



MX

ProMedEx

20
25 Annual
Report
ProMedEx

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ



“My first goal is for our country to be a successful and pioneering model in the world in all fields, and I will work with you to achieve that.”

Custodian of the Two Holy Mosques

**Salman bin Abdulaziz
Al Saud**

May Allah protect him



“Success stories always begin with a vision, and the most successful visions are those built on strengths.”

His Royal Highness

**Mohammed bin Salman bin
Abdulaziz Al Saud**

Crown Prince and Prime Minister

01 Overview



Company Profile

Professional Medical Expertise Company is a Saudi joint stock company established by virtue of Ministerial Resolution No. 788 dated 24/05/1443H (corresponding to 28/12/2021G) and Commercial Registration No. 2052001627 and Unified Number 7001629836, issued in Dhahran on 14/08/1431H (corresponding to 26/07/2010G). The Company's current capital amounts to thirty-five million SAR 35,000,000 divided into three million five hundred thousand (3,500,000) ordinary shares, fully paid, with a nominal value of ten SAR (10) per share.

The Company's activities, in accordance with its By-laws and as stated in the Commercial Register, consist of practicing and executing the following purposes:

- | | |
|---|--|
| 01. Maintenance of medical equipment and supplies (331321) | 06. Warehouses for medical devices and products(521023) |
| 02. Sales agents for pharmaceuticals (461041) | 07. Warehouses for cosmetic preparations (521024) |
| 03. Retail sale of orthopedic devices (477221) | 08. Warehouses for pharmaceutical preparations (521025) |
| 04. Integrated administrative services activities for offices (821100) | 09. Legal representation for manufacturers of medical devices and products (691061) |
| 05. Retail sale of medicinal herbal preparations (477223) | 10. Retail sale of medical devices, equipment, and supplies (477222) |

The Company has obtained all necessary statutory licenses to conduct its current activities. The Company was also listed on the Nomu Parallel Market since 26/07/2023.



Vision

The Company's vision is to provide distinguished solutions to improve patient care and deliver better care for them inside and outside the Kingdom of Saudi Arabia.



Self-Discipline

Responsibility and its application in all dealings. Honesty and integrity, which enhance trust.



Values

Respect, Self-Discipline, Responsibility, and Continuous Improvement



Responsibility

Customer satisfaction, the cornerstone of our achievements. Customer care and well-being, as they are the ultimate beneficiaries.



Respect

We respect our employees and contribute to their development, while rewarding them fairly. Respect for every individual.



Continuous Improvement

Striving for perfection and excellence in all our endeavors. Professionalism and hard work to exceed expectations.

Company by Numbers



Key Achievements During 2025

- 01.** 77 marketing authorization certificates for products were registered, in addition to 28 certificates that were renewed and 21 certificates that were updated, bringing the total number of certificates to 126 certificates.
- 02.** Receiving the Sales Achievement Award for the Middle East presented by Conmed Corporation for 2025.
- 03.** Receiving the Best Orthopedic Devices Distributor Award for the Middle East presented by Conmed Corporation for 2025.
- 04.** Receiving the Best Distributor Award for the Middle East presented by Conmed Corporation for 2025.
- 05.** Receiving the Best Orthopedic Diagnostic Imaging Software Distributor Award for the Middle East for 2025 presented by Conmed Corporation.
- 06.** Obtaining a warehouse license for medical devices and supplies and operating a new warehouse for the Company located in Jeddah.
- 07.** Issuing 6 new certificates, renewing 26 certificates, and updating 4 certificates for authorized representative licenses for factories.
- 08.** No violations were recorded against the Company by any authority in the Kingdom of Saudi Arabia or the UAE during the Gregorian year 2025.
- 09.** Concluding 13 new contracts with suppliers in the Kingdom of Saudi Arabia and 4 contracts in the United Arab Emirates.
- 10.** Renewing 5 contracts for suppliers in the Kingdom of Saudi Arabia and 3 contracts in the United Arab Emirates.
- 11.** Renewing the international accreditation certificate ISO 13485:2016 specifically designed for medical device sector establishments.
- 12.** The Company's participation and presence in the most important relevant forums and exhibitions, such as the Global Health Exhibition held in Malham.
- 13.** Receiving the Best Distributor for the Year 2025 Award from Orthofix, a company specialized in orthopedics and spine surgery.

2010

The Company was established under the name Socrates Specialized Trading Company (a limited liability company), with its registered address in Al Khobar, and registered under Commercial Registration No. 2051040259 dated 24/06/1430H (corresponding to 17/06/2010G).

2010

The Company's scope was amended to include: "Wholesale and retail sale, import and export of medical instruments and equipment, hospital and surgical supplies, implants and medical products."

2010

The Company's main address was transferred to Dhahran, and a new Commercial Register was issued under No. 2052001627 dated 14/08/1431H (corresponding to 26/07/2010G). The partners also resolved to allow the Company to open branches inside or outside the Kingdom.

2011

The Company received its first purchase order from King Fahad Specialist Hospital in Dammam.

2012

The Company's name was changed to Professional Medical Expertise Company LLC.

2014

The Company launched the General Surgeries Department.

2018

Establishment of ProMedEx Medical Equipment Trading LLC in Dubai, United Arab Emirates.

2021

The date of the first contract concluded with NUPCO.

Conversion of the Company from a limited liability company to a closed joint stock company.

2022

- Commencement of providing intensive care unit supplies as a sub-specialty of the Company's specializations and entry into the retail market through offering Insult products.

2023

The Company was listed on the Nomu Parallel Market, which represents a new milestone that enhances ProMedEx's position and opens the door for further expansion and sustainable growth.

The Company obtained the ISO 13485:2016 international standard certification for the quality management system specifically designed for organizations operating in the medical devices sector.

2024

Signing of 12 contracts with a number of suppliers to expand the Company's activity, most notably C Spine (Orthofix), a company specialized in orthopedics and spine surgery; Cbio Technology, a company specialized in continuous glucose monitoring devices; signing an exclusive distribution and marketing contract with Dornier MedTech, a company specialized in laser devices for kidney stone lithotripsy; and a number of international suppliers.

Renewal of the ISO 13485:2016 international standard certification for the quality management system specifically designed for organizations operating in the medical devices sector.

A medical device warehouse with an area of 2,200 m², managed entirely by ProMedEx, was opened in Riyadh, after obtaining all necessary statutory licenses for warehouse operation.

2025

During 2025, 13 contracts were signed with a number of international manufacturers and suppliers to expand the Company's activity, most notably Serres, a company specialized in surgical fluid management and suction solutions; Sonablate, which offers advanced High-Intensity Focused Ultrasound (HIFU) therapeutic technologies; Biotech Dental, a leader in dental implant and prosthetic solutions; and KaVo Dental, globally renowned for high-quality dental equipment and supplies.

Renewal of the ISO 13485:2016 international standard certification for the quality management system specifically designed for organizations operating in the medical devices sector.

A medical device warehouse with an area of 1,512 m², managed entirely by ProMedEx, was opened in Jeddah, after obtaining all necessary statutory licenses for warehouse operation.

The Company's number of employees exceeded 250 employees.

Main Areas of the Company's Activities

01

Spine

We work to assist spine healthcare providers by offering the latest innovative technologies for all spine disorders. There are different types of spine surgeries (open or minimally invasive) and different approaches (anterior, posterior, etc.). The most common type of spine surgery is thoracolumbar spinal fusion.



02

Sports Medicine

Sports medicine is a branch of medicine that focuses on physical fitness, treatment, and prevention of injuries related to sports and exercise. It covers all joints and tendons of the body.



03

Orthopedic Pediatric

The Orthopedic Pediatric department cares for infants suffering from musculoskeletal system problems. This includes any child with a problem or deformity in the bones, joints, or muscles.



04

General Surgery

ProMedEx provides a vast portfolio for general surgery needs in the Saudi market. A leader in comprehensive soft tissue reconstruction, offering a growing line of mesh prosthetics, biological implants, and fixation systems to complement innovative techniques for inguinal and ventral hernia procedures and others. Enhanced biological surgery products with sealants to complement surgical techniques across thoracic, cardiovascular, and other surgical specialties.



05

Infection Prevention

Infection prevention and control is the discipline concerned with preventing healthcare-associated infections. It is an essential part of the healthcare infrastructure.



06

Oncology

At ProMedEx, we are committed to alleviating the burden of breast cancer on women and their families by developing unparalleled technologies to improve the treatment process for both patients and physicians, by offering innovative solutions that enhance breast cancer treatment.

SAVI SCOUT is the most innovative non-invasive solution for breast tumor localization available in the market. It enables physicians to locate and identify the tumor with exceptional speed and accuracy.



07

Gastrointestinal

A wide range of non-invasive, low-cost respiratory monitoring devices to assist in the detection of gastrointestinal disorders such as diagnosing lactose intolerance, fructose intolerance, glucose intolerance, and many other disorders.



08

Endoscopy

We offer leading and innovative solutions for gastrointestinal surgeons to help them provide the highest standards of patient care.



09

Bariatric Surgery

ProMedEx provides a large portfolio of patents specialized in developing advanced and innovative surgical staplers that enhance clinical performance, reduce risks, and improve patient outcomes.



10

Women's Health

We provide high-quality products to drive innovation in women's healthcare delivery, including consumables, high-quality instruments, and devices for gynecology and obstetrics specialists to improve patients' quality of life.



11

Critical Care

We provide specialized solutions for intensive medical care for patients, distinguished by high-quality products for the prevention, diagnosis, and treatment of peripheral vascular diseases. A clinically validated breath test, which has been proven to help in the diagnosis and management of asthma.



12

Diabetes

The Continuous Glucose Monitor (CGM) device is primarily used to monitor glucose concentration in interstitial fluid, which essentially reflects the fluctuation and trend of blood glucose change.

We can monitor the trend arrow of the CGM device and the direction of blood glucose fluctuation to analyze the speed at which food can increase blood glucose and the duration of the blood glucose increase effect, the speed at which exercise can reduce blood glucose and the start time and duration of the blood glucose reduction effect, the onset time of blood glucose-lowering medications, the speed of digestion and absorption in the gastrointestinal tract, etc. In other words, we can identify the effect of each food on individual blood glucose, whether the current medication is appropriate, and whether diet, exercise, and medication should be adjusted.



13

Dental Care Unit

The Company supplies clinics, hospitals, and dentists with related health products, equipment, instruments, and solutions. The Company is committed to delivering high-quality products, reliable service, and innovative solutions that support modern dentistry and improve patient outcomes.

Our Partners:



Main Areas of the Company's Activities

Kingdom of Saudi Arabia

Administrative Offices in: Riyadh - Al Khobar - Jeddah

List of Warehouses in the Kingdom of Saudi Arabia:

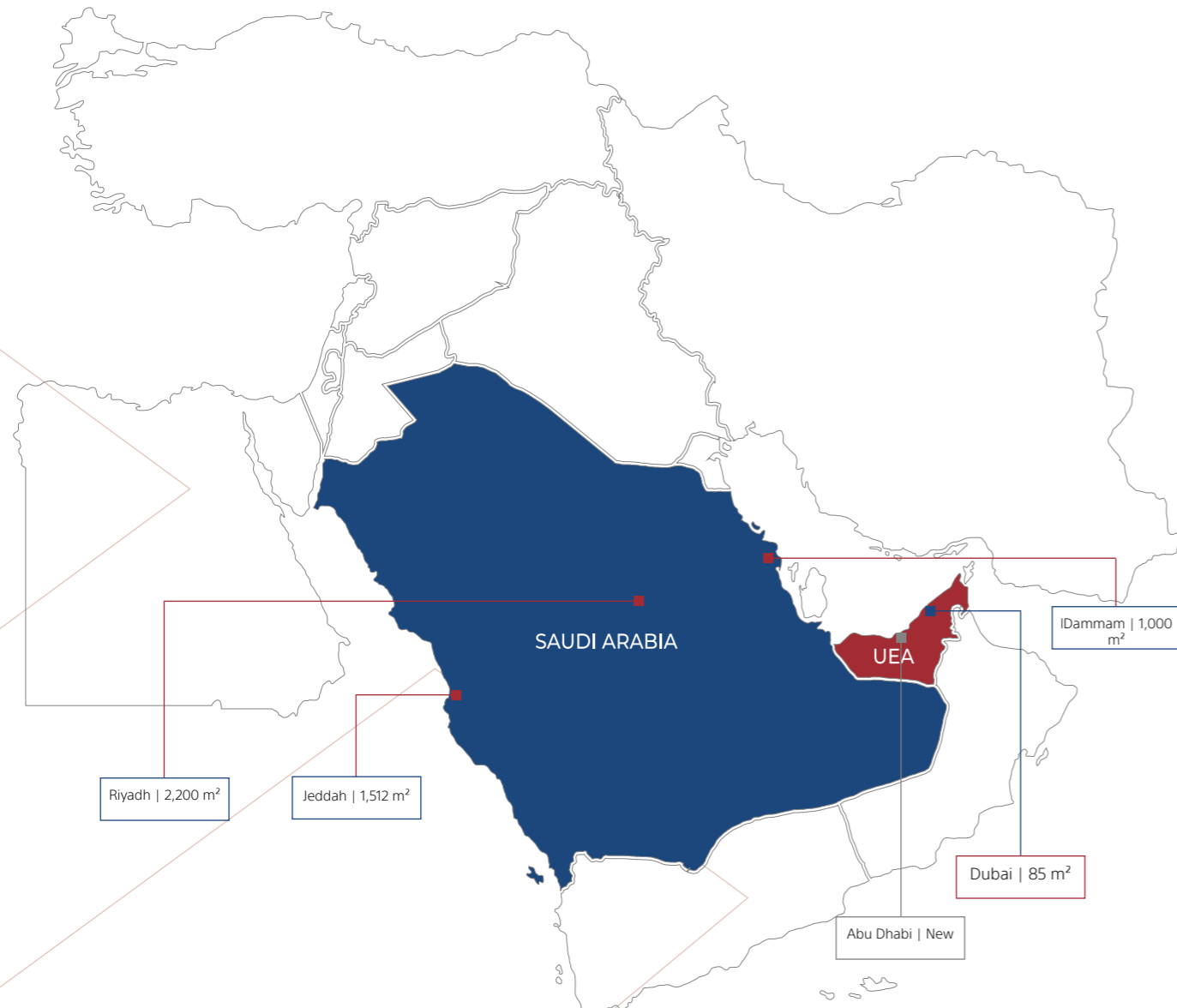
- 2,200 m² — Managed by ProMedEx in Riyadh
- 1,000 m² — Managed by ProMedEx in Dammam
- 1,512 m² — Managed by ProMedEx in Jeddah

United Arab Emirates (UAE)

Administrative Offices in Dubai

List of Warehouses in the United Arab Emirates:

- 85 m² — Managed by ProMedEx in Dubai
- New plan to establish a warehouse in Abu Dhabi.



