

4. Governance

Board of Directors, Executive Management and Committees

Company's Policy on Distributing Share Dividends and Shareholders' Rights

The Company and Its Subsidiaries

Governance Policies & Declaration

Internal Audit and Board of Directors' Confirmations



Board of Directors, Executive Management and Committees

Composition of the Board of Directors, Executive Management and Committees

Board Members

SMC is managed by a Board of Directors consisting of 8 members, and independent members, serving for a term of four years.

Name	Position	Membership Type [Executive, Non-Executive, Independent]
Mr. Sulaiman Abdul Rahman AlRashid	Chairman	Non-Executive
Mr. Omran Abdul Rahman AlRashid	Vice Chairman	Non-Executive
Mr. Faisal Abdullah AlRashid	Director	Non-Executive
Mr. Abdullah Abdulaziz Al-Tuwajri	Director	Non-Executive
Mr. Yousef Rashid AlRashid	Director	Non-Executive
Dr. Maryam Mohammed AlQaseer	Director	Independent
Mr. Christian Fritz Schuhmacher	Director	Independent
Mr. Khalid Abdulkarim AlOraij	Director	Independent

Executive Management

The Executive Management consists of 4 members.

Name	Position
Mr. Bassam Tayseer Chahine	Chief Executive Officer
Mr. Hani Charani	Chief Financial Officer
Dr. Ahmed Matroud Al-Enezi	Hospital Executive Director – SMC 1
Dr. Abdullah Abdulmohsen Alkhorayyef	Hospital Executive Director - SMC 2

Audit Committee

The Audit Committee in SMC consists of 4 members, appointed by a resolution of the Board of Directors, in accordance with the Corporate Governance Regulations issued by the CMA.

Name	Position	Membership Type [Executive, Non-Executive, Independent]
Mr. Mazen Nasser AlSharfan	Chairman	Non-Board Member
Mr. Ghaith Raji Fayez	Member	Non-Board Member
Mr. Mohamed Elsayed Mohamed	Member	Non-Board Member
Mr. Christian Fritz Schuhmacher	Member	Independent Director

Nomination & Remuneration Committee

The Nominations & Remuneration Committee in SMC consists of 4 members, appointed by a resolution of the Board of Directors.

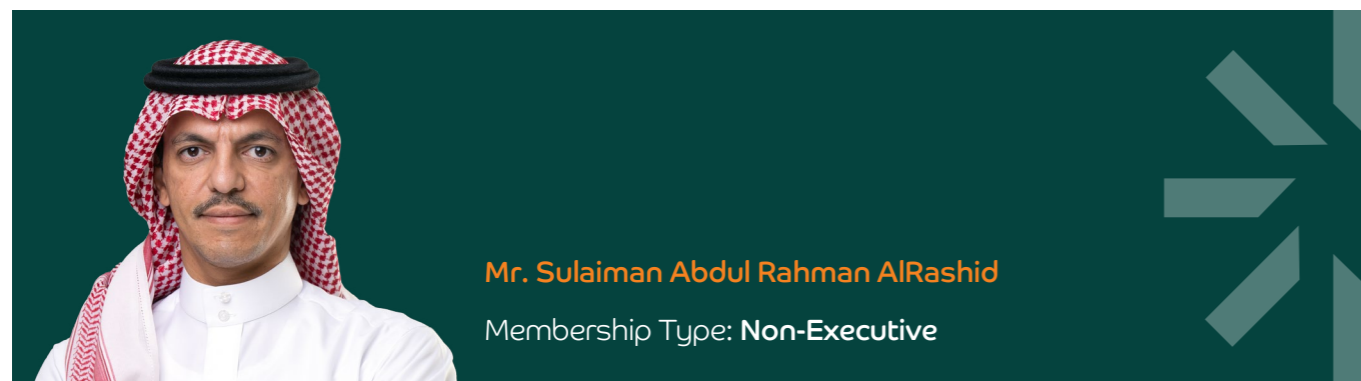
Name	Position	Membership Type [Executive, Non-Executive, Independent]
Mr. Khalid Abdulkarim AlOraij	Chairman of the Nomination and Remuneration Committee	Independent Director
Mr. Omran Abdul Rahman AlRashid	Vice Chairman of the Nomination and Remuneration Committee	Non-Executive Director
Mr. Riyadh Ali AlGhamdi	Member	Non-Board Member
Dr. Ahmed Mohammed AlShahrani	Member	Non-Board Member

Executive Committee

The Executive Committee in SMC consists of 4 members, appointed by a resolution of the Board of Directors.

Name	Position	Membership Type [Executive, Non-Executive, Independent]
Mr. Sulaiman Abdul Rahman AlRashid	Chairman	Non-Executive Director
Dr. Maryam Mohammed AlQaseer	Member	Independent Director
Mr. Christian Fritz Schuhmacher	Member	Independent Director
Mr. Khalid Abdulkarim AlOraij	Member	Independent Director

Names of Board Members, their Current and Previous Positions, Qualifications, and Experiences.



Current Roles:

- CEO of Abdul Rahman Saad AlRashid and Sons Co.
- Vice Chairman, Abdul Rahman Saad AlRashid and Sons Co., a closed joint-stock company operating in the field of real estate investment and development, from 2012.
- Director, Saudi Premium Food Co., a closed joint-stock company operating in the field of trade and distribution of food, from 2012.
- Vice Chairman, Madar Saudi Arabia, a closed joint-stock company operating in the field of investment in securities, from 2017.
- Vice Chairman, Al-Rashid Technology & Power, a closed joint-stock company operating in the field of construction for power plants and telecommunications towers, from 2014.
- Chairman, Gold and Minerals Ltd, a limited liability company operating in the field of mining, from 2008.
- Vice Chairman, Advanced Food Co., a closed joint-stock company operating in the field of hospitality and restaurants, from 2017.
- Chairman, Maskan Aljawhara Real Estate, a closed joint-stock company operating in the field of real estate development, from 2017.
- Chairman, Red Cactus Trading, a limited liability company operating in the field of manufacturing personal care products, from 2021.
- Chairman, Saudi Bonyan Co., a closed joint-stock company operating in the field of real estate development, from 2016.
- Chairman, Bright Minds for Education, a closed joint-stock company operating in the field of education, from 2017.
- Chairman, United Vision, a closed joint-stock company operating in the field of investment in securities, from 2017.
- Chairman, Vision Bank, a closed joint-stock company operating in the field of banking services, from 2022.
- Director, Saudi Services for Electro Mechanic Works (SSEM), a closed joint-stock company operating in the field of contracting, from 2018.
- Director, Bonyan REIT Fund, a listed real estate fund, from 2017.
- Director, Tawazon Investment, a limited liability company operating in the field of investment in securities, from 2023.

Previous Roles:

- Deputy General Manager, Abdul Rahman Saad AlRashid and Sons Co., a closed joint-stock company operating in the field of real estate investment and development, from 2006 to 2012.
- Public Relations Officer, Banque Saudi Fransi, a public joint-stock company operating in the field of banking services, from 2005 to 2006.

Academic Qualifications:

Bachelor's degree in Financial Management, Prince Sultan University.

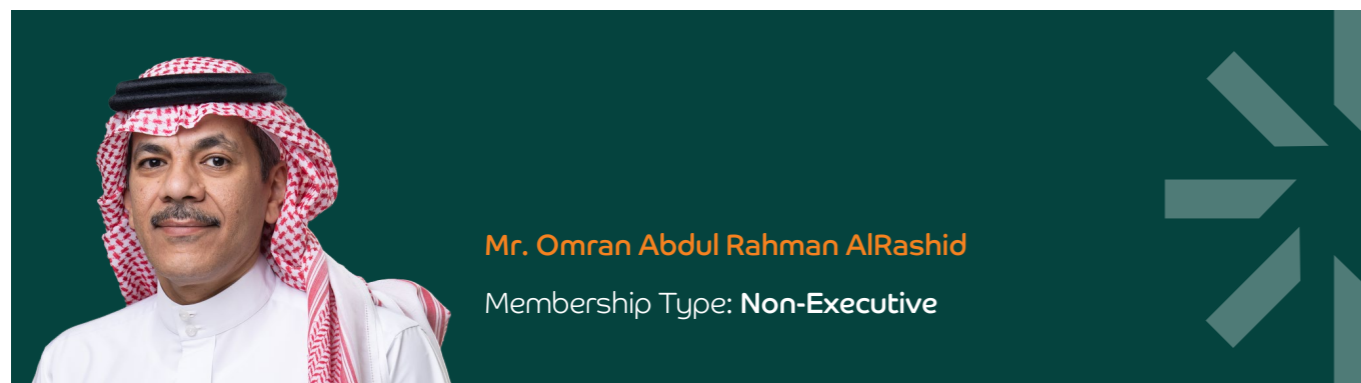
Board Memberships Outside of SMC Healthcare (as of 31 Dec 2025)

Current Companies:

Company	Inside/Outside the Kingdom	Legal Entity
Abdul Rahman Saad AlRashid and Sons Co.	Inside the Kingdom	Closed Joint-Stock Company
Saudi Premium Food Co.	Inside the Kingdom	Closed Joint-Stock Company
Madar Saudi Arabia	Inside the Kingdom	Closed Joint-Stock Company
Al-Rashid Technology & Power	Inside the Kingdom	Closed Joint-Stock Company
Gold and Minerals Ltd.	Inside the Kingdom	Limited Liability Company
Advanced Food Co.	Inside the Kingdom	Closed Joint-Stock Company
Maskan Aljawhara Real Estate Co.	Inside the Kingdom	Closed Joint-Stock Company
Red Cactus Trading	Inside the Kingdom	Limited Liability Company
Saudi Bonyan Co.	Inside the Kingdom	Closed Joint-Stock Company
Bright Minds for Education	Inside the Kingdom	Closed Joint-Stock Company
United Vision	Inside the Kingdom	Closed Joint-Stock Company
Vision Bank	Inside the Kingdom	Closed Joint-Stock Company
Saudi Services for Electro Mechanic Works (SSEM)	Inside the Kingdom	Closed Joint-Stock Company
Bonyan REIT Fund	Inside the Kingdom	Listed Real Estate Fund
Tawazon Investment	Inside the Kingdom	Limited Liability Company

Previous Companies:

N/A



Mr. Omran Abdul Rahman AlRashid

Membership Type: **Non-Executive**

Current Roles:

- Director, Abdul Rahman Saad AlRashid and Sons Co., a closed joint-stock company operating in the field of real estate investment and development, from 2000.
- Chairman, Saudi Premium Food Co., a closed joint-stock company operating in the field of trade and distribution of food, from 2012.
- Chairman, Madar Saudi Arabia, a closed joint-stock company operating in the field of investment in securities, from 2017.
- Chairman, Al-Rashid Technology & Power, a closed joint-stock company operating in the field of construction for power plants and telecommunications towers, from 2014.
- Director, Gold and Minerals Ltd, a limited liability company operating in the field of mining, from 2008.
- Chairman, Advanced Food Co., a closed joint-stock company operating in the field of hospitality and restaurants, from 2017.
- Vice Chairman, Maskan Aljawhara Real Estate, a closed joint-stock company operating in the field of real estate development, from 2017.
- Director, Red Cactus Trading, a limited liability company operating in the field of manufacturing personal care products, from 2021.
- Vice Chairman, Saudi Bonyan Co., a closed joint-stock company operating in the field of real estate development, from 2016.
- Director, Bright Minds for Education, a closed joint-stock company operating in the field of education, from 2017.
- Vice Chairman, United Vision, a closed joint-stock company operating in the field of investment in securities, from 2017.
- Director, Vision Bank, a closed joint-stock company operating in the field of banking services, from 2022.
- Director, AlRashid Abetong, a closed joint-stock company operating in the field of contracting, from 2018.
- Director, Golden Chicken Co. for Animal & Agri Production, a limited liability company operating in the field of agricultural and animal production, from 2018.
- Director, Tawazon Investment, a limited liability company operating in the field of investment in securities, from 2022.

