



Ordinary General Assembly Meeting

17 May 2026



Agenda

1- Reviewing and discussing Board of Directors Report for the fiscal year ended on 31-12-2025.

2- Reviewing and discussing the Company's consolidated financial statements for the fiscal year ended on 31-12-2025.

3-Voting on the external auditor's report for the financial year ended on 31-12-2025 after discussing it.

4-Voting on discharging the members of the Board of Directors from their liabilities for the fiscal year ended on 31-12-2025.

5-Voting on appointing the company's auditor from among the candidates based on the recommendation of the Audit Committee. The appointed auditor shall examine, review, and audit the second, and third quarters and annual financial statements of the fiscal year 2026, and the first quarter of the fiscal year 2027, and determining the auditor's fees.

6-Voting on paying an amount of (1,100,000) riyals as remuneration to the Board members for the fiscal year ended on 31-12-2025.

7-Voting on the Board of Directors' recommendation to distribute cash dividend amounting to (80,000,000) Saudi Riyals to shareholders for the fiscal year 2025, at (0.32) Saudi Riyals per share, representing (32%) of the share's Par Value. Eligibility shall be for shareholders who own the shares at the end of the trading day on which the General Assembly is convened, and who are registered in the Company's shareholders' registry held with the Securities Depository Center Company (Edaa) at the end of the second trading day following the entitlement date. Dividend distribution will commence on 04-06-2026.



8-Voting on delegating the authority of the Ordinary General Assembly to the Board of Directors, with the authorization contained in Paragraph (1) of Article Seventy-One of the Companies Law, for a period of one year from the date of the General Assembly's approval or until the end of the session of the delegated Board of Directors, whichever comes first, in accordance with the conditions contained in the Executive Regulations. The corporate system for listed joint stock companies.

9-Voting on the business and contracts concluded between the Company and Bunyan Saudi Company, which is owned by Abdul Rahman Saad AlRashid and Sons Company, one of the Substantial Shareholders of the Company, in which the Chairman of the Board Mr. Sulaiman Abdul Rahman AlRashid and the Vice Chairman Mr. Omran Abdul Rahman AlRashid have an indirect interest. These transactions relate to an agreement to lease the Second Tower Building (within the SMC (1) Hospital Complex - King Fahd Road) for a period of ten years. The total value of the transaction during the fiscal year 2025 amounted to SAR (16,236,917). This contract was entered into without any preferential terms or benefits. (Attached).

10-Voting on the business and contracts concluded between the Company and Bunyan Saudi Company, which is owned by Abdul Rahman Saad AlRashid and Sons Company, one of the Substantial Shareholders of the Company, in which the Chairman of the Board Mr. Sulaiman Abdul Rahman AlRashid and the Vice Chairman Mr. Omran Abdul Rahman AlRashid have an indirect interest. These transactions relate to maintenance and service expenses related to Second Tower Building (within the SMC (1) Hospital Complex - King Fahd Road). The total value of the transaction during the fiscal year 2025 amounted to SAR (5,085,016). This contract was entered into without any preferential terms or benefits. (Attached).

11-Voting on the business and contracts concluded between the Company and Advanced Food Company, which is owned by Abdul Rahman Saad AlRashid and Sons Company, one of the Substantial Shareholders of the Company, in which the Chairman of the Board Mr. Sulaiman Abdul Rahman AlRashid and the Vice Chairman Mr. Omran Abdul Rahman AlRashid have an indirect interest. These transactions relate to Leasing spaces within the Company's premises for a period of three years. The total value of the transaction during the fiscal year 2025 amounted



to SAR (2,546,095). This contract was entered into without any preferential terms or benefits. (Attached).

12-Voting on the business and contracts concluded between the Company and Abdul Rahman Saad AlRashid and Sons Company, one of the Substantial Shareholders of the Company, in which the Chairman of the Board Mr. Sulaiman Abdul Rahman AlRashid and the Vice Chairman Mr. Omran Abdul Rahman AlRashid have an indirect interest. These transactions relate to construction contracts related to SMC hospital projects. The total value of the transaction during the fiscal year 2025 amounted to SAR (6,134,717). This contract was entered into without any preferential terms or benefits. (Attached).

