

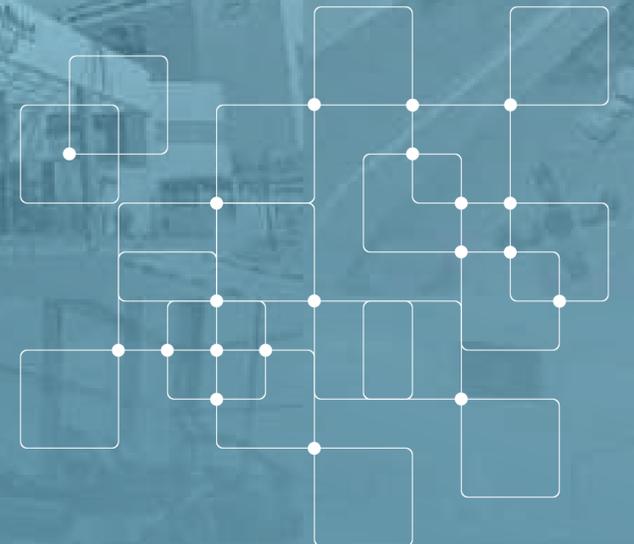
47
عَامًا
YEARS
فقيه.

فقيه.

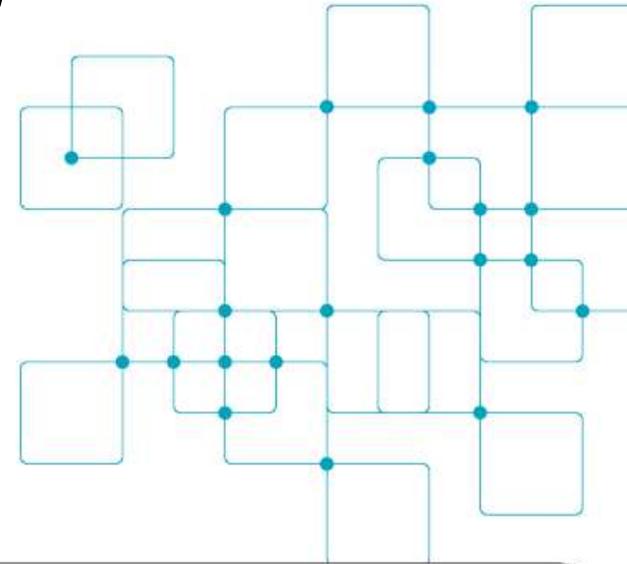
مجموعة فقيه للرعاية الصحية
Fakeeh Care Group

فقيه.

ACADEMIC HEALTHCARE LEADER
47 YEARS OF OPERATIONAL EXCELLENCE



EXTRAORDINARY GENERAL ASSEMBLY MEETING (FIRST MEETING 2026)



Agenda Items for Extraordinary General Assembly Meeting (FIRST MEETING 2026)

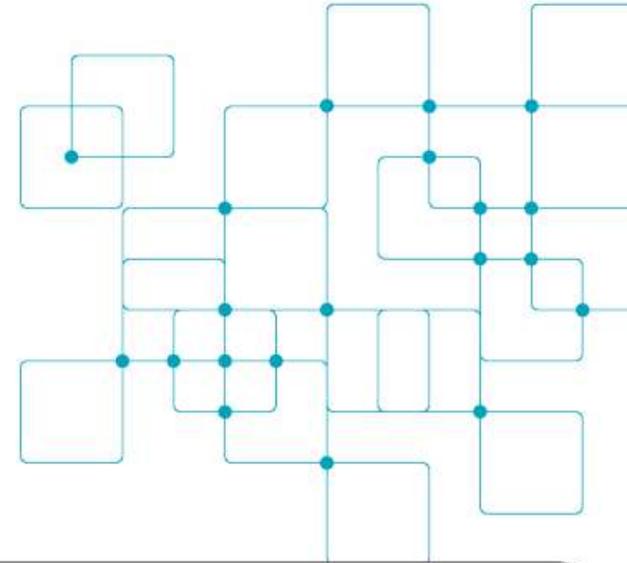
1. Vote on appointing the company's external auditor from among the nominated candidates based on the recommendation of the Audit Committee to examine, review, and audit the consolidated financial statements for the first quarter of the fiscal year 2026, and to determine their fees.
2. Vote on the Board of Directors' recommendation to approve the Employee Share Program (Long-Term Incentive Plan) for the group's employees, and to authorize the Board to manage the plan, link its mechanism to performance, and make the necessary amendments as needed. (Attached)
3. Voting on the Board of Directors' resolution to appoint (Dr. Zeyad Othman Al-Hekail) as an Independent Member of the Board of Directors, effective from his appointment date on November 4, 2025, to complete the current Board term until its expiry on December 31, 2027, replacing the former Non-Executive Member, (Mr. Noor Al-Rahman Abid.) (Curriculum Vitae attached).
4. Voting on delegating the Board of Directors with the powers of the Ordinary General Assembly to grant the license referred to in paragraph (1) of Article Twenty-Seven of the Companies Law, for a period of one year from the date of approval by the General Assembly or until the end of the term of the authorized Board of Directors, whichever comes first, in accordance with the conditions set forth in the Implementing Regulations of the Companies Law for Listed Joint Stock Companies.
5. Voting on the business and contracts to be entered into between Dr. Soliman Abdul Kader Fakeeh Hospital Company ("DSFH Jeddah") and Soliman Abdul Kader Fakeeh Real Estate Company, in which the Chairman of the Board, Mr. Ammar Soliman Abdul Kader Fakeeh, the Vice Chair of the Board, Dr. Manal Soliman Abdul Kader Fakeeh, and Board Member Dr. Mazen Soliman Abdul Kader Fakeeh have an indirect interest. The transaction relates to the acquisition of a majority stake (50.01%) in Diagnostic Elite Company Ltd. for a total amount of SAR 70,000,000.