Previous Roles:

N/A

Academic Qualifications:

Bachelor’s degree in Business Administration, King Saud University.

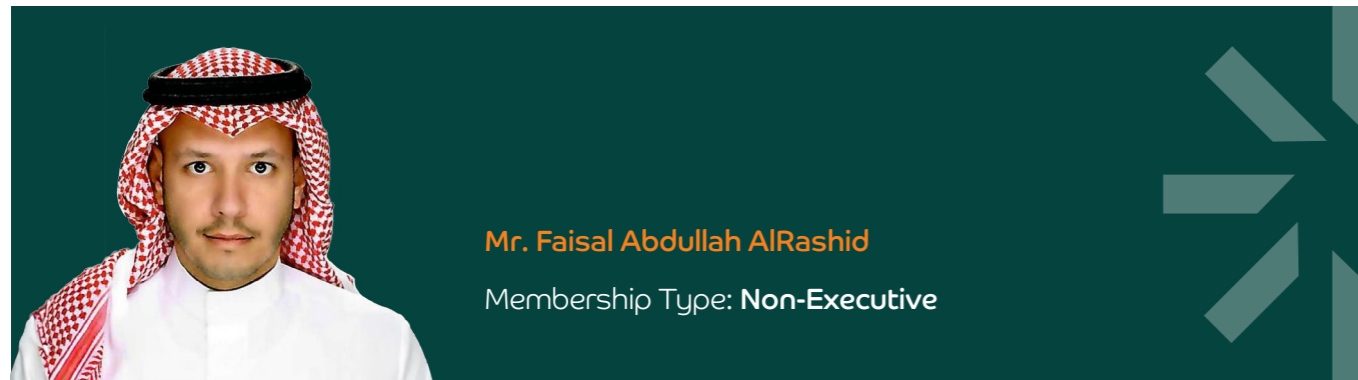
Board Memberships Outside of SMC Healthcare (as of 31 Dec 2025)

Current Companies:

Company	Inside/Outside the Kingdom	Legal Entity
Abdul Rahman Saad AlRashid and Sons Co.	Inside the Kingdom	Closed Joint-Stock Company
Saudi Premium Food Co.	Inside the Kingdom	Closed Joint-Stock Company
Madar Saudi Arabia	Inside the Kingdom	Closed Joint-Stock Company
Al-Rashid Technology & Power	Inside the Kingdom	Closed Joint-Stock Company
Gold and Minerals Ltd	Inside the Kingdom	Limited Liability Company
Advanced Food Co.	Inside the Kingdom	Limited Liability Company
Maskan Aljawhara Real Estate	Inside the Kingdom	Closed Joint-Stock Company
Red Cactus Trading	Inside the Kingdom	Limited Liability Company
Saudi Bonyan Co.	Inside the Kingdom	Closed Joint-Stock Company
Bright Minds for Education	Inside the Kingdom	Closed Joint-Stock Company
United Vision	Inside the Kingdom	Closed Joint-Stock Company
Vision Bank	Inside the Kingdom	Closed Joint-Stock Company
AlRashid Abetong	Inside the Kingdom	Closed Joint-Stock Company
Golden Chicken Co.	Inside the Kingdom	Limited Liability Company
Tawazon Investment	Inside the Kingdom	Limited Liability Company

Previous Companies:

N/A



Mr. Faisal Abdullah AlRashid

Membership Type: **Non-Executive**

Current Roles:

- Director, Alrafaya Co. for Agricultural Development, a limited liability company operating in the field of date palm cultivation and date production, from 2021.
- Director, Saudi Services for Electro Mechanic Works (SSEM), a closed joint-stock company operating in the field of contracting, from 2019.
- Director, Golden Chicken Co. for Animal & Agri Production, a closed joint-stock company operating in the field of agricultural and animal production, from 2019.
- Director, Dereyah East Ventures LLC, a limited liability company operating in the field of real estate management, from 2012.
- Vice Chairman, Al-Hayat Real Estate Co., a limited liability company operating in the field of real estate development, from 2015.
- Founder and Chief Executive Officer of Middle East Food Co., a limited liability company operating in the field of restaurant activities and catering services, since 2016.
- Director, Abdullah Saad AlRashid and Sons Co., a closed joint-stock company operating in the field of contracting, from 2014.
- Director, Abdullah Saad AlRashid and Sons Co., a closed joint-stock company operating in the field of contracting, from 2014.

Previous Roles:

N/A

Academic Qualifications:

Bachelor’s degree in Industrial Engineering, Northeastern University, Boston, USA

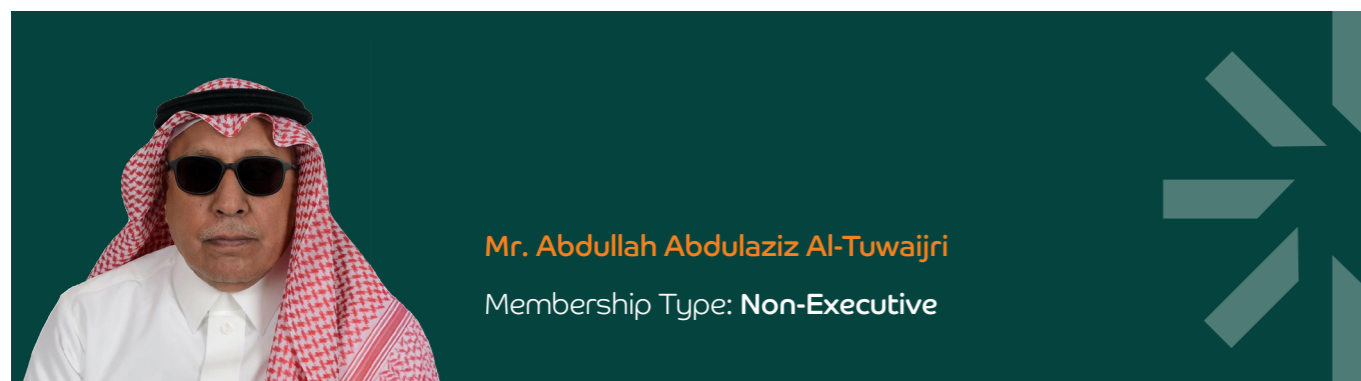
Board Memberships Outside of SMC Healthcare (as of 31 Dec 2025)

Current Companies:

Company	Inside/Outside the Kingdom	Legal Entity
Alrafaya Co.	Inside the Kingdom	Limited Liability Company
Saudi Services for Electro Mechanic Works (SSEM)	Inside the Kingdom	Closed Joint-Stock Company
Golden Chicken Co.	Inside the Kingdom	Closed Joint-Stock Company
Dereyah East Ventures LLC	Inside the Kingdom	Limited Liability Company
Al-Hayat Real Estate Co.	Inside the Kingdom	Limited Liability Company
Abdullah Saad AlRashid and Sons Co.	Inside the Kingdom	Closed Joint-Stock Company
Middle East Food Co.	Inside the Kingdom	Limited Liability Company

Previous Companies:

N/A



Mr. Abdullah Abdulaziz Al-Tuwajri

Membership Type: **Non-Executive**

Current Roles:

- General Manager, Hassana Trading Co., a limited liability company operating in the field of military clothing tenders, from 2007.
- General Manager, Al-Thomad Trading Co., a limited liability company operating in the field of general trade, tourism, travel and medical care, from 1996.
- Director, Al-Thomad Trading Co., a limited liability company operating in the field of general trade, tourism, travel and medical care, from 1996.
- Director, United Global Insurance Brokers Limited, a limited liability company operating in the field of insurance brokerage, from 1991.

Previous Roles:

N/A

Academic Qualifications:

Bachelor’s degree in Social Sciences, University of Portland, USA.

Board Memberships Outside of SMC Healthcare (as of 31 Dec 2025)

Current Companies:

Company	Inside/Outside the Kingdom	Legal Entity
Hassana Trading Co.	Inside the Kingdom	Limited Liability Company
Al-Thomad Trading Co.	Inside the Kingdom	Limited Liability Company
United Global Insurance Brokers Limited	Inside the Kingdom	Limited Liability Company

Previous Companies:

N/A





Mr. Yousef Rashid AlRashidi
Membership Type: **Non-Executive**

Current Roles:

- CEO, Razin, a limited liability company operating in the field of furniture manufacturing, from 2018
- Director, Packaging Products Co., a closed joint-stock company operating in the field of manufacturing packaging products, from 2022.
- Director, AlRashid Abetong, a closed joint-stock company operating in the field of contracting, from 2022.
- Chairman, Golden Chicken Co. for Animal and Agri Production, a limited liability company operating in the field of agricultural and animal production, from 2018.
- Director, Tabuk Fisheries Co., a closed joint-stock company operating in the field of fish production, from 2014.
- Vice Chairman and Head of the Executive Committee, Saudi Services for Electro Mechanic Works (SSEM), a closed joint-stock company operating in the field of contracting, from 2022.
- Director and Managing Director, Saudi Rubber Products Co., a closed joint-stock company operating in the field of rubber manufacturing, from 2015.
- Director, Thabat Energy Co., a limited liability company providing specialized services in the field of energy, from 2018.
- Chairman, Food Aroma Co., a limited liability company operating in the field of hospitality, restaurants and food, from 2019.
- Chairman, Impulse Hospitality Co., a one-person limited liability company operating in the field of hospitality, restaurants and food, from 2020.
- Director, Vision Bank, a closed joint-stock company operating in the field of banking services, from 2022.
- Director, Saudi Float Glass Co., a closed joint-stock company operating in the field of glass manufacturing, from 2014.
- Member of the Audit Committee, AlRashid Contracting Co., a closed joint-stock company operating in the field of contracting, from 2018

Previous Roles:

N/A

Academic Qualifications:

- Bachelor’s degree in International Trade, Strayer University, Washington, USA.
- Diploma in Banking Operations, Saudi Management Institute.

