



KPMG Professional Services

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P.O. Box 92876
Riyadh 11663
Kingdom of Saudi Arabia
Commercial Registration No 1010425494

Headquarters in Riyadh

شركة كي بي إم جي للاستشارات المهنية مساهمة مهنية

واجهة روشن، طريق المطار
صندوق بريد ٩٢٨٧٦
الرياض ١١٦٦٣
المملكة العربية السعودية
سجل تجاري رقم ١٠١٠٤٢٥٤٩٤

المركز الرئيسي في الرياض

Independent Limited Assurance Report to the shareholders of Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO – ADDWAEIH COMPANY) on the Statement of compliance with Article 17 from Part 6 Chapter 1 of the Implementing Regulation of the Companies Law for Listed Joint Stock Companies Issued by the Board of the Capital Market Authority

To the Shareholders of Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO – ADDWAEIH COMPANY)

We were engaged by the management of **Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO – ADDWAEIH COMPANY) (the “Company”)** to issue a limited assurance report on the compliance of the statement of financial information prepared by the management with Article 17 from Part 6 Chapter 1 of the Implementing Regulation of the Companies Law for Listed Joint Stock Companies Issued by the Board of the Capital Market Authority, in accordance with the details set out below (“Subject Matter”) Based on the accompanying management statement related to the subject matter, as presented in Appendix 1, as a form of independent limited assurance conclusion stating that, based on the work performed and the evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter has not been prepared, in all material respects, in accordance with the applicable criteria set out below (the “Applicable Criteria”).

Subject Matter

The Subject Matter for our limited assurance engagement is related to the Company’s solvency requirements (the “Solvency Statement”), (in accordance with the requirements of Article 17, Part 6, Chapter 1 of the Implementing Regulations of the Companies Law for listed joint stock companies issued by the Board of the Saudi Capital Market Authority), presented as part of the attachments to the General Assembly, together with the other information included therein, for the purpose of the share buyback transaction that the Company intends to undertake during the financial year 2026

Applicable Criteria

We have used the following as the Applicable Criteria:

1. Article 17, Part 6, Chapter 1 of the Implementing Regulations of the Companies Law for listed joint stock companies issued by the Board of the Saudi Capital Market Authority.

Management’s Responsibility

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

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

شركة كي بي إم جي للاستشارات المهنية مساهمة مهنية، شركة مساهمة مهنية مغلقة مسجلة في المملكة العربية السعودية، رأس مالها (١١٠٠٠٠٠٠٠٠) ريال سعودي مدفوع بالكامل، وهي عضو غير شريك في الشبكة العالمية لشركات كي بي إم جي المستقلة والتابعة لـ كي بي إم جي العالمية المحدودة، شركة انجليزية خاصة محدودة بالضمان. جميع الحقوق محفوظة.



Independent Limited Assurance Report to the shareholders of Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO - ADDWAEIH COMPANY) on the Statement of compliance with Article 17 from Part 6 Chapter 1 of the Implementing Regulation of the Companies Law for Listed Joint Stock Companies Issued by the Board of the Capital Market Authority (continued)

To the Shareholders of Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO – ADDWAEIH COMPANY) (continued)

Management's Responsibility (continued)

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

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

Our Responsibility

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

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

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

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



Independent Limited Assurance Report to the shareholders of Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO - ADDWAEIH COMPANY) on the Statement of compliance with Article 17 from Part 6 Chapter 1 of the Implementing Regulation of the Companies Law for Listed Joint Stock Companies Issued by the Board of the Capital Market Authority (continued)

To the Shareholders of Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO – ADDWAEIH COMPANY) (continued)

Our Responsibility (Continued)

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

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

The procedures performed in a limited assurance engagement vary in nature and timing from and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement.

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

Procedures Performed

Our procedures performed are as follows:

- Obtained the approved solvency statement prepared by management;
- Assessed the accuracy of the forecasted consolidated working capital of the company for the 12 months immediately following the proposed date of share buyback November 30, 2026;
- Matched the balances of consolidated total assets after deducted consolidated total liabilities and consolidated total contingent liabilities with the Company reviewed interim condensed consolidated statement of financial position as of March 31, 2026;
- Assessed the mathematical accuracy of the computation of the net balance of the consolidated assets after deducting the total liabilities and contingent liabilities as reported in the statement of solvency;
- Assessed that the treasury Shares of the Company, must not at any time exceed (10%) of the total Shares in the class of Shares subject of the buy-back;
- Matched the balance of retained earnings with the respective balance in the reviewed interim condensed consolidated statement of financial position as of March 31, 2026;
- Obtained the average market price per share of the Company over the last 30 days, for the period from 23 March 2026 to 23 April 2026, prior to the Board of Directors' approval of the share buyback transaction, from the "Tadawul" website and matched the same with the market price used by management to estimate the cost of the share buyback transaction;
- Verified the mathematical accuracy of the calculation of retained earnings after deducted the expected value of treasury shares to be purchased based on management's estimates, as presented in the solvency statement.