Persons whose votes will be excluded on this item: Soliman Abdul Kader Fakeeh Real Estate Company, Dr. Mazen Soliman Fakeeh, Mr. Ammar Soliman Fakeeh, Dr. Manal Soliman Fakeeh.

The Audit Committee reviewed the transaction and its key documents with executive management, including its strategic rationale, structure and total consideration of SAR 70 million (SAR 55.35 million payable to Fakeeh Real Estate Company and SAR 14.65 million to be injected as a capital contribution into Diagnostic Elite). The Committee confirmed that the total consideration of SAR 70 million lies below the indicative fair value range of SAR 114–125 million for the 50.01% stake, and that the SAR 55.35 million cash consideration is equivalent to Fakeeh Real Estate Company's investment cost in Diagnostic Elite. Accordingly, the Audit Committee concluded that the transaction, in its current structure and terms, does not include any preferential terms in favor of the related party.

Shareholders may review the Audit Committee's recommendation on the transaction, Diagnostic Elite's audited financial statements for the last two financial years, and the valuation report via the following link: (https://liqaa.wamid.sa/agm_page/fakeeh-care-group-20251221) starting from 01:00AM on Saturday 11/09/1447H corresponding to 28/02/2026G until the end of the Assembly Meeting's time.

Attachment in regards to item 1 – Auditors Proposals for Q1-2026 and Audit Committee Recommendation



November 16, 2025

16 نوفمبر 2025

Subject: Audit Committee Recommendation of the Company's Q1-2026 Statuary Auditor**الموضوع: توصية لجنة المراجعة بشأن مراجع الحسابات القانوني للربع الأول من السنة المالية 2026**

Dear General Assembly of Fakeeh Care Group,

السادة/ الجمعية العامة لمجموعة فقيه للرعاية الصحية،

This is to confirm that the Audit Committee of Fakeeh Care Group ("FCG") has reviewed proposals received by external auditors. The proposals' technical and financial terms were examined and the Audit Committee shortlisted Ernst & Young ("EY") and RSM for their services to examine, review and audit the Company's consolidated first quarter financial statement of the fiscal year ending 31 December 2026. Their fees were at SAR 92,750 and SAR 90,000, respectively.

نؤكد بموجب خطاب التوصية هذا أن لجنة المراجعة في مجموعة فقيه للرعاية الصحية (FCG) قد قامت بمراجعة العروض المقدمة من المرشحين لمنصب مراجع الحسابات الخارجي. حيث تم فحص الجوانب الفنية والمالية للعروض، واختارت اللجنة شركتي إرنست ويونغ (EY) وآر إس إم (RSM) لتقديم خدمات فحص ومراجعة وتدقيق القوائم المالية الموحدة للربع الأول من السنة المالية المنتهية في 31 ديسمبر 2026. وقد بلغت أتعابهما 92,750 ريال سعودي لشركة إرنست ويونغ و90,000 ريال سعودي لشركة آر إس إم.

The Audit Committee recommends the reappointment of EY as the external auditor of FCG for Q1-2026, for endorsement by the Board of Directors and subsequent approval by the General Assembly.

ونفيدكم بأن لجنة المراجعة توصي بإعادة تعيين شركة إرنست ويونغ (EY) كمراجع الحسابات الخارجي للشركة للربع الأول من عام 2026، ورفعت التوصية إلى مجلس الإدارة لاعتمادها تمهيداً لموافقة الجمعية العامة.