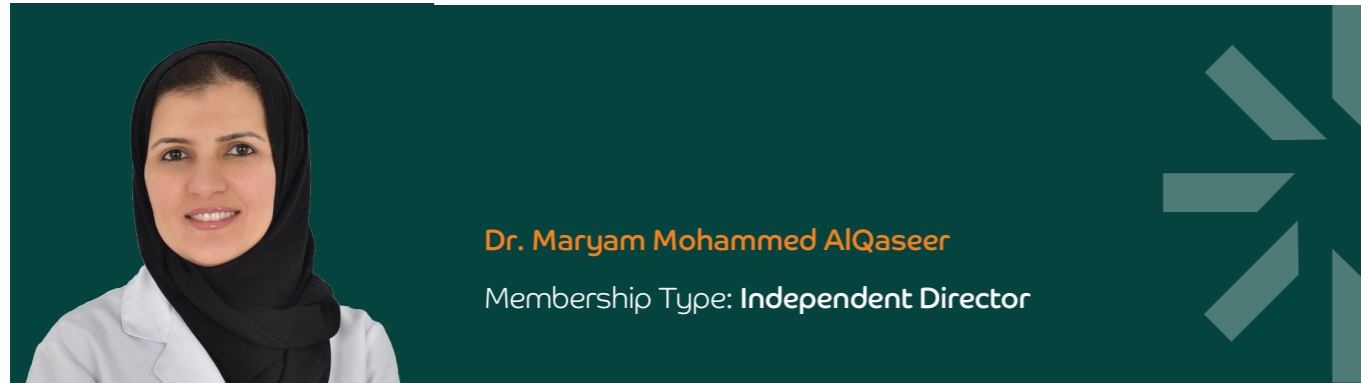
Board Memberships Outside of SMC Healthcare (as of 31 Dec 2025)

Current Companies:

Company	Inside/Outside the Kingdom	Legal Entity
Packaging Products Company	Inside the Kingdom	Closed Joint-Stock Company
AlRashid Abetong	Inside the Kingdom	Closed Joint-Stock Company
Golden Chicken Co.	Inside the Kingdom	Limited Liability Company
Tabuk Fisheries Co.	Inside the Kingdom	Closed Joint-Stock Company
Saudi Services for Electro Mechanic Works (SSEM)	Inside the Kingdom	Closed Joint-Stock Company
Saudi Rubber Products Co.	Inside the Kingdom	Closed Joint-Stock Company
Thabat Energy Co.	Inside the Kingdom	Limited Liability Company
Food Aroma Co.	Inside the Kingdom	Limited Liability Company
Impulse Hospitality Co.	Inside the Kingdom	A One-Person Limited Liability Company
Vision Bank	Inside the Kingdom	Closed Joint-Stock Company
Saudi Float Glass Co.	Inside the Kingdom	Closed Joint-Stock Company

Previous Companies:

N/A



Dr. Maryam Mohammed AlQaseer
 Membership Type: **Independent Director**

Current Roles:

- Vice President for Quality and Performance, Eastern Health Cluster, a corporatised, government owned entity affiliated with the Health Holding Company, from 2024.
- Senior Consultant Cardiologist, Eastern Health Cluster, a corporatised, government owned entity affiliated with the Health Holding Company operating in the field of healthcare, from 2013.

Previous Roles:

- Vice President of the Business Unit, Health Holding Company, a corporatised government owned entity, operating in the field of healthcare, from 2020 to 2023.
- Direct of the Model of Care in the Eastern Business Unit, Health Holding Company, a corporatised government owned entity, operating in the field of healthcare, from 2018 to 2020.

Academic Qualifications:

- Bachelor’s degree in General Medicine, Royal College of Surgeons, Ireland.
- Master’s degree in Medical Administration, Royal College of Surgeons in Ireland (RCSI).

Board Memberships Outside of SMC Healthcare (as of 31 Dec 2025)

Current Companies:

N/A

Previous Companies:

Company	Inside/Outside the Kingdom	Legal Entity
Model of Care in the Eastern Business Unit	Inside the Kingdom	Holding Company, a government company affiliated with the Ministry of Health





Mr. Christian Fritz Schuhmacher
Membership Type: Independent Director

Current Roles:

- General Manager, Swissglobal Advisory, a limited liability company operating in the field of health-care consulting, from 2023
- Chairman, Emirates Hospitals Group, a limited liability company operating in the field of health-care, from 2024
- Board Member, Al Shifa Hospital - Djibouti, a limited liability company operating in the field of healthcare, from 2023
- Board Member, Al-Awali Hospital - Bahrain, a Bahraini limited liability company operating in the field of healthcare, from 2023
- Board Member, VITREA Switzerland – Switzerland – a Swiss limited liability company operating in the field of healthcare, from 2025

Previous Roles:

- CEO, King’s College Hospital - UAE, a limited liability company operating in the field of healthcare, from 2018 to 2022.
- General Manager, VAMED Management and Services, a German limited liability company operating in the field of healthcare, from 2022 to 2024

Academic Qualifications:

- Master’s degree in Law, University of Basel.
- Master of Business Administration (MBA), University of Toronto.
- Master degree in International Business Administration, University of St. Gallen.

Board Memberships Outside of SMC Healthcare (as of 31 Dec 2025)

Current Companies:

Company	Inside/Outside the Kingdom	Legal Entity
Swissglobal Advisory	Outside the Kingdom	Limited Liability Company
Emirates Hospitals Group	Outside the Kingdom	Limited Liability Company
Al Shifa Hospital - Djibouti	Outside the Kingdom	Limited Liability Company
Al-Awali Hospital - Bahrain	Outside the Kingdom	Limited Liability Company
VITREA Switzerland – Switzerland	Outside the Kingdom	Limited Liability Company

Previous Companies:

Company	Inside/Outside the Kingdom	Legal Entity
King’s College Hospital - UAE	Outside the Kingdom	Limited Liability Company
VAMED Management and Services	Outside the Kingdom	Limited Liability Company



Mr. Khalid Abdulkarim AlOraij

Membership Type: **Independent Director**

Current Roles:

- CEO, Kabi Technologies for Information Technology, a closed joint-stock company operating in the field of artificial intelligence, from 2018.
- Vice Chairman and Head of the Nomination Committee, Kabi Technologies for Information Technology, a closed joint-stock company operating in the field of human resources and artificial intelligence, from 2022.

Previous Roles:

- Executive Director, Saudi Commission for Health Specialties, an independent scientific professional body operating in the field of classification and registration of health professions and qualification of human health personnel through scientific and professional training programs, from 2019 to 2022.
- Director of Human Resources, KPMG, a public limited company operating in the field of professional consulting, from 2013 to 2019.

Academic Qualifications:

- Bachelor’s degree in Human Resources Management, King Saud University.
- Master of Business Administration (MBA), Prince Mohammed bin Salman College.

Board Memberships Outside of SMC Healthcare (as of 31 Dec 2025)

Current Companies:

Company	Inside/Outside the Kingdom	Legal Entity
Kabi Technologies for Information Technology	Inside the Kingdom	Closed Joint-Stock Company

Previous Companies:

Company	Inside/Outside the Kingdom	Legal Entity
Saudi Commission for Health Specialties	Inside the Kingdom	An Independent Scientific Professional Body

Number of Board of Directors Meetings Held During 2025

Board Member	06 Jan 2025	11 Feb 2025	07 May 2025	24 Jun 2025	28 Jul 2025	03 Nov 2025	No. of Meetings Attended
Mr. Sulaiman Abdul Rahman AlRashid	✓	✓	✓	✓	✓	✓	6
Mr. Omran Abdul Rahman AlRashid	✓	✓	✓	✓	✓	✓	6
Mr. Faisal Abdullah AlRashid	X	✓	✓	✓	✓	Attended by Proxy	5
Mr. Abdullah Abdulaziz al-Tuwaijri	✓	✓	✓	✓	✓	✓	6
Mr. Yousef Rashid AlRashid	X	Attended by Proxy	✓	✓	✓	✓	5
Dr. Maryam Mohammed AlQaseer	✓	✓	✓	✓	✓	✓	6
Mr. Christian Fritz Schuhmacher	✓	✓	✓	✓	✓	✓	6
Mr. Khalid Abdulkarim AlOrajj	✓	✓	✓	✓	✓	✓	6

Executive Management

Mr. Bassam Tayseer Chahine

Current Roles:

CEO, Specialized Medical Company, from 2024

Previous Roles:

- Vice President of Operations and Medical Affairs, Specialized Medical Company, operating in the field of healthcare, from 2018 to 2024.
- COO, Specialized Medical Company, operating in the field of healthcare, from 2000 to 2018.

Academic Qualifications:

Master of Public Health (MPH), , American University of Beirut

Mr. Hani Charani

Current Roles:

CFO Specialized Medical Company, from 2004.

Previous Roles:

- Regional Manager – Mid Atlantic States - Sodexo, a publicly listed company operating in the field of food services and facilities management, from 1999 to 2004.
- Chief Executive Officer – Turkey - Abela & Co., a limited liability company operating in the field of food services and facilities management, from 1998G to 1999.
- Regional Manager – Northern Emirates – Abela & Co, a limited liability company operating in the Airline, Airport and Corporate food services and facilities management, from 1996G to 1998G.
- Director of Quality and Customer Relations – Dubai International Airport – Emirates-Abela Co., a limited liability company operating in the Airline, Airport and Corporate food services and facilities management, from 1993G to 1996G.

Academic Qualifications:

Bachelor of Science in Business, Embry-Riddle Aeronautical University.

Dr. Ahmed Matroud Al-Enezi

Current Roles:

Executive Director of SMC Hospital (1) - King Fahd Road from 2024

Previous Roles:

- Executive Director of Medical Services, SMC Hospital (1), operating in the field of healthcare, from 2024 to date.
- Medical Director of Medical Services, SMC Hospital (1), operating in the field of healthcare, from 2021 to 2022.
- Executive Director of Medical Services, King Abdullah bin Abdulaziz University Hospital, a teaching hospital affiliated with Princess Nourah University, a Government university operating in the field of healthcare, from 2020 to 2021.
- Co-Executive Director, King Abdullah bin Abdulaziz University Hospital, a teaching hospital affiliated with Princess Nourah University, a Government university operating in the field of healthcare, from 2018 to 2020.
- Head of Internal Medicine, Pulmonary and Critical Care, King Abdullah bin Abdulaziz University Hospital, a teaching hospital affiliated with Princess Nourah University, a Government university operating in the field of healthcare, from 2014 to 2018.
- Head of Pulmonary and Critical Care, King Fahd Medical City, a health city affiliated with the Ministry of Health operating in the field of medical activities, from 2011 to 2014.
- Consultant of Pulmonary and Critical Care, King Fahd Medical City, a health city affiliated with the Ministry of Health operating in the field of medical activities, from 2011 to 2014.

