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شركة الدواء للخدمات الطبية مساهمة مدرجة

AL-DAWAA MEDICAL SERVICES CO. JOINT STOCK LISTED

رأس المال : ٨٥٠,٠٠٠,٠٠٠ ريال سعودي Paid Up Capital: 850,000,000 S.R.

Agenda

H.O: Al-Khobar, Kingdom of Saudi Arabia
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الإدارة: الخبر، المملكة العربية السعودية
س.ت: ٢٠٥١٠٢٥٧٠١
هاتف: ٩٢٠٠٠٠٨٣٨
فاكس: ١٣٨٦٧٠٢٠١ (+٩٦٦) ص.ب ٤٣٢٦ الخبر ٣١٩٥٢



دمسكو
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شركة الدواء للخدمات الطبية مساهمة مدرجة

AL-DAWAA MEDICAL SERVICES CO. JOINT STOCK LISTED

رأس المال : ٨٥٠,٠٠٠,٠٠٠ ريال سعودي Paid Up Capital: 850,000,000 S.R.

Agenda

- 1) Review and discuss the report of the board of directors for the financial year ended 31/12/2024.
- 2) Review and discuss the financial statements for the financial year ended 31/12/2024.
- 3) Voting on the report of the company's auditor for the financial year ended on 31/12/2024 after discussion.
- 4) Voting on the discharge of the members of the board of directors for the financial year ended on 31/12/2024.
- 5) Voting on the authorization of the board of directors to distribute interim dividends on a semi-annual / quarterly basis, for the fourth quarter of the fiscal year ended on 31/12/2024 and for the fiscal year ended on 31/12/2025.
- 6) Voting on the appointment of the company's auditor from among the candidates based on the recommendation of the audit committee, in order to examine, review and audit the financial statements for the second, third and annual quarters of the fiscal year ended on 31/12/2025, and the first quarter of the fiscal year ended on 31/12/2026, and determine his fees.
- 7) Voting on authorizing the board of directors to authorize the Ordinary General Assembly with the license contained in Paragraph (1) of Article XXVII of the companies law, for a period of one year from the date of approval of the General Assembly or until the end of the session of the authorized Board of directors, whichever is earlier, in accordance with the conditions set out in the executive regulations of the companies law for listed Joint Stock Companies.
- 8) Voting on the works and contracts concluded for the fiscal year ending on 31/12/2024 between the company and the digital business systems company for Information Technology, in which the chairman of the board of directors Samir Mahmoud Abdul Hadi, Walid Mohammed al-Jaafari, member of the board of directors, Mohammed Saad Butti Al-Faraj Al-Subaie, member of the board of directors, and Hamad bin Mohammed Al-Huthaili, member of the board of Directors, has an indirect interest, which is the provision of Information Technology Support Services, networking and data centers, and that all transactions were made on commercial grounds and without preferential benefits in the amount of SR 29,275,464. Attached
- 9) Voting on the works and contracts concluded for the fiscal year ending on 31/12/2024 between the company and Mushraf General Contracting Company, in which board member Walid Mohammed al-Jaafari and Mohammed Saad Butti Al-Faraj Al-Subaie, board member, have an indirect interest, namely the construction of Pharmacy branches and improvements, and that all transactions were made on commercial grounds and without preferential benefits in the amount of SR 56,981,924. Attached
- 10) Voting on the works and contracts concluded for the fiscal year ending on 31/12/2024 between the company and the 966 automotive Foundation, in which board member Mohammed Saad Butti Al-Faraj Al-Subaie has a direct interest, which are advertising services provided to the company and that all transactions were made on commercial grounds and without preferential benefits in the amount of SR 7,919,665 attached

- 11) Voting on the works and contracts concluded for the fiscal year ending on 31/12/2024 between the company and Zahwa trading company, in which the member of the board of directors / Mohammed Saad Butti Al-Faraj Al-Subaie has an indirect interest, which are contracts for the supply of logistics products and services and that all transactions were made on commercial grounds and without preferential benefits in the amount of SR 10,311,296. Attached
- 12) Voting on the works and contracts concluded for the fiscal year ending on 31/12/2024 between the company and the kenf Charity Association, in which the board member Mohammed Saad Butti Al-Faraj Al-Subaie has an indirect interest, which is the collection of donations (in the form of donations) from sales through the company's pharmacies and that all transactions were made on commercial grounds and without preferential benefits in the amount of 35,974 riyals. Attached
- 13) Voting on the works and contracts concluded for the fiscal year ending on 31/12/2024 between the company and the Eastern Province Cement Company, in which board member Walid Mohammed al-Jaafari, Mohammed Saad Butti Al-Faraj Al-Subaie, board member and Ibrahim Salem Al-Ruwais, board member have an indirect interest, which is an office lease and utility bills contract, and that all transactions were made on prevailing commercial terms and without preferential benefits in the amount of SR 6,814,487. Attached
- 14) Voting on the works and contracts concluded for the fiscal year ending on 31/12/2024 between the company and classic travel and tourism agency, in which board member Walid Mohammed al-Jaafari has an indirect interest, which are travel ticket reservations and hotel reservations for the company's employees, and that all transactions were made on commercial grounds and without preferential benefits in the amount of SR 28,527,010. Attached
- 15) Voting on the works and contracts concluded for the fiscal year ending on 31/12/2024 between the company and Walaa Cooperative Insurance Company, in which board member Waleed Mohammed al-Jaafari has an indirect interest, namely vehicle insurance, fire insurance and marine insurance policies, and that all transactions were made on commercial grounds and without preferential benefits in the amount of SR 6,993,405 Attached
- 16) Voting on the amendment of the remuneration and Nominations Committee bylaw. Attached



شركة الدواء للخدمات الطبية مساهمة مدرجة

AL-DAWAA MEDICAL SERVICES CO. JOINT STOCK LISTED

رأس المال : ٨٥٠,٠٠٠,٠٠٠ ريال سعودي Paid Up Capital: 850,000,000 S.R.

Audit Committee Report for 2024

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شركة الدواء للخدمات الطبية مساهمة مدرجة

AL-DAWAA MEDICAL SERVICES CO. JOINT STOCK LISTED

رأس المال : ٨٥٠,٠٠٠,٠٠٠ ريال سعودي Paid Up Capital: 850,000,000 S.R.

