



**Policy, Standards and Procedures for Membership
on the Board of Directors, Committee Members,
and Senior Executives**

Canadian Medical Center Company

This Policy was adopted by resolution of the General Assembly of the Canadian Medical Center Company on 19/12/1446H corresponding to 15/06/2025, based on the recommendation of the Board of Directors by resolution dated 30/10/1446H corresponding to 28/04/2025.

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Part 1: Preliminary Provisions

1 Introduction and Purpose

1-1 The purpose of this Nominations Policy ("the Policy") is to regulate the nomination process for:

- a. Members of the Board of Directors of the Canadian Medical Center Company ("the Company").
- b. Committee Members.
- c. Senior Executives.

1-2 This Policy aims to implement and supplement the relevant provisions set forth in the Company's Articles of Association. In the event of any conflict between this Policy and the Articles of Association, the Articles of Association shall prevail.

1-3 The provisions of this Policy are binding, and the Board of Directors shall oversee the implementation of necessary procedures to ensure the Company's compliance with its provisions.

2 Definitions and Terms

2-1 The terms and expressions used in this Policy shall have the meanings ascribed to them in the Company's Governance Charter, unless the context otherwise requires.

Part 2: Nomination of Board of Directors Members

1 General Rules

1-1 The Ordinary General Assembly shall appoint members of the Board of Directors in accordance with the provisions of the Company's Articles of Association, and the reappointment of Board members is always permissible.

1-2 Any shareholder may nominate themselves or others for membership on the Board of Directors in accordance with applicable laws and regulations, the Articles of Association, and this Policy.

2 Conditions and Qualifications

2-1 A member of the Board of Directors must be professionally competent, possessing the necessary experience, knowledge, skills, and independence required to perform their duties efficiently and effectively. In particular, the following attributes must be present:

- a. **Leadership Ability:** The Board member must possess leadership skills that drive performance and apply best practices in effective governance, adhering to professional values and ethics.
- b. **Competence:** The Board member must possess appropriate academic qualifications, professional and personal skills, relevant training and practical

experience related to the Company's activities, management, economics, accounting, law, or governance, as well as a willingness to learn and develop.

- c. **Guidance Capability:** The Board member must possess the technical, leadership, and managerial abilities and the capacity to make swift decisions and grasp the technical requirements of business operations, and must be capable of strategic guidance, planning, and maintaining a clear future vision.
- d. **Financial Knowledge:** The Board member must be capable of reading and understanding financial statements and reports.
- e. **Physical Fitness:** The Board member must enjoy good physical and mental health and must not have any health impediment that prevents them from performing their duties and responsibilities.

2-2 A candidate for Board membership must fulfill the following conditions at the time of their nomination:

- a. Must not have been previously convicted of a crime involving moral turpitude or dishonesty.
- b. Must not simultaneously hold membership on the boards of directors of more than five listed joint-stock companies.
- c. Must not have an interest in or participate in any business that would compete with the Company's business or activities (except as permitted under applicable laws and regulations, the Articles of Association, and the Conflict of Interest and Business Ethics Policy).

2-3 In addition to the conditions and qualifications set out in Sections (2-1) and (2-2) of Part 2 above, the Board of Directors may, upon the recommendation of the Nominations and Remuneration Committee, establish supplementary conditions, qualifications, and criteria for Board membership.

3 Nomination Procedures

3-1 Prior to the expiration of its term, the Board of Directors shall issue a resolution permitting the commencement of nomination procedures and specifying any supplementary conditions, qualifications, or criteria for Board membership pursuant to Section (2-3) of Part 2 of this Policy. Such resolution must be issued no less than 90 days prior to the expiration of the current Board's term.

3-2 Upon the issuance of the Board's resolution pursuant to Section (3-1) of Part 2 above, the Company must announce the commencement of nomination procedures on the Company's website, the Tadawul Stock Exchange website, and any other medium specified by the Capital Market Authority ("CMA"), inviting persons wishing to nominate themselves for Board membership ("Nomination Announcement") for a period of no less than one month from the date of the announcement, with the nomination period remaining open throughout.