Academic Qualifications:

- Bachelor's degree in Medicine and Surgery, King Saud University.
- Saudi Board of internal Medicine
- Arab board of internal Medicine
- Fellowship in Respiratory and Critical Care, Queens University.
- Executive Master's degree in Health Administration, University of Minnesota.

Dr. Abdullah Abdulmohsen Alkhorayyef

Current Roles:

Hospital Executive Director - SMC 2 – King Abdullh Road from 2025.

Previous Roles:

- Consultant Pediatric Respirology and Pulmonary Vascular Diseases
- Head of Pediatric Pulmonary Fellowship
- Head of Pediatric pulmonology Division
- Chairman of Pediatric & Neonatology Department
- Assistant Medical Director
- Director of Medical Affairs

Academic Qualifications:

- Bachelor of Medicine and Surgery MBBS, King Saud University Riyadh
- Saudi Board in Pediatric, Riyadh, KSA
- Arab Board in Pediatric , Riyadh, KSA
- Pediatric Respiratory fellowship, U of C, Calgary, Canada
- Pediatric Pulmonary Vascular Diseases fellowship, U of C, Calgary, Canada

Board of Directors' Committees

Audit Committee

First: Tasks and Responsibilities of the Audit Committee

The committee is responsible for overseeing the company's operations and verifying the integrity and accuracy of its reports, financial statements, and internal control systems. The committee's duties include the following:

A. Internal Audit:

- Monitoring the performance of internal audit to ensure it carries out its duties according to directions and recommending the appointment of an internal auditor when the position is vacant.
- Studying the systems of control and risk management, preparing reports and recommendations regarding their adequacy, and submitting them to the General Assembly when necessary.
- Reviewing internal audit reports and following up on the implementation of corrective actions regarding the comments noted in those reports.
- Reviewing with the internal audit manager any difficulties, constraints, and unresolved material differences.
- Resolving any disagreements between the internal auditor and company management regarding reports related to audit operations and the observations arising therefrom.
- Discussing with company management and internal audit management the adequacy of the company's internal accounting, financial, and operational controls.
- Reviewing all reports from the company's internal audit department and the responses from various departments to these reports.
- Recommending to the board the appointment of the internal audit manager and proposing their compensation.
- Evaluating the performance and qualifications of employees in the audit department who perform internal audit functions.
- Reviewing the appointment and replacement of the internal audit manager and reviewing the annual internal audit plan.
- Reporting to the board regarding the tasks mentioned above.

B. Compliance Assurance

- Reviewing reports from regulatory authorities and verifying that the company has taken the necessary actions towards them.
- Verifying the company's compliance with regulations, laws, policies, and instructions, and reviewing the effectiveness of systems related to ethical conduct.
- Reviewing contracts and transactions proposed to be conducted by the company with related parties and presenting its opinion on them to the board.
- Raising any matters it deems necessary for action to the board and providing recommendations on the steps to be taken.
- Monitoring operations related to compliance risks.
- Reviewing the adequacy of the company's internal control system, including the controls for the computer information system and cybersecurity.

C. External Auditors

- Providing recommendations to the board regarding the external auditor, including their selection, fees, or termination of their contract, and ensuring their independence.
- Supervising the external auditor's activities and approving any activities outside the scope of their work.
- Reviewing the audit plan with the external auditor and verifying that they do not provide any technical or administrative services outside the scope of the audit.
- Studying the external auditor's reports and their observations on the financial statements and following up on the actions taken regarding these observations.
- Responding to the external auditor's inquiries.
- The committee shall annually evaluate the external auditor's qualifications, performance, and independence.

- Recommending the appointment of the proposed external auditor to audit the financial statements, records, and accounts of the company and its subsidiaries.
- The committee shall review and approve the terms of the external auditor's contract with the company and their fees prior to the commencement of any audit or related matters.
- Obtaining an annual report from the external auditor detailing the quality of internal control, any material issues, and the procedures taken to address them.
- Obtaining confirmation from the external auditor that they are not aware of any illegal acts having occurred or likely to have occurred, except for cases that are clear.
- The committee shall consider the eligibility of rotating the external auditor every three years, to maintain independence from the company.
- The committee shall prepare reports to the board regarding the tasks mentioned above.

D. Financial Reporting

- Reviewing the financial statements and reports before they are presented to the board to ensure their integrity and accuracy, and providing opinions and recommendations.
- Studying the applied accounting policies and advising the board regarding any recommendations related to these policies.
- Providing a technical opinion to the board of directors regarding the fairness, balance, clarity, and adequacy of information in the financial statements.
- Studying material or unusual matters in the financial reports and verifying any issues raised by the Chief Financial Officer, the Compliance Officer, or the external auditor.
- Verifying the accounting estimates for material matters included in the financial report.



Second: Audit Committee Members:

Mr. Mazen Nasser AlSharfan Non-Board Member

Current Roles:

- Chief Internal Auditor, Red Sea Cruise Company, a subsidiary of the Public Investment Fund operating in the field of cruise ships, from 2022.
- Chairman of the Audit Committee, King Abdullah Port, a commercial port within King Abdullah Economic City operating in the field of port management, from 2022.
- Chairman of the Audit Committee, AJIL Financial Services Company, a joint-stock company operating in the field of financing, from 2024.
- Member of the Audit Committee, Virgin Megastore, a limited liability company operating in the field of retail sales, from 2022.
- Member of the Audit Committee, Anfas Al Raha Medical Company, a joint-stock company operating in the field of long-term medical care, from 2022.
- Member of the Audit Committee, Madinah Chamber, a Government entity operating in the field of providing services to the business sector, from 2024.

Previous Roles:

- General Manager of Internal Audit, Nahdi Medical Company, a listed joint-stock company operating in the field of pharmacy management, from 2018 to 2022.
- General Manager of Internal Audit, Economic Cities Authority, a Government entity operating in the field of providing Government services to investors, during 2017.
- General Manager of Internal Audit, Saudi Enaya Cooperative Insurance Company, a listed joint-stock company operating in the field of providing medical insurance, from 2014 to 2016.
- Director of Internal Audit, SEDCO Holding Company, a joint-stock company operating in the field of investment management, from 2009 to 2013.

Academic Qualifications:

- Bachelor's degree in Accounting, King Abdulaziz University.
- Executive Master's degree in Accounting, King Abdulaziz University.
- Master of Business Administration (MBA), Strayer University.

Mr. Mohamed AlSayed Mohamed Non-Board Member

Current Roles:

- Group CFO, Abdul Rahman Saad AlRashid and Sons Holding Co., a closed joint-stock company operating in the field of real estate investment and development, from 2013.
- Director, GII Islamic REIT Fund, UAE, from 2024.
- Director, Bonyan REIT Fund, a listed real estate fund, from 2018.
- Director, ALINMA Fund for Energy Services Investments, From November 2025.
- Member of the Audit Committee, AlRashid Trading and Contracting Company, a closed joint-stock company operating in the field of general construction, from 2023.
- Member of the Audit Committee, Arabian United Float Glass Company, a closed joint-stock company operating in the field of glass manufacturing, from 2021.
- Member of the Audit Committee, Tech Invest Com, a closed joint-stock company operating in the field of integrated office services, from 2020.
- Member of the Audit Committee, AlRashid ABETONG, a closed joint-stock company operating in the field of contracting, from 2017.
- Member of the Audit Committee, Golden Chicken Farms Co., a closed joint-stock company operating in the field of agricultural and animal production, from 2017.

Previous Roles:

- Assistant CFO, Abdul Rahman Saad AlRashid and Sons Holding Co., a Saudi closed joint-stock company operating in the field of real estate investment and development, from 2006 to 2013.
- Head of Accounts, Alex Cotton Company, an Egyptian company operating in the field of clothing manufacturing, from 2004 to 2006.

Academic Qualifications:

Bachelor's degree in accounting, Faculty of Commerce, Alexandria University – May 2003

Mr. Ghaith Raji Fayeze
Non-Board Member

Current Roles:

- Group Chief Internal Audit Executive, Roshn Group, a closed-joint stock company, operating in the field of real estate development, from 2025.
- Member of the Audit Committee, Saudi Council of Engineers, a professional body, from 2023.
- Member of the Audit and Risk Committee, Council of Health Insurance, a health council, from 2023.

Previous Roles:

- Chief Internal Audit Officer, Al Balad Development Company, a closed joint-stock company operating in the field of real estate development, from 2023 to 2025
- General Manager of Internal Audit, Saudi Entertainment Projects Company, a closed joint-stock company operating in the entertainment sector, from 2021 to 2023.
- General Manager of Internal Audit, Saudi Ground Services Company, a public joint-stock company operating in the transportation sector, from 2019 to 2021.

Academic Qualifications:

- Bachelor’s degree in Business Administration, King Abdulaziz University.
- Master of Business Administration (MBA), University of Manchester.