**The Detailed Audit Committee Report
for the year ending on 31/12/2024.**

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Distinguished gentlemen/shareholders of Al-Dawaa Medical Services co

Peace, mercy and blessings of God “

The audit committee is pleased to submit to the shareholders of Al-Dawaa medical services company its annual report detailing its performance, duties, and responsibilities, as well as its opinion on the adequacy on of internal control, financial and risk management systems, along with the committee's observations for the financial year ending on 31/12/2024. The following are the details of the report:"

Objectives and competence of the audit committee:

The audit committee aims to verify the adequacy of the internal control system and its effective implementation and submit any recommendations to the board of directors that would activate the system and develop it to achieve the company's purposes and protect the interests of shareholders and investors with high efficiency and at a reasonable cost, to assist the board of directors in the implementation of its responsibilities related to internal control, accounting policies and financial reports and support the independence and objectivity of internal and external audit.

The composition of the Audit Committee and the number of its meetings:

The Ordinary General Assembly, based on the proposal of the company's Board of directors, established an audit committee of three members, an independent board member and two independent members from outside the board of directors, namely:

- 1-Mr. Ibrahim Bin Salem Al-Ruwais, (member of the board of directors-independent) chairman of the committee
- 2 - Mr. Abdul Rahman bin Abdullah Al-Dahim (independent member from outside the board of Directors) member of the committee
- 3-Mr. Walid Essam Sabri (independent member from outside the board of Directors) member of the committee

The committee held eight meetings during 2024 according to the committee's approved plan and in accordance with the Corporate Governance Regulation



Tasks and responsibilities of the audit committee:

The Audit Committee performs its tasks in accordance with the scope of work set out in the corporate governance regulation prepared in accordance with the corporate governance regulation issued by the CMA Council. In general, the audit committee is specialized in monitoring the company's work and verifying the integrity of reports, financial statements and internal control systems. In order to perform its tasks, the committee has the right to access the company's records and documents.

The committee's duties specifically include the following:

First: regarding the financial reports:

- 1) study the company's preliminary and annual financial statements and financial statements and its announcements related to its financial performance and expressed its opinion before presenting it to the board of directors, to ensure its integrity, fairness and transparency and that it includes information that allows shareholders and investors to assess the company's financial position, performance, business model, and strategy. To this end, the Audit Committee studied the preliminary and annual financial statements, financial data, and announcements related to the company's financial performance for the year 2024, and provided its opinion and recommendations to the Board of Directors.
- 2) Study any important or unusual issues contained in the financial reports and accounts, and thoroughly research any issues raised by the company's financial director, whoever assumes his duties, or the auditor.
- 3) Verification of accounting estimates in the material matters contained in the financial reports, and for this purpose the committee studied and reviewed the executive management memorandum on the adjustment of the useful life of vehicles and the committee submitted its recommendations to the board of directors.
- 4) Study the accounting policies followed in the company and provide an opinion and recommendation to the board of directors on them.

Second: regarding the internal control system:

The audit committee verifies the efficiency and effectiveness of the company's internal control system through monitoring and supervising the performance and activities of the Internal Audit Department and verifying its independence from the executive management. And evaluating policies and procedures related to risk management and verifying the implementation of the provisions of the governance rules adopted by the company and compliance with relevant systems and regulations, to this end, the audit committee held eight meetings during 2024, during which it discussed the effectiveness of internal control procedures in protecting the company's



Property, assessing business risks and measuring the adequacy of performance according to the following points:

- 1) The audit committee discussed the reports of the Internal Audit Department prepared through the approved annual work plan for the year 2024 and directed the Internal Audit Department, in coordination with the executive management, to follow up the implementation of corrective actions for the observations and improvements contained in the Internal Audit Department reports.
- 2) The committee discussed the observations submitted by the company's external auditor related to evaluating the effectiveness and efficiency of the internal control system through its audit of the company's accounts. The committee recommended the company's management to examine and analyze the observations and suggestions received from the company's auditor and activate recommendations that help improve the company's internal control system.
- 3) The committee discussed the presentation made by the Internal Audit Department on the COSO internal control framework, which was based on the provisions of the corporate governance regulation issued by the CMA Council in Article seventy, stating that " an internal control system for the company is approved by the board of directors in order to evaluate the policies and procedures related to risk management and the application of the provisions of the company's corporate governance rules adopted by the company, and compliance with the relevant rules and regulations, and this system must ensure that clear standards of responsibility are followed at all executive levels in the company and that the transactions of related parties are carried out in accordance with Its own rules and regulations"

The committee submitted its recommendation to the board of directors to adopt the COSO internal control framework in the company, provided that it is applied gradually and in stages according to a time plan prepared by the executive management and that periodic evaluations are conducted and the results are submitted to the board of directors for supervision and follow-up purposes.

Third: regarding the internal audit:

- 1) The committee monitors and supervises the performance and activities of the Internal Audit Department, to verify the availability of the necessary resources, their effectiveness in performing the work and tasks assigned to them and their independence from the executive management.
- 2) Study the internal audit reports and follow up the implementation of corrective actions for the observations contained therein.
- 3) Studying and approving the Internal Audit Department's annual work plan for 2024.



Fourth: regarding the auditor:

- 1) the committee reviewed the list of names of audit offices nominated to audit the company's accounts for the year 2024 and approved the names of the candidate offices to submit their offers to audit the company's accounts for the year 2024 and the first quarter of 2025 and requested the company's management to provide it with a report to analyze the offers submitted by the audit offices that were invited and submitted its recommendation to the board of directors to nominate two suitable Chartered Accountants in accordance with the specified work controls.
- 2) The committee shall study the results of the reports of the regulatory authorities and verify that the company has taken the necessary actions on them. For this purpose, I reviewed the management letter submitted by the company's auditors, which contained some observations, recommendations and directives related to the financial statements for the year 2024, discussed the observations contained therein and expressed its opinion on the observations and recommended the executive management to work on completing them. I directed the Internal Audit Department to follow up on the completion of its recommendations on the external auditor's observations and report on what is being done in this regard.
- 3) The audit committee met during 2024 with the company's auditor without the presence of the executive management to ensure their independence from the executive management and the extent of cooperation of the company's departments in providing data, information and information with quality and in a timely manner and the auditors emphasized their independence from executive management and praised the executive management's cooperation in providing the required data and information with quality and in a timely manner.
- 4) The committee studied the plan of the company's auditor and his works, and expressed its views on this.
- 5) The committee answered all the inquiries of the company's auditor addressed to it.