13-Voting on the business and contracts concluded between the Company and Abdul Rahman Saad AlRashid and Sons Company, one of the Substantial Shareholders of the Company, in which the Chairman of the Board Mr. Sulaiman Abdul Rahman AlRashid and the Vice Chairman Mr. Omran Abdul Rahman AlRashid have an indirect interest. These transactions relate to purchase of food supplies. The total value of the transaction during the fiscal year 2025 amounted to SAR (439,056). This contract was entered into without any preferential terms or benefits. (Attached).

14-Voting on the business and contracts concluded between the Company and Code Innovative Company, which is owned by the sister of the Chairman of the Board Mr. Sulaiman Abdul Rahman AlRashid and the Vice Chairman Mr. Omran Abdul Rahman AlRashid in which they have an indirect interest. These transactions relate to Valet parking services. The total value of the transaction during the fiscal year 2025 amounted to SAR (831,450). This contract was entered into without any preferential terms or benefits. (Attached).

15-Voting on the business and contracts concluded between the Company and Bunyan REIT, which is 60% owned by Abdul Rahman Saad AlRashid and Sons Company, one of the Substantial Shareholders of the Company, in which the Chairman of the Board Mr. Sulaiman Abdul Rahman AlRashid and the Vice Chairman Mr. Omran Abdul Rahman AlRashid have an indirect interest. These transactions relate to lease agreements for staff residential villas. The



total value of the transaction during the fiscal year 2025 amounted to SAR (273,000). This contract was entered into without any preferential terms or benefits. (Attached).

16-Voting on the business and contracts concluded between the Company and Danah Real Estate, in which the Chairman of the Board Mr. Sulaiman Abdul Rahman AlRashid and the Vice Chairman Mr. Omran Abdul Rahman AlRashid and the Board Member Mr. Faisal Abdullah AlRashed have an indirect interest. These transactions relate to an office lease agreement. The total value of the transaction during the fiscal year 2025 amounted to SAR (344,373). This contract was entered into without any preferential terms or benefits. (Attached).

17-Voting on the business and contracts concluded between the Company and Al-Mukhtas Al-Sehhi Medical Company, a subsidiary owned by 51%. These transactions relate to expenses paid by the Company on its behalf. The total value of the transaction during the fiscal year 2025 amounted to SAR (557,740). This contract was entered into without any preferential terms or benefits. (Attached).



Audit Committee Report for the fiscal year ended 31 December 2025.



تقرير لجنة المراجعة للجمعية العامة العادية عن السنة المالية 2025 Audit Committee report to the general Assembly 2025

Dear Shareholders of SMC Healthcare,

Referring to the duties of the Audit Committee, including reviewing internal control, financial systems, and risk management within the Company, and issuing a written report that includes its recommendations and opinion on the adequacy of these systems.

The Audit Committee's primary role is to protect the interests of shareholders, regulators, investors, and other stakeholders by overseeing the Company's activities and assisting the Board of Directors in fulfilling its responsibilities in financial reporting, internal controls, and internal and external audit functions.

Audit Committee Activities during 2025:

Financial Statements & External Auditor:

- Discussed the annual financial statements audited for the year ended 31 December 2024 with external auditor and management and recommended approval to the Board.
- Reviewed the quarterly financial statements, key financial ratios, significant accounting estimates, and management's financial performance reports to ensure the integrity and reliability of financial reporting.
- Examined the Company's financial systems, treasury operations, liquidity management, and compliance with relevant accounting standards.
- Recommended the appointment of Deloitte & Touche as external auditors for the year 2025.
- Verified independence, integrity, and effectiveness of the external auditor through formal assessments and private meetings.
- Reviewed and followed up on external audit plans for 2025, including scope, risk areas, and coordination with internal audit.

Internal Audit:

- Approved the annual internal audit plan and budget.
- Reviewed progress and key audit observations.
- Evaluated performance of the Head of Internal Audit.
- Reviewed staffing, training, and professional development.
- Confirmed independence of the internal audit function.

Governance, Risk & Compliance:

- Review the related party transactions that have been presented to ensure that they were conducted in an

السادة مساهمي اس ام سي للرعاية الصحية،

إشارة إلى مهام لجنة المراجعة ومن ضمنها دراسة ومراجعة نظم الرقابة الداخلية والمالية وإدارة المخاطر في الشركة، وإعداد تقرير مكتوب يتضمن توصياتها ورأيها في مدى كفاية هذه النظم وما أدته من أعمال تدخل في نطاق اختصاصها.

