconference, video conference, or any other acceptable means, with the approval of the other members, and the validity of these meetings and the participation of any member shall be subject to the same conditions as physical attendance regarding the quorum, voting, approval of minutes, or decisions.

14.8 The committee's decisions, recommendations, and directives are issued by a majority vote of the attendees. In the event of a tie, the side supported by the chairman's vote prevails. A committee member may not abstain from voting on its decisions or recommendations, with consideration of paragraph (5) of Article (16) of these regulations.

14.9 In urgent cases, the committee may issue its decisions, recommendations, directives, and reports by circulating them to all members separately, provided that they are presented at the first subsequent meeting and included in the minutes of that meeting.



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	<p>14.10 A committee member may not delegate another person to attend the committee meetings or vote on its decisions and recommendations.</p> <p>14.11 The committee meetings are documented in accordance with the provisions of Article (15) of these regulations.</p>
<p>Article (15): Documentation of Committee Meetings:</p> <p>1/15 The committee secretary shall prepare minutes for each meeting, recording the date, location, or method of holding the meeting, the names of attendees and absentees, and a summary of the discussions, recommendations, directives, or decisions reached. 2/15 The committee secretary shall send the draft minutes of each meeting to the chairman and members of the committee for review and comments.</p> <p>3/15 The committee's deliberations, discussions, decisions, and recommendations shall be documented in minutes prepared by the secretary, including any reservations from members or attendees. These minutes shall be signed by all attending members and the secretary.</p> <p>4/15 Minutes, documents, and correspondences of each meeting shall be organized and kept in a special file for easy reference when needed.</p> <p>5/15 The committee minutes shall be confidential, and access to them or obtaining copies shall only be granted to members of the Board of Directors and the internal auditor. For others, access requires the committee's request and approval.</p>	<p>Article (15): Documentation of Committee Meetings:</p> <p>15.1 The committee secretary prepares a draft minutes for each meeting, recording the date, location, or method of holding the meeting, the names of attendees and absentees, and a summary of the discussions, recommendations, directives, or decisions reached.</p> <p>15.2 The secretary sends the draft minutes of each meeting to the chairman and members of the committee for review and any comments.</p> <p>15.3 The committee's deliberations, discussions, decisions, and recommendations are documented in minutes prepared by the secretary, noting any reservations of the members or attendees, and these minutes are signed by all attending members and the secretary. Modern technological means may be used for signing and documenting the proceedings and decisions.</p> <p>15.4 A committee member has the right to object to any decision taken by the committee, provided that their objection is explicitly recorded in the meeting minutes along with the reasons for their objection. Absence from the meeting where the decision is made does not exempt the member from responsibility unless it is proven that they were unaware of the decision or unable to object to it immediately after becoming aware of it.</p> <p>15.5 Minutes, documents, and correspondence of each meeting are organized and kept in a special file for easy reference when needed.</p>



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	<p>15.6 The committee minutes are confidential and may only be accessed or obtained by members of the Board of Directors and the internal auditor, unless otherwise agreed upon by the committee.</p>
<p>Article (16): Duties and Responsibilities of Audit Committee Members:</p> <p>Every member of the audit committee must comply with the following provisions to fulfill their duties in the committee according to these regulations:</p> <p>1/16 Attend committee meetings regularly and actively participate in its activities. If an unavoidable circumstance arises that requires their absence or non-participation in any meeting, the member should inform the committee chairman or secretary.</p> <p>2/16 Maintain the confidentiality of the company's secrets. A committee member may not disclose to shareholders or others any information or data related to the company due to their membership in the committee. Failure to comply may lead to dismissal by the Board of Directors, in addition to being held accountable for any resulting damages.</p> <p>3/16 Adhere to principles of honesty, integrity, loyalty, care, and prioritize the interests of the company and shareholders over personal gain.</p> <p>4/16 Disclose to the committee if their membership does not comply with the conditions and regulations of membership in these regulations or if any future conflict arises with those conditions and regulations.</p> <p>5/16 Disclose to the committee any direct or indirect interest they have in matters brought before the committee or any business or contracts conducted for the company's account in which they have a direct or indirect interest. This disclosure should be documented in the meeting minutes, and the member may not participate in any decision or recommendation regarding such matters.</p>	<p>Article (16): Duties and Responsibilities of Audit Committee Members:</p> <p>16.1 Regular attendance at committee meetings and active participation in its activities is required of every member. If a member is unable to attend or participate in any meeting, they must notify the committee chairman or secretary.</p> <p>16.2 Members must maintain the confidentiality of company secrets. A committee member may not disclose to shareholders or others any information, data, or company secrets they become aware of due to their membership on the committee. Failure to comply may result in dismissal by the Board of Directors, along with potential liability for damages.</p> <p>16.3 Adherence to principles of honesty, integrity, loyalty, care, and prioritization of the company's interests and shareholders over personal gain is essential.</p> <p>16.4 Members must disclose to the committee any instance where their membership does not comply with the conditions and regulations outlined in these regulations, or if any future circumstances arise that conflict with these conditions and regulations.</p> <p>16.5 Members must disclose to the committee any direct or indirect interests they have in matters brought before the committee, as well as any business dealings or contracts conducted on behalf of the company in which they have a direct or indirect interest. This disclosure must be documented in the meeting minutes, and the member may not participate in any decision or recommendation regarding such matters.</p>



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<p>6/16 The chairman of the committee or any member delegated by them must attend the company's general meetings to answer shareholders' questions regarding the committee's work.</p> <p>7/16 In all cases, committee members are subject to the duties and responsibilities applicable to members of the Board of Directors according to the regulations and internal company policies.</p>	<p>16.6 The chairman of the committee or his delegate from its members must attend the company's general meetings to answer shareholders' questions regarding its affairs.</p> <p>16.7 In all cases, the duties and responsibilities applicable to a board member also apply to a committee member, according to the company's internal regulations and regulations.</p>
<p>Article (17): Policy on Remuneration and Allowances for Audit Committee Members and Secretary:</p> <p>1/17 An annual reward of seventy-five thousand Saudi Riyals (SAR 75,000) shall be allocated to each committee member, with the entitlement to this reward being proportional to the number of meetings attended by the member during the year.</p> <p>2/17 An attendance allowance of three thousand Saudi Riyals (SAR 3,000) per meeting shall be granted to each committee member.</p> <p>3/17 The company shall provide first-class travel tickets with transportation, in addition to granting a daily accommodation allowance of three thousand Saudi Riyals (SAR 3,000) to non-resident members or those not present in the meeting city.</p> <p>4/17 A fixed accommodation allowance of two thousand Saudi Riyals (SAR 2,000) shall be provided to any committee member who is required to stay in the meeting city due to attending a meeting outside their city of residence within the Kingdom of Saudi Arabia.</p> <p>5/17 The committee shall recommend to the Board of Directors the annual reward for the committee secretary, and the company shall cover the expenses related to their travel tickets, transportation, accommodation, and other allowances concerning the committee's affairs.</p> <p>6/17 Bonuses, attendance allowances, and other allowances as mentioned above shall be disbursed at the end of the financial year. If any member's term ends before the end of the financial year, these payments shall be made upon the termination of their membership.</p>	<p>Article (17): Policy of Rewards and Allowances for Audit Committee Members and Secretary:</p> <p>17.1 An annual bonus of (seventy-five thousand Saudi Riyals) for each member, with the entitlement to this bonus being proportional to the number of meetings attended by the member during the year.</p> <p>17.2 Attendance allowance for each committee meeting of (three thousand Saudi Riyals) for each member.</p> <p>17.3 The company provides first-class travel tickets with transportation, in addition to granting an accommodation allowance of (three thousand Saudi Riyals) per day for a non-resident member attending meetings in a city other than their residence.</p> <p>17.4 A fixed accommodation allowance of (two thousand Riyals) for any committee member when required to stay in the meeting city originating from within the Kingdom of Saudi Arabia.</p> <p>17.5 The committee recommends to the board of directors the annual bonus for the committee secretary, and the company covers the expenses related to travel tickets, transportation, accommodation, and others regarding the committee's affairs.</p> <p>17.6 Bonuses, attendance allowances, and other allowances are disbursed as mentioned above at the end of the fiscal year, except in the event of the termination of membership of any member before the end of the fiscal year, in which case they are disbursed upon the termination of membership.</p>



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<p>Article (18): Disclosures:</p> <p>In addition to what is stated in Article (11) of these regulations and any other disclosures according to the regulations:</p> <p>1/18 The company shall disclose in the annual report to the Board of Directors the names of the committee chairman and members, the nature of membership for each member, any changes therein, and the number of meetings held and attendance records during the financial year.</p> <p>2/18 The company shall disclose in the annual report to the Board of Directors the total remuneration and allowances received by committee members during the financial year.</p> <p>3/18 The company shall provide the relevant department at the Capital Market Authority with the names of the committee chairman and members, the nature of membership within five days of their appointment, as well as any changes therein within five days of the occurrence of such changes.</p> <p>4/18 The company shall disclose in the annual report to the Board of Directors any conflicts, if any, between the committee's recommendations and the Board's decisions, along with the reasons for not following the recommendations, according to Article (8) of these regulations.</p> <p>5/18 The company shall disclose any other relevant information about the committee that may be requested by the Capital Market Authority from time to time.</p>	<p>Article (18): Disclosures:</p> <p>In addition to what is stated in Article (11) of this regulation and any other disclosures according to the system, it is required that:</p> <p>18.1 The company discloses in the annual report to the board of directors the names of the chairman and members of the committee, the status of membership for each member, any changes therein, the number of its meetings, and the attendance record during the fiscal year.</p> <p>18.2 The company discloses in the annual report to the board of directors the total remuneration received by committee members in bonuses and allowances during the fiscal year.</p> <p>18.3 The company provides the competent management in the Capital Market Authority with the names of the chairman and members of the committee, the status of membership within five days from the date of their appointment, as well as any changes thereto within five days from the date of the occurrence of the changes.</p> <p>18.4 The company discloses in the annual report to the board of directors any conflicts, if any, between the committee's recommendations and the board's decisions, and the reasons for not taking the recommendations into account, according to Article (8) of this regulation.</p> <p>18.5 The Company discloses any other information related to the committee that may be requested by the Capital Market Authority from time to time.</p>
<p>Article (19): Review of the Committee's Work Regulation:</p> <p>The audit committee shall review its work regulation at least annually or when necessary to ensure continuous improvement and compliance with any changes or amendments in the regulations or any related instructions. It shall submit recommendations and suggestions regarding the regulation to the Board of Directors.</p>	<p>Article (19): Review of the Committee's Work Regulation:</p> <p>The audit committee reviews its work regulation at least annually or when necessary with the aim of continuous improvement and development, compliance with any changes or amendments in the system or any relevant instructions, and submits recommendations and suggestions regarding it to the board of directors.</p>



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<p>Article (20): General Provisions:</p> <p>1/20 This regulation does not replace the provisions of the regulations and their executive regulations. In the absence of any provision concerning a matter, reference shall be made to the regulations. In case of any conflict between them or any paragraph or article therein and the regulations, the provisions of the regulations shall prevail, and the other paragraphs and articles shall remain applicable.</p> <p>2/20 The Board of Directors shall review this regulation when necessary for continuous improvement and development and to keep up with any amendments to the regulations, aiming to achieve the best professional practices.</p> <p>3/20 The Board of Directors supervises the implementation of this regulation, and it is the responsibility of the chairman and members of the committee to execute what is stated therein.</p> <p>4/20 Amendments to this regulation can only be made by a proposal or recommendation from the Board of Directors and the approval of the company's general assembly.</p> <p>5/20 The company shall publish this regulation or a summary thereof on its website or through any other means.</p> <p>6/20 Any shareholder has the right to access this regulation at the company's offices upon prior coordination with the company's management if it is not published on the company's website.</p> <p>7/20 The Board of Directors has the right to interpret or clarify the provisions of this regulation.</p> <p>8/20 This regulation shall become effective from the date of approval by the company's general assembly.'</p>	<p>Article (20): General Provisions</p> <p>20.1 This regulation does not replace the provisions of the system and its executive regulations, and in the absence of any provision concerning it, reference shall be made to the system. In case of any conflict between it or any clause or article therein and the system, the provisions of the system shall prevail, and the other clauses and articles remain applicable.</p> <p>20.2 The board of directors shall review this regulation when necessary for the purpose of continuous improvement and development and to keep pace with any amendments that may occur in the system, to reach the best professional practices.</p> <p>20.3 The board of directors oversees the implementation of this regulation, and it is the responsibility of the chairman and members of the committee to implement what is stated therein.</p> <p>20.4 This regulation may not be amended except by a proposal or recommendation from the board of directors and approval of the company's general assembly.</p> <p>20.5 The company shall publish this regulation or a summary thereof on its website or through any other means.</p> <p>20.6 Any shareholder has the right to access this regulation at the company's offices by prior coordination with the company's management if it is not published on the company's website.</p> <p>20.7 The board of directors has the right to interpret or clarify the provisions of this regulation.</p> <p>20.8 This regulation shall be effective from the date of approval by the company's general assembly.</p>
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The attachment related to item (38) of the EGM Agenda

Nomination and Remuneration Committee Charter Suggested Amendments

<u>Disclaimer</u>	<u>تنويه هام لأخذه في الاعتبار</u>
<p>This English version of this document is a translation of the original Arabic Document and has been made for the purpose of informing non-Arabic speakers of the said document.</p> <p>In case of any discrepancy or misinterpretation of any clause or article, the original Arabic document hall prevail.</p>	<p>هذه النسخة الإنجليزية من هذا المستند يُمثل ترجمة للنسخة الأصلية الصادرة باللغة العربية، والغرض منها تعريف الناطقين بغير اللغة العربية بهذا المستند.</p> <p>وفي حال وجود اختلاف في الترجمة أو خطأ في تفسير النص لأي بند أو مادة من هذه اللوائح يعتبر النص الأصلي الصادر باللغة العربية هو الحاكم والمؤثق.</p>