Fifth: regarding the guarantee of commitment:

The committee verifies the company's compliance and compliance with the relevant regulations, policies and instructions. To this end, the committee worked on the following:

1. Review the results of the reports of the regulatory authorities and verify that the company has taken the necessary actions on them.
2. Verifying the company's compliance with the relevant laws, regulations, policies and instructions.
3. Review the contracts and transactions proposed to be conducted by the company with the relevant parties and submit the necessary recommendations to the board of directors.



شركة الدواء للخدمات الطبية مساهمة مدرجة

AL-DAWAA MEDICAL SERVICES CO. JOINT STOCK LISTED

رأس المال : ٨٥٠.٠٠٠.٠٠٠ ريال سعودي Paid Up Capital: 850,000,000 S.R.

The audit committee's opinion on the adequacy of the company's internal control, financial and risk assessment systems

The audit committee discussed the reports submitted by the Internal Audit Department related to the examination of the internal control system for the year 2024, and the committee made its recommendations to the company's management in order to meet some requirements and address the observations it found, and the audit results did not show a material weakness in the internal control system and procedures. In addition, the committee has not received any comments or observations from employees or stakeholders of the company regarding any violations in financial or other reports through the approved and implemented whistleblowing system in the company

Based on the data received by the audit committee from the financial department, the Internal Audit Department and the external auditor, which supported the audit committee's conviction of the adequacy and effectiveness of the company's internal control, financial and risk management systems and procedures. Note that any internal control system, no matter how correctly designed and effectively applied, cannot provide absolute confirmation.

In conclusion, the Audit Committee extends its sincere thanks and appreciation to the company's Board of directors represented by His Excellency Mr. Samir bin Mahmoud Abdulhadi, board members, His Excellency the CEO of the company and His Excellency the managing director of the company for their support and support to the committee to accomplish its tasks and follow-up to achieve the goals and aspirations of the company's shareholders. We also thank the company's employees for their good performance during 2024.

Thank you ""

Chairman of the audit committee

Ibrahim Bin Salem Al Ruwais



شركة الدواء للخدمات الطبية مساهمة مدرجة

AL-DAWAA MEDICAL SERVICES CO. JOINT STOCK LISTED

رأس المال : ٨٥٠,٠٠٠,٠٠٠ ريال سعودي Paid Up Capital: 850,000,000 S.R.

Auditor's Report on business and Contracts

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**KPMG Professional Services Company**

16th Floor, Al Barghash Tower
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Al Khobar, 34412 - 3146
Kingdom of Saudi Arabia
Commercial Registration No 2051062328

Headquarters in Riyadh

شركة كي بي إم جي للاستشارات المهنية مساهمة مهنية

الطابق ١٦، برج البرعش
٦١٨٩ طريق الأمير تركي، الكورنيش
ص.ب ٤٨٠٣
الخبور ٣١٤٦ - ٣٤٤١٢
المملكة العربية السعودية
سجل تجاري رقم ٢٠٥١٠٦٢٣٢٨

المركز الرئيسي في الرياض

Independent Limited Assurance Report to Al Dawaa Medical Services Company on the Board of Directors' Declaration on the Requirements of Article 71 of the Companies Law

To the Shareholders of Al Dawaa Medical Services Company (A Saudi Joint Stock Company)

We were engaged by the management of Al Dawaa Medical Services Company (the "Company") to report on the Board of Directors' declaration prepared by the Management in accordance with the requirements of Article 71 of the Companies Law, which comprises the transactions carried out by the Company during the year ended 31 December 2024 in which any of the members of Board of Directors of the Company had direct or indirect personal interest as detailed below ("Subject Matter") and the accompanying management's statement thereon as set out in Appendix 1, in the form of an independent limited assurance conclusion that based on our work performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter is not properly prepared, in all material respects, based on the applicable criteria ("Applicable Criteria") below.

Subject Matter

The Subject Matter for our limited assurance engagement is related to the Board of Directors' declaration enclosed in the attached Appendix 1 (the "Declaration") prepared by the Management in accordance with the requirements of Article 71 of the Companies Law, presented by the Board of Directors of **Al Dawaa Medical Services Company** (the "Company"), which comprises the transactions carried out by the Company during the year ended 31 December 2024 in which any of the members of Board of Directors of the Company had direct or indirect personal interest.

Applicable Criteria

We have used the following as the Applicable Criteria:

1. Article 71 of the Companies Law issued by Ministry of Commerce ("MOC").

Al Dawaa Medical Services Company's Responsibility

The management of the Company is responsible for preparing the Subject Matter information that is free from material misstatement in accordance with the Applicable Criteria and for the information contained therein. The management of the Company is also responsible for preparing the Subject Matter information (i.e. Appendix 1).

This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and presentation of the Subject Matter that information is free from material misstatement, whether due to fraud or error. It also includes selecting the Applicable Criteria and ensuring that the Company complies with the Companies Law; designing, implementing and effectively operating controls to achieve the stated control objectives; selecting and applying policies; making judgments and estimates that are reasonable in the circumstances; and maintaining adequate records in relation to the Subject Matter information.

The management of the Company is also responsible for preventing and detecting fraud and for identifying and ensuring that the Company complies with laws and regulations applicable to its activities. The management of the Company is responsible for ensuring that staff involved with the preparation of the Subject Matter information are properly trained, systems are properly updated and that any changes in reporting encompass all significant business units.

KPMG Professional Services Company, a professional closed joint stock company registered in the Kingdom of Saudi Arabia with a paid-up capital of SAR110,000,000 and a non-partner member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. Commercial Registration of the headquarters in Riyadh is 1010425494.

شركة كي بي إم جي للاستشارات المهنية مساهمة مهنية، شركة مهنية مساهمة مقفلة، مسجلة في المملكة العربية السعودية، رأس مالها (١١٠.٠٠٠.٠٠٠) ريال سعودي مدفوع بالكامل، وهي عضو غير شريك في الشبكة العالمية للشركات كي بي إم جي المستقلة التابعة لـ كي بي إم جي العالمية المحدودة، شركة إنجليزية محدودة بضمان. رقم السجل التجاري للمركز الرئيسي في الرياض هو ١٠١٠٤٢٥٤٩٤.



Independent Limited Assurance Report to Al Dawaa Medical Services Company on the Board of Directors' Declaration on the Requirements of Article 71 of the Companies Law

To the Shareholders of Al Dawaa Medical Services Company (continued)

Our Responsibility

Our responsibility is to examine the Subject Matter information prepared by the Company and to report thereon in the form of an independent limited assurance conclusion based on the evidence obtained. We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000, "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" endorsed in the Kingdom of Saudi Arabia and the terms and conditions for this engagement as agreed with the Company's management. That standard requires that we plan and perform our procedures to obtain a meaningful level of assurance about whether the Subject Matter information is properly prepared, in all material respects, as the basis for our limited assurance conclusion.