Company Employees

At the end of 2025, the number of Company employees in the Kingdom of Saudi Arabia reached (243) employees, of whom (102) were Saudi nationals, representing a localization rate of 41.98%. The Company was classified within the Medium Green category in the "Nitaqat" program. In the Company's branch in the United Arab Emirates, the number of employees reached (15) employees by the end of the same year. Accordingly, the total number of Company employees in both countries reached (258) employees by the end of 2025.

Awards and Certificates Achieved

The Company has received a number of awards, which include the following:

1. "Distributor of the Year" Award from Globus Medical in 2021.
2. "Best Performance" Award from BD (formerly Bard) in 2019 and 2021.
3. "Outstanding Sales Achievement" Award from the Musculoskeletal Transplant Foundation (MTF) in 2016 - 2017.
4. "Best Performance" Award from ConMed in 2017 and 2021.
5. "Outstanding Performance" Award from B. Braun in 2017



02

Strategic Report



The Company's strategic priorities are as follows:

To make its customers a priority by providing them with distinguished experiences, ensuring high-quality outcomes, and delivering high value for the amount paid.

- 01.** To increase the value delivered to healthcare businesses, by being a trusted advisor to surgeons and hospitals, providing them with seamless and efficient experiences that enable better patient care and lead to improved treatment outcomes.
- 02.** To be more than just a partner to its customers, serving as a natural extension of their organizations, seeking to find highly advanced medical technology solutions for their benefit, and developing the skills of their staff working in operating rooms and intensive care units.
- 03.** To focus its attention on individuals and the continuous development of the Company, by developing and empowering individuals to facilitate, accelerate, and customize its services, and to enhance the responsiveness of its customers and partners.
- 04.** To participate in markets capable of making a significant impact, by expanding into activities that meet the most urgent healthcare needs of customers, strengthen the brand, and solidify its relationship with customers.

Strengths and Competitive Advantages

The Company achieves its objectives by leveraging its key strengths and the following competitive advantages:

Providing a distinctive set of services:

By adopting a comprehensive and highly efficient business model that encompasses the entire chain of value-adding activities (or all activities required to deliver its services). The services provided by the Company are based on delivering solutions, rather than following the conventional and limited approach adopted by other distributors. In addition to managing regulatory affairs, logistics, supply chains, and a range of services, the Company takes pride in its comprehensive training programs, customer-tailored marketing initiatives, specialized sales operations, and after-sales services.

Relying on a specialized team:

The Company has a specialized, highly competent team with extensive experience in the healthcare sector, operating under the leadership of a senior management body.

The Company's specialized sales team has undergone an intensive training program and possesses extensive knowledge of all its products, enabling the Company to adopt a tailored approach that allows it to provide advice, centered on finding solutions, working directly with customers, resulting in generating sales, and delivering high-value services, all in partnership with surgeons and supported by an experienced, highly respected management team with extensive expertise and strong relationships in the sector.

Focus on Products and Innovation:

Specializing in its fields by utilizing a unique set of innovations.

The Company has a specialized product portfolio from internationally recognized suppliers, including Fresenius, BD, and Conmed, each of which is a leader in its respective field.

Its products hold a leading market position and have a strong track record of introducing new, pioneering, and advanced innovations.

Achieving Diversification:

The Company has a diversified customer and supplier base, which reduces risks to its position.

The Company has a diversified stakeholder base consisting of sixteen (16) distinguished suppliers and more than one hundred and forty (140) clients from reputable healthcare facilities, which reduces the risks of concentration in a specific category and enables the Company to select relationships anchored with its partners and clients based on honesty, trust, and excellence.

Through its competitive advantages offered to its clients and partners, the Company has established numerous strong, long-standing strategic partnerships extending for several years with its clients from healthcare facilities on one hand, and with major international suppliers on the other, which has resulted in achieving a gross profit margin consistently higher than the average market margins, in addition to having a strong track record of successes, including the partnership between the Company and the National Unified Procurement Company for Medical Supplies (NUPCO), where the Company won all five (5) major tenders in which it participated in 2021

Future Plans and Growth Opportunities

The Company's expansion plan includes a short-term strategy focused on its core growth, which the Company seeks to achieve by providing products for more specialties that directly meet the needs of patients, surgeons in the operating room, and the intensive care unit, accommodating new international suppliers, and expanding its customer base to include healthcare facilities across the Kingdom.

In the medium term, the Company will work to strengthen its position in the United Arab Emirates by enhancing its portfolio of specialties and suppliers to mirror the integrated portfolio it provides in the Kingdom. At the same time, the Company seeks to continue expanding its geographical scope and enter Gulf Cooperation Council markets, leveraging its existing relationships with international suppliers and regional healthcare facilities to achieve its vision of becoming the leading provider of quality-driven medical solutions in the Gulf Cooperation Council.

In the long term, the Company will work to explore opportunities to enhance its portfolio of services and products by strengthening and leveraging its relationships with its suppliers to expand all its activities and begin exploring manufacturing activities, localizing the medical device industry, and transferring knowledge in the Kingdom.

03

Financial Performance



Comparison of Business Results

Review of the Company's Operating Results for the Last Five Financial Years

Year Item	2025	2024	2023	2022	2021
Revenues	418,778,778	313,170,324	250,115,593	176,051,291	131,259,497
Cost of Revenues	233,788,610	174,372,081	138,151,670	92,404,687	64,347,521
Gross Profit	184,990,168	138,798,243	111,963,923	83,646,604	66,911,976
Net Profit	40,502,526	25,961,029	24,010,781	19,067,637	19,864,291

Assets and Liabilities

The Company's Assets, Liabilities, and Results of Operations for the Last Five Financial Years

Item	2025	2024	2023	2022	2021
Current Assets	394,401,681	305,009,188	261,143,032	186,501,349	158,721,793
Non-Current Assets	28,227,897	16,118,323	18,203,549	12,706,572	6,376,516
Total Assets	422,629,578	321,127,511	279,346,581	199,207,921	165,098,309
Current Liabilities	254,639,785	194,345,988	171,266,293	117,657,004	119,462,447
Non-Current Liabilities	17,800,742	13,594,998	10,879,792	8,361,202	5,880,622
Total Liabilities	272,440,527	207,940,986	182,146,085	126,018,206	125,343,069
Shareholders' Equity	150,189,051	113,186,525	97,200,496	73,189,715	39,755,240
Total Liabilities and Shareholders' Equity	442,629,578	321,127,511	279,346,581	199,207,921	165,098,309

Geographical Analysis of the Company's Total Revenues and its Subsidiaries.

Year	Total Revenues of the Company in the Kingdom of Saudi Arabia			
	Central Region	Eastern Region	Western Region	Total Revenues
2025	212,966,324	57,757,733	141,677,470	412,401,529

Year	Total Revenues of the Subsidiary	
	United Arab Emirates	Total Revenues
2025	6,377,249	418,778,778

Material Differences in Operating Results Compared to Previous Year Results or Any Forecasts Announced by the Company

Item	2025	2024	Changes (+) or (-)	Percentage Change
Sales / Revenues	418,778,778	313,170,324	105,608,454	34%
Sales / Revenues Cost	233,788,610	174,372,081	59,416,529	34%
Gross Profit	184,990,168	138,798,243	46,191,925	33%
Other Operating Income	0	0	-	0%
Other Operating Expenses	125,396,300	99,082,247	26,314,053	27%
Operating Profit (Loss)	59,593,868	39,715,996	19,877,872	50%

Clarification of any difference from the accounting standards adopted by the Saudi Organization for Certified Public Accountants (SOCPA).

The consolidated financial statements of the Company and the separate financial statements of the subsidiaries have been prepared in full conformity with the International Financial Reporting Standards (IFRS) and the accounting standards adopted by the Saudi Organization for Chartered and Professional Accountants (SOCPA).

Statutory Payments Recorded During 2025

ProMedEx is committed to paying certain fees and expenses to Saudi government entities in accordance with applicable regulations and provisions. These payments are considered expenses charged to the Company's results of operations in its financial statements. The following is a table detailing the statutory payments during 2025, with a brief description thereof and a statement of the reason for payment.

Regulatory Authority	Description	2025	
		Paid	Accrued and Unpaid Until the End of the Annual Financial Period
Zakat, Tax and Customs Authority	Zakat for the year 2025 (Gregorian) for the paid amount, and the amount due for the current year amounting to 3,190,101.19 Will be paid in April 2026	2,147,238.34	3,190,101.19
Zakat, Tax and Customs Authority	Payment of value added tax on sales due for the year in the amount of 1,029,783.68	1,029,783.68	0
Saudi Customs	Payment of customs fees for goods	8,108,993.63	0
General Organization for Social Insurance	Payment of subscription fees for the Company's employees	2,910,917.30	298,177.46
Visas and Passports Fees	Costs of issuing iqamas (residence permits) and passports	1,293,569.72	0
Ministry of Labor Fees	Ministry of Labor fees for work permits	1,125,377.00	0
Total		16,615,879.67	3,488,278.65

Information Related to Loans

Information regarding any loans owed by the Company (whether due on demand or otherwise), and a statement of the total indebtedness of the Company and its subsidiaries, and any amounts paid by the Company in repayment of loans during the year, the principal amount of the loan, the name of the lending entity, its term, and the remaining amount:

Serial No.	Name of the Lending Entity	January 1, 2025	Loan Term	Additions During the Year	Amount Paid During the Year	December 31, 2025
1	Banque Saudi Fransi	28,923,202	6 Months	106,561,860	97,206,478	38,278,584
2	Riyad Bank	20,757,742	9 Months	56,503,925	31,757,742	45,503,925

Serial No.	Name of the Lending Entity	January 1, 2025	Loan Term	Additions During the Year	Amount Paid During the Year	December 31, 2025
3	Saudi Awwal Bank	21,893,477	6 Months	79,813,127	63,355,708	38,350,896
4	Al Rajhi Bank	19,203,698	9 Months	-	19,203,698	
	Total Loans	90,778,119		242,878,912	211,523,626	122,133,405

Penalties and Sanctions

Any penalty, sanction, or precautionary measure imposed on the Company by the Authority or any supervisory, regulatory, or judicial body, with a statement of the reasons for the violation, the entity that imposed it, the means of addressing it, and how to avoid its recurrence in the future..

No penalty, sanction, precautionary measure, or reserve restriction was imposed on the Company by any supervisory, regulatory, or judicial authority during the Gregorian year 2025.

Dividend Distribution Policy:

Scope of Application of the Policy

Subject to the provisions of the regulations and what is stipulated by the relevant rules and regulations, this policy applies to the Company's shareholders.

General Policy for Dividend Distribution

Subject to what is stipulated by the relevant regulations and rules, the Company's profits are distributed as follows:

- The Company may distribute dividends to its shareholders after fulfilling the regulatory requirements in this regard.
- Subject to any controls established by the competent authority regarding the formation of reserves, a certain percentage of the net profits may be appropriated to form a reserve allocated for the purposes determined by the General Assembly.
- The Ordinary General Assembly – when determining the share of net profits – may decide to form other reserves, to the extent that achieves the Company's interest or ensures the distribution of fixed and regular dividends as much as possible to the shareholders. The General Assembly may also deduct amounts from net profits to achieve the Company's purposes.

Dividend Entitlement and Payment Timing

- A shareholder is entitled to their share of the profits in accordance with the decision of the General Assembly issued in this regard, and the decision specifies the entitlement date and the distribution date. The entitlement to dividends is for the owners of shares registered in the shareholders' records at the end of the specified entitlement date. The Board of Directors must implement the decision of the Ordinary General Assembly regarding the distribution of dividends to shareholders in accordance with the regulatory controls in this regard
- The Board of Directors must implement the General Assembly's decision regarding the distribution of dividends to registered shareholders within (15) business days from the date of entitlement to these dividends specified in the General Assembly's decision.

Dividend Distribution for Preferred Shares

If the Company fails to pay the specified percentage to the holders of preferred shares from the Company's net profits after deducting reserves – if any – for three consecutive years, the special meeting of the holders of such shares – convened in accordance with the provisions of the Companies Law – may decide that they attend meetings of the Company's General Assembly and participate in voting, provided that the Company is able to pay all dividends allocated to the holders for those years. Each preferred share shall have one vote in the General Assembly meeting, and the holder of the preferred share in this case shall be entitled to vote on all items of the agenda of the Ordinary General Assembly without exception.