وحيث يتمثل دور لجنة المراجعة الأساسي في حماية مصالح المساهمين والجهات التنظيمية والمستثمرين وغيرهم من أصحاب المصالح الأخرى، وذلك بالمراقبة على أعمال الشركة ومساعدة مجلس الإدارة على الوفاء بمسئولياته في مجالات التقارير المالية للشركة ونظام الرقابة الداخلية والتحقق من دقتها ووظائف المراجعة الداخلية والخارجية.

أعمال لجنة المراجعة خلال العام 2025م:

التقارير المالية والمراجع الخارجي:

- مناقشة القوائم المالية السنوية (المدققة) للشركة للفترة المالية المنتهية في 31 ديسمبر 2024م مع المراجع الخارجي للشركة والإدارة التنفيذية والتوصية لمجلس الإدارة للموافقة عليها.
- مراجعة القوائم المالية الربع سنوية والنسب المالية الرئيسية والتقديرات المحاسبية الهامة وتقارير أداء الإدارة المالية لضمان سلامة وموثوقية التقارير المالية.
- فحص أنظمة الشركة المالية وعمليات الخزينة وإدارة السيولة والامتثال لمعايير المحاسبة ذات الصلة.
- التوصية بتعيين المراجعين الخارجيين السادة/ ديلويت آند توش للعام 2025م.
- التحقق من استقلالية المراجع الخارجي ونزاهتهم وفعالية أعمالهم من خلال تقييمات رسمية واجتماعات خاصة.
- مناقشة ومتابعة خطة عمل المراجعين الخارجيين للعام 2025م بما في ذلك النطاق ومناطق المخاطر والتنسيق مع المراجعة الداخلية.

المراجعة الداخلية:

- مناقشة واعتماد خطة المراجعة الداخلية السنوية والموازنة.
- استعراض التقدم في تنفيذ الخطة وأبرز الملاحظات.
- تقييم أداء رئيس المراجعة الداخلية.
- استعراض التوظيف والتدريب والتطوير المهني.
- استعراض التأكيد السنوي على استقلال المراجع الداخلي.

المخاطر والحوكمة والالتزام:

- استعراض ما تم عرضه من تعاملات مع الأطراف ذوي العلاقة للتأكد من إجرائها بطريقة مستقلة وامتثالها لسياسة الشركة والمتطلبات التنظيمية.



independent manner and in compliance with the company's policy and regulatory requirements.

- Reviewed periodic GRC reports covering enterprise risk assessments, emerging risks, compliance status, and governance metrics.
- Oversaw the annual update of the risk register and risk appetite framework, and monitored mitigation plans for key risks.
- Followed up on the execution of GRC programs and the implementation of corrective actions.
- Monitored adherence to corporate governance best practices and regulatory obligations.

Audit Committee Opinion on Internal Controls:

After verifying that the Audit Committee has carried out its duties and responsibilities as detailed above, The Committee did not find that there was anything that should be pointed out or that it believed that there was a weakness or a fundamental defect in the established internal control system followed.

However, any internal control system, regardless of its adequacies of the design and effectiveness in implementation, cannot provide absolute assurance, With the committee emphasizing executive management the need for continuous follow-up to develop and improve the efficiency and effectiveness of the internal controls in place and address any weaknesses that may arise from emerging or inherent risks in the work environment and the necessity of continuously updating the company's policies in line with its restructuring and strategic activities.

•مراجعة التقارير الدورية للمخاطر والحوكمة والالتزام والتي تشمل تقييمات المخاطر المؤسسية والمخاطر الناشئة وحالة الامتثال ومؤشرات الحوكمة.

•الإشراف على التحديث السنوي لسجل المخاطر وإطار الرغبة في المخاطر ورصد خطط التخفيف للمخاطر الرئيسية.

•متابعة تنفيذ برامج المخاطر والحوكمة والالتزام وتنفيذ الإجراءات التصحيحية.

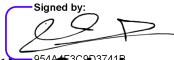
•مراقبة التزام الشركة بأفضل ممارسات الحوكمة المؤسسية والالتزامات التنظيمية.

رأي لجنة المراجعة في مدى كفاية نظام الرقابة الداخلية:

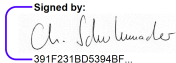
بعد تحقق لجنة المراجعة من قيامها بالمهام والمسئوليات المسندة لها كما هو مفصل أعلاه، لم يتبين للجنة وجود ما ينبغي الإشارة إليه أو يعتقد معه وجود ضعف أو خلل جوهري في نظام الرقابة الداخلية المتبعة.