The firm applies International Standard on Quality Management 1 which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

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

The procedures selected depend on our understanding of the Subject Matter and other engagement circumstances, and our consideration of areas where material misstatements are likely to arise.

In obtaining an understanding of the Subject Matter and other engagement circumstances, we have considered the process used to prepare the Subject Matter information in order to design assurance procedures that are appropriate in the circumstances, but not for the purposes of expressing a conclusion as to the effectiveness of the Company's process or internal control over the preparation and presentation of the Subject Matter information.

Our engagement also included: assessing the appropriateness of the Subject Matter, the suitability of the criteria used by the Company in preparing the Subject Matter information in the circumstances of the engagement, evaluating the appropriateness of the procedures used in the preparation of the Subject Matter information and the reasonableness of estimates made by the Company.

The 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. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement.

As part of this engagement, we have not performed any procedures by way of audit, review or verification of the Subject Matter information nor of the underlying records or other sources from which the Subject Matter information was extracted.

Procedures Performed

Our procedures performed are as follows:

- Obtained the declaration that includes the transactions and contracts performed in which any of the BOD members of the Company has either direct or indirect interest during the year ended 31 December 2024; (Appendix 1);
- Reviewed the minutes of meetings of the BOD that indicate notifications to the BOD by certain director(s) of actual or potential conflicts of direct or indirect interest in relation to transactions and/or contracts involving the BOD member.
- Checked that the minutes of meetings of the BOD that the relevant directors who notified the BOD of actual or potential conflicts of direct or indirect interest did not vote on the resolution to recommend the related transactions and contracts;
- On a sample basis, obtained the required approvals along with supporting documents in respect of the transactions and contracts included in the declaration; and
- Checked the transaction amounts included in the Declaration agree, where applicable, to the transaction amounts disclosed in note 30 to the audited consolidated financial statements of the Company for the year ended 31 December 2024.

Independent Limited Assurance Report to Al Dawaa Medical Services Company on the Board of Directors' Declaration on the Requirements of Article 71 of the Companies Law

To the Shareholders of Al Dawaa Medical Services Company (continued)

Conclusion

Our conclusion has been formed on the basis of, and is subject to, the matters outlined in this report.

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

Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter information is not prepared, in all material respects, in accordance with the Applicable Criteria.

Restriction of Use of Our report

Our report should not be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than the Company and MOC for any purpose or in any context. Any party other than the Company and MOC who obtains access to our report or a copy thereof and chooses to rely on our report (or any part thereof) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than the Company and MOC for our work, for this independent limited assurance report, or for the conclusions we have reached.

Our report is released to the Company and MOC on the basis that it shall not be copied, referred to or disclosed, in whole (save for the Company's own internal purposes) or in part, without our prior written consent.

KPMG Professional Services Company



Mohammed Najeeb Alkhelaiwi
License No: 481



Al Khobar, 26 Ramadan 1446H
Corresponding to: 26 March 2025G



شركة الدواء للخدمات الطبية مساهمة مدرجة

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**Disclosure letter for
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دمسكو
DMSCO

Date: 17/03/2024

Resolution: 121/2025

شركة الدواء للخدمات الطبية مساهمة مدرجة
AL-DAWAA MEDICAL SERVICES CO. JOINT STOCK LISTED

Paid Up Capital 850,000,000 S.R. رأس المال المدفوع ٨٥٠,٠٠٠,٠٠٠ ريال سعودي

Notification from the Chairman and board of directors of the company to The General Assembly of Shareholders

Based on the requirements of Article (71) of the Companies Law, which stipulates that any member of the Board of Directors shall, upon becoming aware of any interest he has, whether direct or indirect, in the business and contracts that are for the company's account, and that this notification shall be recorded in the minutes of the Board meeting at its meeting, and this member may not participate in voting on the resolution issued in this regard in the Board and the General Assemblies, and the Board shall inform the General Assembly when it convenes about the works and contracts that a member has The Board has a direct or indirect interest therein, and the reporting shall be accompanied by a special report from the Company's auditor prepared in accordance with the auditing standards endorsed in the Kingdom.

The following is a list of transactions with members of the Board of Directors related to sales, purchases, services and other transactions carried out by the company during the year ended on December 31, 2024:

NO	Related party name	Nature of relationship With Board Members	Nature of Transactions	Amount (in Saudi Riyals)	Conditions
1	Digital Business Systems Company for Information Technology	An indirect interest with chairman Samir Mahmoud Abdulhadi, and Board members Hamad Mohammad Al-Huthaili, Waleed Mohammad Al-Jaafari, and Mohammed Saad Butti Al-Farraj.	Providing information technology services and support, networking and data centers.	29,275,464	All transactions were conducted on a commercial basis and without preferential benefits.
2	Meshraf General Contracting Company	An indirect interest with board members Waleed Mohammad Al-Jaafari, and Mohammed Saad Butti Al-Farraj.	Construction of pharmacy branches.	56,981,924	All transactions were conducted on a commercial basis and without preferential benefits.
3	966 Motors Establishment	A direct interest with board member Mohammed Saad Butti Al-Farraj	Services provided to the company	7,919,665	All transactions were conducted on a commercial basis and without preferential benefits.
4	Zahwa Trading Services Company	An indirect interest with board member Mohamed Saad Butti Al-Farraj	Supply contracts.	10,311,296	All transactions were conducted on a commercial basis and without preferential benefits.
5	Kanaf Charitable Association	An indirect interest with board member Mohamed Saad Butti Al-Farraj	Collecting donations from point of sales.	35,974	All transactions were conducted on a commercial basis and without preferential benefits.
6	Classic Travel & Tours Agency	An indirect interest with board member Waleed Mohammed Aljaafari	Reservations of travel tickets for the company's employees.	28,527,010	All transactions were conducted on a commercial basis and without preferential benefits.
7	Walaa Cooperative Insurance Company	An indirect interest with board member Waleed Mohammed Aljaafari	Vehicle insurance, fire, marine insurance.	6,993,405	All transactions were conducted on a commercial basis and without preferential benefits.
8	Eastern Province Cement Company	An indirect interest With board members Waleed Mohamed Al-Jaafari, Mohammed Saad Butti Al-Farraj, and Ibrahim Salem Al-Ruwais	Rent offices for company employees and utility bills.	6,814,487	All transactions were conducted on a commercial basis and without preferential benefits.