Disclosure of Distributions

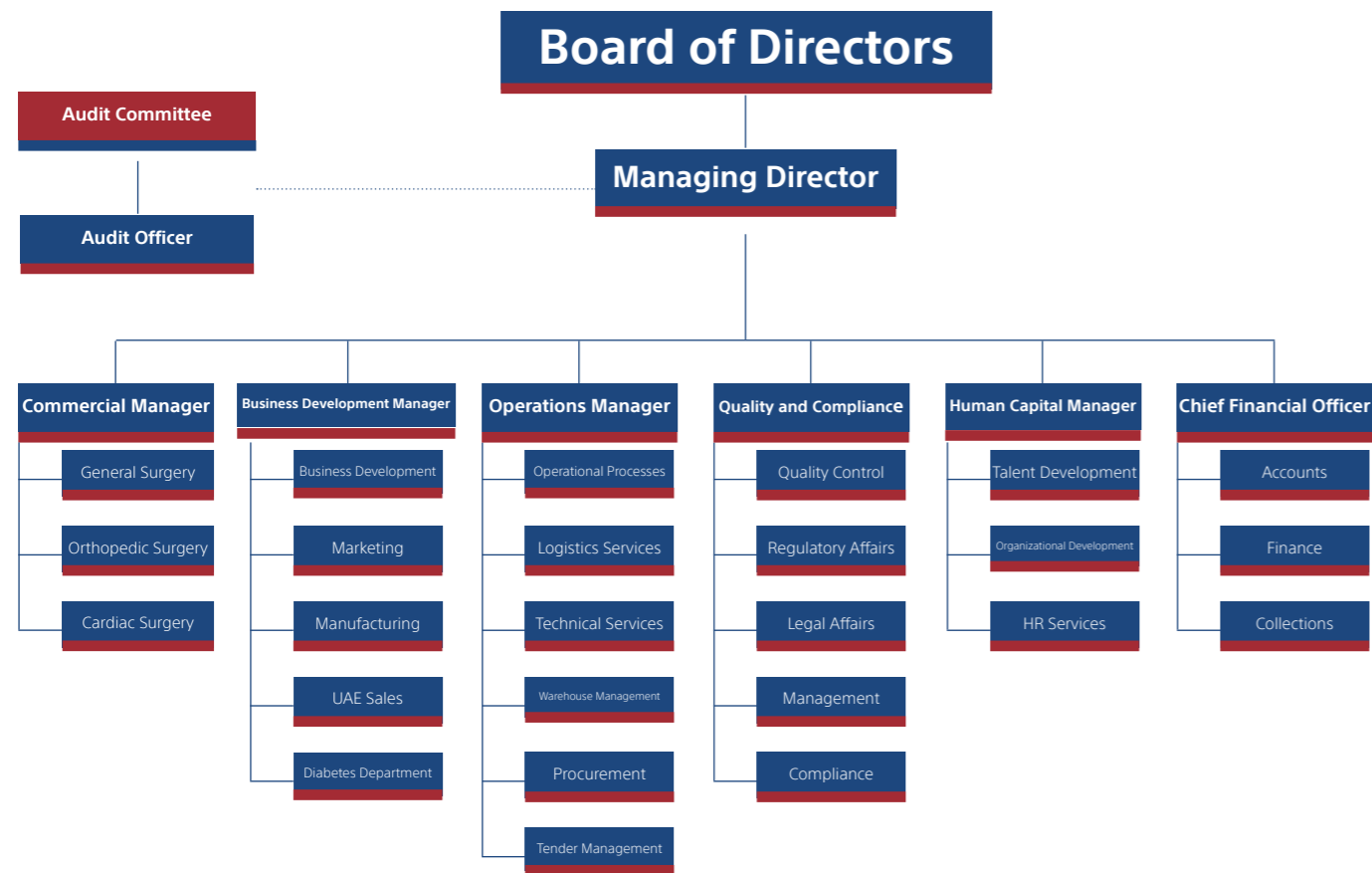
- The Board of Directors shall ensure that its annual report submitted to the Company's General Assembly includes the percentages of profits proposed to be distributed at the end of the financial year and the total of such profits.
- Distributions shall be recorded against retained earnings accumulated from previous years or distributable reserves formed from profits, or both, and the Company shall observe consistency and regularity in the manner and percentages of dividend distribution according to the Company's available capabilities and liquidity. The Board of Directors shall disclose and announce the regular periodic dividend percentages decided to be distributed to shareholders at their due times.
- The Company shall immediately and without delay disclose to the Authority and the public in the event of:
 1. Any decision to declare dividends, or to recommend their declaration, or to pay shares thereof, or to make other distributions to holders of listed securities.
 2. Any decision or recommendation not to distribute dividends in cases where the Company would be expected to distribute dividends.

04

Governance



Company Organizational Structure



About Corporate Governance

Corporate governance is a set of rules, regulations, and relationships that regulate how a company is managed, directed, and controlled, aiming to achieve a balance among the interests of various parties such as shareholders, the Board of Directors, executive management, and other stakeholders. Governance contributes to enhancing the principles of transparency and disclosure, thereby increasing the level of trust and credibility in the company. It also helps in clearly defining responsibilities and authorities and reducing conflicts of interest. Corporate governance is an important tool for improving institutional performance, enhancing decision-making efficiency, in addition to its role in reducing financial and administrative risks and ensuring compliance with applicable laws and regulations. Ultimately, governance forms the foundation for achieving long-term sustainability and growth, and enhancing the competitiveness of companies in the business environment.

What has been implemented and what has not been implemented from the provisions of the Corporate Governance Regulations and the reasons for that:

The Company confirms its commitment to all mandatory provisions for companies listed on the Nomu Parallel Market as set forth in the Corporate Governance Regulations issued by the Capital Market Authority.

Article No.	Paragraph	Text of the Article / Paragraph	Reasons for Non-Application
Article 67	-	Formation of the Risk Management Committee	Guidance Article
Article 68		Terms of Reference of the Risk Management Committee	Guidance Article
Article 69		Meetings of the Risk Management Committee	Guidance Article
Article 82		Employee Incentives	Guidance Article. The Company's management will develop a plan during 2026 to comply with the article.
Article 84		Corporate Social Responsibility	Guidance Article. The Company's management will develop a plan during 2026 to comply with the article.
Article 92		Forming a Corporate Governance Committee	Guidance Article
Article 39		Evaluation	Guidance Article. The Company's management will develop a plan during 2026 to comply with the article.
Article 30	(b)	The Board of Directors shall hold at least four meetings per year, with no less than one meeting every three months.	The Board of Directors held 4 meetings during the Gregorian year 2025. Two meetings were delayed by a limited number of days due to official holidays. The Board is working to adhere to holding one meeting every three months, and a plan has been made to rectify the meeting schedule during the year.

Disclosure Policy

The Board of Directors of Professional Medical Expertise Company, in its meeting recorded under No. 06 in 2024 dated 04/12/2024 G, adopted the Disclosure and Transparency Policy. The Policy aims to ensure that the Company discloses all material events accurately and in a timely manner, including the Company's financial position, performance, and governance, in addition to reporting on the rules related to the disclosure of information, methods of classifying information, and the timing of its disclosure.

Disclosure of Material Information

- Disclosure to the Authority and the public must be made without delay of any material developments that fall within the framework of the Company's activity and whose knowledge is not available to the general public, and that may affect the Company's assets and liabilities, its financial position, or the general course of its business or its subsidiaries, and that may reasonably lead to a change in the price of listed securities or materially affect the Company's ability to meet its obligations related to debt instruments.
- To determine whether a development falls within the scope of this article, the authorized persons mentioned in paragraph (a) of Article Two of this Policy must assess whether it is likely that any prudent investor would take that development into consideration when making their investment decision.

Disclosure Procedures

- Preparation and drafting of regulatory announcements and press releases in accordance with the requirements of the Capital Market Authority.
- Submitting the draft announcements and news to the Chief Executive Officer and other authorized senior executives and employees. The draft may also be circulated to members of the Board of Directors for their views on some occasions if the Chief Executive Officer deems it necessary.
- Publishing these announcements on the Saudi Stock Exchange (Tadawul) website first, then in daily newspapers and websites (as the case may be), and through other publication means to ensure their wide dissemination.
- Requests submitted to obtain material information that is not publishable must be rejected.

Clarity, Accuracy, and Completeness of Disclosure Information

- Any disclosure made by the Company must be complete, clear, accurate, and not misleading.
- If the authorized persons consider that disclosure of a matter required to be disclosed under these rules could cause unwarranted harm and that non-disclosure of that matter is unlikely to mislead investors regarding the facts and circumstances knowledge of which is essential for evaluating the relevant securities, the Company may submit a request for exemption from disclosure or for delaying its timing. In this case, a statement of the relevant information and the reasons for not disclosing such information at that time must be submitted to the Authority in strict confidence. The Authority may approve or reject the request for exemption or delay. If the Authority approves the request, it may at any time require the Company to announce any information related to the relevant exemption or delay.

- Those with disclosure authority are prohibited – prior to the announcement of such information – from disclosing it to parties not obligated to maintain the confidentiality and protection of information. They must also take all necessary steps to ensure that no material information or developments are leaked before their announcement in accordance with the Listing Rules.

Timing of Disclosure

Disclosure to the public must be made as soon as possible after the occurrence of any event that must be disclosed under this Policy or under any of the continuing obligations requirements set forth in the Implementing Regulations and Market Rules. In all cases, disclosure must be made before the start of the trading session following the occurrence of the relevant event.

Limits of Disclosure

Members of the Board of Directors may not disclose the Company's secrets that they have become aware of outside the General Assembly meetings. They may not exploit what they know by virtue of their membership to achieve an interest for themselves, any of their relatives, or others; otherwise, they shall be dismissed and subject to a claim for compensation.

Disclosure of Specific Events

Disclosure to the Authority and the public must be made immediately and without delay of any of the following developments (whether they are material under Article 79 of the Securities Offering Rules or not):

1. Any transaction to purchase, sell, pledge, or lease an asset at a price equal to or exceeding 10% of the Company's net assets according to the latest reviewed interim financial statements or audited annual financial statements, whichever is more recent.
2. Any indebtedness outside the Company's normal course of business in an amount equal to or exceeding 10% of the Company's net assets according to the latest reviewed interim financial statements or audited annual financial statements, whichever is more recent.
3. Any losses equal to or exceeding 10% of the Company's net assets according to the latest reviewed interim financial statements or audited annual financial statements, whichever is more recent.
4. Any significant change in the Company's production environment or activity, including – by way of example but not limited to – resource abundance and availability.
5. The change of the Company's Chief Executive Officer or any change in the composition of the Board of Directors or the Audit Committee.
6. Any dispute, including any litigation, arbitration, or mediation, if the dispute or claim amount equals or exceeds 5% of the Company's net assets according to the latest reviewed interim financial statements or audited annual financial statements, whichever is more recent.
7. Any judicial ruling issued against the Board of Directors or any of its members, if the subject of the ruling relates to the work of the Board of Directors or any of its members.
8. An increase or decrease in the Company's net assets equal to or exceeding 10% according to the latest reviewed interim financial statements or audited annual financial statements, whichever is more recent.
9. An increase or decrease in the Company's total profits equal to or exceeding 10% according to the latest audited annual financial statements.

10. Entering into a contract with revenues equal to or exceeding 5% of the Company's total revenues according to the latest audited annual financial statements, or the unexpected termination of such contract.
11. Any transaction between the Company and a related party, or any arrangement whereby the Company and a related party both invest in, provide financing for, any project or asset, if such transaction or arrangement equals or exceeds 1% of the Company's total revenues according to the latest audited annual financial statements.
12. Any interruption in any of the main activities of the Company or its subsidiaries equal to or exceeding 5% of the Company's total revenues according to the latest audited annual financial statements.
13. Any change to the Company's By-laws or its principal place of business.
14. Any change of the auditor.
15. The filing of a liquidation petition, issuance of a liquidation order, or appointment of a liquidator for the Company or any of its subsidiaries under the Companies Law, in accordance with the Listing Rules, including the commencement of any proceedings under the Bankruptcy Law.
16. The issuance of a decision by the Company or any of its subsidiaries to dissolve or liquidate the Company, or the occurrence of an event or expiration of a period necessitating the dissolution or liquidation of the Company.
17. The issuance of any recommendation or decision by the competent authority within the Company to apply to the court to initiate any bankruptcy proceedings under the Bankruptcy Law, with a statement of the impact thereof on the Company's financial position or the general course of its business.
18. The Company's receipt of a notification from the court that a third party has filed an application to initiate financial reorganization proceedings, initiate liquidation proceedings, or initiate administrative liquidation proceedings under the Bankruptcy Law, with a statement of the impact thereof on the Company's financial position or the general course of its business.
19. The registration of an application to initiate any bankruptcy proceedings for the Company with the court under the Bankruptcy Law, specifying the future steps and their timelines, and a statement of the impact thereof on the Company's financial position or the general course of its business.
20. The issuance of a court ruling – whether preliminary or final – to initiate any bankruptcy proceedings for the Company under the Bankruptcy Law, specifying the future steps and their timelines, and a statement of the impact thereof on the Company's financial position or the general course of its business.
21. The issuance of a court ruling – whether preliminary or final – rejecting the application to initiate any bankruptcy proceedings for the Company under the Bankruptcy Law, or rejecting any of them and initiating the appropriate bankruptcy proceedings, specifying the reasons for rejection and a statement of the impact thereof on the Company's financial position or the general course of its business.
22. The issuance of a court ruling – whether preliminary or final – to terminate the financial reorganization proceedings or terminate the preventive settlement proceedings for the Company under the Bankruptcy Law, or terminating any of them and initiating the appropriate bankruptcy proceedings under the Bankruptcy Law, with a statement of the impact thereof on the Company's financial position or the general course of its business.

23. Filing an objection before the competent court concerning the initiation or rejection of the initiation of any bankruptcy proceedings under the Bankruptcy Law, or the termination or non-termination of the preventive settlement proceedings or the financial reorganization proceedings under the Bankruptcy Law, with a statement of the impact thereof on the Company's financial position or the general course of its business.
24. The issuance of a ruling on the objection referred to in paragraph (23) of this Article, either upholding or overturning the court's decision and resolving the case under the Bankruptcy Law, with a statement of the impact thereof on the Company's financial position or the general course of its business.
25. Any material developments included in the reports submitted by the Company in the bankruptcy proceedings initiated under the Bankruptcy Law, with a statement of the impact thereof on the Company's financial position or the general course of its business, unless the trustee, the bankruptcy committee, or the competent authority determines that they are confidential under the Bankruptcy Law and its Implementing Regulations.
26. The issuance of a ruling, decision, declaration, or order by a court or judicial authority, whether at the preliminary or appellate stage, that could negatively affect the Company's exploitation of any part of its assets with a total value exceeding 5% of the Company's net assets according to the latest reviewed interim financial statements or audited annual financial statements, whichever is more recent.
27. The convening of the General Assembly or special meeting and its agenda.
28. The results of the General Assembly or special meeting.
29. Any proposed change in the Company's capital, with a statement of the impact thereof on holders of convertible debt instruments (as applicable).
30. Any decision to declare dividends, or to recommend their declaration, or to pay shares thereof, or to make other distributions to holders.
31. Any decision or recommendation not to distribute dividends in cases where the Company would be expected to distribute dividends.
32. Any decision to call for, repurchase, redeem, withdraw, or make a purchase offer for its securities, and the total amount, number of securities, and value thereof.
33. Any decision of non-payment in respect of debt instruments or convertible debt instruments.
34. Any change in the rights attached to any class of listed shares or debt instruments convertible into such shares.

Disclosure of Financial Information

- The annual financial statements and the interim financial statements of the Company's financial year must be disclosed to the Authority and the public immediately upon approval and before publication to shareholders or third parties. For the purposes of this Article, approval of the financial statements shall be as follows:
 - With respect to semi-annual interim financial statements, they shall be approved after being adopted by the Board of Directors and signed by a member authorized by the Board of Directors, the Chief Executive Officer, and the Chief Financial Officer.
 - With respect to annual financial statements, they shall be adopted and approved in accordance with the provisions of the Companies Law and the Corporate Governance Regulations.
 - Interim and annual financial statements shall be disclosed through the electronic systems designated for this purpose by the Market.
 - The Company must prepare its interim financial statements and have them reviewed in accordance with the accounting and auditing standards adopted by the Saudi Organization for Chartered and Professional Accountants, and must disclose them to the public within a period not exceeding (45) business days from the end of the financial period covered by those statements.
 - The financial statements must be published on the website of the Saudi Stock Exchange (Tadawul) within no more than six business days from the date of publication of the financial results associated therewith.
 - The Company must prepare its annual financial statements and have them audited in accordance with the accounting and auditing standards adopted by the Saudi Organization for Chartered and Professional Accountants. The Company must disclose these financial statements within a period of no less than (21) calendar days prior to the date of the Company's annual general assembly meeting.
 - The auditor or accounting firm that audits the Company's financial statements must be registered with the Authority in accordance with the Rules for Registering Auditors of Entities Subject to the Authority's Supervision. The Company must ensure that the auditor or accounting firm that audits the financial statements, and any partners thereof, comply with the rules and regulations of the Saudi Organization for Chartered and Professional Accountants regarding ownership of any shares or securities of the Company or any of its subsidiaries, in order to ensure the independence of the auditor or accounting firm and any partner or employee of their firm.