مع خالص التحية،،،

Yours Faithfully,


Mr. Torben Hilbertz
Audit Committee Chairman

توربن هيلبرتز
رئيس لجنة المراجعة

Ban Yasin
Committee Secretary

بان ياسين
أمين اللجنة

Auditor Proposals for Q1 2026

The following are **two auditor proposals** for the Group's financials statements for **Q1 2026** – we recommend to the Audit Committee Ernst & Young's (EY) proposal:

RSM's Proposal Key Highlights

- Key engagement team:
 - Engagement Partner: Mohammed Al Nader – Managing Partner, SOCPA & CPA, extensive experience with large listed Saudi groups and financial institutions.
 - Audit Director: Alaa Jaber, CPA, 15+ years' audit experience in KSA, ex-Big 4.
 - Senior Manager: Mustofa Ali, CPA, 10+ years' audit experience in KSA, ex-Big 4.
 - Supported by an Advisory Panel of senior partners/directors for complex/technical matters.
- Commercial fees:
 - Total proposed fee for Q1 2026: SAR 90,000 (exclusive of VAT and out-of-pocket expenses).

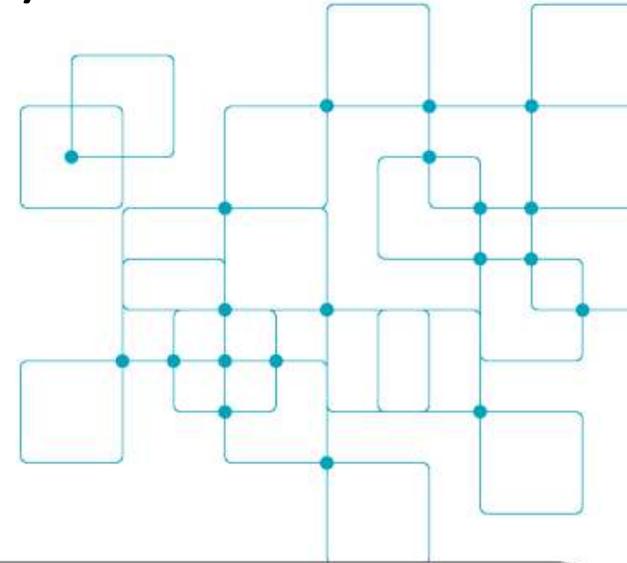
EY's Proposal Key Highlights

- Key engagement team:
 - Signing partner: Ahmed Reda Ahmed is a Certified Public Accountant and SOCPA Fellow. He began at EY Saudi Arabia in 1996, later becoming the KSA Assurance Leader. Ahmed leads the Consumer & TMT Sector Practice for MENA, driving market strategies and adapting global solutions for local markets.
 - Engagement Partner: Qaiser Malik - is a fellow member of Institute of Chartered Accountants of Pakistan (ICAP). He is a Senior Principal at EY – Assurance and leads the Jeddah office audit practice.
 - Senior Manager: Sarah Muthanna
- Commercial fees:
 - Total proposed fee for Q1 2026: SAR 92,750 (exclusive of VAT and out-of-pocket expenses).

Considering the following key aspects, we recommend the committee to appoint EY for the first quarter audit of 2026:

- **Industry Expertise:** EY possesses extensive experience in auditing hospitals and healthcare organizations, which is critical for ensuring compliance with sector-specific regulations and standards
- **Credibility and Assurance:** As one of the Big Four auditing firms, EY brings recognition and credibility to our financial statements. Their involvement will strengthen confidence in our financial statements, which is essential for a listed entity
- **Continuity and Efficiency:** EY has already been assigned to perform the audit for the year ending December 2025. Engaging EY for Q1 2026 ensures consistency in approach, reduces onboarding time, and enhances efficiency in the audit process

Attachment in regards to item 2 - Employee Share Program (Long-Term Incentive Plan)



Dr. Soliman Abdel Kader Fakeeh Hospital Co. Fakeeh Care Group

Long Term Incentive Plan 2025

1. Introduction and Purpose

Fakeeh Care is introducing the Long-Term Incentive Plan (LTIP) to cultivate sustained engagement, among eligible employees, in the company's success and growth. By implementing this initiative, Fakeeh Care aims to inspire its executives to drive organizational objectives, while fostering the retention of exceptional leadership talent.

The LTIP will be used as an incentive vehicle from 1st January 2025. It is intended to be operational for a period of 3 years unless it is specifically terminated by the Board at an earlier date. Further cycles are subject to approval by the NRC and the Board.

The approval process for the annual business plan will also include approval of the total budget for LTIP awards. The Board will approve the value of each LTIP Cycle.