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<u>Article Before Amendments</u>	<u>Article After Amendments</u>
<p>Middle East Healthcare Company</p> <p>(Saudi German Hospital)</p> <p>Committee of Rewards and Recognition Regulations</p> <p>(Formation of the committee, its tasks, operational guidelines, and members' rewards)</p>	<p>Middle East Healthcare Company</p> <p>(Saudi German Health)</p> <p>Regulations for the work of the Remuneration and Nominations Committee</p> <p>(Formation of the committee, its tasks, controls of its work, and remuneration of its members)</p>
<p>Article (1): Preamble:</p> <p>1/1 This regulation governs the formation of the Rewards and Nominations Committee in the company, along with the regulations and procedures for the committee's operation, its tasks, the criteria for selecting its members, the duration of their membership, and their rewards. The company has merged the Rewards and Nominations Committees into one committee under the name of the Rewards and Nominations Committee, in accordance with paragraph (7) of Article (50) of the Corporate Governance Regulations.</p> <p>1/2 This regulation is subject to the provisions of the Companies Law, the Capital Market Law, their executive regulations, the company's Articles of Association, the rules of registration and listing, the Corporate Governance Regulations for listed joint-stock companies in the Saudi financial market, and the company's Corporate Governance Regulations, guided by best practices suitable for the nature of the company's activities and operations.</p> <p>1/3 The company's executive management shall provide the members of the board of directors, non-executive members, and company committees, with all necessary information, data, documents, and records, which shall be clear, accurate, non-misleading, and timely, to enable them to perform their duties and tasks.</p> <p>1/4 Members of the board of directors, board committees, and senior executives of the company must exercise their powers and fulfill their duties in the best interest of the company.</p> <p>1/5 The company must respect the laws and regulations and commit to disclosing essential information to shareholders, creditors, and stakeholders.</p>	<p>Article (1) Introduction:</p> <p>1.1 A working regulation for the Rewards and Nominations Committee, derived from the Board of Directors of the Middle East Healthcare Company, has been prepared with the aim of complying with Articles (57, 61) of the Corporate Governance Regulations issued by the Capital Market Authority under Resolution No. 08-16-2017 dated 1437/05/16H corresponding to 2017/02/13G as amended by the Capital Market Authority Board Resolution No. 2023 dated 1444/06/25H corresponding to 2023/01/18G, which require the General Assembly of the company's shareholders, upon a proposal from the Board of Directors, to issue a working regulation for the Rewards and Nominations Committee. This regulation should include the committee's work regulations, tasks, member selection criteria, their term, and rewards. The terms and phrases used in this regulation shall have the meanings as defined in the relevant regulations of the Capital Market Authority, unless the context requires otherwise.</p> <p>1.2 This regulation governs the formation of the Rewards and Nominations Committee in the company, along with its work regulations, tasks, member selection criteria, their term, and rewards. The company has merged the Rewards and Nominations Committees into one committee, named the Rewards and Nominations Committee, pursuant to paragraph (7) of Article (50) of the Corporate Governance Regulations.</p> <p>1.3 This regulation is subject to the provisions of the Companies Law, the Capital Market Law, their executive regulations, the company's Articles of Association, the registration and listing rules, the Corporate Governance Regulations of listed Saudi</p>



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	<p>financial market companies, and the company's Corporate Governance Regulations. It adheres to best practices suitable for the nature and operations of the company.</p> <p>1.4 The company's executive management must provide the Board of Directors, non-executive members, and company committees with all necessary information, data, documents, and records. This information must be complete, clear, accurate, non-misleading, and timely to enable them to perform their duties and tasks.</p> <p>1.5 Board members, committee members, and senior executives of the company must exercise their powers and perform their duties in the best interest of the company.</p> <p>1.6 The company must respect regulations, comply with them, and disclose essential information to shareholders, creditors, and stakeholders.</p>
<p>Article (2): Definitions:</p> <p>The definitions provided in the regulations and glossary used in the regulations of the Capital Market Authority and its rules, and the Corporate Governance Regulations, apply to this regulation unless the context requires otherwise. The following terms and phrases in this regulation shall have the meanings specified below:</p> <p>Regulation: The regulation governing the operations of the Rewards and Nominations Committee in the company.</p> <p>Company: Middle East Healthcare Company (Saudi German Hospital).</p> <p>Board of Directors or Board: The board of directors of the company.</p> <p>Committee: The Rewards and Nominations Committee in the company.</p> <p>Senior Executives or Executive Management: Individuals responsible for managing the company's daily operations, proposing strategic decisions, and implementing them, such as the CEO, their deputies, the CFO, and executive directors.</p> <p>Rewards: Amounts, allowances, profits, and the like, periodic or annual performance-related rewards, short-term or long-term incentive plans, and any other tangible benefits, excluding</p>	<p>Article (2): Definitions:</p> <p>The definitions provided in the regulations and the list of terms used in the regulations of the Capital Market Authority and its rules, and the Corporate Governance Regulations shall apply to this regulation unless the context requires otherwise. The terms and phrases below in this regulation shall have the meanings as specified:</p> <ul style="list-style-type: none"> - Regulation: The working regulation of the Rewards and Nominations Committee in the company. - Company: The Middle East Healthcare Company (Saudi German Health). - Board of Directors or Board: The Board of Directors of the company. - Committee: The Rewards and Nominations Committee in the company. - Senior Executives or Executive Management: Individuals responsible for managing the company's daily operations, proposing strategic decisions, and implementing them, such as the CEO, their deputies, the CFO, and executive directors. - Rewards: Amounts, allowances, profits, or their equivalent, periodic or annual bonuses linked to performance, short or long-term incentive plans, and any other tangible benefits, excluding reasonable actual expenses incurred by the Board member in performing their duties. Rewards include fixed rewards such as salaries, allowances, and benefits in kind, and variable rewards such as periodic bonuses, profits, short-term and long-term incentive plans, and granted shares.



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<p>reasonable actual expenses incurred by a board member in performing their duties. Rewards include fixed rewards such as salaries, allowances, and perks, and variable rewards such as periodic rewards, profits, short-term and long-term incentive plans, and granted shares.</p> <p>General Assembly: The general assembly of the company (ordinary or extraordinary).</p> <p>Regulations: The company's Articles of Association, the Capital Market Authority's regulations and their executive regulations, the Companies Law and its executive regulations, and any instructions or decisions issued by the Capital Market Authority or any regulatory or supervisory authority.</p> <p>Corporate Governance Regulations: The regulations governing the governance of listed joint-stock companies in the market issued by the board of the Capital Market Authority.</p>	<ul style="list-style-type: none"> - General Assembly: The General Assembly of the company (ordinary or extraordinary). - Regulations: The Company's Articles of Association, the Capital Market Authority's regulations and their executive regulations, the Companies Law and its executive regulations, and any instructions or decisions issued by the Capital Market Authority or any regulatory or supervisory authorities. - Corporate Governance Regulations: The Corporate Governance Regulations for listed joint-stock companies issued by the Capital Market Authority.
<p>Article (3): Formation of the Rewards and Nominations Committee:</p> <p>3/1 The Rewards and Nominations Committee shall be formed by a decision of the Board of Directors, excluding executive members of the board, with at least one independent member among them. The committee shall consist of no fewer than three and no more than five members. The decision shall specify the duration of their membership, not exceeding the term of the board membership, according to the rules and conditions of membership outlined in this regulation.</p> <p>3/2 The General Assembly of the company shall issue, upon the recommendation of the Board of Directors, regulations governing the operations of the Rewards and Nominations Committee. These regulations shall include guidelines and procedures for the committee's operation, its tasks, the criteria for selecting its members, the duration of their membership, and their rewards.</p>	<p>Article (3): Formation of the Rewards and Nominations Committee:</p> <p>3.1 The Rewards and Nominations Committee shall be formed by a decision of the Board of Directors for a term of four years, excluding executive board members. The committee shall consist of at least one independent member, with the number of committee members not less than three and not more than five. The decision shall specify the duration of their membership, which shall not exceed the board membership, in accordance with the rules and conditions of membership outlined in this regulation.</p> <p>3.2 Upon the proposal of the Board of Directors, the General Assembly of the company shall issue a working regulation for the Rewards and Nominations Committee. This regulation shall include the committee's work regulations, tasks, member selection criteria, their term, and rewards.</p>
<p>Article (4): Purpose and Scope of the Rewards and Nominations Committee:</p> <p>The Rewards and Nominations Committee assists the Board of Directors in performing its duties and fulfilling its responsibilities related to the committee's competencies, tasks, and responsibilities as outlined in this regulation or referred to it by the Board. The committee serves as a reference for the Board and is accountable to the Board. The committee must transparently inform the Board of its findings or decisions, presenting its minutes containing the results of its work, decisions, recommendations, directives, and any reports issued by it to the Board</p>	<p>Article (4): Purpose and Scope of the Rewards and Nominations Committee:</p> <p>The Rewards and Nominations Committee assists the Board of Directors in performing its duties and fulfilling its responsibilities related to the committee's authorities, tasks, and responsibilities as outlined in this regulation or referred to it by the Board of Directors. The committee serves as a reference for the Board of Directors and is accountable to the board. The committee must transparently inform the Board of Directors of its findings or decisions and present its minutes containing the results</p>



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<p>periodically. The Board must regularly monitor the committee's work to ensure the proper conduct of its assigned tasks.</p>	<p>of its work, decisions, recommendations, directives, and any reports issued by it to the Board of Directors regularly. The Board of Directors shall regularly monitor the committee's work to ensure the proper execution of its assigned tasks.</p>
<p>Article (5): Membership Rules and Committee Secretary Duties and Term:</p> <p>5/1 The committee shall consist of no fewer than three and no more than five members, as determined by the Board of Directors in a decision specifying the number of committee members and appointing its chairman and members.</p> <p>5/2 When forming the Rewards and Nominations Committee, the company shall ensure that its members are independent members of the board of directors. It may also enlist non-executive members or individuals outside the board, whether shareholders or others. No member of the committee shall be an executive member of the board or a senior executive in the company or its subsidiaries.</p> <p>5/3 The chairman of the committee must be an independent member of the board of directors.</p> <p>5/4 The chairman of the board of directors shall not serve as the chairman of the committee, but may be a member of it.</p> <p>5/5 The term of committee membership begins at the start of the board's term and ends with the conclusion of the board's term, taking into account cases of membership termination within the term, as stipulated in this regulation.</p>	<p>Article (5): Rules and Conditions for Membership in the Committee and Committee Secretary, and Its Term:</p> <p>5.1 The committee shall consist of no less than three and no more than five members, as determined by the Board of Directors. The decision shall specify the number of committee members, appoint its chairman, and its members.</p> <p>5.2 Committee members must possess appropriate experience and qualifications related to the committee's tasks, responsibilities, and nature of work.</p> <p>5.3 When forming the Rewards and Nominations Committee, the company shall ensure that its members are independent members of the Board of Directors. Non-executive members or individuals who are not board members, whether shareholders or otherwise, may be appointed. No member of the committee shall be an executive board member or a senior executive in the company or its controlled companies.</p> <p>5.4 The chairman of the committee must be an independent member of the Board of Directors.</p> <p>5.5 The chairman of the Board of Directors shall not serve as the chairman of the committee, but may be a member thereof.</p> <p>5.6 The term of committee membership begins at the start of the Board of Directors' term and ends with the conclusion of the board's term, taking into account cases of membership termination during the term as outlined in this regulation.</p>



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	<p>5.7 The committee shall appoint a secretary from among its members or company employees, provided that the secretary does not have the right to vote on its decisions if not a member. The secretary shall be responsible for preparing the committee's meetings and activities, drafting and documenting its minutes, overseeing the implementation of its recommendations, directives, and decisions, preserving documents, records, and reports presented to or issued by the committee, facilitating communication among its members, handling administrative and logistical procedures, and assisting in nominating candidates for board membership in cooperation. The committee shall determine the secretary's remuneration and its disbursement method in light of the applicable policies in this regard.</p> <p>5.8 The Human Resources Manager shall be appointed as the committee coordinator without the right to vote on its decisions. Their role includes preparing meeting documents, implementing and monitoring the committee's decisions regarding human resources, and any other tasks assigned by the committee. The coordinator shall update the committee on the level of implementation of its decisions and its overall work at each meeting.</p>
<p>Article (6): Termination of Membership in the Rewards and Nominations Committee and Appointment of Alternates:</p> <p>Membership in the Rewards and Nominations Committee ends in the following cases:</p> <p>6/1: Expiry of the committee's term as stipulated in this regulation.</p> <p>6/2: A member's resignation request from the committee, stating the reasons, with the approval of the Board of Directors. The resignation request shall be submitted to the Chairman of the Board for consideration by the Board and decision-making, after consultation with other committee members.</p> <p>6/3: Dismissal by the Board of Directors of any member from the committee, after consultation with other committee members, with reasons stated, or due to violation of membership rules, duties, and responsibilities, as outlined in this regulation.</p>	<p>Article (6): Termination of Membership in the Rewards and Nominations Committee and Appointment of Alternates:</p> <p>Membership in the Rewards and Nominations Committee shall be terminated in the following cases:</p> <p>6.1 The issuance of a decision by the Board of Directors to dismiss or replace any or all committee members at any time deemed appropriate.</p> <p>6.2 Resignation of a committee member by notifying the chairman and secretary of the committee, with the resignation taking effect from the specified date in the notification.</p> <p>6.3 Disqualification or physical incapacity preventing a member from performing their duties in the committee.</p>



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<p>6/4: Upon the expiry of a member's term in the committee for any reason, the Board of Directors shall appoint another member as a replacement to complete the remaining term of the outgoing member.</p>	<p>6.4 Absence from attending three consecutive meetings or five scattered meetings of the committee during their membership term without acceptable justification approved by the Board of Directors.</p> <p>H. Loss at any time of any membership requirements in the committee as stipulated by regulations or under this regulation.</p> <p>6.5 If a position of any committee member becomes vacant for any reason, the Board of Directors may appoint a member to fill the vacant position. The appointed member must have the required experience and qualifications. The authority shall be informed within the statutory period from the date of appointment.</p> <p>6.6 The company shall notify the authority of the names of committee members, their membership attributes upon their appointment, and any changes that occur during the statutory period specified by the regulations issued by the authority.</p>
<p>Article (7): Competencies, Tasks, and Responsibilities of the Rewards and Nominations Committee:</p> <p>The Rewards and Nominations Committee is responsible for tasks related to the rewards of board members and committees derived from it, executive management rewards, and nominations for board and executive management membership as outlined below. Additionally, it may undertake any other tasks and responsibilities delegated to it by the Board:</p> <p>Firstly: Regarding Rewards in the Company:</p> <p>7/1: Preparation of a clear rewards policy and submission to the Board for consideration before approval by the General Assembly, including:</p> <ul style="list-style-type: none"> - Rewards for board members. - Rewards for committees derived from the board. - Rewards for executive management. 	<p>Article (7): Powers, Tasks, and Responsibilities of the Rewards and Nominations Committee:</p> <p>The Rewards and Nominations Committee is tasked with matters related to the remuneration of board members and committees derived from it, the remuneration of the executive management, nominations for board and executive management membership, as outlined below, in addition to any other tasks and responsibilities delegated to it by the Board of Directors. Furthermore, it is responsible for providing regular reports on its activities to the board. The committee's tasks and responsibilities are as follows:</p> <p>A. Regarding bonuses in the company:</p> <p>7.1 Prepare a clear policy for bonuses that enhances the motivation of the management team, preserves outstanding talent, and submits it to the board of directors for review before approval by the company's general assembly. This policy should include:</p> <p>7.1.1 Bonuses for board members.</p>