Disclosure in the Board of Directors' Report

The Board of Directors shall issue its annual report – within a period not exceeding the thirty-first of March (Gregorian) – and submit it to the Capital Market Authority and announce it to the shareholders. The Board of Directors' report must include a comprehensive review of the Company's operations during the last financial year and all factors affecting the Company's business. It must also contain all the requirements set forth in Article (87) of the Corporate Governance Regulations and the relevant articles contained in the regulations issued by the Authority and the Companies Law.

Disclosure in the Audit Committee Report

- The Audit Committee report must include details of its performance of its authorities and duties stipulated in the Companies Law and its implementing regulations, provided that it includes its recommendation and opinion on the adequacy of the Company's internal control, financial control, and risk management systems.
- The Board of Directors shall deposit sufficient copies of the Audit Committee report at the Company's head office, and it shall be published on the Company's website and the Market's website upon publishing the invitation to convene the General Assembly, to enable any shareholders who wish to obtain a copy thereof. A summary of the report shall be recited during the convening of the General Assembly.

Disclosure via the Website, Media, and Social Media Platforms

The Company attaches special importance to its website and its continuous updating as one of the most important windows and means of communication with shareholders, investors, and all members of the public. Its development and updating are continuously overseen by the Marketing department of the Company. Information is verified and reviewed – prior to publication on the website – by the competent department to ensure that this information and its contents are consistent with the regulatory disclosure requirements for listed joint stock companies and to avoid any violations that may occur as a result of publishing information that should not be published according to the Authority's regulations and rules. The competent department reviews all disclosures, press releases, and announcements – prior to their publication – including periodicals, bulletins, and media materials issued by the Company, as well as what is published in newspapers and social media platforms, to ensure their compliance with the regulations and laws for listed joint stock companies, in order to avoid any violations that may occur as a result. All management of the Company and its subsidiaries must observe the provisions of this Policy to avoid any violations in this regard.

Disclosures Related to Corporate Governance

The Company discloses its corporate governance policies, procedures, and related documents by publishing them on the Company's website or through any other means (wherever possible), including the following:

01. The Company's By-laws.
02. The Corporate Governance Manual and other related documents.
03. The annual report of the Board of Directors.
04. Interim financial statements and annual final accounts.
05. The annual Audit Committee report.
06. All announcements published on Tadawul.
07. Any other reports or documents that the Company deems enhance the process of disclosure and transparency, provided they do not conflict with regulations and laws.

Disclosure Related to Corporate Social Responsibility Policies

The Company discloses its contribution and policies in the field of Corporate Social Responsibility (CSR) and procedures related to employees, society, and the environment in the annual report of the Board of Directors, the Company's website, and other communication channels approved by the Board of Directors.

Board of Directors' Disclosure

The Board of Directors shall regulate the disclosure procedures for each of its members and members of executive management, taking into account the following:

- Maintaining a special register for the disclosures of members of the Board of Directors and executive management and updating it periodically, in accordance with the disclosures required under the Companies Law, the Capital Market Law, and their implementing regulations.
- Enabling the Company's shareholders to access this register without any financial consideration.

Disclosure of Remuneration

The Board of Directors shall comply with the following:

- Disclosure of the remuneration policy and the method for determining the remuneration of members of the Board of Directors and executive management in the Company.
- Clarification of the relationship between the remuneration granted and the applicable remuneration policy, and a statement of any material deviation from this policy.
- Accurate, transparent, and detailed disclosure in the special report on the remuneration granted to members of the Board of Directors and executive management, directly or indirectly, without concealment or misleading, whether in the form of amounts, benefits, or advantages, regardless of their nature and name. If the advantages are in the form of shares in the Company, the value entered for the shares shall be the market value on the date of entitlement.
- A statement of the necessary details regarding the remuneration and compensation paid to each of the following individually:
 1. Members of the Board of Directors.
 2. Total remuneration for the five most senior executives who received the highest remuneration from the Company, provided that this includes the Chief Executive Officer and the Chief Financial Officer.
 3. Members of the committees.

The disclosure required in this Article shall be made in the Board of Directors' report in accordance with the form prepared for that purpose.

Official Spokesperson of the Company

- The authorized persons mentioned in paragraph (a) of Article Two of this Policy are the official spokespersons of the Company before all media outlets, the public, and investors. They also have the right, from time to time, to appoint one or more other persons from within the Company to speak on behalf of the Company or to respond to specific inquiries whenever necessary and as circumstances require.

- No person other than those mentioned in paragraph (a) of Article Two of this Policy may make any public statements, particularly regarding the following:
 1. The Company's strategies and plans.
 2. The Company's operations and activities.
 3. Financial performance (current and future) and investment opportunities in general
 4. Production capacities.
 5. Litigation and lawsuits.
 6. Ownership, merger, restructuring decisions, decisions to sell or exit certain investments, and other important strategic initiatives undertaken by the Company.
 7. Obtaining or termination of agencies.
- Members of the Board of Directors and all Company employees who are not authorized to speak on behalf of the Company must refer all requests and inquiries received from financial institutions, shareholders, and various media outlets to the persons authorized to speak on behalf of the Company.

Shareholders' Rights

Fair Treatment of Shareholders

- The Board of Directors is committed to working to protect the rights of shareholders in a manner that ensures justice and equality among them.
- The Board of Directors and executive management of the Company are committed not to discriminate between shareholders who own shares of the same class and type and not to withhold any right from them.
- The Company sets forth in its internal policy the procedures necessary to ensure that all shareholders exercise their rights.

Rights Attached to Shares

All rights attached to shares shall be established for the shareholder, in particular the following:

- Receiving their share of the net profits decided to be distributed in cash or by issuing shares.
- Receiving their share of the Company's assets upon liquidation.
- Attending general or special shareholders' meetings, participating in their deliberations, and voting on their resolutions.
- Disposing of their shares in accordance with the provisions of the Companies Law, the Capital Market Law, and their implementing regulations.
- Inquiring and requesting to inspect the Company's books and documents, including data and information related to the Company's activity and its operational and investment strategy, provided that this does not harm the Company's interests and does not conflict with the Companies Law, the Capital Market Law, and their implementing regulations.
- Monitoring the Company's performance and the work of the Board of Directors.
- Holding members of the Board of Directors accountable, filing liability claims against them, and challenging the validity of resolutions of general and special shareholders' meetings in accordance with the conditions and restrictions set forth in the Companies Law and the Company's By-laws.
- Preferential right to subscribe to new shares issued against cash contributions, unless the extraordinary general assembly suspends the pre-emptive right – if so provided in the Company's By-laws – in accordance with Article One Hundred and Twenty-Nine of the Companies Law.
- Requesting to inspect a copy of the Company's Articles of Incorporation and By-laws unless the Company publishes them on its website.
- Having their shares registered in the Company's shareholders register.
- Nominating and electing members of the Board of Directors.

Shareholder's Access to Information

- The Board of Directors is committed to providing complete, clear, accurate, and non-misleading information to enable the shareholder to exercise their rights to the fullest extent. This information shall be provided in a timely manner and updated regularly.
- The means of providing information to shareholders must be clear and detailed, and must include a statement of the Company's information that the shareholder may obtain. Such information shall be made available to all shareholders of the same class or type.
- The most effective means of communication with shareholders must be followed, and no discrimination shall be made among them in providing information.

Communication with Shareholder

- The Board of Directors ensures that communication between the Company and its shareholders is based on a shared understanding of the Company's strategic objectives and interests.
- The Chairman of the Board of Directors and the Managing Director of the Group shall keep the other members of the Board informed of shareholders' views and discuss them with the Board.
- No shareholder may interfere in the work of the Board of Directors or the executive management of the Company unless they are a member of the Board of Directors or executive management, or unless their intervention is through the ordinary general assembly in accordance with its authorities, or within the limits

and cases permitted by the Board of Directors.

General Assembly Meetings of Shareholders

General Assembly Meetings of Shareholders During 2025

Name	Membership Capacity	Attendance Record
		Extraordinary General Assembly - 2025/06/24
Samir Suleiman Abdullah Al-Imran	Chairman of the Board of Directors	Attended
Amr Mahmoud Mohammed Abu Al-Amayem	Vice Chairman of the Board of Directors	Attended
Mohammed Jamal Mohammed Al-Mudayyan	Member of the Board of Directors	Attended
Abhishek Ashok Sharma	Member of the Board of Directors	Attended
Abdulilah Abdullah Mahmoud Zahed*	Member of the Board of Directors	Attended
Saleh Mohammed Ahmed Al-Ghamdi	Member of the Board of Directors	Attended

*Resigned on 01/01/2026

Company Requests for Shareholders Register

Number of the Company's Requests for the Shareholders Register, Dates of Those Requests, and Their Reasons:

Number of the Company's Requests for the Shareholders Register	Request Date	Reasons for Request
1	22/01/2025	Corporate Actions
2	25/03/2025	Corporate Actions
3	13/05/2025	Corporate Actions
4	26/06/2025	Corporate Actions
5	06/08/2025	Corporate Actions
6	11/10/2025	Corporate Actions
7	30/12/2025	Corporate Actions

Measures Taken by the Board of Directors to Inform Its Members of Shareholders' Proposals and Observations Regarding the Company and Its Performance

Members of the Board of Directors attend the General Assembly to respond to shareholders' inquiries and receive their proposals and observations regarding the Company. On the other hand, the Company's By-laws guarantee the right of shareholders to participate in the deliberations and discussions held during General Assembly meetings. As for shareholders' proposals received by letter or electronic correspondence, they are also presented at the first Board of Directors meeting and subsequently kept in the Company's records.

Board of Directors

Powers of the Board of Directors

Subject to the powers prescribed for the General Assembly, the Board of Directors shall have the broadest authority in managing the Company in a manner that achieves its purposes. It shall formulate its policies, determine its investments, manage its business and funds, and handle all its affairs inside and outside the Kingdom of Saudi Arabia. Ultimate responsibility for the Company remains with the Board even if it forms committees or delegates some of its work to other entities or individuals. In all cases, the Board of Directors may not issue a general delegation or one of indefinite duration.

Powers Delegated to the Chief Executive Officer or Managing Director

The Board of Directors delegates some of its powers to the Chief Executive Officer to manage the daily operations of the Company, head its employees, and implement its policies and strategic plans. Such powers are defined in the Delegation of Authority document approved by a resolution of the Board of Directors.

Powers and Duties of the Board

Subject to the powers vested in the General Assembly under the Companies Law, its Implementing Regulations, and the Company's By-laws, the Board of Directors shall have the broadest powers in managing the Company and directing its business to achieve its purposes. The Board's duties and operating procedures shall be detailed in the Board of Directors' By-laws.

Composition of the Board of Directors and Classification of Its Members

Member Name	Position	Membership Classification	Nationality
Samir Suleiman Abdullah Al-Imran	Chairman of the Board of Directors	Independent	Saudi Arabia
Amr Mahmoud Mohammed Abu Al-Amayem	Vice Chairman of the Board of Directors	Executive	Egypt
Mohammed Jamal Mohammed Al-Mudayyan	Member of the Board of Directors	Executive	Saudi Arabia
Abhishek Ashok Sharma	Member of the Board of Directors	Independent	India
Abdulilah Abdullah Mahmoud Zahed*	Member of the Board of Directors	Independent	Saudi Arabia
Saleh Mohammed Ahmed Al-Ghamdi	Member of the Board of Directors	Independent	Saudi Arabia

*Resigned on 01/01/2026

Board of Directors Members' CVs

1. Members of the Board of Directors:



Samir Suleiman Abdullah Al-Imran

Chairman of the Board of Directors

Qualifications:

- PhD in Sunnah and Its Sciences from Imam Mohammad Ibn Saud Islamic University in 1997.
- Master's degree in Sunnah and Its Sciences from Imam Mohammad Ibn Saud Islamic University in 1993.
- Bachelor's degree in Sunnah and Its Sciences from Imam Mohammad Ibn Saud Islamic University in 1989.
- Bachelor's degree in Mining Engineering from King Fahd University of Petroleum and Minerals (KFUPM) in 1984.

Current Positions:

- Chairman of the Board of Directors – Independent – Professional Medical Expertise Company (ProMedEx).
- Chairman of the Board of Directors of Koon International Schools.
- Member of the Board of Directors of Ajwad Holding.

Previous Positions:

- Advisor at the Office of His Excellency the Deputy Minister for Girls' Education from 2012 to 2017.
- General Supervisor of the Neighborhood Schools Program for Educational and Recreational Activities under the King Abdullah bin Abdulaziz Project for the Development of Education in the Kingdom of Saudi Arabia from 1984 to 2011.
- General Director of Girls' Education in the Eastern Province of the Kingdom of Saudi Arabia from 2002 to 2011.
- General Director of Girls' Colleges in the Eastern Province of the Kingdom of Saudi Arabia in 2001.
- Assistant Professor, Department of Islamic Studies, King Fahd University of Petroleum and Minerals from 1996 to 2000.
- Lecturer, Department of Islamic Studies, King Fahd University of Petroleum and Minerals from 1995 to 1996.
- Research Scientist, Research Institute, King Fahd University of Petroleum and Minerals in 1984.



Amr Mahmoud Mohammed Abu Al-Amayem

Vice Chairman of the Board of Directors and Managing Director

■ Qualifications:

- Master's degree in Business Administration from the University of Hull in the United Kingdom in 2009.
- Bachelor's degree in Pharmaceutical Sciences from Alexandria University in 2002.

■ Current Positions:

- Executive Member of the Board of Directors of Professional Medical Expertise Company (ProMedEx) – Vice Chairman of the Board of Directors..

■ Previous Positions:

- Product Specialist at Johnson & Johnson – from 2007 to 2011.
- Product Specialist at Wyeth – from 2005 to 2007.
- Product Specialist at Merck Sharp & Dohme – from 2003 to 2005.



Mohammed Jamal Mohammed Al-Mudayyan

Member of the Board of Directors, Secretary

■ Qualifications:

- Completed secondary school certificate from Ibn Mubarak Secondary School between 2006 and 2007.