Ordinarily, a new LTIP Cycle will commence at the end of three years, i.e., on a back-to-back- basis. The Board has the discretion to apply a different sequence of LTIP Cycles, based on the recommendation of the President and the NRC.

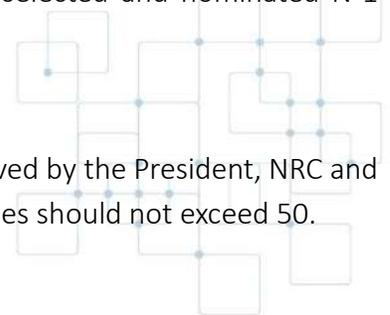
2. Eligibility and Participation

Eligible employees fall into two categories:

The Company's executive leadership, meaning the President and selected and nominated N-1 employees.

Selected and nominated N-2 and N-3 employees.

All nominated employees (N-1, N-2 and N-3) must have been approved by the President, NRC and finally by the Board while the total number of participating employees should not exceed 50.



Eligible employees will not be approved for participation in an LTIP Cycle, if they have not met minimum employment period and have not received a required performance rating in the last available performance evaluation cycle.

New hires who may qualify for LTIP participation are entered into an LTIP Cycle once they become eligible. However, by exception the Board may approve LTIP participation by waiving the service conditions. If this occurs, they may be entered into an LTIP Cycle that has already commenced with a pro-rated LTIP Award on vesting.

The NRC will endorse the participant list for an LTIP Cycle, and the Board will approve it. The Board may give delegated authority to the NRC to approve participation.

Inclusion in one LTIP Cycle does not automatically guarantee participation in a future LTIP Cycle. The LTIP is a discretionary incentive plan and there is no automatic right to be granted an award under it.

3. Incentive Structure

The LTI award is in the form of Fakeeh Care (Tadawul ticker 4017) shares which are already procured (following the November 2023 EGM approval the Company has issued two million of Shares through the Capitalization of Retained Earnings) and / or will be procured in the future by the Company as Treasury shares.

No cash is paid in lieu of shares. It is the individual's responsibility to settle any taxes and/or social charges that may arise relating to the payment of an LTIP Award unless the Company is legally required to do so.

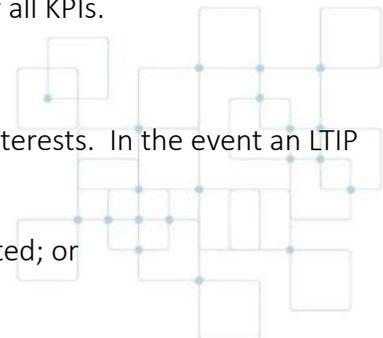
LTIP Awards will be paid within 2-3 months of the Vesting Date with Board approval, or with delegated authority for approval to the NRC (or to the President for any LTIP Award except his own).

Payout will take place only if the employees is with the company or not under resignation period and will be modified based on the average/weighed achievement of all KPIs.

Claw Back

The Policy contains several measures to safeguard the Company's interests. In the event an LTIP Award has been paid to an employee based on:

- a) Data or accounts that were materially and manifestly misstated; or
- b) Error; or



- c) The employee's conduct during the Performance Period, which is of a serious nature and, had it been known at the time, would have led to the employee's dismissal from the company.
- d) Violated any risk limits established or revised by the board and/or risk management.

The Company has the right to reclaim/claw-back some or all payment that was made based on such information within a period of 12 months following its payment to the individual.

Corporate Events

The Plan Policy contains provisions that in the event of a change of control of the Company, the Board will determine whether unvested Awards should be paid out on an accelerated basis or remain in accordance with their scheduled Vesting Date(s).

In addition, if the Company materially changes in size or scope due to de-mergers, acquisitions or other corporate activity, any LTIP cycles will continue to remain in force without change unless the Board determines otherwise.

Termination & Amendment

The LTIP may be terminated or amended by a resolution of the Board to that effect. Termination or amendment of the LTIP shall in no event prejudice the existing rights of a Participant pursuant to this plan, unless the Participant in writing consents to the termination or amendment. Written notice of the termination of the Plan shall be given to a Participant so that the Participant is aware of the termination or changes made.

No changes to this Policy can be made such that it would negatively impact the terms of an LTIP Award granted to LTIP Participants unless prior written consent is given to the Company by the affected Participant(s).

4. Granting of Awards

An LTIP Cycle will run for a period of 3 years, and may be on a back-to-back basis, unless there are adverse financial conditions or other circumstances as the Board may determine.