Mr. Christian Fritz Schuhmacher
Independent Director

Refer to p. [123] for his biography

Third: Audit Committee Meetings

The committee has held 11 meetings during 2025 according to the following schedule:

Audit Committee Members	06 Jan 2025	02 Feb 2025	10 Apr 2025	24 Apr 2025	06 May 2025	21 May 2025	03 Jun 2025	23 Jul 2025	19 Aug 2025	19 Oct 2025	23 Oct 2025	No. of Meetings Attended
Mr. Mazen Nasser AlSharfan	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	11
Mr. Ghaith Raji Fayeze	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	X	10
Mr. Mohamed Al-Sayed Mohamed	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	11
Mr. Christian Fritz Schuhmacher	*	*	✓	✓	✓	✓	✓	✓	✓	✓	✓	9

*Appointed as Audit Committee member on 12 March 2025

Nomination and Remuneration Committee

First: Responsibilities and Authority of the Nomination and Remuneration Committee

- Developing a policy for the remuneration of the Board, its committees, and executive management, submitting it for approval, linking it to performance, disclosing it, reviewing it annually, and submitting recommendations regarding the policy.
- Clarifying the relationship between the compensation granted and the applicable remuneration policy and stating any material deviation from this policy.
- Evaluating collective compensation based on performance and submitting recommendations to the Board of Directors for approval.
- Monitoring the disclosure of remuneration that is included in the annual report issued by the Board of Directors.
- Periodically reviewing the remuneration policy and assessing its effectiveness in achieving its intended objectives.
- Recommending to the Board of Directors the compensation for members of the Board of Directors, its subcommittees, and senior executives of the company.
- Preparing the Board of Directors' recommendations regarding appointment criteria, contract terms, and job descriptions for the Chief Executive Officer and senior executives, as well as nominating candidates in the executive management.
- Proposing clear policies and criteria for membership on the Board of Directors and executive management.
- Nominating and re-nominating members to the Board of Directors according to approved criteria, excluding those who have been convicted of a crime involving breach of trust.
- Preparing a description of the capabilities and qualifications required for membership on the Board of Directors, its committees, and for holding executive management positions.
- Determining the time a member is required to allocate to the tasks of the Board of Directors.
- Annually reviewing the skills and qualifications requirements for the Board of Directors, its committees, and executive management.
- Reviewing the structure of the Board of Directors, its committees, and executive management, and submitting recommendations regarding changes that might be needed.
- Annually verifying the independence of members and the absence of conflicts of interest arising from membership on the boards in other companies.
- Developing job descriptions for executive members, Non-Executive members, independent members, and senior executives.
- Establishing specific procedures in the event of a vacancy in the position of a member of the Board of Directors or a senior executive.
- Identifying weaknesses and strengths within the Board of Directors and proposing solutions to address them in a manner consistent with the company's interest.
- The committee may delegate any of its tasks to a subcommittee comprising one or more of its members.

Second: Nomination and Remuneration Committee Members

Mr. Riyadh Ali AlGhamdi
Non-Board Member

Current Roles:

- Chief Human Capital and Corporate Services Officer, National Unified Procurement Company (NUPCO), from 2022.
- Director and Chairman of the Financial Sustainability Committee, Saudi Red Crescent Authority, a Government entity operating in the field of health, from 2023.
- Director, Advanced Electronics Support Services Company, a limited liability company operating in the field of services, from 2017.
- Chairman, Global Technology Company for Pharmaceutical Products, a limited liability company operating in the field of health, from 2016.

Previous Roles:

- Director, Saudi Academy of Civil Aviation, a Government entity operating in the field of aviation, from 2021 to 2022.
- Head of Human Resources, Riyadh Airports, a Government entity operating in the field of aviation, from 2021 to 2022.
- Member of the Nomination Committee, Saudi Real Estate Institute, a Government entity operating in the field of real estate training, from 2019 to 2022.
- Head of Human Resources and Corporate Services, Center for National Health Insurance, a Government entity operating in the field of insurance, from 2018 to 2021.
- Vice Chairman and Member of the Executive Committee, Al Mawarid Manpower Company, a listed joint-stock company operating in the field of human resources, from 2016 to 2018.

Academic Qualifications:

- Master of Business Administration (MBA), King Abdulaziz University.
- Bachelor's degree in Language, Imam Muhammad bin Saud Islamic University.

Dr. Ahmed Mohammad AlShahrani
Non-Board Member

Current Roles:

- Board Member of Shafaq Al-Bonyan Company for Contracting and Real Estate Development from 2025.
- Assistant Professor, Arab East Colleges from 2025.
- Board Member, National Documentation Company, NDC from 2024
- Executive Director of Shared Services, Saudi National Institute of Health, an initiative of the Saudi Ministry of Health operating in the field of health research, from 2024.
- Faculty Member, College of Medical Sciences, University of Dammam, a Saudi Government university, from 2013.
- Member of the Development and Construction Committee, Prince Mohammed bin Abdulaziz Hospital, from 2013.
- Board Member of Shafaq Al-Bonyan Company for Contracting and Real Estate Development from 2025.
- Assistant Professor, Arab East Colleges from 2025.
- Board Member, National Documentation Company, NDC from 2024.

Previous Roles:

- Executive Director of Shared Services, National Center for Public Agencies Performance Measurement, a Government center operating in the field of measuring institutional performance, from 2021 to 2024.
- Director General of Clinical and Support Services, Royal Clinics of the Custodian of the Two Holy Mosques, a Government medical institution, from 2013 to 2018.
- Head of Emergency Medical Services, King Fahd Medical City, a medical hospital complex operating in the field of healthcare, from 2006 to 2013.

Academic Qualifications:

- Bachelor’s degree in Emergency Medicine, Eastern Kentucky University.
- Master of Business Administration (MBA), Arab East Colleges.
- Master’s degree in Emergency and Disaster Management, Eastern Kentucky University.
- Master’s degree in International Affairs and Diplomacy, United Nations Institute.
- PhD in Leadership and Policy Studies, Eastern Kentucky University.

Mr. Khalid Abdulkarim AlOrajj
Independent Director

Refer to p. [125] for his biography

Mr. Omran Abdul Rahman AlRashid
Non-Executive Director

Refer to p. [113] for his biography

Third: Nomination and Remuneration Committee Meetings

The committee has held 7 meetings during 2025 according to the following schedule:

Nomination and Remuneration Committee Members	15 Jan 2025	04 Mar 2025	08 May 2025	04 Jun 2025	15 Jul 2025	23 Jul 2025	05 Oct 2025	No. of Meetings Attended
Mr. Khalid Abdulkarim AlOrajj	✓	✓	✓	✓	✓	✓	✓	7
Mr. Omran Abdul Rahman AlRashid	✓	✓	✓	Attended by proxy	✓	✓	✓	7
Mr. Riyadh Ali AlGhamdi	✓	✓	✓	✓	✓	✓	✓	7
Mr. Ahmed Mohammed AlShahrani	✓	✓	✓	✓	✓	✓	✓	7

Executive Committee

First: Responsibilities of the Executive Committee:

- Review and recommend to the Board of Directors the strategic plans of the company with regular and periodic accompaniment to the implementation of the various strategic initiatives.
- Monitor the financial and operational performance of the company
- Review the planning components and budgets for the company and the company’s various business units.
- Review and evaluate investment proposals submitted by the executive management and recommend to the Board of Directors.
- Periodically review the performance of the company’s executive management to ensure alignment with operational plans and strategies and monitor progress towards achieving objectives.
- Conduct an annual review of the committee’s bylaw and recommend any changes to the Board of Directors for approval.
- Perform any other duties or responsibilities delegated by the Board of Directors from time to time.

Second: Executive Committee Members:

Mr. Sulaiman Abdul Rahman AlRashid
Non Executive Director

Refer to p. [111] for his biography

Dr. Maryam Mohammed Al-Qusai
Independent Director

Refer to p. [121] for her biography

Mr. Christian Fritz Schuhmacher
Independent Director

Refer to p. [123] for his biography

Mr. Khalid Abdulkarim AlOrajj
Independent Director

Refer to p. [125] for his biography

Third: Executive Committee Meetings:

The committee has held 9 meetings during 2025 according to the following schedule:

Executive Committee Members	06 Jan 2025	11 Feb 2025	25 Mar 2025	05 Jul 2025	28 Jul 2025	14 Sep 2025	02 Nov 2025	16 Dec 2025	22 Dec 2025	No. of Meetings Attended
Mr. Sulaiman Abdul Rahman AlRashid	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
Dr. Maryam Mohammed AlQaseer	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
Mr. Christian Fritz Schuhmacher	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
Mr. Khalid Abdulkarim AlOrajj	*	✓	✓	✓	✓	✓	✓	✓	✓	8

*Appointed as an Executive Member on 12/01/2025

Board Performance Evaluation

- The Nomination and Remuneration Committee, in accordance with its mandate, reviews the structure of the Board of Directors, committees, and executive management in line with their respective mandates. It provides recommendations regarding possible changes and verifies the independence of independent members, ensuring no conflicts of interest exist between the member and their membership on other company boards.
- The committee also conducts an annual review of the necessary skills or appropriate expertise required for Board membership and executive management positions.
- The committee conducts periodic reviews of the disclosures made by Board members and committees to ensure the absence of conflicts of interest or competition with the company's core activities.

Measures Taken by the Board to Inform its Members, Particularly Non-Executive Members, of Shareholder Suggestions and Feedback on the Company and its Performance

- The company's Board of Directors, through the General Shareholders' Meetings, provides a platform for shareholders to express their comments and suggestions transparently regarding the company and its performance. Questions and inquiries are addressed during the meeting, and these questions and answers are included in the minutes of each meeting. They are presented to the Board members to keep them informed of these questions.
- The company has established a dedicated Shareholder Relations department aimed at handling all inquiries and complaints from shareholders and responding to them in a timely manner.
- Shareholders' suggestions received are discussed during Board of Directors meetings.

Company Remuneration Policy for Board Members and Committees

Policy for Determining Remuneration

- The Board of Directors shall submit its recommendations to the General Assembly regarding the remuneration to be provided to all members of the Board of Directors for annual approval. The Board of Directors' recommendation to the General Assembly in this regard shall be based on the recommendation of the company's Nomination and Remuneration Committee. The recommendations of the Nomination and Remuneration Committee and the Board of Directors must comply with applicable regulations, laws, rules, and policies (including this policy).
- The remuneration of Board members may consist of a fixed amount, in-kind benefits, attendance fees for meetings, or a specified percentage of the company's annual net profits. Two or more of these benefits may be combined.
- Notwithstanding the above, the remuneration of independent Board members shall not be a percentage of the company's net profits nor be directly or indirectly based on the company's profitability.
- The remuneration of Board members may vary in amount to reflect the member's experience, expertise, assigned duties, independence, number of sessions attended, and other considerations.
- The Board of Directors' report shall disclose the remuneration granted directly or indirectly to members of the Board of Directors and executive management.

Additional Remuneration

- The Chairman of the Board of Directors may receive additional remuneration beyond that to which he is entitled as a member of the Board of Directors. The Board of Directors shall determine such additional remuneration (if any) on an annual basis based on the recommendation of the Nomination and Remuneration Committee.
- Members of the Board of Directors may receive additional remuneration for their membership on committees beyond that to which they are entitled to as members of the Board of Directors. Such additional remuneration (if any) shall be determined in accordance with the above-mentioned policies.
- Members of the Board of Directors may receive additional remuneration for their positions as senior executives beyond that to which they are entitled as members of the Board of Directors. Such additional remuneration (if any) shall be determined in accordance with above-mentioned policy.
- If the Secretary of the Board of Directors is a member of the Board, he may receive additional remuneration beyond that to which he is entitled as a member of the Board of Directors. The Board of Directors shall determine such additional remuneration (if any) on an annual basis based on the recommendation of the Nomination and Remuneration Committee.