■ Current Positions:

- Professional Medical Expertise Company (ProMedEx) – Executive Member of the Board of Directors – Secretary of the Board of Directors – Director of Regulatory Affairs.
- Al-Imran Holding Company – General Manager.
- Al-Nokhba Investments Company – General Manager.

■ Previous Positions:

- Director of Regulatory Affairs at Professional Medical Expertise Company (ProMedEx) from 2015 to present.
- Director of Human Resources and Regulatory Affairs at Professional Medical Expertise Company (ProMedEx) from 2015 to 2022.
- Director of Logistics and Administration at Professional Medical Expertise Company (ProMedEx) from 2013 to 2014.
- Administrative Manager at Professional Medical Expertise Company (ProMedEx) from 2011 to 2012.
- Consultant at Al-Mudayyan Elevators Company from 2010 to 2012.
- Educational Consultant at Malaysia Gate Company from 2008 to 2009.



Abdulilah Abdullah Mahmoud Zahed

Member of the Board of Directors

■ Qualifications:

- Master's degree in Administration and Urban Planning from the University of California in the United States in 1987.
- Bachelor's degree in Administration and Urban Planning from the University of California in the United States in 1986.

■ Current Positions:

- Professional Medical Expertise Company (ProMedEx) – Independent Member of the Board of Directors.
- Chairman of the Board of Directors – Aalam Al-Tamtheel Al-Tijari for Business Services.

■ Previous Positions:

- Chairman of the Board of Directors of the United International Transportation Company – Budget Saudi for Car Rental from 1990 to 2018.
- Founder and Chairman of the United International Transportation Company – Budget Saudi for Car Rental from 1978 to 2018.
- Assistant Planner at DMGM from 1975 to 1977.
- Member of the National Transport Committee from 1980 to 1985.
- Member of the Car Rental Companies Organization from 1980 to 1985.



Abhishek Ashok Sharma

Member of the Board of Directors

■ Qualifications:

- Bachelor's degree in Computer Science from the University of Pennsylvania in the United States in 2003.
- Executive MBA from Graduate School Business Stanford University - 2024

■ Current Positions:

- Professional Medical Expertise Company (ProMedEx) – independent.
- Professional Medical Expertise Company (ProMedEx) – Member of the Audit Committee and Member of the Remuneration and Nomination Committee since 2022.
- Altibbi – Observer of Board of Directors Meetings since 2021.
- Foundation Holdings, Cayman Islands – Senior Advisor since 2025.
- Ryan Education in India – Member of the Board of Directors since 2019.

■ Previous Positions:

- Amanat Holding Company in the United Arab Emirates – Founding Board Member and Head of the Education Division from 2014 to 2016.
- Spring India Limited in India – Member of the Board of Directors from 2009 to 2020.
- Foundation Holding Company in the Cayman Islands – Founder and Chief Executive Officer since 2016.
- Mushrif Trading and Contracting Company in Kuwait – Member of the Board of Directors from 2014 to 2015.
- Saudi Network Services Company – Member of the Board of Directors from 2012 to 2015.
- Ithmar Capital in the United Arab Emirates – Head of Healthcare from 2008 to 2014
- Sun Capital Partners in the United States of America – Senior Associate – from 2005 to 2008.
- Lehman Brothers in the United States of America – Investment Banking Analyst – from 2004 to 2005.
- Bank of America Merrill Lynch in the United States of America – from 2003 to 2004.



Saleh Mohammed Ahmed Al-Ghamdi

Member of the Board of Directors

■ Qualifications:

- Bachelor's Degree in Electrical Engineering – King Saud University
- Master of Business Administration – University of Phoenix, Arizona, United States

■ Current Positions:

- Professional Medical Expertise Company (ProMedEx) – Independent Member of the Board of Directors.
- Thabat Company – Vice President for Water and Infrastructure Sector and Operations and Maintenance Sector.
- Araha Company – Non-Executive Member of the Board of Directors.
- Al-Maa Al-Mustadeem Company – Non-Executive Member of the Board of Directors.
- Agricultural Production and Marketing Cooperative Society – Non-Executive Member of the Board of Directors.

■ Previous Positions:

- Saudi Aramco – Rotated through several positions during the period from 1989 to 2013.
- Al Gihaz Holding Company from 2013 to 2015.
- Saleh Al-Ghamdi Engineering Consultancy – Chief Executive Officer from 2015 to 2016.
- Ministry of Environment, Water and Agriculture – General Supervisor of Water Services from the beginning of 2017 to the end of the year.
- National Water Company – Chief Operating Officer from 2017 to 2020.



2. CVs of Executive Management Members:



Amr Mahmoud Mohammed Abu Al-Amayem

Vice Chairman of the Board of Directors and Managing Director

■ Qualifications:

- Master's degree in Business Administration from the University of Hull in the United Kingdom in 2009.
- Bachelor's degree in Pharmaceutical Sciences from Alexandria University in 2002.

■ Current Positions:

- Executive Member of the Board of Directors of Professional Medical Expertise Company (ProMedEx) – Vice Chairman of the Board of Directors..

■ Previous Positions:

- Product Specialist at Johnson & Johnson – from 2007 to 2011.
- Product Specialist at Wyeth – from 2005 to 2007.
- Product Specialist at Merck Sharp & Dohme – from 2003 to 2005.



Mohammed Jamal Mohammed Al-Mudayyan

Member of the Board of Directors, Secretary

■ Qualifications:

- Completed secondary school certificate from Ibn Mubarak Secondary School between 2006 and 2007.

■ Current Positions:

- Professional Medical Expertise Company (ProMedEx) – Executive Member of the Board of Directors – Secretary of the Board of Directors – Director of Regulatory Affairs.
- Al-Imran Holding Company – General Manager.
- Al-Nokhba Investments Company – General Manager.

■ Previous Positions:

- Director of Regulatory Affairs at Professional Medical Expertise Company (ProMedEx) from 2015 to present.
- Director of Human Resources and Regulatory Affairs at Professional Medical Expertise Company (ProMedEx) from 2015 to 2022.
- Director of Logistics and Administration at Professional Medical Expertise Company (ProMedEx) from 2013 to 2014.
- Administrative Manager at Professional Medical Expertise Company (ProMedEx) from 2011 to 2012.
- Consultant at Al-Mudayyan Elevators Company from 2010 to 2012.
- Educational Consultant at Malaysia Gate Company from 2008 to 2009.



Tamer Mahmoud Mohammed Al-Akkad

Chief Financial Officer (CFO)

■ Qualifications:

- Master's degree in Business Administration from Cardiff Metropolitan University in the United Kingdom in 2021.
- Bachelor's degree in Accounting from Cairo University in 1993

■ Current Positions:

- Chief Financial Officer at Professional Medical Expertise Company (ProMedEx).

■ Previous Positions:

- Chief Financial Officer – Majid Al Futtaim Properties – from 2015 to 2022.
- Chief Financial Officer for Egypt – Majid Al Futtaim – from 2012 to 2015.
- Accounting Manager – United Construction Company in Egypt – from 2008 to 2011.
- Accounting Manager – United Sugar Company in Egypt – from 2005 to 2008.
- General Ledger and Reporting Supervisor – PepsiCo Egypt – from 1999 to 2005.
- Accountant – Nestlé Egypt – from 1997 to 1999.
- Accountant – Tasty Foods Egypt – from 1996 to 1997.
- Accountant – Miraco Carrier in Egypt – from 1994 to 1996..



Tariq Mustafa Jumaa

Operations Department Manager

■ Qualifications:

- Bachelor's degree in Pharmacy – Alexandria University in 2003.

■ Current Positions:

- Operations Department Manager – Professional Medical Expertise Company (ProMedEx))

■ Previous Positions:

- Sales Manager (Sub-Specialties) – Professional Medical Expertise Company (ProMedEx) from 2020 to 2023.
- Sales Manager – Professional Medical Expertise Company (ProMedEx) from 2014 to 2019.
- Sales Manager – Gulf Medical Limited from 2011 to 2014.
- Product Specialist – Gulf Medical Limited from 2008 to 2011.
- Sales Representative – Novartis Saudi Arabia Limited from 2004 to 2008.



Ahmed Ali Ahmed Jali
Human Capital Manager

■ Qualifications:

- Master's degree in Executive Business Administration – King Abdulaziz University – 2025
- Bachelor's degree in English Language – King Abdulaziz University – 2013

■ Current Positions:

- Human Capital Manager – Professional Medical Expertise Company (ProMedEx)

■ Previous Positions:

- Human Resources Manager – Dallah Pharma – Saudi Arabia, July 2016 – March 2025.
- Logistics Operations Manager – Dallah Pharma – Saudi Arabia, July 2016 – April 2023.
- Executive Director – Dallah Pharma – Kingdom of Bahrain, October 2019 – December 2021.
- Regulatory Affairs Manager – Medical Device Sector – Banaja Holding Group, September 2015 – June 2016.
- Regional Sales Manager – DHL Express International, May 2013 – April 2014.
- Progressive career development through various positions in sales and logistics – DHL Express International, June 2004 – April 2013.



Mohammed Ali Abdulrahman
Sales Manager

■ Qualifications:

- Bachelor's degree in Pharmaceutical Sciences – Faculty of Pharmacy, Cairo University in 2003.

■ Current Positions:

- Sales Manager (General Surgery) – Professional Medical Expertise Company (ProMedEx)

■ Previous Positions:

- Sales and Marketing Department Manager at Professional Medical Expertise Company from 2018 to 2020.
- Regional Manager at Professional Medical Expertise Company from 2016 to 2018.
- Regional Manager at Novartis Saudi Arabia Limited from 2012 to 2016.
- Senior Product Specialist at Novartis Saudi Arabia Limited from 2005 to 2012.
- Senior Product Specialist at GlaxoSmithKline from 2003 to 2005.



شريف محمود أحمد
مدير أول لتطوير الأعمال

■ Qualifications:

- Master's degree in Business Administration from IE Business School in Spain in 2013.
- Bachelor's degree in Electrical Engineering – Alexandria University in 2002.

■ Current Positions:

- Business Development Manager - Professional Medical Expertise Company (ProMedEx) since 2022.

■ Previous Positions:

- Sales Manager at Draeger Arabia from 2020 to 2022.
- Sales Manager at Fresenius Medical Care during 2020.
- General Manager, Ultrasound and Life Care Solutions at GE Healthcare from 2017 to 2020.
- General Manager, Ultrasound at GE Healthcare from 2014 to 2017.
- Anesthesia and Critical Care Department Manager at Gulf Medical Limited from 2010 to 2014.
- Product Unit Manager - Critical Care Unit at Gulf Medical Limited from 2007 to 2009.
- Sales and Service Engineer at Gulf Medical Limited from 2004 to 2006.
- Sales Engineer at Alexandria Company during 2004.



Dr. Amr Sherif Anwar Zehni
Head of Commercial Affairs

■ Qualifications:

- Bachelor's degree in Veterinary Medicine, Cairo University, 2000.

■ Current Positions:

- Head of Commercial Affairs, Professional Medical Expertise Company.

■ Previous Positions:

- Orthopedics Sales Department Manager, 2018
- ProMedEx Sports and Injuries Sales Department Manager, 2015
- Surgitec Egypt Sales Department Manager, 2012
- Key Accounts Sales Manager for the Kingdom of Saudi Arabia, Johnson & Johnson, 2011

Names of companies inside and outside the Kingdom in which a member of the Company's Board of Directors serves as a member of their current or previous boards of directors or as a manager:

Name	Names of companies in which the Board member currently serves as a member of their boards of directors or as a manager	Names of companies in which the Board member previously served as a member of their boards of directors or as a manager
Samir Suleiman Abdullah Al-Imran	<ul style="list-style-type: none"> Chairman of the Board of Directors of Professional Medical Expertise Company (ProMedEx) – A listed joint stock company within the Kingdom of Saudi Arabia . Vice Chairman of the Board of Directors of Al Forsan International Schools – A limited liability company within the Kingdom of Saudi Arabia. Chairman of the Board of Directors of Koon International Schools – A limited liability company within the Kingdom of Saudi Arabia. Member of the Board of Directors of Ajwad Holding – A limited liability company within the Kingdom of Saudi Arabia. 	-
Amr Mahmoud Mohammed Abu Al-Amayem	Member of the Board of Directors of Professional Medical Expertise Company (ProMedEx) – A listed joint stock company within the Kingdom of Saudi Arabia.	-
Mohammed Jamal Mohammed Al-Mudayyan	<ul style="list-style-type: none"> Member of the Board of Directors – Professional Medical Expertise Company (ProMedEx) – A listed joint stock company within the Kingdom of Saudi Arabia. General Manager of Al-Imran Holding Company – Within the Kingdom of Saudi Arabia. General Manager of Al-Razi United Industries Company – Within the Kingdom of Saudi Arabia. General Manager of Al-Nokhba Investments Company – Within the Kingdom of Saudi Arabia. 	-
Abdulilah Abdullah Mahmoud Zahed	<ul style="list-style-type: none"> Member of the Board of Directors – Professional Medical Expertise Company (ProMedEx) – A listed joint stock company within the Kingdom of Saudi Arabia. Chairman of the Board of Directors of Aalam Al-Tamtheel Al-Tijari for Business Services – A limited liability company within the Kingdom of Saudi Arabia. 	<ul style="list-style-type: none"> Chairman of the Board of Directors of the United International Transportation Company – Budget Saudi for Car Rental – A closed joint stock company within the Kingdom of Saudi Arabia. Manager of Al-Zahid Group of Companies – A limited liability company within the Kingdom of Saudi Arabia. Chairman of the Board of Directors of Shafa Al-Muntazah Medical Complex – A closed joint stock company within the Kingdom of Saudi Arabia.

Name	Names of companies in which the Board member currently serves as a member of their boards of directors or as a manager	Names of companies in which the Board member previously served as a member of their boards of directors or as a manager
Abhishek Ashok Sharma	<ul style="list-style-type: none"> Shafa Al-Muntazah Medical Complex – Member of the Board of Directors since 2021. Rain Education in India – Member of the Board of Directors since 2019. Professional Medical Expertise Company (ProMedEx) – Independent Member of the Board of Directors. 	<ul style="list-style-type: none"> Amanat Holding Company in the United Arab Emirates – Founding Board Member and Head of the Education Division from 2014 to 2016. Spring India Limited in India – Member of the Board of Directors from 2009 to 2020. Mushrif Trading and Contracting Company in Kuwait – Member of the Board of Directors from 2014 to 2015. Saudi Network Services Company – Member of the Board of Directors from 2012 to 2015.
Saleh Mohammed Ahmed Al-Ghamdi	<ul style="list-style-type: none"> Professional Medical Expertise Company (ProMedEx) – Independent Member of the Board of Directors. Araha Company – Non-Executive Member of the Board of Directors. Al-Maa Al-Mustadeem Company – Non-Executive Member of the Board of Directors. Agricultural Production and Marketing Cooperative Society – Non-Executive Member of the Board of Directors. Bani Kabir Housing Cooperative Society – Non-Executive Member of the Board of Directors. 	<ul style="list-style-type: none"> Saleh Al-Ghamdi Engineering Consultancy – Chief Executive Officer from 2015 to 2016. Ministry of Environment, Water and Agriculture – General Supervisor of Water Services from the beginning of 2017 to the end of the year. National Water Company – Chief Operating Officer from 2017 to 2020. Thabat Company – Vice President for Water and Infrastructure Sector and Operations and Maintenance Sector.