All LTIP Awards are granted on the eligible employee's total fixed monthly salary ranging from 3 – 8 salaries per annum subject to seniority of the role. The salary rate is 'locked in' at the time of granting, for the purposes of the award. The rate is stated in the Award letter to the eligible employee. The Board may determine an alternative award at its discretion, based on the

recommendation of the President and NRC. The award will be converted to shares by market value which will help align to the shareholders' interests. The Grant Date will usually occur in April of the LTIP Cycle's Grant year.

5. Vesting Conditions

Vesting will occur at the end of the third performance year. The Grant date will not be considered as part of the performance year. However, vesting can occur at an earlier time than specified in exceptional circumstances, i.e., in the case of a Participant's death / medical severance / disability / mutual consent departure, due to a Corporate Event or other situation as the Board may reasonably determine.

Vesting is based on an average of company's 3-year performance with minimum Group level thresholds for meeting the following KPIs (final selection of KPIs to be conducted by the President and NRC): (a) EBITDA – 50% and (b) Revenue – 50%.

The performance of the two measures will be used for vesting. The performance measures are aligned to the objectives of the organization and progress vs. target will be reviewed annually and updated only in extreme situations, upon NRC approval.

- *Threshold 1 – Achievement of average 90% of the overall KPIs mentioned above over a 3-year period. In case the threshold is not achieved, the LTI plan is not activated.*
- *Threshold 2 – Achievement of 80% of the overall KPIs mentioned above on a yearly basis. In case the threshold is not achieved, the LTI plan is not activated.*

The Policy ensures that the number of performance-based shares to be awarded are aligned to a multiplier (from zero to 1.2X), based on the Company's performance result which can range from <90% and >=120% of the target. As the multiplier increases, in response to improvements in the performance score, each subsequent increment becomes progressively smaller.

6. Entry to LTIP and Termination of Employment

In accordance with the Policy Plan if an Eligible Employee is entered into an LTIP Cycle after it has been granted to Participants, his/her LTIP Award is proportionately adjusted upon vesting to

reflect the number of calendar months worked during the Vesting Period, with reference to the month when he/she was granted the LTIP Award.

The Board has the discretion to determine whether an unvested LTIP Award is adjusted or not and, if so, the calculation method of adjustment, if the details are not provided for in the Policy under provisions for 'good and bad' leavers including **death, medical severance / disability, retirement, mutual agreement, resignation, and dismissal for cause.**

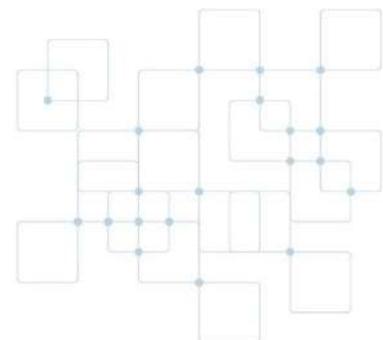
7. Plan Administration

This LTI is governed by the LTI Policy which is the responsibility of the Board, and it will approve all exceptions under the LTIP unless delegated authority is given to the NRC.

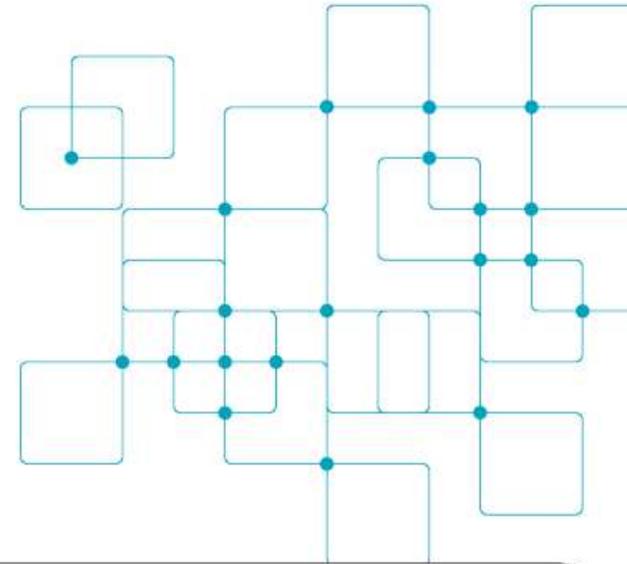
The LTIP may be wholly or partially amended or otherwise modified, suspended, or terminated at any time or from time to time by the Board on the recommendation of the Board. The amendment, suspension or termination of the LTIP will not alter or impair any rights or obligations already granted under the LTIP.

The HCM function has delegated authority for the day-to-day implementation of the plan and its administration in accordance with this Policy. It can modify or revise the Policy at any time based on business need and with the necessary approvals for material amendments.

This Policy should be subject to review at least annually to ensure it remains up to date.



