

General Assembly Agenda Attachments

Proposed Amendments to the Bylaws| Dallah Healthcare Company

Before	After
<p><u>Article (7) The company's capital:</u></p> <p>The company's capital is (976,811,660) nine hundred and seventy six million eight hundred eleven and six hundred sixty Saudi riyals, divided into (97,681,166) ninety seven million six hundred eighty one thousand one hundred sixty six shares, the nominal value of the share is (10) ten Saudi riyals and all the company's shares are ordinary and in-kind</p>	<p><u>Article (7) The company's capital:</u></p> <p>The company's capital is one billion fifteen million seven hundred forty-seven thousand six hundred ninety(1,015,747,690) Saudi Riyals, divided into one hundred one million, five hundred seventy-four thousand, seven hundred sixty-nine(101,574,769) shares, the nominal value of the share is (10) ten Saudi riyals and all the company's shares are ordinary</p>

Proposed Amendments to the Remuneration Policy for Board Members, Subcommittees, and Senior Executives

Before	After
<p>Principles and Guidelines Governing Remuneration</p> <p>First: Board Members and Subcommittees</p> <p>The remuneration of Board members and subcommittees is determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, according to the following principles:</p> <ol style="list-style-type: none"> 1. It should be appropriate for the nature, activities, and size of the company, as well as the required skills and expertise. 2. It should serve as an incentive to attract highly qualified and experienced Board members who can help the company achieve its objectives. 3. Board members' remuneration may vary to reflect the member's expertise, specialization, assigned tasks, and level of independence. 4. Board members are entitled to an annual remuneration not exceeding SAR 200,000 for their roles and responsibilities as Board members. The Board may decide otherwise based on the recommendation of the Nomination and Remuneration Committee. 5. Board members participating in subcommittees, including those derived from the General Assembly, are entitled to annual remuneration not exceeding SAR 500,000 in total, whether they serve on one or multiple committees. The Board may decide otherwise based on the recommendation of the Nomination and Remuneration Committee, provided it complies with the Companies Law and related regulations. 	<p>Principles and Guidelines Governing Remuneration</p> <p>First: Board Members and Subcommittees</p> <p>The remuneration of Board members and subcommittees is determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, according to the following principles:</p> <ol style="list-style-type: none"> 1. It should be appropriate for the nature, activities, and size of the company, as well as the required skills and expertise. 2. It should serve as an incentive to attract highly qualified and experienced Board members who can help the company achieve its objectives. 3. Board members' remuneration may vary to reflect the member's expertise, specialization, assigned tasks, and level of independence. 4. The remuneration of Board members consists of fixed amounts, attendance allowances, or expense reimbursements as outlined in the table included in this policy and any subsequent amendments, in accordance with applicable regulations. 5. Subcommittee remuneration includes a fixed annual amount, meeting attendance allowances, and other entitlements, as outlined in this policy.

Before	After
<p>6. The company has the right to claim compensation for damages to its reputation and recover paid remuneration, compensations, or other incurred costs in the following cases:</p> <ul style="list-style-type: none"> Termination of membership by a General Assembly resolution due to the member's absence from three consecutive meetings within one year without a valid excuse accepted by the Board of Directors. Failure of the member to fulfill their responsibilities, duties, or obligations, resulting in harm to the company's interests. Acts of dishonesty, breach of trust, or forgery committed by the member. 	<p>6. The Board determines and approves subcommittee remuneration, attendance allowances, and other entitlements, based on the recommendation of the Nomination and Remuneration Committee and in accordance with this policy.</p> <p>7. The company has the right to claim compensation for damages to its reputation and recover paid remuneration, compensations, or other incurred costs in the following cases:</p> <ul style="list-style-type: none"> Termination of membership by a General Assembly resolution due to the member's absence from three consecutive meetings within one year without a valid excuse accepted by the Board of Directors. Failure of the member to fulfill their responsibilities, duties, or obligations, resulting in harm to the company's interests. Acts of dishonesty, breach of trust, or forgery committed by the member.

Before

After

(New Clause)

Details of Board Members' and Sub-Committees' Remunerations

First: Board of Directors

Position	Annual Fixed Amount	Meeting Attendance Allowance	Travel and Transportation Allowances (For members outside Riyadh)
Chairman	SAR 450,000	SAR 5,000	- Actual expenses - First Class
Board Member	SAR 325,000	SAR 5,000	- Actual expenses - Business Class
Board Secretary	SAR 60,000	SAR 5,000	- Actual expenses - Business Class

Audit Committee

Position	Annual Fixed Amount	Meeting Attendance Allowance	Travel and Transportation Allowances (For members outside Riyadh)
Chairman	SAR 200,000	SAR 5,000	- Actual expenses - Business Class
Member	SAR 150,000	SAR 5,000	- Actual expenses - Business Class
Secretary	SAR 60,000	SAR 5,000	- Actual expenses - Business Class

Before

After

(New Clause)

Investment and Finance Committee

Position	Annual Fixed Amount	Meeting Attendance Allowance	Travel and Transportation Allowances (For members outside Riyadh)
Chairman	SAR 120,000	SAR 5,000	- Actual expenses - Business Class
Member	SAR 100,000	SAR 5,000	- Actual expenses - Business Class
Secretary	SAR 60,000	SAR 5,000	- Actual expenses - Business Class

Nomination and Remuneration Committee

Position	Annual Fixed Amount	Meeting Attendance Allowance	Travel and Transportation Allowances (For members outside Riyadh)
Chairman	SAR 120,000	SAR 5,000	- Actual expenses - Business Class
Member	SAR 150,000	SAR 5,000	- Actual expenses - Business Class
Secretary	SAR 60,000	SAR 5,000	- Actual expenses - Business Class