Board of Directors Meetings

Number of Board of Directors meetings held during the last financial year, their dates, and the attendance record for each meeting, indicating the names of attendees.

Name	Membership Classification	Attendance Record			
		First Meeting 2025/04/10	Second Meeting 2025/05/26	Third Meeting 2025/10/01	Fourth Meeting 2025/12/22
Samir Suleiman Abdullah Al-Imran	Chairman of the Board of Directors – Independent	Attended	Attended	Attended	Attended
Amr Mahmoud Mohammed Abu Al-Amayem	Member of the Board of Directors – Executive	Attended	Attended	Attended	Attended
Mohammed Jamal Mohammed Al-Mudayyan	Member of the Board of Directors – Executive	Attended	Attended	Attended	Attended
(1) Abdulilah Abdullah Mahmoud Zahed	Member of the Board of Directors – Independent	Attended	Attended	Attended	Attended
Abhishek Ashok Sharma	Member of the Board of Directors – Independent	Attended	Attended	Attended	Attended
Saleh Mohammed Ahmed Al-Ghamdi	Member of the Board of Directors – Independent	Attended	Attended	Attended	Attended

(1) Resigned on 01/01/2026

Ownership of Members of the Board of Directors and Senior Executives

Interest of Board Members and Senior Executives in Shares

Description of any interests, contractual securities, and subscription rights held by members of the Company's Board of Directors, senior executives, and their relatives in shares or debt instruments of the Company or any of its subsidiaries, and any change in such interests or rights during the last financial year:

Table showing any interests, contractual securities, and subscription rights held by members of the Company's Board of Directors:

Serial No.	Name of the Interested Party	Number of Shares Beginning of Year	Number of Shares End of Year	Net Change	Percentage Change
1	Samir Suleiman Abdullah Al-Imran	0	100	0	100%
2	Amr Mahmoud Mohammed Abu Al-Amayem	47,250	47,250	0	0%

Serial No.	Name of the Interested Party	Number of Shares Beginning of Year	Number of Shares End of Year	Net Change	Percentage Change
3	Mohammed Jamal Mohammed Al-Mudayyan	0	0	0	0%
4	Saleh Mohammed Al-Ghamdi	0	0	0	0%
5	Abdulilah Abdullah Mahmoud Zahed	71,661	71,661	0	0%
6	Abhishek Ashok Sharma	0	0	0	0%

Table showing any interests, contractual securities, and subscription rights held by senior executives in the Company:

The Company has not issued any debt instruments, and with respect to its subsidiaries, no shares or debt instruments have been issued by them.

Serial No.	Name of the Interested Party	Number of Shares Beginning of Year	Number of Shares End of Year	Net Change	Percentage Change
1	Amr Mahmoud Mohammed Abu Al-Amayem	47,250	47,250	0	0%
2	Mohammed Jamal Mohammed Al-Mudayyan	0	0	0	0%
3	Tamer Mahmoud Mohammed Al-Akkad	0	0	0	0%
4	Tariq Mustafa Jumaa	0	0	0	0%
5	Ahmed Ali Ahmed Jali	0	0	0	0%
6	Mohammed Ali Abdulrahman	0	0	0	0%
7	Sherif Mahmoud Ahmed	0	0	0	0%
8	Dr. Amr Sherif Anwar Zehni	0	0	0	0%

Description of any interest in shares with entitlement belonging to persons outside the Board.

Description of any interest in the class of shares with voting rights belonging to persons (other than members of the Company's Board of Directors, senior executives, and their relatives) who have notified the Company of such rights under Article 45 of the Registration and Listing Rules, and any change in such rights during the last financial year:

Serial No.	Name of the Interested Party	Number of Shares Beginning of Year	Number of Shares End of Year	Net Change	Percentage Change
1	Al-Imran Holding Company	1,527,750	1,526,699	1,051	- 0.030%
3	Sanad Holding Company	281,716	281,716	0.00	0%
4	Riyad Abdullah Rashid Abu Niyan	175,000	175,000	0.00	0%
5	Rakan Abdullah Rashid Abu Niyan	172,707	172,707	0.00	0%

Board of Directors Committees

A brief description of the committees' authorities and duties, stating the names of the committees, their chairpersons and members, the number of their meetings, the dates of their meetings, and the attendance records of members for each meeting.

Audit Committee:

Members of the Audit Committee

Member Name	Board Member / Non-Board Member	Type of Membership
Khaled Ahmed Rifaat	Non-Board Member	Chairman of the Committee
Abhishek Ashok Sharma	Independent Board Member	Member
Abdullah Suleiman Abdullah Al-Imran	Non-Board Member	Member

Duties and Responsibilities of the Audit Committee:

The Audit Committee is responsible for monitoring the Company's operations and verifying the integrity and fairness of the financial reports and statements, as well as the internal control systems therein. The Committee's duties include, in particular, the following:

First: Financial Reports

- 01.** Review the interim and annual financial statements of the Company before presenting them to the Board of Directors, and provide an opinion and recommendation thereon; to ensure their integrity, fairness, and transparency.
- 02.** Provide a technical opinion – at the request of the Board of Directors – as to whether the Board of Directors' report and the Company's financial statements are fair, balanced, and understandable, and contain information that enables shareholders and investors to assess the Company's financial position, performance, business model, and strategy.
- 03.** Examine any significant or unusual matters contained in the financial reports.
- 04.** Diligently investigate any matters raised by the Company's Chief Financial Officer, or whoever performs their functions, the Compliance Officer of the Company, or the auditor.
- 05.** Verify the accounting estimates in material matters contained in the financial reports.
- 06.** Review the accounting policies adopted by the Company and provide an opinion and recommendation to the Board of Directors thereon.

Second: Internal Audit

- 01.** Recommend to the Board of Directors the appointment of the head of the internal audit unit or department, or the internal auditor – if the Company requires such – and propose their remuneration.
- 02.** Study and review the internal control, financial control, and risk management systems of the Company, and verify their effectiveness through periodic reports from the internal audit department or others, and assess the efficiency and effectiveness of the internal control and financial control systems, and prepare a report containing proposals and recommendations in this regard and submit them to the Board.
- 03.** Verify that the internal audit department operates in accordance with a comprehensive plan,

approve it, supervise it, and verify its effectiveness in line with the regulations, laws, and professional practices in this regard, and update it annually, provided that the plan includes a review of key activities and processes, including those related to risk management and compliance management, at least annually.

- 04.** Verify that the internal audit department prepares a written report on its work on a quarterly basis, including the requirements of the Corporate Governance Regulations, and review it before submission to the Board of Directors.
- 05.** Study internal audit reports and monitor the implementation of corrective actions for the observations contained therein.
- 06.** Monitor and supervise the performance and activities of the internal auditor and the internal audit department in the Company; to verify the availability of necessary resources and their effectiveness in performing the duties and tasks assigned to them.
- 07.** Ensure the independence of the internal audit department and enable it to perform its work effectively.

Third: External Auditor

- 01.** Recommend to the Board of Directors the nomination, dismissal, determination of fees, and evaluation of the performance of auditors, after verifying their independence and reviewing the scope of their work and the terms of their engagement.
- 02.** Verify the independence, objectivity, and fairness of the auditor, and the effectiveness of the audit work, taking into account the relevant rules and standards.
- 03.** Review the audit plan and work of the Company's auditor, and verify that they do not provide any technical, administrative, or consulting work outside the scope of the audit, and provide its views in this regard.
- 04.** Respond to inquiries from the Company's auditor.
- 05.** Study the auditor's report and their observations on the financial statements, and follow up on the decisions taken regarding them.
- 06.** Study and address any restrictions on the auditor's work that may affect their ability to perform their duties and tasks.
- 07.** Discuss with the auditor and make inquiries when necessary.

Fourth: Ensuring Compliance

- 01.** Review the results of reports from regulatory authorities and verify that the Company has taken the necessary actions regarding them.
- 02.** Verify the Company's compliance with relevant regulations, laws, policies, and instructions.
- 03.** Review contracts and transactions proposed to be conducted by the Company with related parties, and provide its views on such matters to the Board of Directors.
- 04.** Raise any matters that it deems necessary to take action on to the Board of Directors, and provide its recommendations on the actions to be taken.

Fifth: Arrangements for Submitting Observations

The Committee shall establish a mechanism that enables employees of the Company to confidentially submit their observations regarding any violation in the financial reports or otherwise. The Committee shall verify the implementation of this mechanism by conducting an independent investigation proportionate to the magnitude of the error or violation and adopt appropriate follow-up procedures.

3. CVs of Audit Committee Members:



Khaled Ahmed Rifaat Ahmed
Chairman of the Audit Committee

■ Qualifications:

- Bachelor's degree in Commerce – Ain Shams University – 1980.
- Certified Public Accountant (CPA) accredited by the American Institute of Certified Public Accountants (AICPA).
- Member of the American Institute of Certified Public Accountants (AICPA).

■ Current Positions:

- Professional Medical Expertise Company (ProMedEx) – Chairman of the Audit Committee.
- Senior Executive Vice President, Investment and Finance Group.
- United International Transportation Company – Member of the Audit Committee.
- Mutawwif Pilgrims of Southeast Asia Company – Member of the Audit Committee.
- Mutawwif Pilgrims of South Asia Company – Member of the Audit Committee.ö.

■ Previous Positions:

- Partner at Ernst & Young Middle East from 1989 to 2010.
- Senior Executive Vice President, Finance, Investment and Procurement Group.



Abdullah Suleiman Abdullah Al-Imran
Member of the Audit Committee

■ Qualifications:

- Enrolled in the Royal College of Physicians and Surgeons at the University of Toronto in Canada in 2008.
- Saudi Specialization Certificate in Orthopedic Surgery from the Saudi Commission for Health Specialties in 2005.
- Bachelor's degree in Medicine and Surgery from King Faisal University in 2000.

■ Current Position:

- Professional Medical Expertise Company (ProMedEx) – Member of the Audit Committee – Chairman of the Remuneration and Nomination Committee since 2022.
- Elite Specialty Clinics – Founder and Chairman – since 2011.

■ Previous Positions:

- King Fahad University Hospital – Head of Surgery Department from 2012 to 2024.
- University of Dammam – Professor of Orthopedic Surgery – from 2010 to 2024.
- King Fahad University Hospital – Consultant from 2009 to 2024.
- South Bank Tower Company – Member of the Board of Directors from 2010 to 2017.
- King Fahad University Hospital – Practical Demonstrator for Orthopedic Surgery Equipment – from 2001 to 2006.
- King Fahad University Hospital – Specialist – from 2005 to 2009.
- University of Dammam – Associate Professor of Orthopedic Surgery – from 2006 to 2010.



Abhishek Ashok Sharma

Member of the Board of Directors

Qualifications:

- Bachelor’s degree in Computer Science from the University of Pennsylvania in the United States in 2003.
- Executive MBA from Graduate School Business Stanford University - 2024

Current Positions:

- Professional Medical Expertise Company (ProMedEx) – independent.
- Professional Medical Expertise Company (ProMedEx) – Member of the Audit Committee and Member of the Remuneration and Nomination Committee since 2022.
- Altibbi – Observer of Board of Directors Meetings since 2021.
- Foundation Holdings, Cayman Islands – Senior Advisor since 2025.
- Ryan Education in India – Member of the Board of Directors since 2019.

Previous Positions:

- Amanat Holding Company in the United Arab Emirates – Founding Board Member and Head of the Education Division from 2014 to 2016.
- Spring India Limited in India – Member of the Board of Directors from 2009 to 2020.
- Foundation Holding Company in the Cayman Islands – Founder and Chief Executive Officer since 2016.
- Mushrif Trading and Contracting Company in Kuwait – Member of the Board of Directors from 2014 to 2015.
- Saudi Network Services Company – Member of the Board of Directors from 2012 to 2015.
- Ithmar Capital in the United Arab Emirates – Head of Healthcare from 2008 to 2014.
- Sun Capital Partners in the United States of America – Senior Associate – from 2005 to 2008.
- Lehman Brothers in the United States of America – Investment Banking Analyst – from 2004 to 2005.
- Bank of America Merrill Lynch in the United States of America – from 2003 to 2004.

Audit Committee Meetings

Name	Membership Classification	Number of Meetings (4) Meetings			
		First Meeting 2025/03/27	Second Meeting 2025/08/27	Third Meeting 2025/12/15	Fourth Meeting 2025/12/30
Khaled Ahmed Rifaat Ahmed	Chairman of the Committee	Attended	Attended	Attended	Attended
Abdullah Suleiman Abdullah Al-Imran	Member of the Committee	Attended	Attended	Attended	Attended
Abhishek Ashok Sharma	Member of the Committee	Attended	Attended	Attended	Attended

Internal Audit

Annual Audit Results on the Effectiveness of the Company's Internal Control Procedures, in addition to the Audit Committee's Opinion on the Adequacy of the Company's Internal Control System.

Annual Audit Results on the Effectiveness of the Company's Internal Control Procedures

Annual Audit Results on the Effectiveness of the Company's Internal Control Procedures, in addition to the Audit Committee's Opinion on the Adequacy of the Company's Internal Control System:

The Committee met with the internal auditor and discussed the audit work. The Committee also met with the external auditor, reviewed their reports, and noted the cooperation of executive management in addressing any observations received. Based on this, no material observations were identified regarding the internal control system that would affect the fairness of the financial statements, noting that while no internal control system can provide absolute assurance, it does provide reasonable assurance regarding the soundness and effectiveness of the internal control system. Furthermore, there is no conflict between the recommendations and decisions of the Audit Committee and the Board of Directors.

Audit Committee's Opinion on the Adequacy of the Company's Internal Control System.

The Audit Committee met with both the internal auditor and the external auditor. During these meetings, the audit work was discussed, the external auditor's reports were reviewed, and the level of cooperation from executive management in addressing the observations received was assessed. Based on the foregoing, the Committee did not identify any material observations regarding the internal control system that would affect the fairness of the financial statements. It should be noted that no internal control system can provide absolute assurance, but rather provides reasonable assurance regarding the soundness and effectiveness of the system. The Committee also confirms that there is no conflict between its recommendations and decisions and those of the Board of Directors.