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<p>This policy should adhere to performance-related criteria and their disclosure, as well as verification of implementation.</p> <p>7/2: Clarification of the relationship between granted rewards and the existing rewards policy, and identification of any substantial deviations from this policy.</p> <p>7/3: Periodic review of the rewards policy and assessment of its effectiveness in achieving its objectives.</p> <p>7/4: Recommendation to the Board, according to the approved policy by the General Assembly, regarding:</p> <ul style="list-style-type: none"> - Rewards for board members. - Rewards for committees derived from the board. - Rewards for senior executives. <p>Secondly: Regarding Nominations for Board and Executive Management Membership, the committee's competencies regarding nominations include:</p> <p>7/5: Proposing clear policies and criteria for board and executive management membership.</p> <p>7/6: Recommending to the Board the nomination and re-nomination of members, in accordance with policies and criteria, considering not nominating any person previously convicted of a crime involving dishonesty.</p> <p>7/7: Preparation of descriptions of the required capabilities and qualifications for board membership and executive management positions.</p> <p>7/8: Determination of the time commitment required from a member for board duties.</p> <p>Article (7/9): Annual review of the necessary skills or suitable experiences required for board membership and executive management positions.</p>	<p>7.1.2 Bonuses for committees stemming from the board of directors.</p> <p>7.1.3 Bonuses for executive management.</p> <p>This policy should adhere to standards related to performance, disclosure, and enforcement.</p> <p>7.2 Review the financial bonuses for the CEO, including both long and short-term incentives, in addition to setting the expected performance ceiling for the CEO and making recommendations to the board of directors.</p> <p>7.3 Review the CEO's recommendations regarding the guidelines and general standards for financial bonuses and other benefits for senior executives, their approval, and execution in light of the adopted policy mentioned in section (1) above.</p> <p>7.4 Clarify the relationship between awarded bonuses and the existing bonus policy, and indicate any substantial deviations from this policy.</p> <p>7.5 Regularly review the bonus policy, and evaluate its effectiveness in achieving the intended objectives.</p> <p>7.6 Recommend to the board of directors in accordance with the policy adopted by the assembly, the following:</p> <p>7.6.1 Bonuses for board members.</p> <p>7.6.2 Bonuses for committees stemming from the board of directors.</p> <p>7.6.3 Bonuses for senior executives.</p> <p><u>B. Regarding nominations for board membership and executive management, the committee's responsibilities regarding nominations include the following:</u></p> <p>7.5 Propose clear policies and standards for membership on the board of directors, executive management, and company representatives in subsidiaries.</p>
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<p>10/7: Review of the board and executive management structure, and providing recommendations regarding changes that can be made.</p> <p>11/7: Annual verification of the independence of independent members, and ensuring there are no conflicts of interest if a member serves on the board of another company.</p> <p>12/7: Development of job descriptions for executive members, non-executive members, independent members, and senior executives.</p> <p>13/7: Development of procedures in case of vacancies in the positions of any board members or senior executives. Identifying strengths and weaknesses in the board and suggesting solutions to address them in the best interest of the company.</p>	<p>7.6 Recommend to the board of directors the nomination and re-nomination of members in accordance with policies and standards, considering not nominating any individual previously convicted of a crime involving dishonesty.</p> <p>7.7 Prepare a description of the capabilities and qualifications required for membership on the board of directors and executive management positions.</p> <p>7.8 Determine the time commitment required for a member to dedicate to board activities.</p> <p>7.9 Conduct an annual review of the necessary skills or relevant experience needed for board membership and executive management positions.</p> <p>7.10 Review the structure of the board of directors and executive management and provide recommendations regarding possible changes.</p> <p>7.11 Annually verify the independence of independent members and ensure no conflicts of interest if a member serves on the board of another company.</p> <p>7.12 Develop job descriptions for executive and non-executive members, independent members, and senior executives.</p> <p>7.13 Develop procedures for filling vacancies in the board of directors or senior executive positions.</p> <p>7.14 Identify weaknesses and strengths in the board of directors and propose solutions to address them in line with the company's interests.</p> <p>A. Propose the necessary mechanisms for annually evaluating the performance of the board, its members, committees, and executive management through appropriate performance metrics linked to the achievement of the company's strategic objectives, the quality of risk management, sufficiency of internal control systems, and other factors, identifying strengths and weaknesses and proposing solutions in line with the company's interests.</p>
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B. Assist the board in its responsibility to make arrangements for obtaining an assessment from an external specialized entity of its performance every three years and supervise the evaluation process.

7.15 Review the compensation of board committees and recommend any modifications to the board for approval. The committee may also provide recommendations to the board if it feels the need to appoint new members to any of the board committees.

7.16 Annually verify the independence of independent members and ensure no conflicts of interest if a member serves on the board of another company.

7.17 Study and review the CEO's recommendations regarding the appointment and termination of senior executives.

7.18 Study and review succession or job rotation plans for the company in general, and specifically for the board, CEO, and senior executives.

7.19 Provide adequate training and orientation for new board members, committees, and executive management regarding the company's tasks, operations, activities, strategies, objectives, financial aspects, operational processes, and achievements to enable them to perform their duties efficiently, in addition to familiarizing them with the obligations, tasks, responsibilities, and rights of board members, as well as the company's committees and their mandates.

7.20 Develop the necessary mechanisms for both board members and executive management to participate in continuous training programs and courses to develop their skills and knowledge in areas relevant to the company's activities.

Third: The responsibilities and tasks of the committee chairperson are as follows:

1. Managing and chairing committee meetings and working to enhance its effectiveness. In case the committee chairperson is unable to attend, they may delegate one of its members to chair the specified session.



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	<p>2. Attending general meetings to answer shareholders' questions related to the committee's activities, with the option to delegate one of the committee members in their place.</p> <p>3. Sending invitations to attend committee meetings in writing with sufficient notice before the meeting date.</p> <p>4. Sharing the agenda of the meeting with committee members and ensuring sufficient time is available to discuss agenda items during the committee meeting.</p> <p>5. Ensure that committee members are provided with necessary presentations, documents, and sufficient information regarding agenda items well in advance of the meeting to enable the committee to make decisions about them.</p> <p>6. Submit regular reports to the board to monitor the work, performance, and activities of the committee, along with its recommendations and findings. These reports can be either written or verbal.</p> <p>7. The committee chairperson has the authority to delegate any of the above responsibilities to a committee member or its secretary.</p>
<p>Article (8): Rewards Policy:</p> <p>When preparing the rewards policy, the committee must consider the following, without violating the provisions of the Companies System, the Financial Market System, and their executive regulations:</p> <p>8/1: Alignment with the company's strategy and objectives.</p> <p>8/2: Rewards should aim to incentivize board members and executive management to achieve and develop the company in the long term, such as linking variable rewards to long-term performance.</p>	<p>Article (8): Bonus Policy:</p> <p>When preparing the bonus policy, the committee must consider the following without violating the provisions of the Companies Law and the Capital Market Law and their executive regulations:</p> <p>8.1 Alignment with the company's strategy and objectives.</p> <p>8.2 Bonuses should be provided to encourage board members and executive management to succeed and develop the company in the long term, linking the variable portion of bonuses to long-term performance.</p>



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<p>8/3: Rewards should be based on job level, responsibilities, qualifications, educational background, practical experience, skills, and performance level.</p> <p>8/4: Alignment with the company's size, nature, and risk level.</p> <p>8/5: Taking into account practices of other companies in determining rewards, while avoiding unjustified increases in rewards and compensations.</p> <p>8/6: Targeting professional competencies, and incentivizing their recruitment, retention, and motivation without exaggeration.</p> <p>8/7: The committee should determine rewards for new appointments.</p> <p>8/8: Cases where bonus payment is suspended or recovered if it is found to be based on inaccurate information provided by a board or executive member, to prevent the exploitation of their position for undeserved rewards.</p> <p>8/9: Organizing the granting of company shares to board and executive members, whether through new issuance or shares purchased by the company.</p>	<p>8.3 Bonuses should be determined based on job level, duties, responsibilities, qualifications, academic qualifications, practical experience, skills, and performance level.</p> <p>8.4 Alignment with the size, nature, and degree of risks within the company.</p> <p>8.5 Taking into account the practices of other companies in determining bonuses, while avoiding any unjustified increase in bonuses and compensations.</p> <p>8.6 Aim to attract, retain, and motivate professional competencies, without exaggeration.</p> <p>8.7 The committee should determine bonuses for new appointments.</p> <p>8.8 Cases of suspending or reclaiming bonuses if it is found that they were decided based on inaccurate information provided by a board member or executive management; this is to prevent the exploitation of their positions to obtain undeserved bonuses.</p> <p>8.9 Organize the granting of company shares to board members and executive management, whether as new issues or shares purchased by the company.</p>
<p>Article (9): Employee Rewards Policy:</p> <p>In accordance with what is stated in Article (8) of this regulation, the committee proposes the types of rewards to be given to employees, such as fixed rewards, performance-related rewards, and stock-based rewards, in compliance with the regulations and organizational procedures issued pursuant to the Companies System for listed joint-stock companies.</p>	<p>Article (9): Employee Bonuses</p> <p>Taking into consideration what is mentioned in Article (8) of this regulation, the committee proposes the types of bonuses granted to employees in the company, such as fixed bonuses, performance-based bonuses, and bonuses in the form of shares, provided that this does not conflict with the regulations and regulatory procedures issued in accordance with the Companies Law for listed joint-stock companies.</p>



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<p>Article (10): Nomination Procedures for Board Membership:</p> <p>10/1: The Rewards and Nominations Committee must, when nominating board members, consider the conditions and provisions stated in the Corporate Governance Regulation, and any requirements periodically decided by the Financial Market Authority.</p> <p>10/2: The company should, wherever possible, ensure that the number of candidates for board membership presented to the General Assembly exceeds the number of available seats, so that the General Assembly has the opportunity to choose from the candidates.</p>	<p>Article (10): Nomination Procedures for Board Membership:</p> <p>10.1 The Compensation and Nominations Committee, when nominating members of the board of directors, must consider the conditions and provisions stated in the Corporate Governance Regulations, as well as any requirements periodically determined by the Capital Market Authority.</p> <p>10.2 The Company shall, whenever possible, nominate a number of candidates for the board of directors that exceeds the number of available seats, allowing the general assembly the opportunity to choose from among the candidates.</p>
<p>Article (11): Announcement of Nomination:</p> <p>The company must publish the nomination announcement on its website, the market's website, and any other medium specified by the authority. The nomination process must remain open for at least one month from the date of announcing the call for nominations.</p>	<p>Article (11): Announcement of Nomination:</p> <p>The company shall publish the nomination announcement on its website, the market's website, and any other means specified by the authority to invite individuals interested in running for board membership. The nomination process shall remain open for a minimum of one month from the date of announcing the invitation to nominate.</p>
<p>Article (12): Shareholders' Right to Nominate:</p> <p>Every shareholder in the company has the right to nominate themselves or others for board membership in accordance with the provisions of the Companies System and its executive regulations, without violating what is stated in the Corporate Governance Regulation.</p>	<p>Article (12): Shareholders' Right to Nominate:</p> <p>Every shareholder in the company has the right to nominate themselves or others for board membership in accordance with the provisions of the Companies Law and its executive regulations, without violating the Corporate Governance Regulations.</p>
<p>Article (13): Appointment of Senior Executives and Determination of Their Rewards:</p> <p>The committee studies the nomination and appointment of senior executives, determines their rewards, and subsequent modifications, in coordination with the executive management, and recommends them to the board of directors, in accordance with this regulation, the system, and the adopted policies.</p>	<p>Article (13): Appointment of Senior Executives and Determination of Their Bonuses:</p> <p>The committee shall study the nomination and appointment of senior executives, determine their bonuses, and subsequent amendments in coordination with the executive management, recommending them to the board of directors, in accordance with this regulation, the law, and the adopted policies.</p>



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<p>Article (14): Evaluation of Board and Executive Management Performance:</p> <p>The Rewards and Nominations Committee proposes - upon the board of directors' request - mechanisms for evaluating the performance of the board, its members, committees, and executive management annually, through appropriate performance measurement indicators linked to the company's objectives, strategies, risk management quality, sufficiency of internal control systems, and others. The evaluation should identify strengths and weaknesses and propose remedies in the best interest of the company. Performance evaluation procedures must be written, clear, and disclosed to board members and relevant individuals.</p>	<p>Article (14): Evaluation of Board and Executive Management Performance:</p> <p>Upon the board's request, the Compensation and Nominations Committee proposes mechanisms for annually evaluating the performance of the board, its members, committees, and executive management through appropriate performance indicators linked to the achievement of the company's objectives, strategies, risk management quality, adequacy of internal control systems, and other factors, identifying strengths and weaknesses and proposing solutions in line with the company's interests. The performance evaluation procedures must be written and clear and disclosed to board members and relevant individuals.</p>
<p>Article (15): Nomination for Membership in Boards of Companies Invested in by the Company:</p> <p>15/1: The committee proposes policies and procedures for nominating and appointing representatives of the company on the boards of companies in which the company invests.</p> <p>15/2: The committee studies the nomination and appointment of the company's representatives on the boards of subsidiary, affiliate, and other companies in which the company invests, in coordination with the executive management, and recommends candidates to the board of directors, in accordance with this regulation, the system, and the adopted policies.</p>	<p>Article (15): Nomination for Membership in Boards of Companies in which the Company Invests:</p> <p>15.1 The committee proposes policies and procedures for nominating and appointing representatives of the company on the boards of companies in which the company invests.</p> <p>15.2 The committee studies the nomination and appointment of company representatives on the boards of subsidiary, affiliate, and other companies in which the company invests, in coordination with the executive management, and recommends candidates for the board of directors, in accordance with this regulation, the law, and the adopted policies.</p>
<p>Article (16): Powers of the Rewards and Nominations Committee:</p> <p>In addition to any powers granted by this regulation or any authority or delegation of decision-making authority given to it by the board of directors, the committee has the following powers to fulfill its duties and responsibilities:</p> <p>16/1: Access to the records and documents related to its work.</p> <p>16/2: Requesting any clarification or statement from members of the board of directors or the executive management.</p>	<p>Article (16): Powers of the Compensation and Nominations Committee</p> <p>In addition to any powers granted to the committee by this regulation or any powers or authorizations delegated by the board of directors to make decisions, the committee is entitled, in the performance of its duties, responsibilities, and tasks, to the following:</p> <p>16.1 The committee is entitled to access all data, information, and records related to bonuses and compensations in the company, and to review executive succession reports.</p>