Remuneration for members of the Board of Directors, Executive Management and Committee Members

Statement on the Relationship Between Granted Rewards and Applicable Rewards Policy:

When recommending remuneration, the Nomination and Remuneration Committee reviews the relationship between the remuneration granted and the Remuneration Policy adopted by SMC. The Committee has not identified any significant deviations from the Remuneration Policy, Except for as disclosed in this section.

A- First: Board Members' Remuneration*

	Fixed Remuneration						Total
	Specific amount	Allowance for attending the Board sessions	Total annual allowance for attending committee sessions	In-kind benefits	Remuneration for technical, managerial, and consultative work	Remuneration of the Director or the Secretary	
First: Independent Members							
Dr. Maryam Mohammed AlQaseer	200,000	-	45,000	-	-	-	245,000
Mr. Christian Fritz Schuhmacher	200,000	-	90,000	-	-	-	290,000
Mr. Khalid Abdulkarim AlOrajj	200,000	-	75,000	-	-	-	275,000
Total	600,000	-	210,000	-	-	-	810,000
Second: Non-Executive Members							
Mr. Sulaiman Abdul Rahman AlRashid	100,000	-	45,000	-	-	-	145,000
Mr. Omran Abdul Rahman AlRashid	100,000	-	30,000	-	-	-	130,000
Mr. Faisal Abdullah AlRashid	100,000	-	-	-	-	-	100,000
Mr. Abdullah Abdulaziz al-Tuwaijri	100,000	-	-	-	-	-	100,000
Mr. Yousef Rashid AlRashid	100,000	-	-	-	-	-	100,000
Total	500,000	-	75,000	-	-	-	575,000
Third: Executive Members							
N/A	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-
Grand Total	1,100,000	-	285,000	-	-	-	1,385,000

*The remuneration of the Board of Directors is paid after shareholders' approval in the General Assembly

	Variable Remuneration					Total	End of service	Expenses Allowances	Grand Total
	Percentage of the profits	Periodic remunerations	Short-term incentive plans	Long-term incentive plans	Granted shares				
	-	-	-	-	-	-	-	113,218	358,218
	-	-	-	-	-	-	-	161,436	451,436
	-	-	-	-	-	-	-	-	275,000
	-	-	-	-	-	-	-	274,654	1,084,654
	-	-	-	-	-	-	-	-	145,000
	-	-	-	-	-	-	-	-	130,000
	-	-	-	-	-	-	-	-	100,000
	-	-	-	-	-	-	-	-	100,000
	-	-	-	-	-	-	-	-	100,000
	-	-	-	-	-	-	-	-	575,000
	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	274,654	1,659,654

B- Second: Remuneration Details for Top Five Senior Executives

	Salaries	Allowances	Total Fixed Remuneration	End of Service Award - 2025	Aggregate Amount
Top Five Senior Executives	8,112,000	1,827,000	9,939,000	630,579	10,569,579

C- Third: Remuneration of the Audit Committee

Members	Fixed Rewards (SAR)	Amount Paid for Attending all Sessions* (SAR)	Remuneration Total for each member (SAR)
Mr. Mazen Nasser Al-Sharfan	120,000	55,000	175,000
Mr. Ghaith Raji Fayez	120,000	50,000	170,000
Mr. Mohamed AlSayed Mohamed	120,000	55,000	175,000
Mr. Christian Fritz Schuhmacher	120,000	45,000	165,000
Total Remuneration of Audit Committee	480,000	205,000	685,000

*Amount based on SAR 5,000 per session

D- Fourth: Remuneration of the Nomination and Remuneration Committee

Members	Fixed Rewards (SAR)	Amount Paid for Attending all Sessions* (SAR)	Remuneration Total for each member (SAR)
Mr. Khalid Abdulkarim AlOrajj	100,000	35,000	135,000
Mr. Omran Abdul Rahman AlRashid	100,000	30,000	130,000
Mr. Riyadh Ali AlGhamdi	100,000	35,000	135,000
Mr. Ahmed Mohammed AlShahrani	100,000	35,000	135,000
Total Remuneration of Nomination and Remuneration Committee	400,000	135,000	535,000

*Amount based on SAR 5,000 per session

E- Fifth: Remuneration of Executive Committee

Members	Fixed Rewards (SAR)	Amount Paid for Attending all Sessions* (SAR)	Remuneration Total for each member (SAR)
Mr. Sulaiman Abdul Rahman AlRashid	100,000	45,000	145,000
Dr. Maryam Mohammed AlQaseer	100,000	45,000	145,000
Mr. Christian Fritz Schuhmacher	100,000	45,000	145,000
Mr. Khalid Abdulkarim AlOrajj	100,000	40,000	140,000
Total Remuneration of Executive Committee	400,000	175,000	575,000

*Amount based on SAR 5,000 per session

Company's Policy on Distributing Share Dividends and Shareholders' Rights

Policy on Distributing Share Dividends

Profit Distribution:

Based on the company's articles of association, the annual net profits, after deducting all general expenses and other costs, shall be distributed as follows:

- The Ordinary General Assembly shall determine the percentage of net profits to be distributed to shareholders, after deducting reserves, if any.
- The General Assembly may decide to establish reserves when determining the share of net profits allocated to shares, to the extent that serves the company's interest or ensures the distribution of dividends as consistently as possible to shareholders. The aforementioned General Assembly may also deduct amounts from net profits for social purposes benefiting the company's employees.

Interim Dividend Distribution:

The company may distribute interim dividends to its shareholders on a semi-annual or a quarterly basis, provided that the following requirements are met:

- The Ordinary General Assembly authorizes the Board to distribute interim dividends by a resolution that is renewed annually.
- The company demonstrates consistent strong profitability.
- The company maintains reasonable liquidity and can reasonably forecast its profit levels.
- The company has distributable profits according to the latest audited financial statements, sufficient to cover the proposed dividends, after deducting any distributions or capitalizations made from those profits after the date of those financial statements.

Statement of Dividends During 2025

- On January 21, 2025, the Company's Board of Directors resolved to distribute interim dividends to shareholders in the amount of SAR 100,000,000, in proportion to each shareholder's ownership in the Company's capital. These dividends were distributed and paid to shareholders on January 26, 2025.

On May 22, 2025, the Ordinary General Assembly convened and resolved the following:

1. To reverse the Board of Directors' resolution dated January 21, 2025, regarding the aforementioned interim dividend distribution, which had been paid to shareholders on January 26, 2025.
2. To reverse the Board of Directors' resolution dated November 5, 2024, which was approved by the General Assembly on December 15, 2024, regarding the distribution of interim dividends to shareholders in the amount of SAR 100,000,000, which had been paid on December 19, 2024.

3. To require shareholders to repay the amounts received, totaling SAR 200,000,000, to the Company's accounts no later than June 30, 2025.

The full amount was subsequently received and credited to the Company's bank account on June 30, 2025.

- The Board of Directors, in its meeting held on November 3, 2025, recommended to the General Assembly the distribution of exceptional cash dividends to shareholders in the amount of SAR 200,000,000. The Extraordinary General Assembly approved this recommendation at its

meeting held on January 6, 2026. Subsequent to the reporting date of the consolidated financial statements, the amount of SAR 200,000,000 was distributed and paid to shareholders.

- The Board of Directors, in its meeting held on March 8, 2026, recommended to the General Assembly the distribution of cash dividends to shareholders in the amount of SAR 80,000,000 for the financial year ended December 31, 2025.

Shareholders' Rights

- Demonstrating a steadfast commitment to safeguarding the rights of shareholders and stakeholders, the company has incorporated these rights into its governance regulations. Moreover, the company endeavours to ensure that shareholders and investors remain well informed about significant developments through the dissemination of financial reports, announcements, and crucial information. Essential information is accessible via the financial market "Tadawul" website and the company's electronic platform. Furthermore, general shareholders' assemblies prioritize communication with shareholders by offering direct channels for inquiries and feedback.
- The Board of Directors pledges to furnish shareholders with complete, transparent, accurate, and non-misleading information promptly, empowering them to fully exercise their rights.
- With a dedication to upholding fairness and equality among shareholders of the same class,

the Board of Directors works tirelessly to protect shareholders' rights, ensuring that no entitlement is unjustly withheld and that all shareholders receive their rightful share of profits, whether distributed in cash or through share issuance.

- The Board of Directors ensures that shareholders are invited to attend both ordinary and extraordinary general assemblies, facilitating their participation in discussions, queries, and voting processes. Moreover, shareholders are granted access to review the company's books and documents, including pertinent data and information concerning the company's activities and its operational and investment strategies, while safeguarding the company's interests and adhering to relevant laws and regulations.
- To foster effective and equitable communication between the company and its shareholders, a specialized investor relations department has been established, aimed at nurturing transparent and mutually beneficial relationships.

Shareholders' Register

In 2025, the company requested the shareholder register 5 times through the Securities Depository Center (Edaa), and the following are the dates and reasons of the requests:

#	Date	Reasons for Request
1	09 Jul 2025	Company Procedures
2	14 Aug 2025	Company Procedures
3	04 Sep 2025	Company Procedures
4	12 Nov 2025	Company Procedures
5	29 Dec 2025	General Assembly

Company's Announcements on Tadawul

SMC announced a number of strategic events and activities carried out throughout the year, which have been listed on the official website of the Saudi Stock Exchange (Tadawul). Below is a brief overview of each of these events and activities, categorized by announcement date, type, and subject:

Announcement Date	Announcement Type	Announcement Brief
22 Dec 2025	Update new project	Further to the announcement made by SMC Healthcare (the "Company" or "SMC") on Tadawul on 1 December 2025 regarding the intention to establish Al Wadi Real Estate Fund (the "Fund"), the Company announces that it has signed an agreement with BLME Capital Company (BLME Capital is a subsidiary of Bank of London and The Middle East plc which is a Sharia'a compliant bank, with an independent Sharia'a Supervisory Board, providing Real Estate focused Wealth Management solutions, commercial Real Estate Finance, and Savings products) to establish the Fund and transferring ownership of the land owned by the Company to the Fund. The Fund's primary objective will be to develop a mixed-use project on the contributed land located on Riyadh's Northern Ring Road