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الإدارة: الخبر، المملكة العربية السعودية
س.ر: ٢٠٥١٠٢٥٧
هاتف: ٩٢٠٠٠٠٨٣٨
فاكس: ٢٠١٣٨٦٧ (+٩٦٦) ص.ب ٤٣٢٦ الخبر ٣١٩٥٢

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دمسكو
DMSCO

شركة الدواء للخدمات الطبية مساهمة مدرجة

AL-DAWAA MEDICAL SERVICES CO. JOINT STOCK LISTED

رأس المال: ٨٥٠.٠٠٠.٠٠٠ ريال سعودي 850,000,000 S.R. Paid Up Capital

1. We assure the shareholders that the transactions amounts described in this notification were reviewed by the Audit Committee and approved by the CEO and CFO of the Company as well as the members of the Board of Directors.
2. We assure shareholders that all the transactions described in this notice have been recorded and disclosed in the company's financial statements for the year ended December 31, 2024, in accordance with the requirements of the International Financial Reporting Standards (IFRS) endorsed in the kingdom of Saudi Arabia and other standards and versions approved by the Saudi Commission of auditors and accountants and as defined by the Capital Market Authority of the relevant party.
3. We assure the shareholders that all transactions were made on commercial basis and without preferential advantages for the stakeholders in the above-mentioned businesses and contracts.
4. We assure the shareholders of the validity of the calculations of the transactions described in this notification.

Thanking you

Board members

Samir Mahmoud Abdulhadi

Chairman

Ibrahim Salem Alrowais

Vice chairman

Waleed Mohamed Aljaafari

Board member & MD

Hassan Abdullah Alsomali

Board member

Hamad Mohammed Alhuthaili

Board member

Mohamed Saad Butti AlFarraj

Board member & CEO



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س.ت: ٢٠٥١٠٢٥٧٠١
هاتف: ٩٢٠٠٠٨٣٨
فاكس: ٢٠١ ١٣٨٦٧ (+٩٦٦) ص.ب ٤٣٢٦ الخبر ٣١٩٥٢

NRC BYLAW
Committee policy.

Remuneration and Nominations Committee Working Regulations

Amendments	
after	before
<p><u>Introduction</u></p> <p>In compliance with the requirements of the Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution No. 8-5-2023, dated 25/6/1444 AH corresponding to AD, and as stipulated in Article 47 , Paragraph 7 , a committee 2023/01/18 called the Remuneration and Nominations Committee shall be formed by a decision of the Company's Board of Directors. The Company's General Assembly shall issue the Committee's work regulations based on the proposal of the Board of Directors. These regulations shall include the controls and procedures for the Committee's work, its tasks, the rules for selecting its members, their term of membership, and their remuneration</p> <p>(rewording/Article 57, Paragraph B)</p>	<p>introduction:</p> <p>The committee's working list has been prepared. Rewards and nominations In order to comply with the Corporate Governance Regulations issued by the Capital Market Authority Board, which require that the General Assembly of Shareholders of the Company - based on the proposal of the Board of Directors - approve the Committee's work regulations. Rewards and nominations These regulations shall include the committee's work controls and procedures, its duties, the rules for selecting its members, their term of .membership, and their remuneration</p> <p>The wording has been amended and the decision number and articles have) .been added " It became known as "The Introduction /</p>
<p>Article 1: Definitions</p> <ul style="list-style-type: none"> - Authority: Capital Market Authority. - Board: The company's board of directors. - Regulations : Regulations of the Remuneration and Nominations Committee. - Committee : Remuneration and Nominations Committee. 	<p>First: Merging the Remuneration and Nominations Committees into one committee:</p> <p>Based on Paragraph (7) of Article Fifty of the Corporate Governance Regulations issued by the Board of the Capital Market Authority, which stipulates that the Remuneration and Nominations Committees may be merged, provided that the committee meets the requirements for either of</p>

- Chairman : Chairman of the Remuneration and Nominations Committee.
 - Member : Member of the Remuneration and Nominations Committee.
 - Secretary : Secretary of the Remuneration and Nominations Committee
 - Company : Al-Dawaa Medical Services
 - member Non- Board Committee : Member of the Committee From outside the board of directors.
 - management or senior executives: People responsible for managing the company's day-to-day operations, proposing and implementing strategic . decisions, such as the CEO, his deputies, and the CFO
 - Executive Member: A member of the Board of Directors who is fully dedicated to the executive management of the company and participates .in its daily operations
 - member : A member of the board of directors who is not dedicated to managing the company full-time and does not participate in its daily business.
 - member : A non-executive board member who enjoys complete independence in his position and decisions, and to whom the following does not apply: Any of the obstacles to independence stipulated in the Corporate Governance Regulations issued by the Board of the Capital Market Authority.
- Remuneration : amounts, allowances, profits and the like, periodic or annual bonuses linked to performance, short- or long-term incentive plans, and any other in-kind benefits, excluding the reasonable actual expenses and costs

them, exercises all the powers assigned to them, and that the committee meets periodically at least every six months, and accordingly the company decided to merge the two committees. Rewards and nominations In one .committee under these regulations

The content of the article is included in the introduction, Article)
.Five, and the amendment to the governance article number(

<p>incurred by the company on behalf of a member of the Board of Directors for the purpose of performing his work . (Adding a new article / Article One (Corporate Governance Regulations -</p>	
	<p>Second: The goal:(Canceled) Because it is no longer needed due to the repetition of its content in Article Four (</p> <p>The Remuneration and Nominations Committee aims to assist the Board of Directors in carrying out the following tasks and responsibilities:</p> <p>1- Supervising the process of nominating members of the Board of Directors and identifying those qualified for membership in the Board of Directors in accordance with approved policies.</p> <p>2- Recommending to the Board of Directors the candidates for membership in the Board of Directors.</p> <p>3- Supervising all matters related to the remuneration of the members of the Board, its committees and the executive management.</p> <p>4- Recommendation to the Board of Directors on how to evaluate members of the Board of Directors and its committees. (This was cancelled because the members' evaluation is advisory and not mandatory, and (. because the evaluation was not implemented</p> <p>Recommending to the Board of Directors to update the policies related to -5 . Board of Directors membership</p>

Article Two : Rules for appointing and forming the committee (Moved from Third) + Addition of items

1- The committee shall be formed by a decision of the Board of Directors, and its members shall be independent members of the Board of Directors. It is permissible to seek assistance from non-executive members or persons other than members of the Board, whether they are shareholders or others. (Article 48, Paragraph B - Corporate Governance Regulations)

2- The number of committee members shall not be less than three members and not more than five members.