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<p>16/3: Requesting a meeting with the chairman of the board or the managing director, the CFO, or any member of the executive management whenever necessary, and the committee may request the chairman of the board to convene a meeting whenever necessary.</p> <p>16/4: Forming one or more specialized committees or task forces from committee members, company management, or other consultants or experts to perform specific tasks or duties, which shall end upon completion of their work or as determined by the committee. The committee shall recommend their rewards to the board of directors for approval, taking into account the provisions of Article (17) of this regulation.</p>	<p>16.2 Request any clarification or explanation from board members or the executive management.</p> <p>16.3 Call for meetings with the chairman of the board, the delegated member, the CEO, the CFO, or any member of the executive management whenever necessary, and the committee may request the chairman of the board to convene a board meeting whenever necessary.</p> <p>16.4 Formation of one or more specialized committees or task forces from members of the committee, provided that the number of members in any task force derived from this committee is not less than two, or the company management, or other consultants or experts, to perform specific tasks or missions, which end with the completion of their work or as determined by the committee. The committee shall submit the recommendation for their rewards to the board of directors for approval, taking into account the provisions of Article (17) of this regulation.</p> <p>16.5 The right to investigate any matter within its jurisdiction and tasks, or any specific subject requested by the board explicitly.</p>
<p>Article (17): Consultation and Advice:</p> <p>For the Rewards and Nominations Committee to fulfill its duties and responsibilities, it may seek assistance and advice from within or outside the company as follows:</p> <p>17/1: The company must provide all necessary administrative services to the committee to carry out its duties and responsibilities.</p> <p>17/2: The committee may seek assistance from any member of the board of directors, executive management, or any employee of the company, or from any consultancy firms associated with agreements with the company. It may also engage experts and specialists, individuals, or consultancy entities for the purpose of obtaining advice, assistance, recommendations, or conducting studies, audits, or examinations of records on any matter within its scope of work according to this regulation. The committee shall recommend their rewards to the board of directors for approval, ensuring that the names of the experts or consultants and their relationship with the company or the executive management are documented in the committee meeting minutes.</p>	<p>Article (17): Consultation and Advice</p> <p>The Rewards and Nominations Committee shall seek assistance and advice, as it deems necessary, from within or outside the company, to carry out its tasks and responsibilities as follows:</p> <p>17.1 The company must provide all necessary administrative services to the committee to carry out its tasks and responsibilities.</p> <p>17.2 The Rewards and Nominations Committee may seek assistance from any member of the Board of Directors, executive management, or any employee of the company, or from any consultancy offices associated with agreements with the company. It may also appoint or seek assistance from experts, individuals, or specialized consulting entities for the purpose of obtaining advice, assistance, recommendations, conducting studies, audits, or examining records on any matter within its scope of work in accordance with this regulation. The committee shall submit their recommendation for their rewards to the Board of Directors for approval,</p>



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<p>17/3: The committee must ensure, in accordance with the provisions of paragraph (2) of this article, the necessity of maintaining the confidentiality of the company's information and data and not disclosing or using them for purposes other than those specified.</p>	<p>ensuring that the meeting minutes include the name of the expert or consultant and their relationship with the company or executive management.</p> <p>17/3 The committee shall ensure, with those it seeks assistance from according to the provisions of paragraph (2) of this article, the necessity of adhering to the confidentiality of company information and data and not disclosing or using it for purposes other than those specified for it.</p>
<p>Article (18): Committee Meetings, Recommendations, and Decisions:</p> <p>The committee holds its meetings according to the following guidelines:</p> <p>18/1: The committee holds its meetings periodically and whenever necessary, with a minimum of two meetings during the fiscal year.</p> <p>18/2: The committee holds its meetings upon the invitation of its chairman or through the committee secretary in coordination with the chairman and its members. Additionally, upon the request of two members of the committee, the chairman of the board of directors or the board itself may request a committee meeting whenever necessary. Also, the company's auditor or internal auditor may request a meeting with the committee whenever necessary. The managing director, CFO, or administrative affairs director may also request a committee meeting whenever necessary.</p> <p>18/3: When scheduling its meetings, the committee considers the board of directors' meeting schedule to allow it to present its recommendations, results of its work, decisions, and reports to the board for consideration in a timely manner, especially when there are significant matters that the company is required to disclose according to the emergency regulations.</p> <p>18/4: In case the chairman of the committee is unable to attend any meeting, a member of the committee shall be delegated to chair the specified meeting, provided that it is done in writing, by fax, or by email. In case of his absence and inability to delegate, the other members shall choose a chairman from among themselves for the specified meeting.</p> <p>18/5: The attendance of a majority of its members is required for the validity of the committee's meetings.</p>	<p>Article (18): Committee Meetings, Recommendations, and Decisions</p> <p>The committee holds its meetings in accordance with the following guidelines:</p> <p>18.1 The committee holds its meetings periodically and whenever necessary, but not less than four meetings during the fiscal year. The committee meetings are scheduled in advance - before the beginning of the designated year - annually for the entire year, within the annual schedule of meetings of the Boards of Directors of the Middle East Healthcare Company and its committees.</p> <p>18.2 The committee holds its meetings upon the invitation of its chairman or through the committee secretary in coordination with the chairman and its members, or upon the request of two members of its members. The Chairman of the Board of Directors or the Board of Directors may also request a committee meeting whenever necessary. The company's auditors or internal auditors may also request a meeting with the committee whenever necessary, and the appointed member, CEO, CFO, or HR Director may request a committee meeting whenever necessary.</p> <p>18.3 The committee takes into account, when determining the timing of its meetings, the timing of the Board of Directors' meetings whenever possible, to enable it to present its recommendations, results of its work, decisions, and reports to the Board for consideration at the appropriate time, especially when there are material matters that the company is required to disclose according to the regulations.</p> <p>18.4 In case the chairman of the committee is unable to attend any meeting, he may delegate one of its members to chair the specified meeting, provided that it is in writing by handover, fax, or email. In case of his emergency absence and inability to</p>



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<p>18/6: Except for the committee secretary, no member of the board of directors or the executive management is entitled to attend its meetings unless the committee requests to hear from them, seek their advice, invite them to attend the meeting, or part of it.</p> <p>18/7: The committee may hold its meetings using modern technological means (whether by audio or video conference or any other means agreed upon by the members). Additionally, a member may prove their attendance at any of the committee's meetings through participation by audio or video conference or any other acceptable means, with the consent of the other members. The validity of these meetings and the validity of the participation of any member are subject to the same conditions as attendance in terms of meeting quorum, voting, approving minutes, or decisions.</p> <p>18/8: The committee's decisions, recommendations, and directives are issued by a majority vote of those present. In case of a tie, the side voted with by the chairman of the meeting prevails. No committee member may abstain from voting on its decisions or recommendations, considering paragraph (5) of Article (20) of this regulation.</p> <p>18/9: In urgent cases, the committee may issue its decisions, recommendations, directives, and reports by circulating them to all members separately by email or any other suitable means that allows written documentation of the decision. These shall be presented at the next subsequent meeting and included in the minutes of that meeting.</p> <p>10/18: No committee member may delegate others to attend committee meetings or vote on its decisions and recommendations.</p> <p>11/18: The committee meetings shall be documented as per the provisions of Article (19) of this regulation.</p>	<p>delegate, the other members choose a chairman from among them for the specified meeting.</p> <p>18.5 For the validity of the committee meetings, the attendance of the majority of its members is required.</p> <p>18.6 Except for the committee secretary, no member of the Board of Directors or executive management is entitled to attend its meetings unless the committee requests to hear from them, seek their advice, invite them to attend the meeting, or a part thereof.</p> <p>18.7 The committee may hold its meetings through modern technological means (whether by audio or video conferencing or any other means agreed upon by the members). Additionally, a member may establish their attendance at any of the committee meetings through participation by audio or video conferencing or any other acceptable means, subject to the approval of the other members. The validity of these meetings and the participation of any member is subject to the same rules as physical attendance regarding the quorum, voting, and approval of its minutes or decisions.</p> <p>18.8 The committee's decisions, recommendations, and directives are issued by a majority vote of those present. In case of a tie, the side voted for by the chairman of the meeting prevails. A committee member may not abstain from voting on its decisions or recommendations, considering paragraph (5) of Article (20) of these regulations.</p> <p>18.9 In urgent cases, the committee may issue its decisions, recommendations, directives, and reports by circulating them to all members separately via email or any other suitable means that allows the written documentation of the decision. These decisions shall be presented at the next subsequent meeting and included in the minutes of that meeting.</p> <p>18.10 A committee member may not delegate others to attend committee meetings or vote on its decisions and recommendations.</p> <p>18.11 Committee meetings are documented according to the provisions of Article (19) of these regulations.</p>
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<p>Article (19): Documentation of Committee Meetings:</p> <p>19/1: The committee secretary prepares a draft minutes for each meeting, recording the date, venue, or method of holding the meeting, the names of those present and absent, and a summary of the discussion and the recommendations, directives, or decisions reached.</p> <p>19/2: The secretary sends the draft minutes of each meeting to the chairman and members of the committee for review and to provide any comments on them.</p> <p>19/3: The committee meetings are documented, and minutes are prepared, including a summary of its discussions, deliberations, decisions, and recommendations, in minutes recorded by the secretary, along with any reservations of the attending members. These minutes are signed by all attending members and the secretary.</p> <p>19/4: Minutes, documents, and correspondence of each meeting are organized and kept in a special file for easy reference when needed.</p> <p>19/5: The committee minutes are confidential and may only be accessed or obtained by members of the board of directors, the company's auditors, and the internal auditor. Otherwise, access is granted upon request and approval of the committee.</p>	<p>Article (19): Documentation of Committee Meetings:</p> <p>19.1 The committee secretary prepares a draft minutes for each meeting, recording the date, location, or method of holding the meeting, the names of attendees and absentees, and a summary of the discussions leading to the recommendations, directives, or decisions reached.</p> <p>19.2 The secretary sends the draft minutes of each meeting to the chairman and members of the committee for review and to provide any comments.</p> <p>19.3 Committee meetings are documented, and minutes are prepared, including summaries of its deliberations, discussions, decisions, and recommendations. The minutes are recorded by the secretary, indicating any reservations, if any, from any of the attending members. These minutes are signed by all attending members and the secretary.</p> <p>19.4 Minutes, documents, and correspondence of each meeting are organized and preserved in a separate file for easy reference when needed.</p> <p>19.5 Committee minutes are confidential and may only be accessed or obtained by members of the Board of Directors, company auditors, and internal auditors. Otherwise, access is based on the committee's request and approval.</p>
<p>Article (20) Duties and Responsibilities of Committee Members:</p> <p>20/1: Each member of the Remuneration and Nomination Committee is required to adhere to the following in carrying out their duties in the committee according to the provisions of these regulations:</p> <ul style="list-style-type: none"> - Regular attendance at committee meetings and active participation in its activities. If a member is unable to attend or participate in any meeting for any reason, they must notify the committee chairman or secretary. <p>20/2: Maintaining the company's confidentiality, and no committee member may disclose to shareholders or others any information, data, or company secrets they become aware of due to</p>	<p>Article (20): Duties and Responsibilities of Committee Members:</p> <p>Every member of the Rewards and Nominations Committee is required to fulfill their duties within the committee in accordance with the provisions of these regulations. This entails:</p> <p>20.1 Regular attendance at committee meetings and active participation in its proceedings. If circumstances arise that necessitate a member's absence or inability to participate in any meeting, the member should inform the chairman of the committee or the secretary accordingly.</p> <p>20.2 Committee members are required to maintain the company's secrets, and it is not permissible for a committee member to disclose to shareholders or others any</p>



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<p>their membership in the committee. Failure to comply shall result in the board of directors relieving them of their duties and holding them accountable for any resulting damages.</p> <p>20/3: Committee chairman and members must adhere to principles of honesty, integrity, loyalty, care, and attention to the interests of the company and its shareholders, prioritizing them over personal interests.</p> <p>20/4: Members must disclose to the committee if their membership does not comply with the rules and conditions of membership in these regulations or if any future circumstances arise that conflict with those rules and regulations.</p> <p>20/5: Members must disclose to the committee any direct or indirect interest they have in matters brought before the committee or any actions and contracts conducted on behalf of the company in which they have a direct or indirect interest. Such disclosures must be documented in the meeting minutes, and they may not participate in any decision or recommendation on such matters.</p> <p>20/6: The committee chairman or their delegate from its members must attend the company's general meetings to answer shareholders' questions regarding its responsibilities. In all cases, committee members are subject to the same duties and responsibilities as board members according to the company's internal regulations and bylaws.</p>	<p>information, data, or company secrets he has become aware of due to his membership in the committee. The Board of Directors must exempt him and hold him accountable for any compensation for any damages that may result from this, even after the end of his membership.</p> <p>20.3 The committee chairperson and members must adhere to the principles of honesty, trustworthiness, loyalty, care, and concern for the interests of the company and shareholders, prioritizing them over their personal interests.</p> <p>20.4 He must disclose to the committee if his membership does not comply with the rules and conditions of membership in these regulations or if anything arises in the future that contradicts those terms and conditions.</p> <p>20.5 He must disclose to the committee any direct or indirect interest he has in the matters presented to the committee or in any activities and contracts conducted for the company's account in which he has a direct or indirect interest and provide evidence thereof in the meeting minutes. He is not allowed to participate in any decision or recommendation in this regard.</p> <p>20.6 The committee chairperson or his delegate must attend the company's general meetings to answer shareholders' questions regarding the committee's responsibilities.</p> <p>20.7 In all cases, the committee member is subject to the same duties and responsibilities as a member of the board of directors according to the company's internal regulations and bylaws.</p> <p>20.8 Committee members must maintain the confidentiality of the information provided to them and any documents related to the company and its activities and not disclose them to anyone else. Under no circumstances should they exploit what they know by virtue of their membership to benefit themselves, their relatives, or others, or else they will be removed from their positions, as is the case with the committee secretary.</p>
<p>Article (21) Policy of Rewards and Allowances for Members of the Remuneration and Nomination Committee and the Secretary:</p>	<p>Article (21) Rewards and Allowances Policy for the Members of the Compensation and Nomination Committee and the Secretary:</p>