3-3 Candidates must submit a written application to the Nominations and Remuneration Committee expressing their desire to be nominated for Board membership, accompanied by the relevant documents specified in the Nomination Announcement.

3-4 Any candidate who has previously served as a member of the board of directors of a joint-stock company must attach to their nomination notice a statement from the management of that company covering the last term in which they served as a board member, containing the following information:

- a. The number of Board of Directors meetings held during each year of the term.
- b. The number of meetings attended by the member in person, and their attendance rate relative to the total number of meetings.
- c. The permanent committees in which the member participated, the number of meetings held by each such committee during each year of the term, the number of meetings attended by the member, and their attendance rate relative to the total number of meetings.

3-5 The Nominations and Remuneration Committee shall review the application submitted by each candidate along with the accompanying documents, and shall examine them in accordance with applicable policies and standards.

3-6 The Nominations and Remuneration Committee shall provide the Board of Directors with recommendations containing the names of candidates for Board membership (or those being re-nominated) in accordance with applicable laws, regulations, rules, and policies (including this Policy).

3-7 The Board of Directors shall review the recommendations submitted by the Nominations and Remuneration Committee regarding candidates for Board membership and shall issue a resolution thereon.

3-8 The number of Board candidates whose names are presented before the General Assembly must exceed the number of available seats.

3-9 The Company shall publish information on Board candidates on its website and the stock exchange website when publishing or dispatching the invitation to the General Assembly at which the Board of Directors members will be elected from among the nominees, and the Company must make a copy of such information available at its head office.

3-10 When electing members of the Board of Directors, the General Assembly shall take into account the recommendations of the Nominations and Remuneration Committee and the availability of the personal and professional qualities necessary to perform their duties effectively.

4 Termination of Membership and Vacant Seats

4-1 The process of terminating Board membership and appointing replacements in the event of vacant seats shall be subject to applicable laws and regulations, the Articles of Association, the Company's Governance Charter, and applicable policies.

4-2 Board membership shall be terminated upon the expiration of the Board's prescribed term, due to death, resignation, or if a member is convicted of a crime involving moral turpitude or dishonesty.

Part 3: Nomination and Appointment of Committee Members

1 Nomination and Appointment Rules

1-1 The nomination and appointment of committee members shall be carried out in accordance with the charter of the relevant committee.

Part 4: Nomination and Appointment of Senior Executives

1 Nomination and Appointment Rules

1-1 The Board of Directors shall be responsible for appointing senior executives of the Company, organizing their work, supervising and overseeing them, and verifying that they perform their assigned duties efficiently. The Nominations and Remuneration Committee shall recommend to the Board of Directors potential candidates for senior executive positions in the Company, including the position of Chief Executive Officer.

1-2 The nomination, screening, and annual evaluation criteria for senior executive positions shall be adopted by resolution of the Board of Directors, based on the recommendation of the Nominations and Remuneration Committee, and shall enter into force and be amended (as appropriate) in accordance with its provisions.

Part 5: Final Provisions

1 Enforcement and Review

1-1 This Policy shall be adopted by resolution of the General Assembly, based on a recommendation from the Board of Directors (which shall in turn be based on a recommendation from the Nominations and Remuneration Committee), and shall take effect from the date of its adoption by the General Assembly.

1-2 The Nominations and Remuneration Committee shall oversee the implementation of this Policy and shall periodically review its provisions, submitting its recommendations regarding any amendments thereto to the Board of Directors.

1-3 Any amendments to this Policy shall be adopted in the same manner in which this Policy was originally adopted.

2 Disclosure

2-1 The Board of Directors shall comply with the relevant disclosure requirements and obligations applicable to this Policy pursuant to the Disclosure Policy and applicable laws and regulations.