3- The committee chairman shall be appointed by a majority vote of the board members, provided that the committee chairman is an independent board member. Amendment to wording/Article 48, Paragraph B -) (Corporate Governance Regulations

4- The committee's term of office shall begin from the date of its formation and it shall carry out its work until the end of the term of the Board of Directors' term, or until its services are terminated by the Board . In all cases, the committee's term of office must be consistent with the term of office of the Board.(wording edit/best practices)

5- The Chairman of the Board may be a member of the Remuneration and Nominations Committee, provided that he does not hold the position of Chairman of the Committee.

Third: Rules for selecting members of the Remuneration and Nominations Committee, how to nominate them, and the duration of their membership. (It became the second article)

1. The committee shall be formed by a decision of the company's board of directors from non-executive board members, provided that at least one independent member is among them. (wording modified)
2. The number of committee members shall not be less than three . members and not more than five members
3. The Chairman of the Committee must be an independent member and appointed by the Board of Directors . (wording modified)
4. Members of the Committee shall be appointed for a term not exceeding the term of the Board of Directors that formed it . (wording modified)
5. The Chairman of the Board may be a member of the Remuneration and Nominations Committee, provided that he does not hold the . position of Chairman of the Committee
6. Committee members must have appropriate experience and qualifications relevant to the committee's tasks, responsibilities and . nature of work

<p>6- The committee members must have the appropriate experience and qualifications related to the committee's tasks, responsibilities and nature of its work.</p> <p>The Board of Directors has the right to dismiss/or replace any/all of the -7 committee members at any time it deems appropriate. A committee member may also resign from the committee membership, provided that this is done . at an appropriate time</p> <p>8- If the position of a committee member becomes vacant, the Board of Directors may appoint a member to the vacant position, provided that he is someone with the experience and competence, and the Authority must be . notified within five working days from the date of the appointment</p> <p>9- The company must notify the Authority of the names of the committee members and their membership descriptions upon their appointment and any changes thereto within five working days as specified in the Corporate Governance Regulations issued by the Authority.</p> <p>Be Committee Responsible on Her works before council Management, -10 no It is detrimental that Responsibly The Council About that Business And about Powers or Authorities that delegate it To her (Addition / Article 47 (Paragraph 3 - Corporate Governance Regulations</p>	<p>7. The Board of Directors has the right to dismiss/or replace any/all of the Committee members at any time it deems appropriate. A Committee member may also resign from the Committee . membership, provided that this is done at an appropriate time</p> <p>8. If the position of a committee member becomes vacant, the Board of Directors may appoint a member to fill the vacant position, provided that he has the experience and competence, and the Authority must be notified within five working days from the date of the .appointment</p> <p>9. The company shall notify the Authority of the names of the committee members and their membership descriptions upon their appointment and any changes thereto within five working days as specified in the company's governance regulations issued by the . Authority</p>
<p>Article Three : Appointment of the Committee Secretary</p> <p>1.. The Committee shall appoint a Secretary She has employees The company It may seek the assistance of the Board Secretary, provided that he meets the appropriate requirements for the position, as stipulated in the</p>	<p>Fourth: Tasks and responsibilities of the Committee : (Moved to Article 4 (with reclassification and rewording</p>

Corporate Governance Regulations issued by the Capital Market Authority. His duties and responsibilities shall be related to documenting the Committee's meetings and preparing minutes of them, including the discussions and deliberations that took place, and documenting Committee recommendations and voting results, keeping them in a special and organized register, and stating the names of the members Those present and their reservations, if any, and the signing of these minutes by all members Attendees Article 50, Paragraph C - Corporate Governance Regulations)

("Partial Quote"

Providing committee members with the committee's agenda .2, working papers, documents and information related to it, and any additional documents or information requested by any committee member related to the topics included in the meeting agenda.Addition / Article 35 Paragraph)

(Secretary of the Board - Corporate Governance Regulations 3

.3Notifying committee members of the committee meeting dates well in advance of the specified date.Addition / Article 35 Paragraph 5 - Corporate)

(Governance Regulations

The Committee Secretary shall be entitled to an attendance allowance for .4 each of its sessions or an annual bonus, in accordance with a decision issued by the Board of Directors specifying the value of the allowance or bonus .

(Transferred from Seventh B2)

The committee undertakes the tasks and responsibilities related to two aspects: rewards and nominations. The following are the tasks and responsibilities of the committee:

A) Responsibilities of the Remuneration Committee:

- 1- Preparing a clear policy for the remuneration of members of the Board of Directors, committees emanating from the Board, and the Executive Management, which enhances the motivation of the administrative apparatus and the retention of distinguished cadres, and submitting it to the Board of Directors for consideration in preparation for its approval by the General Assembly, provided that this policy takes into account the adoption of standards related to performance, disclosing them, and verifying their implementation.(wording amended)
- 2- Clarifying the relationship between the rewards granted and the applicable rewards policy, and stating any material deviation from this policy .
- 3- Periodic review of the rewards policy and evaluation of its effectiveness in achieving the intended objectives.
- 4- Recommending to the Board of Directors the remuneration of the members of the Board of Directors, its committees, and the company's senior executives in accordance with the approved policy.

b) The duties of the Nominations Committee:

<p>The Secretary shall follow up on the decisions and recommendations of .5 the Committee. And inform members of its developments . Addition / Best)</p> <p>(Practices</p>	<p>Proposing clear policies and standards for membership in the Board of -1 Directors and Executive Management .</p> <p>2- Recommending to the Council the nomination and re-nomination of members in accordance with the approved policies and standards, taking into account not to nominate any person who has previously been convicted of a crime involving breach of trust.</p> <p>3- Preparing a description of the capabilities and qualifications required for membership in the Board of Directors and for holding executive management positions.</p> <p>4- Determining the time that the member must allocate to the work of the Board of Directors.</p> <p>5- Annual review of the necessary skills or experience requirements for membership in the Board of Directors and executive management positions.</p> <p>6- Reviewing the structure of the Board of Directors, committees and executive management and making recommendations regarding changes that may be made.</p> <p>7- Annually verifying the independence of independent members, and the absence of any conflict of interest if the member is a member of the board of directors of another company.</p> <p>8- Developing job descriptions for executive members, non-executive members, independent members and senior executives.</p> <p>9- Establishing special procedures in the event of a vacancy in a position among the members of the Board of Directors or senior executives.</p>
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	<p>10- Identifying the strengths and weaknesses of the Board of Directors and proposing solutions to address them in a manner consistent with the company's interests.</p> <p>c) Publishing the nomination announcement:</p> <p>Subject to the terms and conditions contained in the Corporate Governance Regulations issued by the Board of the Capital Market Authority and the requirements for candidacy approved by the Capital Market Authority, the company is obligated to publish the candidacy announcement on its website and the website of the Capital Market (Tadawul) and in any means determined by the Capital Market Authority, in order to invite persons wishing to nominate themselves for membership in the Board, provided that the nomination period remains open for a period of at least one month from the date of the announcement. (Paragraph deleted)</p>
<p>Article Four : Tasks and responsibilities of the Committee (Moved from (Fourth</p> <p>The Committee shall study the topics within its jurisdiction or those referred to it by the Board of Directors, and submit its recommendations to the Board to make decisions regarding them, or make decisions if the Board authorizes . it to do so</p> <p>Preparing a clear policy for the remuneration of members of the Board of .1 Directors, committees emanating from the Board, and the Executive</p>	<p>Fifth: The most prominent powers of the committee:Contents added to) (Article 6</p> <p>1- The right to inquire about any matter that falls within its jurisdiction and duties, or any subject specifically requested by the Council.</p> <p>2- Requesting clarification or a statement from the members of the Board, the Executive Management, or the Company's employees for the purpose of inquiring about any information.</p> <p>3- The Committee has the right to request the attendance of any managers, officials, employees of the company, or persons with whom the Committee</p>

<p>Management, which enhances the motivation of the administrative apparatus and the retention of distinguished cadres, and submitting it to the Board of Directors for consideration in preparation for its approval by the General Assembly, provided that this policy takes into account the adoption of performance-related standards, disclosure thereof, verification of its implementation, and ensuring its compliance with the provisions of Article of the Corporate Governance Regulations issued by the Capital Market 59 Authority.(Amendment to wording) (Article 58, Paragraph 1 of the (Corporate Governance Regulations</p> <p>Clarify the relationship between the rewards granted and the applicable .2 rewards policy, and indicate any material deviation from this policy .</p> <p>Recommending to the Board of Directors the remuneration of the .3 members of the Board of Directors, its committees and senior management. Company executives in accordance with the approved policy.</p> <p>Periodically review the rewards policy and evaluate its effectiveness in .4 . achieving the intended objectives</p> <p>Proposing clear policies and standards for membership in the Board of .5 Directors and Executive Management.</p> <p>Recommending to the Council the nomination and re-nomination of .6 members in accordance with policies and standards.Approved, taking into account that no person who has previously been convicted of a crime involving moral turpitude shall be nominated.</p>	<p>needs to consult and discuss, at any of its meetings, in order for them to provide the information requested by the Committee.</p> <p>The right to seek legal and technical advice from any external party or any -4 other independent advisory body whenever necessary to assist the .Committee in performing its duties</p>
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<p>Preparing .7a description of the capabilities and qualifications required for membership in the Board of Directors and for holding executive management positions.</p> <p>Determine the time that the member must allocate to the Board of .8 'Directorswork .</p> <p>Annual review of the necessary skills or experience requirements for .9 membership in the Board of Directors and executive managementpositions .</p> <p>Review the structure of the Board of Directors .10, committees, and executive management and make recommendations regarding any changes that may be made.</p> <p>Annually verify the independence of independent members, and the .11 absence of any conflict of interest if the member is a member of the board of directors of another company.</p> <p>Develop job descriptions for executive members, non-executive .12 members, independent members and seniorexecutives .</p> <p>Establish special procedures in the event of a vacancy in a position on the .13 Boardof Directors or senior executives.</p> <p>Identify the strengths and weaknesses of the Board of Directors and .4 1 propose solutions to address them in a manner consistent with the company'sinterests .</p>	
<p>Article Five: Controls and Procedures for Committee Meetings</p> <p>1. The committee meets periodically. The number of its meetings shall not be less than Two meetings during the fiscal year , It may also</p>	<p>Sixth: Committee meetings, controls and work procedures:Contents added) (to Article 5</p>