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<p>21/1: An annual reward of (seventy-five thousand Saudi Riyals) shall be allocated to the committee chairman and each member, with entitlement to this reward being proportional to the number of meetings attended by the member during the year.</p> <p>21/2: An attendance allowance of (three thousand Saudi Riyals) shall be granted for each committee meeting attended by members.</p> <p>21/3: A fixed travel and transportation expenses allowance of (three thousand Saudi Riyals) per member shall be provided for attending any committee meeting within the Kingdom of Saudi Arabia from their place of residence to the meeting location.</p> <p>21/4: A fixed accommodation expenses allowance of (two thousand Saudi Riyals) per member shall be provided if they are required to stay in the city of the meeting location for attending any committee meeting within the Kingdom of Saudi Arabia from their place of residence.</p> <p>5/21: The committee determines the rewards and allowances for the committee secretary and submits the recommendation to the board of directors for approval. The company covers the expenses related to travel tickets, transportation, accommodation, and other expenses related to the committee's affairs.</p> <p>21/6: Rewards, attendance allowances, and other allowances mentioned above shall be disbursed at the end of the fiscal year, except in the event of the termination of the membership of any member before the end of the fiscal year, in which case, it shall be disbursed upon the termination of their membership.</p>	<p>21.1 An annual reward of (seventy-five thousand Saudi Riyals) for the committee chairperson and each member of the committee, provided that the entitlement to this reward is proportional to the number of meetings attended by the member during the year.</p> <p>21.2 An attendance allowance of (three thousand Saudi Riyals) for each member of the committee for every committee meeting attended.</p> <p>21.3 A fixed travel and transportation expenses allowance of (three thousand Saudi Riyals) for each committee member to attend any committee meeting within the Kingdom of Saudi Arabia, from their city of residence to the meeting location.</p> <p>21.4 A fixed accommodation expenses allowance of (two thousand Saudi Riyals) for any committee member who is required to stay in the city of the meeting location to attend any committee meeting from their city of residence within the Kingdom of Saudi Arabia.</p> <p>21.5 The committee determines the reward and allowances for the committee secretary and submits the recommendation to the Board of Directors for approval. The company covers the expenses related to travel tickets, transportation, accommodation, and other expenses related to the committee's affairs.</p> <p>21.6 Rewards, attendance allowances, and other allowances as mentioned above are disbursed at the end of the fiscal year, except in the case of the termination of the membership of any member before the end of the fiscal year, in which case they are disbursed upon the termination of their membership.</p>
<p>Article (22): Disclosures:</p> <p>In addition to the provisions of these regulations and any other disclosures required according to the system, it is stipulated that:</p> <p>22/1: The company shall disclose in the annual report to the board of directors the names of the committee chairman and members, their membership descriptions, and any changes thereto</p>	<p>Article (22): Disclosures:</p> <p>In addition to what is stated in these regulations and any other disclosures required by the system, it is stipulated that:</p> <p>22.1 The company shall disclose in the annual report to the Board of Directors the names of the chairperson and members of the committee, the description of the</p>



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<p>during the fiscal year, along with the number of meetings and attendance records during the fiscal year.</p> <p>22/2: The company shall disclose in the annual report to the board of directors the total remuneration and allowances received by committee members during the fiscal year.</p> <p>22/3: The company shall provide the relevant management at the Capital Market Authority with the names of the committee chairman and members, their membership descriptions, within five days of their appointment, and any changes thereto within five working days of the occurrence of such changes.</p> <p>22/4: The company shall disclose any other information related to the committee that may be requested by the Capital Market Authority from time to time.</p>	<p>membership for each member, and any changes that occurred during the fiscal year, along with the number of meetings held and the attendance record during the fiscal year.</p> <p>22.2 The company shall disclose in the annual report to the Board of Directors the total amount received by committee members as rewards and allowances during the fiscal year.</p> <p>22.3 The company shall provide the competent management at the Capital Market Authority with the names of the chairperson and members of the committee and their membership descriptions within five days from the date of their appointment, and any changes that occur within five working days from the date of the changes.</p> <p>22.4: The Company shall disclose any other information related to the committee that may be requested by the Capital Market Authority from time to time.</p>
<p>Article (23): Review of the Committee's Working Regulations:</p> <p>The Remuneration and Nomination Committee shall review its working regulations at least annually or when necessary for the purpose of continuous improvement and development and to comply with any changes or amendments to the regulations or any related instructions.</p>	<p>Article (23): Review of the Committee's Working Regulations:</p> <p>The Compensation and Nomination Committee shall review the committee's working regulations at least annually or as necessary for the purpose of continuous improvement and development and to ensure compliance with any changes or amendments to the system or any related instructions.</p>
<p>Article (24): General Provisions:</p> <p>24/1: The board of directors shall review these regulations as necessary for continuous improvement and to comply with any amendments to the system to achieve best professional practices.</p> <p>24/2: The board of directors is responsible for implementing these regulations, and the committee chairman and members are responsible for implementing their provisions.</p> <p>24/3: These regulations may not be amended except by a proposal or recommendation from the board of directors and the approval of the general assembly.</p> <p>24/4: The company shall publish these regulations or a summary thereof on its website or through any other means.</p>	<p>Article (24): General Provisions:</p> <p>24.1 The Board of Directors shall review these regulations as necessary for continuous development and improvement and to keep up with any amendments that may occur to the system, in order to achieve the best professional practices.</p> <p>24.2 The Board of Directors supervises the implementation of these regulations, and it is the responsibility of the chairperson and members of the committee to implement them.</p> <p>24.3 Amendments to these regulations may only be made by a proposal or recommendation from the Board of Directors and the approval of the General Assembly.</p>



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24/5: Any shareholder has the right to access these regulations at the company's offices by prior coordination with the company's management if they are not published on the company's website.

24/6: The board of directors has the right to interpret or clarify the provisions of these regulations.

24/7: These regulations are not a substitute for the provisions of the system and its executive regulations, and in the absence of any provision therein, reference shall be made to the system. In the event of any conflict between them or any paragraph or article therein and the system, the provisions of the system shall prevail, and the other paragraphs and articles shall remain applicable.

24/8: These regulations shall become effective from the date of approval by the company's general assembly.

24.4 The company shall publish these regulations or a summary thereof on its website or through any other means.

24.5 Any shareholder has the right to access these regulations at the company's offices by prior coordination with the company's management if they are not published on the company's website.

24.6 The Board of Directors has the right to interpret or clarify the provisions of these regulations.

24.7 These regulations do not replace the provisions of the system and its executive regulations, and in the absence of any specific provision, reference shall be made to the system. In the event of any conflict between them or any paragraph or article therein and the system, the provisions of the system shall prevail, and the other paragraphs and articles shall remain applicable.

24.8 These regulations shall become effective from the date of approval by the General Assembly of the company.



The attachment related to item (39) of the EGM Agenda

Board Membership Policies and Criteria Charter Suggested Amendments

<u>Disclaimer</u>	<u>تنويه هام لأخذه في الاعتبار</u>
<p>This English version of this document is a translation of the original Arabic Document and has been made for the purpose of informing non-Arabic speakers of the said document.</p> <p>In case of any discrepancy or misinterpretation of any clause or article, the original Arabic document hall prevail.</p>	<p>هذه النسخة الإنجليزية من هذا المستند يُمثل ترجمة للنسخة الأصلية الصادرة باللغة العربية، والغرض منها تعريف الناطقين بغير اللغة العربية بهذا المستند.</p> <p>وفي حال وجود اختلاف في الترجمة أو خطأ في تفسير النص لأي بند أو مادة من هذه اللوائح يعتبر النص الأصلي الصادر باللغة العربية هو الحاكم والمؤثق.</p>



Board Membership Policies and Criteria Charter Suggested Amendments

<u>Article Before Amendments</u>	<u>Article After Amendments</u>
<p>Middle East Healthcare Company</p> <p>(Saudi German Hospital)</p> <p>Regulations, Policies, Standards, and Membership Procedures in the Board of Directors</p> <p>Approved by the Board of Directors under Resolution No. 18 for the year 2017, dated 12/12/2017.</p> <p>Approved by the Ordinary General Assembly on 11/04/1439 AH, corresponding to 29/12/2017.</p>	<p>Middle East Healthcare Company</p> <p>(Saudi German Health)</p> <p>A list of policies, standards and procedures Membership in the Board of Directors</p> <p>Approved by the Board of Directors pursuant to Resolution No. 00</p> <p>For the year 0000 AD and the date 00/00/0000 AD.</p> <p>Approved by the Extraordinary General Assembly on 00/00/0000 AH</p> <p>Corresponding to 00/00/0000 AD</p>
<p>Preface:</p> <p>1/1 These policies, standards, and procedures for membership in the Board of Directors of Middle East Healthcare Company (Saudi German Hospital) have been prepared in accordance with the provisions of Paragraph (3) of Article Twenty-Two of the Corporate Governance Regulations issued by the Capital Market Authority under Resolution No. 2017-16-8 dated 16/5/1438H, corresponding to 13/2/2017.</p> <p>2/1 This document regulates the policies, standards, and procedures for membership in the company's Board of Directors.</p> <p>3/1 This document is subject to the provisions of the Companies Law, the Capital Market Law and its executive regulations, the Company's Articles of Association, listing and registration rules, the Corporate Governance Regulations for listed companies in the Saudi financial market, the Company's Governance Regulations, and it shall adhere to best practices commensurate with the nature of the company's activities and operations.</p> <p>4/1 The executive management of the company is required to provide the members of the Board of Directors, non-executive members, and company committees with all necessary information,</p>	<p>First: Introduction</p> <p>1.1 Policies, standards, and procedures for membership in the Board of Directors of Middle East Healthcare Company have been prepared in order to comply with Paragraph (3) of Article (21) of the Corporate Governance Regulations issued by the Capital Market Authority pursuant to Resolution No. (8-16-2017) dated 16/05/1438H corresponding to 13/02/2017G as amended by the Capital Market Authority Resolution No. 2-8-5-2023 dated 25/06/1444H corresponding to 18/01/2023G. The regulations stipulate that the Compensation and Nomination Committee should "prepare a clear policy for the compensation of the Board members, the committees emanating from the Board, and the executive management, and submit it to the Board for consideration before its adoption by the General Assembly."</p> <p>1.2 This document regulates the policies, standards, and procedures for membership in the Board of Directors of the company.</p> <p>1.3 This document is subject to the provisions of the Companies Law, the Capital Market Law and its implementing regulations, the company's Articles of Association, the rules of registration and listing, the Corporate Governance Regulations for listed joint-stock companies in the Saudi financial market, the company's Corporate</p>



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<p>data, documents, and records, complete, clear, accurate, and not misleading, and in a timely manner to enable them to perform their duties and tasks.</p> <p>5/1 Members of the Board of Directors, members of board committees, and senior executives of the company must exercise their powers and perform their duties in the best interest of the company.</p> <p>6/1 Full compliance with the provisions of the law when performing duties as a board member and refraining from engaging in or participating in any actions detrimental to the interests of the company.</p>	<p>Governance Regulations, and it shall adhere to the best practices commensurate with the nature of the company's activities and operations.</p> <p>1.4 The executive management of the company shall provide the members of the Board of Directors, non-executive members, and company committees, in particular, with all necessary information, data, documents, and records, complete, clear, accurate, non-misleading, and timely, to enable them to perform their duties and tasks.</p> <p>1.5 Members of the Board of Directors, members of board committees, and senior executives in the company must exercise their powers and perform their duties in the best interest of the company.</p> <p>1.6 Full compliance with the provisions of the regulations when carrying out their duties as members of the board and refraining from engaging in or participating in any action that would harm the interests of the company.</p>
<p>Article (1): Definitions</p> <p>The definitions provided in the glossary of terms used in the regulations of the Capital Market Authority and its rules and the Corporate Governance Regulations shall apply to this policy unless the context otherwise requires, and the terms and phrases below in this policy shall have the meanings attributed to them:</p> <p>Policy: Policies, standards, and procedures for membership in the Board of Directors.</p> <p>Company: Middle East Healthcare Company (Saudi German Hospital).</p> <p>Board of Directors: The company's board of directors.</p> <p>Board Member: A member of the company's board of directors.</p> <p>Non-Executive Member: A board member who is not involved in the management of the company and does not participate in its day-to-day operations.</p>	<p>Article (2): Definitions</p> <p>The definitions listed in the Glossary of Terms used in the Regulations of the Capital Market Authority and its rules, as well as the Corporate Governance Regulations, apply to this policy unless the context otherwise requires. The terms and phrases below in this policy have the following meanings:</p> <ul style="list-style-type: none"> • Policy: Policies, standards, and procedures for membership in the Board of Directors. • Company: Middle East Healthcare Company (Saudi German Health). • Board of Directors: The board of directors of the company. • Board Member: A member of the company's board of directors.