Independent Limited Assurance Report to the shareholders of Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO - ADDWAEIH COMPANY) on the Statement of compliance with Article 17 from Part 6 Chapter 1 of the Implementing Regulation of the Companies Law for Listed Joint Stock Companies Issued by the Board of the Capital Market Authority (continued)

To the Shareholders of Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO – ADDWAEIH COMPANY) (continued)

Conclusion

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

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

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

Other Matters

For the avoidance of doubt, we note the following important points relevant to the understanding of our scope of work, procedures and conclusion relating to the proposed share buy-back:

- The working capital amount presented in the solvency statement is calculated based on the unaudited forecasted financial information of the company for the following periods.
- The solvency statement has been prepared on a pro-forma basis to illustrate the effect of the proposed share buy-back based on the estimates and assumptions set out therein. Actual results will be impacted by future events and transactions, and may be different.

Restriction of Use of Our Report

Our report has been prepared at the request of the Company's management to be presented to the shareholders at their General Assembly meeting, in accordance with the regulations issued by the Capital Market Authority in relation to the share buyback transaction. Our report should not be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than the Company and Capital Market Authority for any purpose or in any context. Any party other than the Company and Capital Market Authority who obtains access to our report or a copy thereof and chooses to rely on our report (or any part thereof) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than the Company and Capital Market Authority for our work, for this independent limited assurance report, or for the conclusions we have reached.

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

KPMG Professional Services Company

Naif Abdulrahman Edrees
License No: 457



Riyadh 24 DHUAL-QA'DAH
Corresponding to: 11 May 2026



Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO ADDWAEIH)
Statement of solvency
All amounts in thousands of Saudi Riyals

Capital Market Authority - Kingdom of Saudi Arabia
Implementing Regulation of the Companies Law for Listed Joint Stock Companies
Part 6 - Chapter 1 - Article 17: Shares Buy-Back Rules

1 - The Company must have sufficient working capital for the twelve (12) months immediately following the date of completion of the share buy-back transaction.

	31 March 2026 (Reviewed)	31 December 2026 (Forecasted)	31 December 2027 (Forecasted)
Current assets	2,291,006	2,396,174	2,416,380
Current liabilities	1,820,148	1,720,857	1,592,245
Surplus of current assets over current liabilities before share buy-back transaction	470,858	675,317	824,135
Surplus of current assets over current liabilities after share buy-back transaction	443,360	647,819	796,637

2 - The value of the Company's assets must not be less than the value of its liabilities (including contingent liabilities), prior to and immediately upon payment of the purchase price, according to the latest reviewed interim financial statements or audited annual financial statements, whichever is later.

	31 March 2026 (Reviewed)	31 December 2026 (Forecasted)	31 December 2027 (Forecasted)
Total assets	4,270,413	4,416,696	4,466,190
Total liabilities	2,441,129	2,435,091	2,275,748
Contingent liabilities	70,590	57,100	49,370
Surplus of total assets over total	1,758,694	1,924,505	2,141,072

3 - The amount of Treasury Shares held must not exceed the amount of the retained profits of the Company.

	31 March 2026 (Reviewed)	31 December 2026 (Forecasted)	31 December 2027 (Forecasted)
Retained Earnings	144,551	581,439	801,369
Amount of treasury shares held:			
Existing	19,937	19,937	-
Suggested Buy back	-	27,498	27,498
Surplus of retained earnings over the amount share buy-back transaction on the date of approval for transaction (i.e. 10 June 2026)	124,614	534,004	773,871

This report should be read in conjunction with the limited assurance report pursuant to the engagement letter between KPMG Professional Services Company and Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO ADDWAEIH).

Abdulaziz Aloud
 Chief Financial Officer

Ahmed Aljedai
 Managing Director



KPMG Professional Services Company

Roshn Front, Airport Road
P.O. Box 92876
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Kingdom of Saudi Arabia
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سجل تجاري رقم ١٠١٠٤٢٥٤٩٤

المركز الرئيسي في الرياض

Independent Limited Assurance Report to Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO ADDWAEIH COMPANY) on the Board of Directors' Declaration on the Requirements of Article 71 of the Companies Law

To the Shareholders of Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO ADDWAEIH COMPANY)

We were engaged by the management of **Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO ADDWAEIH COMPANY)** (the "Company") to report on the the Board of Directors' declaration prepared by the Management in accordance with the requirements of Article 71 of the Companies Law, which comprises the transactions carried out by the Company during the year ended 31 December 2025 in which any of the members of Board of Directors of the Company had direct or indirect personal interest as detailed below ("Subject Matter") and the accompanying management's statement thereon as set out in Appendix 1, in the form of an independent limited assurance conclusion that based on our work performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter is not properly prepared, in all material respects, based on the applicable criteria ("Applicable Criteria") below.