Recommendation of the Audit Committee to Appoint an Internal Auditor for the Company, if it recommended such appointment during the last financial year.

Not applicable, as the Company has appointed an internal auditor based on a decision of the Board of Directors.

Recommendations of the Audit Committee that conflict with the decisions of the Board of Directors, or that the Board declined to adopt regarding the appointment, dismissal, determination of fees, and performance evaluation of the Company's auditor, or the appointment of the internal auditor, the justifications for such recommendations, and the reasons for not adopting them.

Not applicable, as the Company has appointed an internal auditor based on a decision of the Board of Directors.

If the auditor's report includes qualifications on the annual financial statements.

Opinion

We have audited the consolidated financial statements of Professional Medical Expertise Company, a joint stock company (hereinafter referred to as the "Company") and its subsidiaries (hereinafter referred to as the "Group"), which comprise the consolidated statement of financial position as at December 31, 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion,

the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with International Financial Reporting Standards adopted in the Kingdom of Saudi Arabia and other standards and pronouncements adopted by the Saudi Organization for Chartered and Professional Accountants.

Recommendation of the Board of Directors to change the auditor before the end of the period for which they were appointed.

No recommendation was issued by the Board of Directors to change the auditor.

Remuneration and Nomination Committee:

The Board of Directors formed the Remuneration Committee on 25/09/1443H (corresponding to 26/04/2022G). On 04/12/2024G, the Board of Directors issued a resolution to establish the Nomination Committee and merge it with the Remuneration Committee, renaming the committee the "Remuneration and Nomination Committee". The Board will subsequently issue the Remuneration and Nomination Committee's Terms of Reference in preparation for submission to the General Assembly for approval. In the meantime, the Remuneration Committee's Terms of Reference remain in effect, which include the committee's controls and procedures, duties, rules for selecting its members, their remuneration, and their term of membership, as amended by Board of Directors Resolution No. (1) dated 13/01/1444H (corresponding to 11/08/2022G).

Responsibilities of Committee Members

First: Chairman of the Committee

- Manage committee meetings and work to enhance their effectiveness.
- Represent the committee before the General Assembly and the Board of Directors.
- Convene the committee by setting the time, date, and location of the meeting, after coordination with committee members.
- Prepare the agenda, taking into consideration matters that any committee member wishes to include.
- Ensure that matters presented to the committee are accompanied by sufficient information to enable the committee to make decisions regarding them.
- Ensure that sufficient time is available to discuss the items on the committee meeting agenda.
- Promote the active participation of members in committee meetings by studying the matters on the meeting agenda, discussing them, and expressing their opinions in a manner that contributes to achieving the committee's objectives.
- Ensure that complete and accurate information is available to committee members in a timely manner to enable them to perform their duties.
- Prepare periodic reports on the committee's activities and submit its recommendations and the results of its work to the Board of Directors.
- Follow up on the implementation of decisions issued by the committee.
- Establish the necessary arrangements for conducting periodic evaluation of the committee's performance.
- Periodically evaluate the results of the committee's work, with the evaluation elements including, for example, the level of effectiveness of committee members in performing their assigned tasks.

Second: Secretary of the Committee

- The duties and responsibilities of the Secretary include, by way of example but not limitation:
- Documenting committee meetings and preparing their minutes, including the discussions and deliberations held, stating the location, date, and start and end time of the meeting, documenting the committee's decisions and voting results, and maintaining them in a special and organized register, recording the names of attending members and any reservations they expressed (if any), and having these minutes signed by the meeting chairman, all attending members, and the Secretary. Minutes may also be signed electronically.
- Providing committee members with the meeting agenda, related materials, documents, and information, as well as any additional documents or information requested by any committee member related to the matters included in the meeting agenda.
- Notifying committee members of meeting dates and providing them with the meeting agendas and the necessary documents to study the items on the committee meeting agenda.

- Presenting draft minutes to committee members to obtain their views thereon before signing them.
- Verifying that committee members receive a copy of the committee meeting minutes and information and documents related to the Company.
- Coordinating committee meetings and preparing a proposed agenda in coordination with the committee chairman.
- Attending and documenting committee meetings, preparing their minutes, and maintaining them in a special register.
- Maintaining documents, records, and reports submitted to the committee or issued by it.
- Communicating committee decisions and recommendations to the relevant parties within the Company, and establishing a mechanism to track and follow up on the implementation of decisions.
- Providing assistance and advice to the committee on matters within its scope of authority.
- Performing any other duties or responsibilities assigned by the committee chairman.

Third: Duties of Committee Members:

- Adherence to the provisions of the Companies Law, the Capital Market Law and its implementing regulations, relevant regulations, and the Company's By-laws when performing their duties, and refraining from undertaking or participating in any act that would harm the Company's interests.
- Commitment to attending committee meetings and not being absent except for legitimate reasons notified to the committee chairman in advance and accepted by the committee.
- Preparing for committee meetings, committing to attend them, and not being absent except for objective reasons notified to the committee chairman in advance and accepted by the committee.
- Being aware of the committee's duties and responsibilities, and allocating sufficient time to fulfill their role in achieving them.
- Studying and analyzing relevant information on matters considered by the committee before expressing an opinion thereon.
- Performing their duties free from any external influence, whether from inside or outside the Company, and not placing their personal interests above the interests of the Company.
- Not accepting gifts from any person having business dealings with the Company.
- Actively participating in committee meetings by studying and discussing matters on the committee meeting agenda.
- Working to enhance their knowledge of regulatory developments in areas and topics related to the committee's duties and their responsibilities.
-
- Working to enhance their knowledge of developments in the Company's activities and business, and other related areas.
-
- Enabling other committee members to express their opinions freely, and encouraging the committee to deliberate on matters and seek the opinions of specialists from the Company's executive management or others if necessary.

Duties and Responsibilities of the Committee

First: With Respect to Nominations

- Proposing clear policies and criteria for membership on the Board of Directors, executive management, and the Company's representatives on the boards of directors of its subsidiaries.
- Recommending to the Board of Directors the nomination and re-nomination of its members in accordance with the approved policies and criteria, taking into account not to nominate any person previously convicted of a crime involving dishonesty.
- Preparing a description of the capabilities and qualifications required for Board membership and for holding executive management positions.
- Determining the time a member is required to devote to the work of the Board of Directors.
- Annual review of the need for the necessary skills or appropriate expertise for Board membership and executive management positions.
- Reviewing the structure of the Board of Directors and executive management and making recommendations regarding changes that may be made.
- Annually verifying the independence of independent members, and the absence of any conflict of interest if a member serves on the board of directors of another company.
- Developing job descriptions for executive members, non-executive members, independent members, and senior executives.
- Establishing procedures in the event of a vacancy in a position on the Board of Directors or among senior executives.
- **Identifying strengths and weaknesses in the Board of Directors and proposing solutions to address them in a manner consistent with the Company's interests, through:**
 1. Proposing to the Board of Directors the necessary mechanisms for annually evaluating the performance of the Board, its members, its committees, and executive management; through appropriate performance indicators linked to the achievement of the Company's strategic objectives, quality of risk management, adequacy of internal control systems, and others.
 2. Performance evaluation procedures must be written and clear and disclosed to Board members and persons subject to evaluation.
 3. Performance evaluation must include the skills and expertise possessed by the Board, identify strengths and weaknesses, and address weaknesses through possible means such as nominating professional competencies capable of developing the Board's performance. Performance evaluation must also include evaluation of the Board's working mechanisms in general.
 4. Individual evaluation of Board members shall consider the member's active participation and commitment to performing their duties and responsibilities, including attending Board and committee meetings and allocating the necessary time thereto.
 5. Assisting the Board in its responsibility to make arrangements to obtain an evaluation from a competent external party of the Board's performance every three years, and supervising the evaluation process.
 6. Assisting non-executive Board members in conducting a periodic evaluation of the Chairman's performance after obtaining the views of executive members (without the Chairman being present during the discussion for this purpose), identifying strengths and weaknesses, and proposing their remediation in a manner consistent with the Company's interests.

Second: With Respect to Remuneration

- Preparing a clear policy for the remuneration of members of the Board of Directors, committees established by the Board, and executive management, as well as a policy for membership on the Board of Directors, and submitting them to the Board for consideration prior to their approval by the General Assembly, taking into account in such policies the adoption of performance-based criteria, disclosure thereof, and verification of their implementation.
- Clarifying the relationship between the remuneration granted and the applicable remuneration policy, and stating any material deviation from such policy.
- Periodic review of the remuneration policy and assessment of its effectiveness in achieving its intended objectives.
- Recommending to the Board of Directors the remuneration of members of the Board of Directors, committees established by the Board, and senior executives of the Company in accordance with the approved policy.
- Reviewing the compensation and retirement plan and employee incentive policies and plans.
- Reviewing the financial remuneration of the Chief Executive Officer, including short-term and long-term incentives, as well as determining the performance targets expected to be achieved by the Chief Executive Officer, and submitting recommendations thereon to the Board of Directors.

Members of the Remuneration and Nomination Committee

Member Name	Board Member / Non-Board Member	Type of Membership
Abdullah Suleiman Abdullah Al-Imran	Non-Board Member	Chairman of the Committee
Abhishek Ashok Sharma	Independent Board Member	Member
Samir Suleiman Abdullah Al-Imran	Independent Board Member	Member

4. CVs of Members of the Remuneration and Nomination Committee



Abdullah Suleiman Abdullah Al-Imran

Member of the Audit Committee

■ Qualifications:

- Enrolled in the Royal College of Physicians and Surgeons at the University of Toronto in Canada in 2008.
- Saudi Specialization Certificate in Orthopedic Surgery from the Saudi Commission for Health Specialties in 2005.
- Bachelor's degree in Medicine and Surgery from King Faisal University in 2000.

■ Current Position:

- Professional Medical Expertise Company (ProMedEx) – Member of the Audit Committee – Chairman of the Remuneration and Nomination Committee since 2022.
- Elite Specialty Clinics – Founder and Chairman – since 2011.

■ Previous Positions:

- King Fahad University Hospital – Head of Surgery Department from 2012 to 2024.
- University of Dammam – Professor of Orthopedic Surgery – from 2010 to 2024.
- King Fahad University Hospital – Consultant from 2009 to 2024.
- South Bank Tower Company – Member of the Board of Directors from 2010 to 2017.
- King Fahad University Hospital – Practical Demonstrator for Orthopedic Surgery Equipment – from 2001 to 2006.
- King Fahad University Hospital – Specialist – from 2005 to 2009.
- University of Dammam – Associate Professor of Orthopedic Surgery – from 2006 to 2010.



Samir Suleiman Abdullah Al-Imran

Chairman of the Board of Directors

■ Qualifications:

- PhD in Sunnah and Its Sciences from Imam Mohammad Ibn Saud Islamic University in 1997.
- Master's degree in Sunnah and Its Sciences from Imam Mohammad Ibn Saud Islamic University in 1993.
- Bachelor's degree in Sunnah and Its Sciences from Imam Mohammad Ibn Saud Islamic University in 1989.
- Bachelor's degree in Mining Engineering from King Fahd University of Petroleum and Minerals (KFUPM) in 1984.

■ Current Positions:

- Chairman of the Board of Directors – Independent – Professional Medical Expertise Company (ProMedEx).
- Chairman of the Board of Directors of Koon International Schools.
- Member of the Board of Directors of Ajwad Holding.

■ Previous Positions:

- Advisor at the Office of His Excellency the Deputy Minister for Girls' Education from 2012 to 2017.
- General Supervisor of the Neighborhood Schools Program for Educational and Recreational Activities under the King Abdullah bin Abdulaziz Project for the Development of Education in the Kingdom of Saudi Arabia from 1984 to 2011.
- General Director of Girls' Education in the Eastern Province of the Kingdom of Saudi Arabia from 2002 to 2011.
- General Director of Girls' Colleges in the Eastern Province of the Kingdom of Saudi Arabia in 2001.
- Assistant Professor, Department of Islamic Studies, King Fahd University of Petroleum and Minerals from 1996 to 2000.
- Lecturer, Department of Islamic Studies, King Fahd University of Petroleum and Minerals from 1995 to 1996.
- Research Scientist, Research Institute, King Fahd University of Petroleum and Minerals in 1984.



Abhishek Ashok Sharma

Member of the Board of Directors

Qualifications:

- Bachelor’s degree in Computer Science from the University of Pennsylvania in the United States in 2003.
- Executive MBA from Graduate School of Business Stanford University - 2024

Current Positions:

- Professional Medical Expertise Company (ProMedEx) – independent.
- Professional Medical Expertise Company (ProMedEx) – Member of the Audit Committee and Member of the Remuneration and Nomination Committee since 2022.
- Altibbi – Observer of Board of Directors Meetings since 2021.
- Foundation Holdings, Cayman Islands – Senior Advisor since 2025.
- Ryan Education in India – Member of the Board of Directors since 2019.

Previous Positions:

- Amanat Holding Company in the United Arab Emirates – Founding Board Member and Head of the Education Division from 2014 to 2016.
- Spring India Limited in India – Member of the Board of Directors from 2009 to 2020.
- Foundation Holding Company in the Cayman Islands – Founder and Chief Executive Officer since 2016.
- Mushrif Trading and Contracting Company in Kuwait – Member of the Board of Directors from 2014 to 2015.
- Saudi Network Services Company – Member of the Board of Directors from 2012 to 2015.
- Ithmar Capital in the United Arab Emirates – Head of Healthcare from 2008 to 2014.
- Sun Capital Partners in the United States of America – Senior Associate – from 2005 to 2008.
- Lehman Brothers in the United States of America – Investment Banking Analyst – from 2004 to 2005.
- Bank of America Merrill Lynch in the United States of America – from 2003 to 2004.

Remuneration and Nomination Committee Meetings

Name	Membership Classification	First Meeting 01/02/2025	Second Meeting 05/08/2025
Abdullah Suleiman Abdullah Al-Imran	Chairman of the Committee	Attended	Attended
Samir Suleiman Abdullah Al-Imran	Member of the Committee	Attended	Attended
Abhishek Ashok Sharma	Member of the Committee	Attended	Attended

Evaluation of the Board and Committees

Where applicable, the means relied upon by the Board of Directors in evaluating its performance, the performance of its committees and its members, and the external party that conducted the evaluation and its relationship with the Company, if any:

Not applicable.

Remuneration

Remuneration Policy for Members of the Board of Directors, Committee Members, and Executive Management

The Board of Directors adopted the Remuneration Policy on 26/05/2025. The implementation of this policy commenced from the date of its approval by the Company's General Assembly on 24/06/2025, in compliance with the rules and provisions of the Corporate Governance Regulations issued by the Board of the Capital Market Authority under Resolution No. (2017-16-8) dated 16/05/1438H, based on the Companies Law issued by Royal Decree No. M/3 dated 28/01/1437H, as amended by the Board of the Capital Market Authority Resolution No. 08/05/2023 dated 25/06/1444H (corresponding to 18/01/2023).