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<p>Independent Member: A non-executive board member who enjoys complete independence in their position and decisions, and is not subject to any conflicts of interest as stipulated in the Corporate Governance Regulations.</p> <p>Authority: Capital Market Authority.</p> <p>Market: Saudi financial market (Tadawul).</p> <p>General Assembly: Ordinary or extraordinary general assembly of the company.</p> <p>The Company's Articles of Association, the Saudi Financial Market Law and its executive regulations, the Companies Law and its executive regulations, and any instructions or decisions issued by the Capital Market Authority or regulatory and supervisory bodies.</p>	<ul style="list-style-type: none"> • Non-Executive Member: A board member who is not involved in the management of the company and does not participate in its day-to-day operations. • Independent Member: A non-executive board member who enjoys complete independence in his position and decisions, and is not subject to any conflicts of interest as stipulated in the Corporate Governance Regulations. • Authority: Capital Market Authority. • Market: Saudi financial market (TADAWUL) • General Assembly: The ordinary or extraordinary general assembly of the company. • Regulations: The company's Articles of Association, the Saudi financial market regulations and their implementing regulations, the Companies Law and its implementing regulations, and any instructions or decisions issued by the Capital Market Authority or regulatory and supervisory authorities. • Corporate Governance Regulations: Corporate Governance Regulations for listed joint-stock companies issued by the Capital Market Authority. • Regulations: The company's Articles of Association, the Saudi financial market regulations and their implementing regulations, the Companies Law and its implementing regulations, and any instructions or decisions issued by the Capital Market Authority or regulatory and supervisory authorities.
<p>Article (2): Policies and Membership Standards in the Company's Board of Directors:</p> <p>Membership in the Board of Directors shall require professional competence, including the necessary experience, knowledge, skills, and independence enabling the efficient and effective performance of duties. The General Assembly shall consider the recommendations of the Company's Compensation and Nomination Committee when electing members of the Board of Directors, ensuring the presence of the personal and professional qualities necessary for effective performance. In particular, the following criteria shall be considered for Board members:</p>	<p>Article (3): Policies and Membership Standards on the Board of Directors of the Company:</p> <p>Board members must possess professional competence, experience, knowledge, skills, and necessary independence to enable them to perform their duties efficiently and competently. When electing board members, the General Assembly shall consider the recommendations of the Compensation and Nomination Committee of the company and the availability of the personal and professional qualifications</p>



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<p>1/2 The candidate for the Board of Directors must not have been convicted of a crime involving moral turpitude, insolvency, or disqualification from board membership under any applicable laws or regulations in the Kingdom.</p> <p>2/2 A Board member shall not serve on the board of more than five listed companies simultaneously.</p> <p>3/2 A Board member shall represent all shareholders of the Company, commit to the Company's best interests, shareholder interests, and consider the rights of other stakeholders, not solely the interests of the group that elected them.</p> <p>4/2 The number of independent members shall not be less than (3), representing one-third of the Board, as the Company's Board of Directors consists of (7) members.</p> <p>5/2 An independent member must enjoy complete independence in their position and decisions, and not be subject to any conflicts of interest as stipulated in Article (20) of the Corporate Governance Regulations.</p> <p>6/2 Leadership Ability: Board members must possess leadership skills that qualify them to delegate authority in a manner that motivates performance and applies best practices in effective management, adhering to values and professional ethics.</p> <p>7/2 The candidate must possess competency, including academic qualifications, professional skills, suitable personality traits, relevant training, and practical experience related to the current and future activities of the company or management, economics, accounting, law, or governance, as well as a willingness to learn and undergo training.</p> <p>8/2 Ability to provide guidance entails having technical, leadership, and managerial abilities, as well as the ability to make decisions swiftly and comprehend technical requirements related to business operations. The candidate should be capable of strategic direction, planning, and having a clear future vision.</p> <p>9/2 Financial literacy requires the ability to read and understand financial statements and reports.</p> <p>10/2 Physical fitness requires the absence of any health impediment that would hinder the candidate from carrying out their duties and responsibilities.</p>	<p>necessary to perform their duties effectively. In particular, the member must have the following:</p> <p>3.1 The candidate for board membership must not have been convicted of a crime that undermines honor and trustworthiness, and must not be insolvent or bankrupt or deemed unfit for board membership according to any regulations or instructions applicable in the Kingdom.</p> <p>3.2 A board member should not serve on the boards of more than five listed joint-stock companies in the financial market at the same time.</p> <p>3.3 A board member should represent all shareholders and commit to achieving the company's interests in general, not the interests of the group he represents or those who voted for his appointment to the board.</p> <p>3.4 The number of independent members should not be less than (3) members, representing one-third of the board members. The board of directors of the company consists of (7) members.</p> <p>3.5 An independent member must enjoy complete independence in his position and decisions, and shall not be subject to any conflicts of interest as stipulated in the Corporate Governance Regulations issued by the Authority.</p> <p>3.6 Leadership ability, demonstrated by possessing leadership skills that qualify him to delegate authority in a manner that motivates performance and applies best practices in effective management, adhering to values, professional ethics, effective communication, strategic thinking, and planning.</p> <p>3.7 Qualifications, skills, and experiences, including academic qualifications, appropriate professional and personal skills, level of training, relevant practical experience related to the company's current and future activities, knowledge of management, economics, accounting, law, or governance, as well as a desire for learning and training.</p> <p>3.8 Ability to provide guidance, demonstrated by possessing technical, leadership, and managerial skills, agility in decision-making, and understanding technical</p>
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Board Membership Policies and Criteria Charter Suggested Amendments

11/2 The candidate for board membership must adhere to principles of honesty, integrity, loyalty, care, and prioritizing the interests of the company and shareholders over personal interests. This includes:

- a) Honesty: Maintaining a sincere professional relationship with the company and disclosing any material information before executing any transactions or contracts with the company or its subsidiaries.
- b) Loyalty: Avoiding transactions that involve conflicts of interest, ensuring fairness, and adhering to the provisions regarding conflicts of interest as stipulated in the Corporate Governance Regulations.
- c) Care and attention: Fulfilling the duties and responsibilities outlined in the regulations.

12/2 Diversity in academic qualifications and practical experience should be considered, and priority should be given to nominating individuals with the necessary skills for board membership.

13/2 Board members should allocate the necessary time and effort to perform their duties effectively.

requirements related to workflow management. The member should be capable of strategic direction, long-term planning, and having a clear future vision.

3.9 Financial knowledge, demonstrated by the ability to read and understand financial data and reports.

3.10 Physical fitness, ensuring that the member does not have any health impediment that hinders him from performing his duties and responsibilities. Each member of the Board of Directors must adhere to the duties of care and loyalty.

3.11 Task performance within prescribed limits: A board member must perform his duties and exercise his powers in managing the company and directing its affairs within the limits of his prescribed powers, in accordance with the provisions of the Companies Law and its implementing regulations, the company's Articles of Association, and other relevant regulations, to achieve the purposes for which those powers are granted.

3.12 Working for the company's interests and enhancing its success: A board member must commit to:

- a. Act in good faith to promote the company's interests and the interests of all shareholders, without prioritizing personal interests over those of the company and its shareholders, while considering the rights of other stakeholders.
- b. Endeavor to enhance the company's success, development, and long-term value maximization for the benefit of its shareholders.

3.13 Decision-making and voting with independence: A board member must exercise his duties with objectivity and independence regarding the management of the company and making decisions, avoiding situations that may affect his independence in decision-making or when voting on decisions.

3.14 Exercising care, diligence, vigilance, and reasonable and expected skill: A board member must fulfill his duties and responsibilities in accordance with the Companies Law, the Capital Market Law, their implementing regulations, the company's Articles of Association, and other relevant regulations, with the care and diligence that a prudent person should exercise, considering the general knowledge,



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	<p>skill, and experience possessed by the board member himself and that expected of individuals performing similar functions.</p> <p>3.15 Avoiding conflicts of interest: A board member must avoid transactions and situations where he has or may have a direct or indirect interest that conflicts with the company's interests, or could potentially conflict with the company's interests, and must comply with the provisions related to conflicts of interest as specified in the Companies Law and its implementing regulations.</p> <p>3.16 Disclosure of any direct or indirect interest in transactions and contracts conducted for the company: A board member must disclose any direct or indirect interest he may have in transactions and contracts conducted for the company as soon as he becomes aware of them, and he must comply with the provisions related to disclosure of interest in transactions and contracts as specified in the Companies Law and its implementing regulations.</p> <p>3.17 Refraining from accepting any benefit granted to him from third parties in relation to his role in the company: A board member must not exploit his position, duties, and powers as a board member under any circumstances to obtain benefits from third parties or accept any benefit granted to him from third parties in exchange for performing a certain act or refraining from performing a certain act.</p> <p>3.18 The candidate must be a natural person not less than twenty-five (25) years old and must apply as a shareholder or be nominated by a shareholder.</p> <p>3.19 Consideration should be given to diversity in academic qualification, practical experience, and priority should be given to nominating individuals with the required skills for board membership.</p> <p>3.20 A board member must resign before the end of his term if he loses his eligibility to serve as a board member, becomes incapacitated to perform his duties, or is unable to allocate the necessary time or effort to fulfill his duties on the board. In case of a conflict of interest, the member has the option to obtain approval from the General Assembly or submit his resignation.</p>
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Board Membership Policies and Criteria Charter Suggested Amendments

Article (3): Eligibility and Procedures for Nomination to the Board of Directors:

1/3 Each shareholder has the right to nominate themselves or another person or persons for membership on the Board of Directors, within the limits of their ownership percentage in the capital.

4/3 The Compensation and Nomination Committee shall coordinate with the executive management of the company to announce the opening of the nomination process for membership on the company's Board of Directors before the end of the board's term, in light of the requirements of the applicable laws and regulations.

3/3 The nomination announcement shall be published on the website of the Saudi Financial Market (Tadawul) and the company's website, as well as through any other means specified by the Authority, to invite individuals interested in board membership to apply. The nomination process shall remain open for at least one month from the date of announcement.

4/3 The Compensation and Nomination Committee shall submit its recommendations to the Board of Directors regarding nominations for membership on the Board in accordance with the criteria outlined in this policy.

5/3 Anyone wishing to nominate themselves for membership on the company's Board of Directors must disclose their intention to nominate themselves by submitting a notice to the company's management within the timeframes specified in this policy and in accordance with the applicable laws, regulations, and regulations. This notification must include a brief in Arabic introducing the candidate, including information about their resume such as their occupation, current position, qualifications, and experiences, along with providing the company with all necessary documentary evidence such as the national ID, family card, passport for non-Saudi nominees, and any other relevant documents requested by the company to fulfill regulatory requirements.

6/3 Candidates for Board membership must disclose to the Board and the General Assembly any conflicts of interest according to the procedures set by the Authority, including:

a) Direct or indirect interest in transactions or contracts conducted on behalf of the company for which the candidate is seeking board membership.

Article (4): Eligibility and Procedures for Board Membership Nomination

4.1 Every shareholder has the right to nominate himself or another person or persons for membership on the Board of Directors.

4.2 The Compensation and Nominations Committee coordinates with the executive management of the company to announce the opening of the nomination process for membership on the Board of Directors at least sixty (60) days before the end of the current board term, in accordance with the requirements of the applicable laws and regulations.

4.3 The nomination announcement is published on the website of the Saudi Stock Exchange (Tadawul), as well as on the company's website and through any other means specified by the regulatory authority, inviting individuals interested in running for membership on the board to submit their nominations. The nomination process remains open for at least one month from the date of the announcement.

4.4 The Compensation and Nominations Committee submits its recommendations to the Board of Directors regarding the nominations for board membership, in accordance with the criteria outlined in this policy.

4.5 Anyone wishing to nominate himself for membership on the Board of Directors must disclose his intention to do so by submitting a notice to the company's management within the specified time frame and according to the procedures and regulations in force. This notice must include a brief biography of the candidate in both Arabic and English, detailing his qualifications and work experience, along with providing the company with all necessary documentary evidence, such as national ID card, family card, passport for non-Saudi candidates, and any other relevant documents requested by the company to fulfill regulatory requirements. The candidate for board membership must also disclose to the board and the General Assembly any conflicts of interest, including:

4.6

a. Direct or indirect interest in transactions and contracts conducted for the company for which he is seeking board membership.



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b) Participation in activities that compete with the company or its subsidiaries.

7/3 Applicants for Board membership must fill out the form or forms specified by the Capital Market Authority, which can be obtained through the Authority's website.

8/3 Candidates who have previously served on the board of directors of a joint-stock company must provide a statement specifying the number and dates of board memberships they have held.

9/3 Candidates who have previously served on the board of directors of the company must attach a notification of nomination from the company's management regarding the last term in which they served on the board, including the following information:

- The number of board meetings held each year during each year of the term.
- The number of meetings attended by the member and their attendance rate.
- The permanent committees in which the member participated, the number of meetings held by each committee during each year of the board's term, the number of meetings attended, and the attendance rate.
- A summary of the financial results achieved by the company during each year of the term.

10/3 Candidates must clarify the nature of their membership, whether they are executive, non-executive, or independent members.

11/3 Candidates must clarify the nature of their membership, whether they are nominating themselves personally or as a representative of a legal entity.

12/3 The Compensation and Nomination Committee shall coordinate with the executive management to fulfill the regulatory requirements and provide all necessary documents to the relevant regulatory authorities.

13/3 Cumulative voting must be used in electing the Board of Directors, where the right to vote for a share may not be used more than once.

b. Engagement in activities that compete with the company or its subsidiaries in any line of business.

4.7 Applicants for board membership must complete the form or forms specified by the Capital Market Authority, which can be obtained from the Authority's website.

4.8 Any candidate who has previously served on the board of directors of a joint-stock company must provide a statement detailing the number and dates of the boards of directors he has served on.

4.9 It is necessary to clarify the nature of the membership when nominating, whether the member is executive, non-executive, or independent.

4.10 The Compensation and Nominations Committee coordinates with the executive management to fulfill regulatory requirements and provide all necessary documents to the relevant regulatory authorities.

4.11 Voting for the selection of board members is conducted through cumulative voting.

4.12 Voting at the General Assembly is limited to those who have nominated themselves according to the policies, standards, and procedures mentioned above.