<p>hold extraordinary meetings or Emergency, as required by the interests of work, based on an invitation from the committee chairman . (Addition / According to Article 47, Paragraph 7 - Corporate Governance (Regulations</p> <p>2.A committee member may participate in committee meetings via modern means of communication, and his participation in this case shall be considered as if he had attended in person, in the event that he is unable to .attend in person for any emergency reason</p> <p>3.The quorum for a committee meeting is achieved by the presence of a .majority of its members</p> <p>4.A committee member may delegate any of the members on his behalf , provided that the delegated member does not have more than one delegation to attend the same meeting, and that the delegation is .permanent In writing , and if the committee chairman is unable to attend, the committee members present shall choose from among themselves who . will chair the meeting</p> <p>5. Issuing the Committee 's decisions and recommendations By the vote of the majority of the members present, and the side with which the president voted shall prevail in the event of a tie. (Reformulation/Best Practices)</p> <p>6. The meeting agenda, which is included in the invitation, is prepared .in coordination with the committee chair prior to the meeting</p>	<p>1- The Committee shall meet periodically at least every six months. It may also hold extraordinary or emergency meetings as required by the interests of work, based on an invitation from the Committee Chairman. (The wording has been modified)</p> <p>2- A committee member may participate in committee meetings via modern means of communication (conference phone call), and his participation in this case shall be considered as if he had attended in person, in the event that he is unable to attend in person for any emergency reason.</p> <p>3- The quorum for the committee meeting shall be completed by the attendance of the majority of its members.</p> <p>4- A committee member (who is present in person) may not represent another member in attending the same meeting. If the committee chairman is unable to attend, the committee members present shall choose from among themselves who will chair the meeting. (Reformulation)</p> <p>5- The committee's decisions shall be issued by a majority of the votes of the members present, and in the event of a tie, the opinion voted for by the chairman of the session shall prevail.(reword)</p> <p>6- The meeting agenda, which is included in the invitation, is prepared in coordination with the committee chairman before the meeting.</p> <p>7- The invitation to attend the meeting shall be sent by the committee chairman or committee secretary well in advance of the meeting date. The necessary presentations and documents shall also be sent well in advance of the meeting date.</p>
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<p>7.The invitation to attend the meeting shall be sent by the committee chairman or committee secretary well in advance of the meeting date. The necessary presentations and documents shall also be sent well in advance .of the meeting date</p> <p>8.No one other than the Committee members and the Committee Secretary may attend its meetings. However, non-Committee members from the Executive Management Team, managers, employees, or auditors may attend all or part of the meetings upon request or invitation from the .Committee to provide it with the necessary information</p> <p>9.Committee meetings must be documented and minutes prepared, including the discussions and deliberations that took place, its recommendations and voting results, and kept in a special, organized register. The names of the members present and the reservations they expressed, if any, must be stated, and these minutes must be signed by all . members present and the committee secretary</p> <p>10. The committee chairman or his representative must attend the .company's general assemblies to answer shareholders' questions</p> <p>11. After each meeting, the committee shall submit a report to the company's board of directors that includes a description of all actions taken by the committee at the meeting, or provide the board of directors with a copy .of the committee's meeting minutes</p> <p>12. The Chairman and members of the Committee shall adhere to the principles of honesty, integrity, loyalty, care and concern for the interests</p>	<p>8- No one other than the committee members and the committee secretary shall be entitled to attend its meetings. However, non-committee members from the executive management team, managers, employees or supervisors may attend all or part of the meetings upon request or invitation from the committee in order to provide it with the necessary information.</p> <p>9- Committee meetings must be documented and minutes prepared, including the discussions and deliberations that took place, its recommendations and voting results, and kept in a special and organized register, indicating the names of the members present and the reservations they expressed - if any - and these minutes must be signed by all members present and the committee secretary.</p> <p>10- The Chairman of the Committee or his representative from among its members must attend the company's general assemblies to answer shareholders' questions.</p> <p>After each meeting, the committee shall submit a report to the company's -11 board of directors that includes a description of all the actions taken by the committee at the meeting, or provide the board of directors with a copy of . the minutes of the committee's meeting</p>
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<p>of the company and shareholders, putting them above their personal interests. (Addition / Article 48 Paragraph A - Corporate Governance Regulations)</p>	
<p>Article Six : Powers of the Committee (Quoted from Fifth)</p> <ol style="list-style-type: none"> 1- The right to inquire about any matter that falls within its jurisdiction .and duties, or any matter specifically requested by the Council 2- Requesting clarification or a statement from members of the Board, executive management, or company employees for the purpose of .inquiring about any information 3- The Committee may request the attendance of any directors, officials employees of the Company or persons with whom the Committee , needs to consult and deliberate at any of its meetings to provide the .information requested by the Committee 4- The right to seek legal and technical advice from any external party or any other independent advisory body whenever necessary to .assist the Committee in performing its duties 	<p>Seventh:</p> <p>A) Committee members’ remuneration: The article was added to) (Article Seven</p> <ol style="list-style-type: none"> 1- The annual bonuses for the committee members shall be determined based on the policy established by the Board of Directors and in accordance with the company’s articles of association, the decisions of the general assembly of shareholders, and the relevant regulations and laws. 2- A member of the Remuneration and Nominations Committee shall be entitled to an attendance allowance for each of its sessions, equal to the attendance allowance stipulated for members of the Board of Directors in this capacity. 3- A member of the Remuneration and Nominations Committee is entitled to an annual bonus, the entitlement to which shall be proportional to the term of membership during the year in which the bonus is paid, in addition to the bonus that he may receive in his capacity as a member of the Board of Directors and in the committees formed by the Board of Directors. <p>ب) Secretary of the Committee: (The contents were added to Article (and the title was changed to Secretary of the Committee 3</p>

	<p>1- The committee shall select a secretary from among its members or from the company's employees, provided that he does not have the right to vote on its decisions (if he is not a member). He shall be responsible for preparing for the committee's meetings and activities, preparing and documenting its minutes, following up on the implementation of its recommendations, directives and decisions, communicating between its members, and other administrative and logistical procedures . (The (wording has been amended</p> <p>2- Secretary shall be entitled to an attendance allowance for each of its sessions or an annual bonus, in accordance with a decision issued by the . Board of Directors specifying the value of the allowance or bonus</p>
<p>Article Seven: Remuneration and allowances of committee members (Transferred from Seventh A)</p> <p>1- The annual remuneration of the Committee members shall be determined based on the remuneration policy for members of the Board of Directors, the committees emanating from the Board, and the Executive Management approved by the General Assembly, in accordance with the Company's Articles of Association and without violating the regulating rules issued by the Capital Market Authority .and the relevant laws and regulations</p> <p>2- A member of the Remuneration and Nominations Committee shall be entitled to an attendance allowance for each of its meetings, equal</p>	<p>Final Provisions (Review and amendment of these regulations):The) (contents were added to Article 9 - Paragraph 1</p> <p>The provisions of these regulations shall be implemented and adhered to as of the date of their approval by the General Assembly of Shareholders. These regulations shall be reviewed periodically, when necessary, by the Remuneration and Nominations Committee. Any amendments proposed by the Committee shall be presented to the Board of Directors, which shall study and review the proposed amendments and recommend them to the General .Assembly of Shareholders for approval</p>

<p>to the attendance allowance set for members of the Board of Directors in this capacity</p> <p>3- A member of the Remuneration and Nominations Committee shall be entitled to an annual bonus, the entitlement to which shall be proportional to the term of membership during the year in which the bonus is paid, in addition to the bonus that he may receive in his capacity as a member of the Board of Directors and of the committees formed by the Board of Directors</p>	
<p>Article Eight : Confidentiality of the Committee 's work (New Material/Best Practices</p> <p>1. Committee members must maintain the confidentiality of information they obtain through their membership and use it only for the purposes of performing their duties . They must not disclose or disclose any of this information to any other party, exploit it in any way, deal with it through the media, or speak on behalf of the company . This obligation includes maintaining the confidentiality of information even after their membership in the Committee has ended.</p> <p>The Committee shall emphasize to the individuals hired the need to .2 maintain the confidentiality of the company's information and data and not .to use or publish it for unspecified purposes</p>	
<p>Article Nine : General Provisions</p>	

1- The provisions of these regulations shall be implemented and adhered to as of the date of their approval by the General Assembly of Shareholders. These regulations shall be reviewed periodically - when necessary - by the Remuneration and Nominations Committee, and any amendments proposed by the Committee shall be presented to the Board of Directors, which shall study and review the proposed amendments and recommend them to the General Assembly of Shareholders for approval

2- These regulations are complementary to the company's articles of association, the company's governance regulations, the policy for nominating members of the board of directors and its committees, their "remuneration, and the remuneration of executive management," and other related regulations. (Addition / Best Practices)

Anything not covered by a text in these regulations shall be subject to the - 3 relevant rules and regulations issued by the relevant authorities. (Addition)