Attachment in regards to item 3 – CV of Dr. Zeyad Alhekail



Board of Directors Resolution Fakeeh Care Group ("Company")

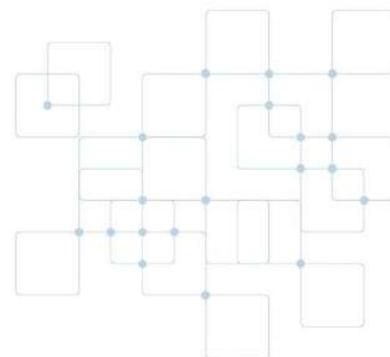
قرار مجلس الإدارة مجموعة فقيه الطبية ("الشركة") قبول الاستقالة وتعيين عضو في مجلس الإدارة

Acceptance of Resignation and Appointment of a Board Member

The Board of Directors of the Company have examined the following voting subject during its Board meeting dated 4 November, 2025:

قام مجلس إدارة الشركة بدراسة بنود التصويت التالية خلال اجتماعه المنعقد بتاريخ 4 نوفمبر 2025م:

- To vote on the resignation of Mr. Noorur Rahman Abid from the Board of Directors, as per his letter submitted on the 4th of November, 2025, with effective date of resignation being the 4th of November, 2025;
 - To vote on the resignation of Mr. Noorur Rahman Abid from the membership of the Nomination and Remuneration Committee, as per his letter submitted on the 4th of November, 2025, with effective date of resignation being the 4th of November, 2025;
 - To vote on the resignation of Mr. Noorur Rahman Abid from the membership of the Audit Committee, as per his letter submitted on the 4th of November, 2025, with effective date of resignation being the 4th of November, 2025;
 - To vote on the recommendation of the Nomination and Remuneration Committee with respect to the appointment of Mr. [Dr. Zeyad Alhekail], a citizen of [Saudi Arabia], by virtue of National Identification number [1010076030], whereby he will be a temporary member of the Board of Directors effective the 4th of November, 2025, in place of the resigning member, with his final approval being subject to the General Assembly;
- التصويت على استقالة السيد نور الرحمن عابد من عضوية مجلس الإدارة، وفقاً لخطابه المقدم بتاريخ 4 نوفمبر 2025م، على أن يكون تاريخ سريان الاستقالة في 4 نوفمبر 2025م؛
 - التصويت على استقالة السيد نور الرحمن عابد من عضوية لجنة الترشيحات والمكافآت، وفقاً لخطابه المقدم بتاريخ 4 نوفمبر 2025م، على أن يكون تاريخ سريان الاستقالة في 4 نوفمبر 2025م؛
 - التصويت على استقالة السيد نور الرحمن عابد من عضوية لجنة المراجعة، وفقاً لخطابه المقدم بتاريخ 4 نوفمبر 2025م، على أن يكون تاريخ سريان الاستقالة في 4 نوفمبر 2025م؛
 - التصويت على توصية لجنة الترشيحات والمكافآت بشأن تعيين السيد [د/زيد الحقيل]، [سعودي الجنسية]، بموجب رقم الهوية الوطنية [1010076030]، ليكون عضواً مؤقتاً في مجلس الإدارة اعتباراً من 4 نوفمبر 2025م، خلفاً للعضو المستقيل، على أن يكون التعيين النهائي خاضعاً لموافقة الجمعية العامة؛



After examination of the votes received from the members of the Board of Directors, the results have shown that the Board of Directors hereby approve the above resolution items by majority.

بعد الاطلاع على نتائج الأصوات الواردة من أعضاء مجلس الإدارة، تبين أن مجلس الإدارة قد وافق على جميع البنود المذكورة أعلاه بالأغلبية.

Resolution Dated: 4 November, 2025

تاريخ القرار: 4 نوفمبر 2025م

[Signatures of the members, without Mr. Noor]

(توقيعات أعضاء مجلس الإدارة، دون السيد نور الرحمن عابد)

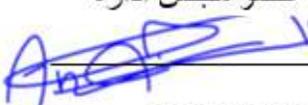
توقيعات أعضاء مجلس الإدارة/Signatures of the Board of Directors

الاسم: منال سليمان عبدالقادر فقيه
المنصب: نائب رئيس مجلس الإدارة
التوقيع: 
التاريخ: 04/11/2025

الاسم: عمار سليمان عبدالقادر فقيه
المنصب: رئيس مجلس الإدارة
التوقيع: 
التاريخ: 04/11/2025

الاسم: أيمن اسعد سليمان عبده
المنصب: عضو مجلس إدارة
التوقيع: 
التاريخ: 04/11/2025

الاسم: مازن سليمان عبدالقادر فقيه
المنصب: العضو المنتدب
التوقيع: 
التاريخ: 04/11/2025