Board Membership Policies and Criteria Charter Suggested Amendments

<p>14/3 Voting at the General Assembly is limited to candidates for the Board of Directors whose information has been disclosed by the company.</p>	
<p>_____</p>	<p><u>New Article:</u></p> <p><u>Article (5): Mechanism for selecting the Chairman and Vice Chairman of the Board:</u></p> <p>The shareholders of the Middle East Healthcare Company elect the members of the board of directors at the general meeting of shareholders in accordance with the regulations and standards outlined in this policy. Then, at its first meeting, the board selects its chairman and vice-chairman from among its non-executive members. The board has the right to remove them from their positions or re-elect them at any time.</p>
<p>Article (4): Termination of Board Membership and Vacancy of a Position</p> <p>1/4 Board membership ends at the end of the prescribed term, which is three years from the date of election by the General Assembly.</p> <p>2/4 Board membership ends according to any regulations or instructions applicable in the Kingdom of Saudi Arabia, or due to death, resignation, or conviction of a crime of dishonor and breach of trust. The General Assembly may, at any time, remove all or some of the board members upon the recommendation of the Board, without prejudice to the right of the removed member to claim compensation from the company if the removal occurs for an unacceptable reason or at an inappropriate time. A board member should resign before the end of their term on the board if they lose their eligibility to serve as a board member, or if they are unable to perform their duties, or if they are unable to allocate the necessary time or effort to fulfill their responsibilities on the board. In case of a conflict of interest, the member has the option to obtain an annual renewal license from the General Assembly or to submit their resignation.</p>	<p>Article (6): Termination of the Membership of a Council Member and Vacancy of a Position</p> <p>6.1 The membership of the council ends with the expiration of the prescribed term, which is four years from the date of his election by the General Assembly.</p> <p>6.2 The membership of a council member ends according to any system or regulations in force in the Kingdom, or due to death, resignation, or conviction of a crime that is detrimental to honor and integrity. However, the General Ordinary Assembly may dismiss all or some of the council members, and a council member may resign by written notification to the council president. If the council president resigns, the notification must be directed to the remaining council members and the council secretary, and the resignation becomes effective - in both cases from the date specified in the notification.</p>



Board Membership Policies and Criteria Charter Suggested Amendments

<p>3/4 The General Assembly may, upon recommendation from the Board, terminate the membership of any member who has been absent from three consecutive board meetings without valid excuse.</p> <p>4/4 An alternative member is nominated to fill a vacant position on the board when a member's term ends.</p> <p>a) The Nomination and Compensation Committee recommends a member for the vacant position on the board in accordance with these policies and criteria.</p> <p>b) The Board reviews the recommendation of the Nomination and Compensation Committee and approves the temporary appointment of one or more members to the Board.</p> <p>c) The temporary appointment of one or more members is presented to the General Assembly at its first meeting for approval, and the new member completes the remaining term of their predecessor according to the regulations.</p>	<p>6.3 The General Assembly may, upon recommendation from the council, terminate the membership of any member who has been absent from attending three consecutive meetings or five separate meetings of the council without a valid excuse accepted by the council.</p> <p>6.4 If a council member's position becomes vacant during the term of office, the council has the right to appoint a temporary member to the vacant position, provided that they have the required experience and competence. The appointment shall be submitted to the General Ordinary Assembly at its first meeting for approval, and the new member shall complete the remaining term of their predecessor, in accordance with the provisions of the company's articles of association.</p> <p>6.5 If the chairman and members of the board of directors resign, they must call for the General Ordinary Assembly to convene to elect a new board of directors. The resignation shall not take effect until the new board is elected, provided that the duration of the resigned board does not exceed the period specified in the regulations.</p> <p>6.6 If a new board of directors is not elected or the required number of board members according to the company's regulations is not completed, any interested party may request the competent judicial authority to appoint, with the appropriate expertise and in the number deemed suitable, individuals to supervise the management of the company. They shall call for the General Assembly to convene within ninety days to elect a new board of directors or complete the required number of board members, as appropriate, or to request the dissolution of the company.</p>
<p>Article (5): General Provisions</p> <p>1/5 This regulation does not replace the provisions of the system and its executive regulations. In the absence of any provision therein, reference shall be made to the system. In the event of any inconsistency between them or any paragraph or article therein and the system, the provisions of the system shall prevail, and the other paragraphs and articles shall remain applicable.</p> <p>2/5 The Board of Directors shall review this regulation when necessary with the aim of continuous development, improvement, and keeping pace with any amendments that may be made to the system, to achieve the best professional practices.</p>	<p>Article (7): General Provisions</p> <p>7.1 This regulation does not substitute the provisions of the law or its executive regulations. In matters not covered herein, reference shall be made to the law, and in the event of any inconsistency between them or any clause or article herein and the law, the provisions of the law shall prevail, and the other clauses and articles shall remain applicable.</p> <p>7.2 The board of directors shall review this regulation when necessary for the purpose of continuous development and improvement and to keep pace with any amendments to the law, in order to achieve the best professional practices.</p>



Board Membership Policies and Criteria Charter Suggested Amendments

3/5 The Board of Directors supervises the implementation of this regulation, and the Chairman and members of the Nominations and Remuneration Committee implement its provisions.

4/5 This regulation may not be amended except by a proposal or recommendation from the Board of Directors and the approval of the General Assembly of the Company.

5/5 The company shall publish this regulation or a summary thereof on its website or through any other means.

6/5 Any shareholder has the right to access this regulation at the company's offices by prior coordination with the company's management if it is not published on the company's website.

7/5 The Board of Directors has the right to interpret or clarify the provisions of this regulation.

8/5 This regulation shall be effective from the date of approval by the General Assembly of the Company.

7.3 The board of directors is responsible for implementing this regulation, and the chairman and members of the Nomination and Remuneration Committee shall ensure its implementation.

7.4 Amendments to this regulation may only be made by a proposal or recommendation from the board of directors and approval by the company's General Assembly.

7.5 The company shall publish this regulation or a summary thereof on its website or through any other means.

7.6 The board of directors has the right to interpret or clarify the provisions of this regulation.

7.7 This regulation shall become effective from the date of its adoption by the company's General Assembly.



The attachment related to item (40) of the EGM Agenda

Remuneration Policy for Members of the Board of Directors, Sub-Committees and Executive Management Suggested Amendments

<u>Disclaimer</u>	<u>تنويه هام لأخذه في الاعتبار</u>
<p>This English version of this document is a translation of the original Arabic Document and has been made for the purpose of informing non-Arabic speakers of the said document.</p> <p>In case of any discrepancy or misinterpretation of any clause or article, the original Arabic document hall prevail.</p>	<p>هذه النسخة الإنجليزية من هذا المستند يُمثل ترجمة للنسخة الأصلية الصادرة باللغة العربية، والغرض منها تعريف الناطقين بغير اللغة العربية بهذا المستند.</p> <p>وفي حال وجود اختلاف في الترجمة أو خطأ في تفسير النص لأي بند أو مادة من هذه اللوائح يعتبر النص الأصلي الصادر باللغة العربية هو الحاكم والمؤثق.</p>



Remuneration Policy for Members of the Board of Directors, Sub-Committees and Executive Management Suggested Amendments

<u>Article Before Amendments</u>	<u>Article After Amendments</u>
<p>The Middle East Healthcare Company</p> <p>(Saudi German Hospital)</p> <p>Policy on Board of Directors and Subsidiary Committees' Remuneration and Executive Management</p> <p>Approved by the Ordinary General Assembly on 11/04/1439 AH corresponding to 29/12/2017 AD.</p>	<p>Middle East Healthcare Company</p> <p>(Saudi German Health)</p> <p>Remuneration policy for members of the Board of Directors, sub-committees and executive management</p> <p>Approved by the Ordinary General Assembly on 00/00/0000 AH corresponding to 00/00/0000</p>
<p>Article 1: Preface:</p> <p>1/1: This policy regulates the bonuses for members of the Board of Directors, subsidiary committees, and executive management of the Middle East Healthcare Company (Saudi German Hospital), in accordance with the provisions of Paragraph (1) of Article (61) of the Capital Market Authority's Regulations, pursuant to Resolution No. 8-16-2017 dated 16/5/1438 AH corresponding to 13/2/2017 AD.</p> <p>This policy is subject to the provisions of the Companies Law, the Financial Market Law, and their executive regulations, as well as the regulations of the Saudi Stock Exchange (Tadawul), the listing rules, and the regulations of the companies listed on the Saudi financial market, and the governance principles and best practices, taking into account the nature of the company's activities and operations.</p> <p>2/1: The executive management of the company must provide members of the Board of Directors, non-executive members, and board committees with all necessary information, data, documents, and reports promptly, clearly, accurately, and in a timely manner to enable them to perform their duties and tasks effectively.</p> <p>3/1: Members of the Board of Directors, board committee members, and executive management of the company must conduct their affairs and fulfill their duties in accordance with the interests of the company.</p>	<p>Article (1): Introduction:</p> <p>1/1 A bonus policy has been prepared for the Board of Directors, its committees, and the executive management of Middle East Healthcare Company (Saudi German Health "the Company") with the aim of compliance with paragraph (1) of Article (58) of the Corporate Governance Regulations issued by the Capital Market Authority under Decision No. (8-16-2017) dated 1438/05/16 H corresponding to 2017/02/13 AD, as amended by the Capital Market Authority Decision No. 58 of 2023 dated 1444/6/25 H corresponding to 2023/1/18 AD, which stipulates that the Compensation and Nomination Committee "B" shall prepare a clear policy for the bonuses of the members of the Board of Directors, its committees, and the executive management, and submit it to the Board of Directors for consideration before its adoption by the General Assembly.</p> <p>1.2 This policy is subject to the provisions of the Companies Law, the Financial Market Law and its executive regulations, the Company's Articles of Association, registration and listing rules, the Corporate Governance Regulations for listed joint-stock companies in the Saudi financial market, and the Company's Corporate Governance Regulations. It adheres to best practices suitable for the nature of the company's activities and operations.</p> <p>1.3 The executive management of the company must provide members of the Board of Directors, non-executive members, and the company's committees with all</p>



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	<p>necessary information, documents, and records, which should be complete, clear, accurate, non-misleading, and provided in a timely manner to enable them to perform their duties and tasks.</p> <p>1.4 Members of the Board of Directors, board committees, and senior executives in the company must exercise their powers and perform their duties in the best interest of the company.</p>
<p>Article 2: Definitions:</p> <p>The definitions provided in the list of terms and conditions applicable in the regulations of the Capital Market Authority and its rules, as well as the regulations governing companies, apply to this policy unless the text provides otherwise. The following terms and phrases in this policy shall have the meanings ascribed to them:</p> <p>Policy: Policy on bonuses for members of the Board of Directors, subsidiary committees, and executive management.</p> <p>Company: The Middle East Healthcare Company (Saudi German Hospital).</p> <p>Board of Directors: The board of directors of the company.</p> <p>Executive Management or Management: Individuals responsible for managing the company's daily operations, proposing strategic decisions, and implementing them, including the CEO, their deputies, the CFO, and executive directors.</p> <p>Authority: Capital Market Authority.</p> <p>Market: Saudi financial market (Tadawul).</p> <p>Market: Saudi financial market (Tadawul).</p> <p>Bonuses: Amounts, allowances, profits, and their equivalents, as well as periodic or annual bonuses linked to performance and short or long-term financial metrics, and other non-cash benefits, excluding actual reasonable expenses incurred by the company on behalf of a board</p>	<p>Article (2): Definitions:</p> <p>The definitions in the Glossary of Terms used in the regulations of the Capital Market Authority and its rules, and the Corporate Governance Regulations, apply to this regulation unless the context indicates otherwise. The following terms and phrases in this regulation have the meanings explained below:</p> <ul style="list-style-type: none"> - Policy: The policy for bonuses for members of the Board of Directors, its committees, and executive management. - Company: Middle East Healthcare Company (Saudi German Health(- Board of Directors: The Board of Directors of the Company. - Senior Executives or Executive Management: Individuals responsible for managing the company's daily operations, proposing and implementing strategic decisions, such as the CEO, deputies, CFO, and executive directors. - Authority: Capital Market Authority. - Market: The Saudi financial market (TADAWUL) - Bonuses: Amounts, allowances, profits, and the like, including periodic or annual performance-related bonuses, short or long-term incentive plans, and any other tangible benefits, excluding actual reasonable expenses incurred by the company for the purpose of performing the duties of a board member. Bonuses include fixed bonuses such as salaries, allowances, and benefits in kind, as well as variable



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<p>member for the purpose of carrying out their duties (including fixed bonuses, allowances, non-cash benefits, and the determination of variable bonuses, periodic bonuses, profits, short-term and long-term financial metrics, and granted shares).</p> <p>General Assembly: The general assembly of the company (ordinary or extraordinary).</p> <p>Regulations: The basic regulations of the company, financial regulations and their executive regulations, stock regulations and their executive regulations, as well as any instructions or decisions issued by the Capital Market Authority or regulatory or supervisory authorities.</p> <p>Corporate Governance Regulations: Regulations governing listed companies issued by the Capital Market Authority pursuant to Resolution No. 2017/16/8 dated 16/5/1438 AH corresponding to 13/2/2017 AD.</p>	<p>bonuses such as periodic bonuses, profits, short-term and long-term incentive plans, and granted shares.</p> <p>- General Assembly: Ordinary or extraordinary General Assembly of the Company</p> <p>- Regulations: The Company's Articles of Association, the Financial Market Law and its executive regulations, the Companies Law and its executive regulations, and any instructions or decisions issued by the Capital Market Authority or regulatory and supervisory authorities.</p> <p>- Corporate Governance Regulations: The regulations for corporate governance of listed joint-stock companies in the market issued by the Capital Market Authority.</p>
<p>Article 3: Objective:</p> <p>This policy aims to establish clear standards for the compensation of board members, committees, and senior executives of the company in accordance with the requirements of the corporate system and the regulations of the Financial Market Authority. The policy also aims to attract individuals with efficiency, capability, and talent to serve on the board, committees, and executive management by adopting incentive plans and programs linked to performance, thereby contributing to improving the company's performance and achieving the interests of its shareholders.</p>	<p>Article (3): Objective:</p> <p>The aim of this policy is to establish clear criteria for the bonuses of members of the Board of Directors, its committees, and senior executives in the company, in light of the requirements of the Companies Law and the regulations of the Capital Market Authority. The policy also aims to attract individuals with competence, ability, and talent to serve on the Board of Directors, its committees, and the executive management by adopting incentive plans and programs linked to performance, thereby contributing to improving the company's performance and achieving the interests of its shareholders.</p>



Remuneration Policy for Members of the Board of Directors, Sub-Committees and Executive Management Suggested Amendments

Article (4): Compensation Policy:

The Compensation and Nomination Committee is responsible for recommending to the board the compensation of board members, committee members, and senior executives of the company in accordance with the approved policy as follows:

1. Alignment with the company's strategy and objectives.
2. Compensation should be provided to motivate board members and executive management to succeed the company and develop it in the long term, such as linking the variable portion of compensation to long-term performance.
3. Compensation should be determined based on the job level, duties, responsibilities, academic qualifications, practical experience, skills, and performance level.
4. Alignment with the size, nature, and degree of risk of the company.
5. Taking into account the practices of other companies in determining compensation, while avoiding unjustified increases in compensation and benefits.
6. Targeting the recruitment, retention, and motivation of professional competencies, considering the provisions of Article (76) paragraph (3) of the corporate system.
7. A board member may receive a bonus for serving on the Audit Committee or for any executive, technical, administrative, or consultancy roles assigned to them under a professional license within the company, in addition to the compensation they may receive as a board member and in committees.
8. Coordination with the Compensation and Nomination Committee for new appointments.
9. Suspension or retrieval of bonuses if it is found that they were approved based on inaccurate information provided by a board member or executive management to prevent the exploitation of their position to obtain undeserved bonuses.
10. If the General Assembly decides to terminate the membership of a board member due to their absence from three consecutive meetings without a valid reason, the member shall not be

Article (4): Bonus Policy

The Compensation and Nomination Committee is responsible for recommending to the Board bonuses for Board members, committee members, and senior executives of the company in accordance with the approved criteria, as follows:

- 4.1 Bonuses should be commensurate with the company's activities and the skills required to manage it.
- 4.2 Bonuses should be provided to incentivize Board members and executive management to achieve the company's long-term success and growth, with consideration given to linking the variable portion of bonuses to long-term performance.
- 4.3 The company should ensure that bonuses align with its strategy, objectives, and the size, nature, and degree of its risks.
- 4.4 The company should consider the practices of other companies and prevailing trends in the labor market when determining bonuses, while avoiding any unjustified increase in bonuses and compensation.
- 4.5 It should be prepared in coordination with the Compensation and Nomination Committee regarding new appointments.
- 4.6 Bonuses should be determined based on job level, tasks, responsibilities, qualifications, practical experience, skills, and performance level.
- 4.7 Bonuses should be fair and proportionate to the member's expertise, tasks, responsibilities, as well as the specific objectives set by the Board of Directors to be achieved during the fiscal year.
- 4.8 Consideration should be given to the sector in which the company operates, its size, and the experience of the Board of Directors members.
- 4.9 Bonuses should be reasonably sufficient to attract competent and experienced Board members, motivate them, and retain them without being excessive.



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<p>entitled to any compensation for the period following the last attended meeting, and they must return any bonuses paid for that period.</p>	<p>4/10. Bonuses for Board members may vary in amount, reflecting the member's experience, expertise, assigned tasks, independence, number of attended sessions, and other considerations.</p> <p>4.11 Bonus disbursement or retrieval shall be suspended if it is found to have been decided based on inaccurate information provided by a member of the Board of Directors or the executive management, to prevent the exploitation of their position to obtain undeserved bonuses.</p> <p>4.12 In the event of developing a stock granting program for Board members, executive management, and employees of the company, whether it involves issuing new shares or shares purchased by the company, this shall be done under the supervision of the Compensation and Nomination Committee and in accordance with the company's Articles of Association, as well as the relevant regulations of the Capital Market Authority.</p>
<p>Article (5): Board Members' Compensation:</p> <p>According to Article (21) of the company's basic system, the compensation of board members may consist of a fixed amount, attendance fees, in-kind benefits, or a certain percentage of profits. It is permissible to combine two or more of these benefits, as decided by the board within the limits set by the corporate system and its regulations, considering the relevant regulations, decisions, and instructions issued by the competent authorities.</p> <p>2/5 If the bonus is a certain percentage of the company's profits, this percentage shall not exceed (10%) of the net profits, after deducting the reserves determined by the General Assembly in accordance with the provisions of the corporate system and the company's basic system, and after distributing profits to shareholders not less than 5% of the paid-up capital of the company, with the entitlement to this bonus being proportional to the number of meetings attended by the member.</p> <p>3/5 In any case, the total compensation and financial or in-kind benefits received by a board member shall not exceed five hundred thousand riyals annually, according to the guidelines set by the relevant authority.</p>	<p>Article (5): Board of Directors' Bonus:</p> <p>5.1 The bonus for members of the Board of Directors at Middle East Healthcare Company (Saudi German Health) consists of a fixed amount, attendance allowance for meetings, expense allowances, in-kind benefits, or a percentage of profits. It is permissible to combine two or more of these benefits according to the schedule included in this policy and any subsequent amendments, which shall be approved in accordance with the relevant regulations.</p> <p>5.2 This bonus may vary in amount to reflect the member's experience, expertise, assigned tasks, independence, number of attended sessions, and other considerations, in light of this policy. The annual report of the Board of Directors to the General Assembly of shareholders must include a comprehensive statement of all bonuses, expense allowances, and other benefits received by Board members during the fiscal year, as well as any compensation received by Board members as employees, administrators, technical or administrative consultants (if applicable). It should also include a statement of the number of board meetings held and the number of meetings attended by each member.</p>



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<p>4/5 The board's report must include a comprehensive statement of all the compensation received by board members during the fiscal year, including bonuses, expense allowances, and other benefits. It should also include a statement of any compensation received by board members as employees or administrators, or for technical, administrative, or consultancy work. Additionally, it should include the number of board meetings and the number of meetings attended by each member since the last General Assembly meeting.</p> <p>5/5 Board members' compensation may vary to reflect the member's experience, expertise, assigned tasks, independence, and the number of meetings attended, among other considerations.</p> <p>6/5 Independent board members' compensation should not be a percentage of the company's profits or directly or indirectly tied to the company's profitability.</p>	<p>5.3 If the bonus for Board members is a percentage of profits, the following must be considered:</p> <p>A. The bonus for independent Board members should not be a percentage of the company's profits, or it should not be directly or indirectly based on the company's profitability.</p> <p>B. The specific percentage of net profits shall be determined by the Compensation and Nomination Committee in the event of the company achieving profits, subject to presentation to the General Assembly of shareholders for approval, in a manner consistent with the company's Articles of Association or other relevant regulations.</p> <p>5.4 If the General Assembly decides to terminate the membership of a Board member due to their absence from three consecutive meetings or five separate meetings of the Board during their membership period without valid excuse acceptable to the Board, the member shall not be entitled to any bonuses for the period following the last attended meeting, and they must reimburse any bonuses paid to them for that period.</p>
<p>Article (6): Committee Members' Compensation:</p> <p>The working regulations of each committee should include the compensation for its members.</p>	<p>Article (6): Committee Members' Bonus:</p> <p>6.1 The Board of Directors shall determine and approve the bonuses for members of its committees, attendance allowances, and other entitlements in light of this policy, based on the recommendation of the Compensation and Nomination Committee.</p> <p>6/2. The bonuses for members of committees emanating from the Board of Directors consist of an annual bonus (a fixed amount), attendance allowances, and other entitlements as outlined in this policy, according to the schedule included therein.</p>
<p>_____</p>	<p>New Article:</p> <p>Article (7): Statement of Details of the Bonus for Board Members and their Committees:</p> <p>(1) Board Members:</p> <p>A. Attendance allowance per session: 3,000 Saudi Riyals.</p>



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B. Additional allowance (travel) for those outside the city of the meeting's location (Jeddah): 3,000 Saudi Riyals.

C. Annual fixed amount for each member: 200,000 Saudi Riyals.

D. Modification and Disbursement Mechanisms:

The fixed annual bonus amount for a Board member mentioned in subsection (c) of item (1) above may be reviewed periodically based on the recommendation of the Compensation and Nomination Committee, taking into account performance-related variables, and then obtaining approval from the General Assembly of shareholders. Attendance allowances and additional attendance allowances are disbursed quarterly, while the fixed annual bonus is disbursed after approval by the General Assembly of shareholders.

(2) Audit Committee Members:

- Attendance allowance per session: 3,000 Saudi Riyals.
- Annual fixed amount for each member: 75,000 Saudi Riyals.
- The fixed annual bonus and session attendance allowances are disbursed quarterly.

(3) Members of Other Committees emanating from the Board of Directors:

- Attendance allowance per session: 3,000 Saudi Riyals.
- Annual fixed amount for each member: 75,000 Saudi Riyals.
- The fixed annual bonus and session attendance allowances are disbursed quarterly.



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	<p>(4) Other Expenses and Benefits:</p> <p>The company covers the travel, accommodation, and transportation costs for Board and committee members residing outside Jeddah. All travel tickets, for both Board and committee members and the executive management, for meetings held outside Jeddah, are covered by the company. All travel tickets are for first class or business class, with preference given to the national carrier based on availability.</p> <p>(5) Board Secretary:</p> <p>For the compensation of the Board Secretary, whether it's an attendance allowance per session or a fixed bonus (if applicable), it is determined by the Board of Directors either through a written decision or by mentioning it in the governance manual and policies. The Board reserves the right to review it periodically according to its discretion.</p>
<p>Article (7): Executive Management Compensation:</p> <p>The board, based on the recommendation of the Compensation and Nomination Committee, determines the compensation for senior executives, including the following:</p> <ol style="list-style-type: none"> 1. Fixed amount paid as salary and allowances, including housing and transportation allowances, annual tickets, and any other allowances proposed by the Compensation and Nomination Committee and approved by the board. 2. Annual bonus linked to performance indicators according to the annual evaluation. 3. Plans, policies, and types of compensation for employees and senior executives are approved by the board based on the recommendation of the Compensation and Nomination Committee. 4. The Compensation and Nomination Committee supervises the implementation of the compensation policy for employees and senior executives in light of the plans, programs, and general guidelines approved by the board. 	<p>Article (8): Executive Management Bonus</p> <p>The Board of Directors, based on the recommendation of the Compensation and Nomination Committee, determines the bonus for senior executives, including the following:</p> <ol style="list-style-type: none"> 8.1 A fixed amount paid as salary, allowances, including housing allowance, transportation allowance, annual tickets, and any other allowances proposed by the Compensation and Nomination Committee and approved by the Board of Directors. 8.2 An annual bonus linked to performance indicators according to the annual evaluation carried out for this purpose. 8.3 Plans, policies, and types of bonuses for employees and senior executives are approved by the Board of Directors based on the recommendation of the Compensation and Nomination Committee. 8.4 The Compensation and Nomination Committee shall oversee the implementation of the bonus policy for employees and senior executives in light of the plans, programs, and general guidelines approved by the Board.



Remuneration Policy for Members of the Board of Directors, Sub-Committees and Executive Management Suggested Amendments

<p>Article (8): Criteria and Conditions for Awarding Bonuses:</p> <p>1. Board members are not allowed to vote on the item of board members' bonuses at the General Assembly meeting of shareholders to ensure the independence of the decision issued by the company's General Assembly, whether in their capacity as original members or proxies.</p> <p>2. The company discloses the compensation of board members, committees, and senior executives in the annual report to the board in accordance with the regulations and directives issued under the corporate system and the regulations of the Financial Market Authority and their executive regulations.</p> <p>3. The member is entitled to the bonus from the date of joining the board or committee and according to the duration of their membership.</p> <p>4/8 The Board Secretary shall take the necessary measures to prepare and disburse the compensation for board members and committees.</p> <p>5/8 The compensation for the committees emanating from the board shall be disbursed at the end of the company's fiscal year.</p> <p>6/8 The compensation shall be paid in Saudi Riyals by direct deposit into the member's account or by issuing a check in their name.</p>	<p>Article (9): Criteria and conditions for disbursing the bonus:</p> <p>9.1 Members of the Board of Directors are not allowed to vote on the bonus item for the members of the Board of Directors at the General Assembly meeting of the shareholders to ensure the independence of the decision issued by the General Assembly of the Company, whether for their membership in their capacity or by proxy.</p> <p>9.2 The company discloses the bonuses of board members, committees, and senior executives in the annual report of the Board of Directors in accordance with the regulations and guidelines issued under the Companies Law and the regulations of the Capital Market Authority and their executive regulations.</p> <p>9.3 The member is entitled to the bonus from the date of joining the board or committee and according to the duration of his membership.</p> <p>9.4 The Secretary of the Board takes the necessary measures to prepare and disburse the bonuses of the board members and committees.</p> <p>9.5 The bonus of the committees emanating from the board is disbursed at the end of the company's fiscal year.</p> <p>9.6 The bonus is paid in Saudi Riyals by direct deposit into the member's account or by issuing a check in their name.</p>
<p>Article (9): General Provisions</p> <p>1/9 This regulation does not replace the provisions of the system and its executive regulations. In cases where there is no provision regarding a matter, reference shall be made to the system. In the event of any conflict between this regulation, any paragraph, or any article therein and the system, the provisions of the system shall prevail, and the other paragraphs and articles shall remain applicable.</p> <p>2/9 The board of directors shall review this regulation when necessary to continuously improve and develop it and to keep pace with any amendments that may occur to the system, aiming to achieve the best professional practices.</p>	<p>Article (10): General Provisions:</p> <p>10.1 This regulation is not a substitute for the provisions of the system and its executive regulations. In cases where no provision is made, reference shall be made to the system. In the event of any conflict between them or any paragraph or article therein and the system, the provisions of the system shall prevail, and the other paragraphs and articles shall remain applicable.</p> <p>10.2 The Board of Directors shall review this regulation when necessary for the purpose of continuous development and improvement and to keep pace with any amendments that may occur to the system, in order to achieve the best professional practices.</p>



Remuneration Policy for Members of the Board of Directors, Sub-Committees and Executive Management Suggested Amendments

<p>3/9 This regulation may only be amended by a proposal or recommendation from the board of directors and the approval of the General Assembly of the company.</p> <p>4/9 The company shall publish this regulation or a summary thereof on its website or through any other means.</p> <p>5/9 Any shareholder has the right to access this regulation at the company's offices upon prior coordination with the company's management in case it is not published on the company's website.</p> <p>6/9 The board of directors has the right to interpret or clarify the provisions of this regulation.</p> <p>7/9 This regulation shall be effective from the date of approval by the General Assembly of the company.</p>	<p>10.3 This regulation may not be amended except by a proposal or recommendation from the Board of Directors and the approval of the Company's General Assembly.</p> <p>10.4 The company shall publish this regulation or a summary thereof on its website or through any other means.</p> <p>10.5 The Board of Directors has the right to interpret or clarify the provisions of this regulation.</p> <p>10.6 This regulation shall be effective from the date of approval by the General Assembly of the Company.</p>
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