Announcement Date	Announcement Type	Announcement Brief
08 Dec 2025	Extraordinary General Assembly Meeting	The Board of Directors of Specialized Medical Co. (SMC Healthcare) is pleased to invite the shareholders to participate and vote in the Extraordinary General Assembly Meeting (First Meeting), which will be held at 06:30 PM on Tuesday 17-07-1447 corresponding to 06-01-2026 Via means of modern technology.
01 Dec 2025	New project	SMC Healthcare has intention to establish Al Wadi Real Estate Fund, a close-ended, Shariah-compliant real estate investment fund. As part of the fund's structure, SMC Healthcare will contribute its land parcel as an in-kind equity stake, securing an equity interest in the fund in return. The fund's primary objective will be to develop a five stars Hotel or a Healthcare project on the contributed land, with Bank of London and The Middle East (BLME Capital – Sharia Compliant Bank) appointed as the fund manager. The Board of Directors has authorized SMC's CEO to proceed with the necessary steps to complete the fund's formation. SMC will announce any material developments related to the fund's establishment in due course.
06 Nov2025	Earning call announcement	Specialized Medical Company (SMC) announces its intention to conduct an earnings conference call with investors and financial analysts to discuss the interim financial results for third quarter of 2025. The conference call will be held on Monday 10th November 2025 at 3:00pm (KSA time), corresponding to 19 Jumada – Al-Awwal 1447H.
04 Nov 2025	Dividends distribution	The Board of Directors has recommended to the General Assembly to distribute a special one-time cash dividend to shareholders.
04 Nov 2025	Interim Financial results	Specialized Medical Co. announces its Interim Financial results for the Period Ending on 2025-09-30 (Nine Months)

Announcement Date	Announcement Type	Announcement Brief
21 Oct 2025	New contract	SMC Healthcare signed of a lease agreement for its first outpatient clinic center on Prince Mohammad Bin Saad Bin Abdulaziz Road in Al Malqa District, located in the northwestern region of Riyadh. The outpatient clinic center includes 35 outpatient clinics offering a broad spectrum of specialties. The facility will also feature an urgent care center with emergency services, an outpatient pharmacy, and a dedicated parking area accommodating up to 100 vehicles. The operational launch is expected to begin in the first quarter of 2026.
16 Oct 2025	Signing of an Islamic Credit Facility Agreement	SMC Healthcare signed a credit Facility agreement at competitive terms and conditions with Saudi Awwal Bank ("SAB"), compliant with Islamic Sharia. The agreement includes a long-term facility amounting to SAR 800 million, in addition to a short-term working capital facility amounting to SAR 300 million.
29 Jul 2025	Transfer the statutory reserve balance to retained earnings	The Board of Directors' recommended to the General Assembly to approve the transfer of the entire balance of the statutory reserve amounting to SAR 49,653,238 to the retained earnings.
29 Jul 2025	Interim Financial results	Specialized Medical Co. announces its Interim Financial results for the Period Ending on 2025-06-30 (Six Months)
30 Jun 2025	Refund Dividends	SMC Healthcare receipt of SAR 200 million from the selling shareholders. This comes as part of the recently completed initial public offering (IPO), and in accordance with the supplementary prospectus for the IPO published on May 25, 2025, on the Capital Market Authority's (CMA) website.



The Company and Its Subsidiaries

Company Activities & Revenue Distribution

- The principal activities of the Company are the management and operation of hospitals, clinics, medical centres and healthy food services, as well as hospital and medical facilities maintenance and non-medical operations. Additional activities include the production of cooked and non-cooked food and the management and operations of restaurants and food related services.
- The Group recognizes revenue in the consolidated statement of profit or loss from the following sources:
 - Inpatient and outpatient services
 - a. Sale of medicines, food, and catering services
 - b. Other revenue

	For the year ended December 31, 2025 (SAR)	% Contribution to Overall Revenue
Services relating to inpatient and outpatient clinics	1,254,730,804	81.6%
Medicines - Pharmaceutical	258,034,331	16.8%
Food and catering services	25,695,333	1.6%
Total	1,538,460,468	100%

Company Subsidiaries, Affiliated Companies, and Joint Ventures

SMC has a total of 2 subsidiaries and affiliated companies listed below:

Company Name	Type [Subsidiary/Affiliated Company/Joint Venture]	Main Activity	Issued/Paid-up Share Capital (SAR)	Country of Operation	Country of Incorporation	Company's Ownership %
International Specialized Food Co	Subsidiary	Food and catering services	5,000,000	Riyadh	Kingdom of Saudi Arabia	100.00%
Al-Mukhtas Al-Sehhi Medical Co. LLC	Subsidiary	Hospitals for the treatment, rehabilitation and medical operation of addicts	10,000,000	Riyadh	Kingdom of Saudi Arabia	51.00%

Company's Geographical Distribution

The group operates exclusively within Riyadh, Kingdom of Saudi Arabia,, and all of its revenue is generated from its activities within the country.

Company Activities & Revenue Distribution

A) Business Results

Description	2025	2024	2023	2022	2021
Revenue (SAR)	1,538,460,468	1,437,825,324	1,367,929,567	1,208,651,638	1,053,123,670
Cost of Sales (SAR)	(1,155,569,572)	(1,075,825,030)	(1,011,480,327)	(922,979,371)	(815,695,113)
Gross Profit (SAR)	382,890,896	362,000,294	356,449,240	285,672,267	237,428,557
Net Profit (SAR)	266,226,640	185,219,494	168,696,041	102,960,668	55,967,019

B) Assets & Liabilities

Description	2025	2024	2023	2022	2021
Non-current Assets	1,614,730,726	1,461,031,682	1,455,824,584	1,391,512,189	1,231,335,273
Current Assets	785,110,192	582,859,986	618,405,662	495,330,155	605,083,174
Total Assets	2,399,840,918	2,043,891,668	2,074,230,246	1,886,842,344	1,836,418,447
Non-current Liabilities	659,958,574	448,199,980	518,265,731	505,282,506	610,601,958
Current Liabilities	552,028,390	768,596,101	710,915,290	649,725,316	541,570,797
Total Liabilities	1,211,986,964	1,216,796,081	1,229,181,021	1,155,007,822	1,152,172,755

Company Loans

Movement of Long Term Loans	As of December 31, 2025 (S)
Balance as of the beginning of the year	143,877,551
Additions during the year	200,000,000
Paid during the year	(57,551,020)
Balance as of the ending of the year	286,326,531
Current portion of long term loans	57,551,020
Non-current portion of long term loans	228,775,511

Movement of Government Loans	As of December 31, 2025 (S)
Balance as of the beginning of the year	2,747,992
Paid during the year	(2,747,992)
Balance as of the ending of the year	-
Current portion of government loan	-

Total Year-End Loan Balances	As of December 31, 2025 (S)
Long term loans	286,326,531
Short term loan	246,523,301
Long term and short term Loans	532,849,832

Company Transactions with Related Parties

SMC is committed to reviewing potential conflicts of interest within its Board of Directors and executive management. Conducting transactions with related parties, the company strictly adheres to approved policies, regulations, and applicable laws. Contracts involving a member of the Board of Directors, executive management, or their affiliates, as well as transactions with other related parties, are as follows:

Related Party	Type of interest	Company Name	Contract Terms	Duration of Contract	Transaction Value for 2025 (S)	Nature of Contract
Mr. Sulaiman Abdul Rahman AlRashid Board Member	Indirect	Bunyan Saudi Co.	These transactions were conducted in the ordinary course of business on an arm's length basis	10 years	16,236,917	An agreement to lease Tower 2 building (within SMC Hospital Complex 1 – King Fahd Road).
Mr. Omran Abdul Rahman AlRashid Board Member						
Mr. Sulaiman Abdul Rahman AlRashid Board Member	Indirect	Bunyan Saudi Co.	These transactions were conducted in the normal course of business on a commercial basis.	During 2025	5,085,016	Maintenance and service expenses related to Tower 2 building (within SMC Hospital Complex 1 – King Fahd Road).
Mr. Omran Abdul Rahman AlRashid Board Member						
Mr. Sulaiman Abdul Rahman AlRashid Board Member	Indirect	Advanced Food Co.	These transactions were conducted in the normal course of business on a commercial basis.	3 years	2,546,095	Leasing spaces within the Company's buildings.
Mr. Omran Abdul Rahman AlRashid Board Member						
Mr. Sulaiman Abdul Rahman AlRashid Board Member	Indirect	Abdul Rahman Saad AlRashid and Sons Co.	These transactions were conducted in the normal course of business on a commercial basis.	During 2025	6,134,717	Construction contracts work related to SMC
Mr. Omran Abdul Rahman AlRashid Board Member						

Related Party	Type of interest	Company Name	Contract Terms	Duration of Contract	Transaction Value for 2025 (ﷲ)	Nature of Contract
Mr. Sulaiman Abdul Rahman AlRashid Board Member Mr. Omran Abdul Rahman AlRashid Board Member	Indirect	Abdul Rahman Saad AlRashid and Sons Co.	These transactions were conducted in the normal course of business on a commercial basis.	During 2025	439,056	Purchases of food supplies.
Mr. Sulaiman Abdul Rahman AlRashid Board Member Mr. Omran Abdul Rahman AlRashid Board Member	Indirect	Code Innovative Co.	These transactions were conducted in the normal course of business on a commercial basis.	One year	831,450	Valet parking services.
Mr. Sulaiman Abdul Rahman AlRashid Board Member Mr. Omran Abdul Rahman AlRashid Board Member	Indirect	Bunyan REIT	These transactions were conducted in the normal course of business on a commercial basis.	One year	273,000	Lease agreements for residential villas for employees.
Mr. Sulaiman Abdul Rahman AlRashid Board Member Mr. Omran Abdul Rahman AlRashid Board Member Mr. Faisal Abdulrahman Al Rashed – Board Member	Indirect	Danah Real Estate	These transactions were conducted in the normal course of business on a commercial basis.	One year	344,373	Office lease agreement.
Al-Mukhtas Al-Sehhi Medical Company.	Indirect	Al-Mukhtas Al-Sehhi Medical Co.	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%)

Related Party	Type of interest	Company Name	Contract Terms	Duration of Contract	Transaction Value for 2025 (ﷲ)	Nature of Contract
Mr. Yousef Rashid AlRashed Board Member	Indirect	Food Aroma Trading Co. Ltd.	These transactions were conducted in the ordinary course of business on an arm's length basis	During 2025	2,222,384	Purchases of food supplies.
Mr. Abdullah Abdulaziz al-Tuwajiri Board Member	Indirect	Al-Thamad Trading Co.	These transactions were conducted in the ordinary course of business on an arm's length basis	One Year	3,169,795	Purchases of travel tickets for the Company's employees.