Subject Matter

The Subject Matter for our limited assurance engagement is related to the Board of Directors' declaration enclosed in the attached Appendix 1 (the "Declaration") prepared by the Management in accordance with the requirements of Article 71 of the Companies Law, presented by the Board of Directors of Saudi Pharmaceutical Industries and Medical Appliances Corporation (SPIMACO ADDWAEIH COMPANY) (the "Company"), which comprises the transactions carried out the Company during the year ended 31 December 2025 in which any of the members of Board of Directors of the Company had direct or indirect personal interest.

Applicable Criteria

We have used the following as the Applicable Criteria:

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

SPIMACO ADDWAEIH COMPANY's Responsibility

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

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



SPIMACO ADDWAEIH COMPANY's Responsibility (Continued)

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

Our Responsibility

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

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

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

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

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

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

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement.

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

Procedures Performed

Our procedures performed are as follows:

- Obtained the declaration that includes the transactions and contracts performed in which any of the BOD members of the Company has either direct or indirect interest during the year ended 31 December 2025 ;
- Reviewed the minutes of meetings of the BoD that indicate notifications to the BoD by certain directors of actual or potential conflicts of direct or indirect interest in relation to transactions and contracts involving the BoD member;
- Checked that the minutes of meetings of the BOD that the relevant directors who notified the BoD of actual or potential conflicts of direct or indirect interest did not vote on the resolution to recommend the related transactions and contracts;

Procedures Performed (Continued)

- On a sample basis, obtained the required approvals along with supporting documents in respect of the transactions and contracts included in the declaration; and
- Checked the transaction amounts included in the Declaration agree, where applicable, to the transaction amounts disclosed in note 36 to the audited consolidated financial statements of the Company for the year ended 31 December 2025.

Conclusion

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

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

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

Restriction of Use of Our report

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

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

KPMG Professional Services Company

Naif Abdulrahman Edrees
License No: 457



Riyadh, 20 April 2026
Corresponding to 3 DHUAL-QA'DAH 1447H



Honorable Shareholders of Saudi Pharmaceutical Industries and Medical Appliances Corporation SPIMACO ADDWAEIH COMPANY

Subject: Notification to the General Assembly of the businesses and contracts in which the Board Members and Related Parties have a Direct or Indirect interest

Based on the requirements of Article (27) and Article (71) of the companies Law and Paragraph (15) of Article (21) of the Corporate Governance Regulation, we would like to inform your esteemed General Assembly about the businesses and contracts that will be completed or have been completed and in which some members of the Board of Directors have an interest that has not been previously disclosed, with a statement of the details related to the names of those involved in these businesses and contracts, the nature of these businesses and amounts, as shown in annex No. (1) These transactions were carried out on the same terms applied to transaction with other parties, and there are no preferential terms for the local market.

We also attach to you a special report from the Company's external auditor in this regard.

Please accept our sincere greetings and appreciation.

Sr.	Name	Capacity	Signature
1	Mr. Khalid Abdulrahman ALGWAIZ	Chairman	
2	Dr. Ahmed Hamdan ALJEDAI	Vice-Chairman	Ahmed Aljedai
3	Mr. Farhan Waleed ALBOAINAIN	Board Member	farhan.alboainain
4	Mr. Khalid Ibrahim ALRABIAH	Board Member	
5	Dr. Fahad Abdulaziz ALRABIAH	Board Member	
6	Mr. Khaldon Abdullah ALFAKHRI	Board Member	
7	Dr. Mai Abdullah ALAJAJI	Board Member	Mai Alajaji
8	Dr. Ibrahim Abdulrahman ALJUFFALI	Board Member	
9	Mr. Faisal Marzoq ALFHHADI	Board Member	



Annex No. (1)

S. No.	Related Party	Related party's relationship type with the Company	Type of interest	Contract Party	Transaction conditions/ terms	Contract / Transaction Details	Transaction value during 2025
1.1	Mr. Khalid ALRABIAH	Chairman	Indirect	Arab Company for Pharmaceutical Industries and Medical Appliances (ACDIMA)	There are no preferential terms and conditions	Transactions relating to Bioequivalence and Pharmaceutical Studies.	2,563,256
1.2	Dr.Ibrahim ALJUFFALI	Board Member	Indirect				
2	Dr.Ibrahim ALJUFFALI	Board Member	Indirect	SPIMACO Morocco for Pharmaceutical Industries	There are no preferential terms and conditions	Sales of products to SPIMACO Morocco	2,351,881
3	Dr.Ibrahim ALJUFFALI	Board Member	Indirect	CAD Middle East Pharmaceutical Industries Co.	There are no preferential terms and conditions	Purchases of raw materials (API) from CAD	11,279,953
4	Dr.Ibrahim ALJUFFALI	Board Member	Indirect	CAD Middle East Pharmaceutical Industries Co.	There are no preferential terms and conditions	Expenses incurred on behalf of CAD	18,925,000