علما أن أي نظام رقابة داخلية بغض النظر عن مدى سلامة تصميمه وفاعلية تطبيقه لا يمكن أن يقدم تأكيدا مطلقا، مع تأكيدها على استمرار التوصية للإدارة التنفيذية بالمتابعة المستمرة لتطوير وتحسين كفاءة وفاعلية الضوابط الداخلية المعمول بها وتصحيح أي نقاط ضعف يمكن أن تنشأ من المخاطر الناشئة أو المتأصلة في بيئة العمل وضرورة التحديث المستمر لسياسات الشركة بما يتماشى مع أنشطتها الاستراتيجية.

Mazen Al Sharfan
Committee Chairman

Signed by:



Christian Schumacher
Committee Member

Signed by:


Mohamed Elsayed
Committee Member

DocuSigned by:


Ahmed Nouredin
Committee Secretary

Signed by:


Ghaith Fayez
Committee Member

Signed by:




Directors' Limited Assurance Report and the Board of Notification to Shareholders regarding the transactions and contracts in which members of the Board of Directors have a direct or indirect interest.

INDEPENDENT LIMITED ASSURANCE REPORT

To the shareholders
Specialized Medical Company
Riyadh, Kingdom Of Saudi Arabia

Report on the declaration submitted by the Board of Directors in accordance with Article 71 of the Regulations for Companies requirements

We have carried out a limited assurance engagement in order to state whether anything has come to our attention that causes us to believe that the subject matter detailed below (“Subject Matter”), has not been prepared and presented, in all material respects, in accordance with the applicable criteria (“Applicable Criteria”) below.

Subject Matter

The Subject Matter for our limited assurance engagement is related to the Declaration enclosed in the attached Appendix (“the Declaration”) by the Board of Directors of Specialized Medical Company (“the Group”) for the year ended December 31, 2025.

The Declaration states the transactions with related parties where a Board of Directors member has a relationship and confirms whether the member has any interest, whether directly or indirectly, in the transactions or contracts made for the Group for the year ended December 31, 2025.

Applicable Criteria

The Applicable Criteria with respect to this engagement are the requirements of Article 71 of the Regulations for Companies in the Kingdom of Saudi Arabia.

Those Charged with Governance and Management Responsibility

Those Charged with Governance and management of the Group are responsible for the preparation and presentation of the Subject Matter in accordance with the Applicable Criteria and are responsible for the selection of methods used in the Applicable Criteria. Further, those charged with governance and management of the Group, are responsible for establishing and maintaining internal controls relevant to the preparation and presentation of the Subject Matter that is free from material misstatement whether due to fraud or error, selecting and applying appropriate criteria, maintaining adequate records and making estimates that are reasonable in the circumstances.

Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Subject Matter based on our limited assurance engagement conducted 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 of engagement as agreed with the Group’s management.

Our procedures were designed to obtain a limited level of assurance on which to base our conclusion, and, as such, do not provide all of the evidence that would be required to provide a reasonable level of assurance. The procedures performed depend on our judgement including the risk of material misstatement of the Subject Matter, whether due to fraud or error. While 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.

Independence and Quality Controls

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia (“the Code”), that is relevant to our assurance engagement, and we have fulfilled our other ethical responsibilities in accordance with that Code.

Our firm applies International Standard on Quality Management (ISQM) 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Procedures

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.

Our procedures included, but were not limited to:

- Obtained the Board of Directors notification letter to the General Assembly (“the Declaration”) for the year ended December 31, 2025; and
- Compared the transactions included within the Declaration with the underlying supporting information of note 7 from the notes to the Group’s audited consolidated financial statements for the year ended December 31, 2025.

Limited Assurance Conclusion

Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Declaration has not been prepared, in all material respects, in accordance with the requirements of Article 71 of the Regulations for Companies in the Kingdom of Saudi Arabia.

Restriction of Use of Our Report

Our report is prepared upon the request of the management of the Group to be presented in the Group’s General Assembly meeting in order for the Group to comply with the requirements of Article 71 of the Regulations of Companies in the Kingdom of Saudi Arabia and should not be used for any other purposes.

**Deloitte and Touche & Co.
Chartered Accountants**

Waleed bin Moh'd Sobahi
Certified Public Accountant
License No. 378
3 Dhul Qadah, 1447H
April 20, 2026





Date: 02 April 2026

To: The Shareholders of Specialized Medical Company

Subject: Compliance with Article 71 of the Companies Law for the financial year ended 31 December 2025.