الاسم: انيس احمد محمد مؤمنه
المنصب: عضو مجلس إدارة
التوقيع: 
التاريخ: 04/11/2025

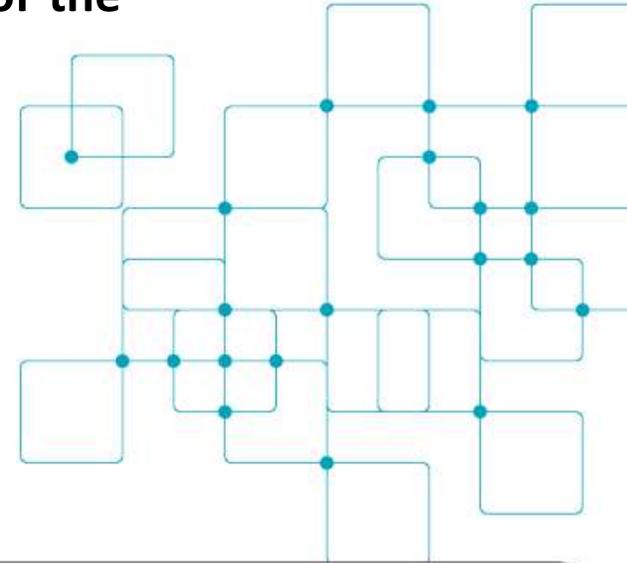
الاسم: ثوربين هيلبرتز
المنصب: عضو مجلس إدارة
التوقيع: 
التاريخ: 04/11/2025

الاسم: ديبورا جيل
المنصب: عضو مجلس إدارة
التوقيع: 
التاريخ: 04/11/2025

D. Current Membership in Boards of Directors of Other Joint-Stock Companies (Listed or Non-Listed) or Any Other Company, Regardless of Its Legal Form or Committees Derived from Them:

NO	Company Name	Activity/Business	Nature of Membership (Executive, Non-Executive, Independent)	Method of Appointment (Appointed as a Representative of a Shareholder Before Listing or Elected by Shareholders)	Committee Membership	Legal form of the company
1	Advanced communications and electronics systems Co.	Communication and IT projects	Non-executive	Nominee as a shareholder	-	Closed Joint Stock
2	Makkah construction co.	Reat estate development	Independent	Nominee as a shareholder	NRC	Listed
3	SEDCO holding	Investment	Independent	Nominated by a shareholder	ExCom	Closed Joint Stock
4	Jorhom Real estate Development Co.	Reat estate development	Non-executive	Nominated by a shareholder	-	Closed Joint Stock
5	Majd Investment Co.	Investment	Independent	Nominated by a shareholder	-	Closed Joint Stock
6	Nesma & Partners Co.	Contracting	Non-executive	Nominated by a shareholder	-	Closed Joint Stock

Attachment regarding items 5 - Limited examination report and the notification of the Board to the shareholders about businesses and contracts in which the members of the Board of Directors have any direct or indirect interest





ERNST & YOUNG PROFESSIONAL SERVICES (PROFESSIONAL LLC)
Paid-Up Capital (SR 5,500,000 - Five Million Five Hundred Thousand Saudi Riyal)
King's Road Tower, 13th Floor
King Abdul Aziz Road (Malek Road)
P.O. Box 1994 - Jeddah 21441
Kingdom of Saudi Arabia
Head Office - Riyadh - C.R. No. 1010383821

C.R. No. 4030276644

Tel: +966 12 221 8400

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LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF DR. SOLIMAN ABDEL KADER FAKEEH HOSPITAL COMPANY (A SAUDI JOINT STOCK COMPANY)

Scope

We have been engaged by Dr. Soliman Abdel Kader Fakeeh Hospital Company (the "Company") to perform a 'limited assurance engagement,' as defined by International Standards on Assurance Engagements endorsed in the Kingdom of Saudi Arabia, hereafter referred to as the engagement, to report on the Company's compliance with the requirements of Article (71) of the Companies' Law (the "Subject Matter") contained in the Company's attached notification (Appendix A) which is presented by the Company's Board of Directors to the Ordinary General Assembly on the transaction and contracts in which some members of the Company's Board of Directors have a direct or indirect interest in them dated 26 November 2025.

Criteria Applied by the Company

In preparing the Subject Matter the Company applied the below criteria (the "Criteria"). Such Criteria were specifically designed for the notification presented by the Company's Board of Directors to the Ordinary General Assembly (Appendix A). As a result, the subject matter information may not be suitable for another purpose.