The Remuneration and Nomination Committee is responsible for recommending to the Board of Directors the remuneration of members of the Board of Directors, members of committees established by the Board, as well as the remuneration of senior executives of the Company, in accordance with the provisions of this policy, provided that the committee observes the following criteria:

Controls for Payment of Remuneration

1. The Company discloses the remuneration of members of the Board, committees, and senior executives in the annual report of the Board of Directors in accordance with the controls and directives issued under the Companies Law, the regulations of the Capital Market Authority, and their implementing regulations.
2. A member is entitled to remuneration from the date of joining the Board or committee and in accordance with the duration of their membership.
3. The annual remuneration for the Board is paid after the end of the financial year.
4. Remuneration for members of Board committees is paid in accordance with the provisions of this policy.
5. The Secretary of the Board takes the necessary actions to prepare and disburse the remuneration of members of the Board and committees in accordance with this policy.
6. Remuneration is paid (ﷲ) by direct deposit into the member's bank account or by check in their name.

Controls for Remuneration of Board Members

1. In accordance with the Company's By-laws, the remuneration of Board members shall be a fixed amount, an attendance allowance for meetings, an expense allowance, or in-kind benefits. Two or more of these benefits may be combined, in accordance with the applicable regulations and decisions issued by the competent authorities in this regard.
2. Remuneration of Board members may vary in amount to reflect the member's experience, expertise, assigned duties, independence, number of meetings attended, and other considerations.
3. The remuneration of independent Board members shall not be a percentage of the profits realized by the Company, nor shall it be directly or indirectly based on the Company's profitability.
4. The General Assembly approves the annual remuneration of Board members based on a recommendation for payment of remuneration from the Remuneration and Nomination Committee, in accordance with the approved form for recommending remuneration payment, provided that the total remuneration received by a member for their membership on the Board and committees does not exceed ﷲ (250,000.00) annually.

Controls for Remuneration of Committee Members

1. Remuneration for membership on committees established by the Board of Directors shall consist of an annual fee, attendance allowances, and other entitlements as set out in this policy.
2. The Board of Directors shall determine and approve the annual remuneration for membership on committees established by it based on a recommendation from the Remuneration and Nomination Committee, in accordance with the approved form for recommending remuneration payment.

Controls for Remuneration of Executive Management

The Board of Directors, based on the recommendation of the Remuneration and Nomination Committee, determines the remuneration of senior executives, which includes the following:

1. A fixed amount paid as salary and allowances, including housing allowance, transportation allowance, and annual tickets as proposed by the Remuneration and Nomination Committee and approved by the Board of Directors.
2. An annual bonus linked to performance indicators in accordance with the annual evaluation conducted in this regard.
3. The plans, policies, and types of remuneration for employees and senior executives are approved by the Board of Directors based on the recommendation of the Remuneration and Nomination Committee.
4. The Remuneration and Nomination Committee shall supervise the implementation of the remuneration policy for employees and senior executives in light of the plans, programs, and general guidelines approved by the Board.
5. A member of the Board of Directors may receive remuneration for any additional work, executive, technical, administrative, or consulting positions (under a professional license) assigned to them in the Company, in addition to the remuneration they may receive as a member of the Board of Directors and committees formed by the Board of Directors, in accordance with the Companies Law and the Company's By-laws.

Financial Controls for Remuneration of Board Members and Committees

• (a) Members of the Board of Directors:

1. An attendance allowance for Board meetings may be paid to a member at an amount not exceeding ﷲ (1,500.00) per session.
2. An annual bonus may be granted to a member of the Board at an amount not exceeding ﷲ (250,000.00) annually.
3. Travel tickets at business class may be provided for members traveling from outside the city where the meeting is held, or a cash allowance equivalent to the ticket value may be paid.
4. Hotel accommodation may be arranged for members traveling from outside the city where the meeting is held, or a lodging allowance equivalent to the accommodation cost may be paid.

• (b) Committee Members:

1. An attendance allowance for committee meetings may be paid to members at an amount not exceeding ﷲ (1,000.00) per session.
2. An annual bonus may be granted to a member of a committee at an amount not exceeding ﷲ (250,000.00) annually.
3. Travel tickets at business class may be provided for members traveling from outside the city where the meeting is held, or a cash allowance equivalent to the ticket value may be paid.
4. Hotel accommodation may be arranged for members traveling from outside the city where the meeting is held, or a lodging allowance equivalent to the accommodation cost may be paid.

Fixed Remuneration							Variable Remuneration						
Name	Fixed Amount	Meeting Attendance Allowance	Total Committee Meeting Attendance Allowance	Description	In-Kind Benefits	Total		Percentage of Profits	Total	Shares Granted	Long-Term Incentive Plans	Periodic Remuneration	Percentage of Profits
First: Independent Members:													
Samir Suleiman Abdullah Al-Imran*	100,000.00	0.00	0.00	0.00	0.00	0.00		0.00	0.00	0.00	0.00	0.00	100,000.00
Abdulilah Abdullah Mahmoud Zahed	0.00	0.00	0.00	0.00	0.00	0.00		0.00	0.00	0.00	0.00	0.00	0.00
Saleh Mohammed Al-Ghamdi	0.00	0.00	0.00	0.00	0.00	0.00		0.00	0.00	0.00	0.00	0.00	0.00
Abhishek Ashok Sharma	0.00	0.00	0.00	0.00	0.00	0.00		0.00	0.00	0.00	0.00	0.00	0.00
Second: Executive Members:													
Amr Mahmoud Abu Al-Amayem	0.00	0.00	0.00	0.00	0.00	0.00		0.00	0.00	0.00	0.00	0.00	0.00
Mohammed Jamal Al-Mudayyan	0.00	0.00	0.00	0.00	0.00	0.00		0.00	0.00	0.00	0.00	0.00	0.00
End of Service Remuneration							No end of service remuneration was paid to any member of the Board of Directors during the financial year ended December 31, 2025.						
Total							100,000.00						

*A recommendation was issued by the Remuneration Committee for the payment of remuneration.

The Committee's recommendation will be submitted to the General Assembly of Shareholders.

Upon approval by the General Assembly, the amounts will be deposited into the accounts of the aforementioned members.

Remuneration Paid to the Five Most Senior Executives, Including the Chief Executive Officer and the Chief Financial Officer, for the Financial Year 2025:

		(£) Amount
Fixed Remuneration	Salaries	
	Allowances	8,525,196
	In-Kind Benefits	
Total		8,525,196
Variable Remuneration	Periodic Bonuses	0.00
	Profits	0.00
	Short-Term Incentive Plans	0.00
	Long-Term Incentive Plans	0.00
	Shares Granted	0.00
Total		0.00
End of Service Remuneration*		0.00
Total Executive Remuneration for Board Membership, if any		
Grand Total		8,525,196

* No end of service remuneration was paid to any member of executive management during the financial year ended December 31, 2025.

(£) Remuneration of Committee Members for their Membership on Board Committees:

Audit Committee Members:

Name	Fixed Remuneration (excluding Attendance Allowance)	Attendance Allowance
Khaled Ahmed Rifaat	93,750.00	0.00
Abdullah Suleiman Abdullah Al-Imran	0.00	0.00
Abhishek Ashok Sharma	0.00	0.00

Members of the Remuneration and Nomination Committee:

Name	Fixed Remuneration (excluding Attendance Allowance)	Attendance Allowance
Abdullah Suleiman Abdullah Al-Imran	0.00	0.00
Samir Suleiman Abdullah Al-Imran	0.00	0.00
Abhishek Ashok Sharma	0.00	0.00

The relationship between the remuneration granted and the applicable remuneration policy.

All remuneration granted to members of the Board and senior executives shown in the tables above contains no material deviation from the approved remuneration policy.

Statement of any arrangements or agreements by which a member of the Company's Board of Directors or a senior executive has waived any remuneration.

No arrangements or waivers of any remuneration have been made for any member of the Board of Directors or senior executives.

Subsidiaries and Associates

Description of the Main Types of Activities of the Company and its Subsidiaries

Professional Medical Expertise Company operates in the field of importing and selling medical devices and products in the Kingdom of Saudi Arabia, as well as its wholly owned subsidiary in the United Arab Emirates, which operates in the same activity and is registered under the trade name ProMedEx Medical Equipment Trading in the UAE. The table below shows sales by specialization:

Name	Kingdom of Saudi Arabia Sales	Saudi Arabia Sales	Total
Orthopedic Surgery Materials	154,763,678	605,414	155,369,093
General Surgery Materials	208,858,495	-	208,858,495
Other Medical Supplies	48,779,356	5,771,835	54,551,190
Total	412,401,529	6,377,249	418,778,778

Note: All figures are actual amounts in Saudi Riyals.

The name of each subsidiary, its capital, the Company's ownership percentage in it, its main activity, the country where its principal place of operations is located, and the country where it is incorporated.

Country of Incorporation	Country of Principal Place of Operations	Main Activity	Company Ownership Percentage	Capital	Name of Subsidiary
United Arab Emirates	United Arab Emirates	Trading in medical and surgical devices and instruments	100%	300,000 UAE Dirhams	ProMedEx Medical Equipment Trading LLC

Details of shares and debt instruments issued by each subsidiary.

No shares or debt instruments have been issued by the subsidiaries.

Description of the Company's important plans and decisions for the current year and future expectations for the Company's business.

Professional Medical Expertise Company aspires to achieve further expansion that will develop the volume of its investments and diversify its service areas in the Kingdom of Saudi Arabia, as well as in its subsidiary in the United Arab Emirates. The Company's management hopes to serve the medical sector comprehensively and supply it with the latest technologies and medical devices necessary to care for patients in the best and highest quality ways. The Company is also working on localizing medical devices and products in collaboration with current partners to realize the manufacturing project in the Kingdom of Saudi Arabia in the field of medical devices and products, and also seeks to enter the field of logistics services for medical devices and products in the Saudi market.

Risk Factors

Risks and Their Management Policy

Information regarding any risks facing the Company (whether operational risks, financial risks, or market risks) and the policy for managing and monitoring such risks:

Risk Management Policy:

The Board of Directors is committed to adopting well-considered procedures to address the various risks that may affect the performance of ProMedEx's operational departments, and to promoting a culture of awareness regarding responsibilities under transparency standards in order to shield the Company's business units and their various activities from any type of risk.

The Company's management places great importance on the risk management process as a means to identify, assess, prioritize, and mitigate risks, through each business unit within the Company and its subsidiaries, with a coordinated, cost-effective application of resources aimed at reducing the likelihood or impact of any adverse effects, monitoring them, and controlling them to maximize the exploitation of opportunities. Risks are also effectively managed by ProMedEx through the effective application of various controls, which include:

01. The risk management framework approved by the Board of Directors.
02. Documented policies and procedures.
03. Maintaining records.
04. Continuous monitoring of regulatory compliance.
05. Internal and external reporting.

Risks Related to the Company's Operations:

01. Dependence on a limited number of manufacturers, customers, and products.
02. The impact of increased costs and operating expenses on the Company's business.
03. Regulations, permits, licenses, regulatory requirements, and necessary approvals for the Company's business.
04. Operational risks and unforeseen commercial obstacles, such as (information technology network failures, inventory levels, supply chain).
05. Outbreaks of infectious diseases or other public health concerns.
06. Adequacy of insurance coverage.
07. The possibility of the Company being involved in litigation.
08. The growth rates of the Company's revenues derived from its activities.
09. Future financing.
10. The level of government spending on the Company's products and the healthcare sector.
11. Competition from international suppliers for the Company's business within the Kingdom.

Risks Related to the Market, Sector, and Regulatory Environment:

- 01.** The impact of political and economic risks on the Company's operations.
- 02.** Saudization requirements, foreign labor requirements, and other labor law requirements.
- 03.** Changes in government policies and regulations in the Kingdom, such as changes in import rules and regulations, imposition of additional fees or new taxes, changes in the mechanism for calculating zakat and income tax, import rules and regulations, and the Competition Law.
- 04.** Market risks to which the Company may be exposed, such as (currency risks, exchange rate risks, interest rate risks, and securities price risks).

Description of any transaction between the Company and a related party.

No transactions were concluded with related parties during the financial year ended December 31, 2025.

Interest of Board Members or Senior Executives in Contracts

The Board of Directors confirms that no member of the Board, Managing Director, Chief Financial Officer, senior executives, or their relatives have any personal interests in the contracts concluded by the Company.

Details of treasury shares held by the Company and details of the uses of such shares.

The Company does not hold any treasury shares.

Statement of the value of any investments or reserves established for the benefit of the Company's employees.

Not applicable.

Information regarding any business competing with the Company or any of the activities carried on by it, which is carried on or was carried on by any member of the Board of Directors (if no such business exists, the Company must provide a statement to that effect).

Board of Directors' Confirmation

The Board of Directors of Professional Medical Expertise Company (ProMedEx) confirms that there are no activities or information regarding any business competing with the Company or any of the fields of activity carried on by it, which is carried on or was carried on by any member of the Board of Directors.

Social Contributions

In commitment to social responsibility towards society and its members, the Company contributes in multiple fields by supporting health and social institutions. During 2025, the Company provided: 2025 :

- Support for the sponsorship of seminars, events, and conferences amounting to ﷲ 223,000
- Contributions in the field of training courses and scientific lectures in the healthcare sector amounting to ﷲ 93,000

Debt Instruments and Contractual Securities

Description of the classes and numbers of any convertible debt instruments, contractual securities, subscription rights, or similar rights issued or granted by the Company during the financial year, indicating any consideration received by the Company in return therefor.

There are no convertible debt instruments, contractual securities, subscription rights, or similar rights issued or granted by the Company during the financial year.

Description of any conversion or subscription rights under convertible debt instruments.

Not applicable.

Description of any redemption, purchase, or cancellation by the Company of any redeemable debt instruments, and the value of the remaining securities, distinguishing between listed securities purchased by the Company and those purchased by its subsidiaries:

No convertible debt instruments have been issued. Therefore, the Company has not redeemed, purchased, or cancelled any redeemable debt instruments.

Board of Directors' Confirmations

The Board of Directors confirms:

- 01.** That the accounting records have been properly prepared.
- 02.** That the internal control system has been established on sound foundations and implemented effectively.
- 03.** That there is no material doubt regarding the Company's ability to continue its business.

PMX

ProMedEx

Investor Relations Communication

Website

<http://www.promedex.com>

Email

IR@PROMEDEX.COM