With reference to Article 71 of the Companies Law, which requires disclosure of any transactions in which a Board member has a direct or indirect interest, we confirm that, to the best of our knowledge, there are no such transactions requiring approval of the General Assembly, except as disclosed below:

No.	Related Party	Type of interest	Party to the contract	Terms	Duration	Amount (SAR)	Nature of Business
1	Mr. Sulaiman Abdul Rahman Saad AlRashid – Board Member Omran Abdul Rahman Mr. Saad AlRashid – Board Member	indirect	Bunyan Saudi Company	These transactions were conducted in the ordinary course of business on an arm's length basis	Ten (10) years	16,236,917	An agreement to lease Tower 2 building (within SMC Hospital Complex 1 – King Fahd Road)
2	Mr. Sulaiman Abdul Rahman Saad AlRashid – Board Member Mr. Omran Abdul Rahman Saad AlRashid – Board Member	indirect	Bunyan Saudi Company	These transactions were conducted in the ordinary course of business on an arm's length basis	During 2025	5,085,016	Maintenance and service expenses related to Tower 2 building (within SMC Hospital Complex 1 – King Fahd Road)
3	Mr. Sulaiman Abdul Rahman Saad AlRashid – Board Member Mr. Omran Abdul Rahman Saad AlRashid – Board Member	indirect	Advanced Food Company	These transactions were conducted in the ordinary course of business on an arm's length basis	3 years	2,546,095	Leasing spaces within the Company's buildings
4	Mr. Sulaiman Abdul Rahman Saad AlRashid – Board Member Mr. Omran Abdul Rahman Saad AlRashid – Board Member	indirect	Abdul Rahman Saad AlRashid and Sons Company	These transactions were conducted in the ordinary course of business on an arm's length basis	During 2025	6,134,717	construction contracts work related to SMC hospital projects
5	Mr. Sulaiman Abdul Rahman Saad AlRashid – Board Member Mr. Omran Abdul Rahman Saad AlRashid – Board Member	indirect	Abdul Rahman Saad AlRashid and Sons Company	These transactions were conducted in the ordinary course of business on an arm's length basis	During 2025	439,056	Purchases of food supplies



6	Mr. Sulaiman Abdul Rahman Saad AIRashid – Board Member Mr. Omran Abdul Rahman Saad AIRashid – Board Member	indirect	Code Innovative Company	These transactions were conducted in the ordinary course of business on an arm’s length basis	One year	831,450	Valet parking services
7	Mr. Sulaiman Abdul Rahman Saad AIRashid – Board Member Mr. Omran Abdul Rahman Saad AIRashid – Board Member	indirect	Bunyan REIT	These transactions were conducted in the ordinary course of business on an arm’s length basis	One year	273,000	Lease agreements for residential villas for employees
8	Mr. Sulaiman Abdul Rahman Saad AIRashid – Board Member Mr. Yousef Rashid AIRashed – Board Member Mr. Faisal Abdullah Al Rashed – Board Member	indirect	Danah Real Estate	These transactions were conducted in the ordinary course of business on an arm’s length basis	One year	344,373	Office lease agreement
9	Al-Mukhtas Al-Sehhi Medical Company.	-	Al-Mukhtas Al-Sehhi Medical Company.	These transactions were conducted in the ordinary course of business on an arm’s length basis	During 2025	557,740	Expenses paid by the Company on behalf of Al-Mukhtas Al-Sehhi Medical Company, (Subsidiary Company in which the Company owns 51%)

Board of Directors:

Sulaiman Abdul Rahman Saad AIRashid

Chairman

Signed by:

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Omran Abdul Rahman Saad AIRashid

Vice Chairman

Signed by:

 59A73B291FC3417...

Faisal Abdullah Saad AIRashid

Director

Signed by:

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Abdullah Abdulaziz Tuwajjri

Director

Signed by:

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Specialized Medical Company الشركة الطبية المتخصصة



Yousef Rashid Saad AlRashid

Director

Signed by:


FA0C226A915D495...

Maryam Mohammed Ahmed Al-Qusair

Director


Signed by:


433E730877A349E...

Christian Fritz Schumacher

Director


Signed by:


391F231BD5394BF...

Khalid Abdulkarim Mohammed AlOranj

Director

Signed by:


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