- Article (71) of the Companies' Law issued by the Ministry of Commerce.
- Notification presented by the Company's Board of Directors to the Ordinary General Assembly (Appendix A) dated 26 November 2025.
- Declarations submitted by the Company's Board of Directors' members regarding the transactions and contracts intended to be entered into by the Company in which those members of the Company's Board of Directors have a direct or indirect interest in them.
- Meeting minutes of the Board of Directors meeting which include disclosures by the Company's Board of Directors' members regarding transactions and contracts intended to be entered into by the Company in which those members of the Company's Board of Directors have a direct or indirect interest in them.

Company's Responsibilities

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

Our Responsibilities

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



Shape the future
with confidence

**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
DR. SOLIMAN ABDEL KADER FAKEEH HOSPITAL COMPANY (A SAUDI JOINT STOCK
COMPANY) (continued)**

Our Responsibilities (continued)

We conducted our engagement in accordance with the *International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* ('ISAE 3000 (Revised)') that is endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with the Company on 27 November 2025. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

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

Our Independence and Quality Management

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

Our firm also applies International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, that is endorsed in the Kingdom of Saudi Arabia, which requires that we design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Description of Procedures Performed

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

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

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



Shape the future
with confidence

**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
DR. SOLIMAN ABDEL KADER FAKEEH HOSPITAL COMPANY (A SAUDI JOINT STOCK
COMPANY) (continued)**

Description of Procedures Performed (continued)

Our procedures included:

- Obtained the notification presented by the Company's Board of Directors to the Ordinary General Assembly (Appendix A) regarding the transactions and contracts intended to be entered into by the Company in which some members of the Company's Board of Directors have a direct or indirect interest in them dated 26 November 2025.
- Reviewed the declarations from the Company's Board of Directors' members for the transactions and contracts intended to be entered into by the Company in which those members of the Company's Board of Directors have a direct or indirect interest in them.
- Reviewed the Board of Directors minutes of meetings that indicates some members' notification to the Board of Directors of transactions and contracts intended to be entered into by the Company in which some members of the Company's Board of Directors have a direct or indirect interest in them.
- Discussed with the management the transactions and contracts intended to be entered into by the Company in which some members of the Company's Board of Directors have a direct or indirect interest in them.

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

Other Matters

1. The attached notification (Appendix A) is stamped by us for identification purposes only.
2. The transactions and contracts intended to be entered into by the Company are subject to Ordinary General Assembly approval and other regulatory procedure requirements.

Conclusion

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

for Ernst & Young Professional Services

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



Jeddah: 6 Jumada Al Thani 1447H
(27 November 2025)

Date: Nov 26, 2025

Subject: Compliance with Article 71 of the Companies Law

Dear Shareholders of Dr. Soliman Abdul Kader Fakeeh Hospital Company,

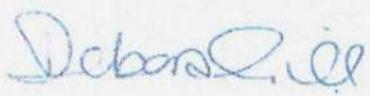
Greetings and peace be upon you.

In accordance with the requirements mentioned in the subject of this statement regarding the transactions and contracts made with other companies in which members of the Board of Directors have a direct or indirect interest, we hereby inform your esteemed assembly of the following contract intended to be entered into during this fiscal year ending 31 December, 2025.

	Company	Contracting Party	Related Parties	Type of conflict	Nature of the contract	Contract conditions	Contract Duration	Transaction Amount
1.	Dr. Soliman Abdul Kader Fakeeh Hospital Company. ("DSFH Jeddah")	Sulaiman Abdul-Qader Fakeeh Real Estate Co.	1-The Chairman of the Board Mr. Ammar Soliman Abdel Kader Faqih [indirect interest]. 2-The Vice Chairperson of the Board Dr. Manal Soliman Abdel Kader Fakeeh [indirect interest]. 3-The Board Member Dr. Mazen Soliman Abdel Kader Fakeeh [indirect interest].	Indirect interests	The acquisition of the majority of the shares in Diagnostic Elite Co. by way of the assignment of 50.01% by Sulaiman Abdul-Qader Fakeeh Real Estate Co. to DSFH Jeddah	Without Preferential Terms	One-time transaction	The transaction value is 70,000,000 SAR.

Signatures of the Board of Directors:

Name	Position	Signature	Date
Ammar Suleiman Abdelqader Faqih	Chairman of the Board		Nov 26, 2025

Manal Suleiman Abdelqader Fakeeh	Vice Chairman of the Board		Nov 26, 2025
Mazen Suleiman Abdelqader Fakeeh	Managing Director		Nov 26, 2025
Ayman Asaad Suleiman Abdo	Board Member		Nov 26, 2025
Zeyad Othman Alhekail	Board Member		Nov 26, 2025
Anees Ahmed Mohammed Moumina	Board Member		Nov 26, 2025
Deborah Gill	Board Member		Nov 26, 2025
Torben Hilbertz	Board Member		Nov 26, 2025