Government Payments in 2025

Payment Type	Payment in (ﷲ)	Due Balance in (ﷲ)	Reasons for Unpaid Balance
Visa, Passports, Labor Office, and Municipal Fees	17,526,975	0	-
Value Added Tax	136,982,866	16,253,781	VAT on supplies of goods and services
Zakat and with-holding tax	5,249,056	7,055,923	Annual Zakat Declaration and With-holding tax on foreign service providers and non-residents
Social Insurances	28,363,710	2,377,906	The monthly insurance payable for Saudi and non-Saudi workers
Custom Fees	52,029	0	-
TOTAL	188,174,636	25,687,610	-

Governance Policies and Declarations

Summary of Governance Policy

The Board of Directors establishes governance rules based on transparency, accountability, and independence to ensure business sustainability and achieve maximum effectiveness and integrity. The company adopts policies and procedures that are implemented to ensure integrity, activate oversight and compliance, prevent conflicts of interest, protect shareholder rights, and achieve full compliance with the provisions of the Corporate Governance Regulations issued by the Capital Market Authority, while emphasizing the principles of disclosure and transparency.

- Executive management executes policies and procedures, and renews them periodically, including those related to the disclosure of significant developments, financial data, and performance reports, ensuring compliance with legal requirements and regulations.
- The company pledges to promptly inform the Saudi Arabian Capital Market Authority and the public of any material developments affecting its assets, liabilities, financial position, or overall direction, not previously known to the public.
- Formation of committees under the Board of Directors, including the Audit Committee and the Remuneration and Nomination Committee, with members appointed in accordance with Corporate Governance Regulations issued by the Saudi Arabian Capital Market Authority and approved regulatory bylaws.

Summary of Risk Management Policy

The company is committed to protecting its people, assets, reputation, and shareholder value by proactively managing risk. This policy establishes a framework for identifying, assessing, managing, and monitoring material risks across the organization. Our goal is not to eliminate all risk but to make informed decisions to optimize risk and reward, ensuring the resilience and long-term sustainability of the Company in line with our strategic objectives.

- **Proactive Risk Management Framework:**
The company will maintain a structured and continuous cycle for identifying, assessing, managing, and monitoring material risks. This framework is integrated into strategic planning and daily decision-making across the organization.
- **Comprehensive Risk Categories**
The framework covers all key risk areas: Strategic, Operational, Financial, Compliance, and ESG.

- **Defined Risk Appetite & Tolerance**
The Board will formally define the company’s Risk Appetite—the types and amount of risk it is willing to accept to achieve its strategy. Specific Risk Tolerance levels are set for key areas to guide management
- **Systematic Risk Response Strategies**
For each material risk, a clear response is mandated: Avoid the activity, Reduce/Mitigate with controls, Share/Transfer (e.g., via insurance), or Accept the risk consciously within appetite.
- **Company-Wide Risk Culture**
Foster a culture where all employees are responsible for identifying and escalating risks. Provide training to ensure risk awareness is embedded in all activities and encourage open communication.
- **Regular Risk Reporting to the Board**
Management will provide comprehensive and regular risk reports to the Board and its committees. These reports detail top risks, mitigation progress, control effectiveness, and emerging threats..
- **Annual Policy & Framework Review**
This policy and the overall risk management framework will be formally reviewed at least annually by the Board to ensure it remains relevant and effective in a changing business environment

Implementation of Corporate Governance Regulations and Reasons for Non-compliance

The company has implemented all mandatory provisions of the Corporate Governance Regulations issued by the Saudi Arabian Capital Market Authority,

Statement of General Assembly Meetings Dates for Shareholders During the Year 2025.

Commitment to specifying and announcing the date, location, and agenda of the General Assembly meeting at least 21 days prior to convening. Announcements are published on the Saudi Arabian Capital Market Authority’s website (Tadawul), utilizing modern communication methods for meeting conduct.

Name	13 Mar 2025 Extraordinary General Assembly	18 May 2025 Ordinary General Assembly	22 May 2025 Ordinary General Assembly
Mr. Sulaiman Abdul Rahman AlRashid	✓	✓	✓
Mr. Omran Abdul Rahman AlRashid	✓	✓	✓
Mr. Faisal Abdullah AlRashid	✓	✓	✓
Mr. Abdullah Abdulaziz Al-Tuwaijri	✓	✓	✓
Mr. Yousef Rashid AlRashid	✓	✓	✓
Dr. Maryam Mohammed AlQaseer	✓	✓	✓
Mr. Christian Fritz Schuhmacher	✓	✓	✓
Mr. Khalid Abdulkarim AlOraij	✓	✓	✓

A statement of the Value of any Investments or Reserves Created for the Benefit of the Company’s Employees

The company has not yet created any investments or reserves for the benefit of its employees.

Future Plans

At SMC Healthcare, our expansion strategy is aligned with Saudi Vision 2030 and driven by the evolving healthcare needs of the Kingdom, particularly in Riyadh. With increasing demand for specialized, patient-centered care, SMC continues to advance with a clear and scalable growth plan.

Within Riyadh, SMC is actively progressing its expansion roadmap, with upcoming facilities (SMC 3, 4, and 5) moving forward as part of our strategic pipeline to enhance accessibility and strengthen outpatient and ambulatory services.

Beyond Riyadh, we are exploring OPEX-based hospital opportunities both within and across the Kingdom, enabling efficient and sustainable expansion into new and underserved markets.

In parallel, SMC is exploring opportunities to establish satellite and/or standalone clinics, similar to Al Malqa, to further extend our reach, improve patient access, and strengthen continuity of care across our network.

Internally, we continue to enhance our existing facilities and services with the ongoing expansion of our outpatient clinics, physiotherapy services and expansion of the Radiology and Cathlab areas to meet the increased patient flow. In addition, there are ongoing enhancements to improve patient flow, reduce waiting times, and elevate the overall patient experience.

Supported by ongoing investments in digital transformation, workforce development, and clinical excellence, SMC remains committed to delivering high-quality, patient-centered care while strengthening its position as a leading healthcare provider in the Kingdom.

Internal Audit and Board of Directors' Confirmations

Internal Control Procedures:

The Company's executive management has established a comprehensive framework of internal policies and procedures covering administrative, financial, and technical functions, to support effective governance, risk management, and compliance.

The Internal Audit Department plays a key role through:

- Conducting risk-based periodic assessments of the internal control system across all departments.
- Evaluating operational efficiency and ensuring compliance with applicable laws, regulations, and internal policies.
- Reporting regularly to the Audit Committee on key findings, control deficiencies, and recommendations, and following up on corrective actions.
- Promoting continuous improvement of internal controls to ensure they are properly designed and effectively implemented.
- Maintaining functional reporting to the Audit Committee to ensure independence from executive management.

1. Annual Review of the Adequacy of the Internal Control System

The Audit Committee conducts an annual review of the adequacy and effectiveness of the internal control system based on Internal Audit reports and ongoing monitoring of management's implementation of recommendations.

Based on its review, the Audit Committee confirms that:

- The internal control system is adequately designed and effectively implemented.
- No material weaknesses or significant deficiencies were identified.
- Controls are effective in preventing and detecting risks, errors, and irregularities.
- No material breaches of internal controls occurred during the financial year 2025.

2. Appointment of External Auditor

The Audit Committee recommended the appointment of Deloitte & Touche & Co. as the external auditor for the fiscal year 2025 after assessing their independence and professional competence. The General Assembly approved this appointment on 18 May 2025.

3. Compliance with Accounting Standards

The Audit Committee confirms that the Company's financial statements have been prepared in accordance with applicable accounting standards and regulatory requirements, with no material deviations identified during the financial year 2025.

Board of Directors' Confirmations

The Board of Directors is committed to ensuring the company's compliance with regulations and instructions that ensure the effectiveness of the company's performance. Based on a series of measures taken during 2025, the Board of Directors confirms the following:

A. Audit Committee's Recommendations that conflict with the Decisions of the Board of Directors

There is no conflict between the recommendations of the Audit Committee and the decisions of the Board of Directors.

B. Reservations on External Audit Reports

- The external auditor provided their opinion without any reservations on the consolidated financial statements.
- The Board of Directors does not recommend changing the external auditors before the designated period.

C. Waivers of Board Members’ Bonuses, Shareholders’ Profits, and Employee Investments

- There are no arrangements or agreements through which any member of the Board of Directors waives bonuses or prescribed attendance allowances.
- There are no arrangements or agreements through which any shareholder of SMC waives any rights to profits.
- There are no investments or other provisions established for the benefit of the SMC’s employees.

D. Competition Activities or Transactions with Related Parties

There are no competition activities or transactions related to the company’s business or any of its branches, carried out by any member of the Board of Directors.

E. Debt Instruments, Subscription Rights, or Contractual Securities on the Company

1. There is no interest in the category of voting shares held by individuals (excluding members of the company’s Board of Directors, senior executives, and their relatives) who have notified the company of such rights, and any changes in those rights during the last fiscal year.
2. There are no convertible debt instruments, contractual securities, subscription warrants, or similar rights issued or granted by the company during the fiscal year, with an explanation of any consideration received by the company in return.
3. There are no shares or debt instruments issued to the Board of Directors or their relatives in from the company or its subsidiaries in 2025
4. There are no shares or debt instruments held by top executives or their relatives in the company’s or its subsidiaries’ shares in 2025.
5. There are no conversion or subscription rights under convertible debt instruments, contractual securities, subscription warrants, or similar rights issued or granted by the company.
6. There is no redemption, purchase, or cancellation by the company of any redeemable debt instruments, with the remaining value of the securities, distinguishing between the listed securities purchased by the company and those purchased by its subsidiaries.
7. There are no debt instruments issued by the company to any of its subsidiaries.
8. There are no treasury shares held by the company.

F. A statement of the Penalties, Precautionary Measures, or Precautionary Restrictions Imposed on the Company by Supervisory, Regulatory, or Judicial Authorities.

Statutory Payments

Except as provided below, there is no material punishment, penalty, precautionary procedure or preventive measure imposed on the Company by the Capital Market Authority or any other supervisory, regulatory or judiciary authority. The following table shows a summary of the violations that were imposed on the Company in 2025, and the corrective measures taken by the Company in relation to these violations and the steps taken to avoid their recurrence:

Penalty Amount (ﷲ)	Reasons for Noncompliance	The Imposing Authority	Methods of Remedying and Preventing Future Occurrences
350,000	Violations of the law of Private health Institutions	General Directorate of Health Affairs	The payments have been made, with the necessary corrective measures taken by the Company in a timely manner, and the commitment of the competent department to the regulatory requirements has been confirmed.
553,000	Case settlement	Ministry of Justice	
33,150	Violation of Labor Law	Ministry of Labor and Social Development law	

G. Declaration of Major Structural Changes and Operational Expansions/Halting

Driven by the addition of 57 clinics in SMC 1 and 20 clinics in SMC 2, along with the opening of Al Malqa Clinics in Q1 of 2026, the total number of clinics increased by approximately 20%. Additionally, SMC became a publicly listed company in 2025, a strategic milestone that has strengthened its capital base and enabled this accelerated expansion.

H. Confirmations on Financial Records Preparedness, Internal Control System Establishment, and Company’s Ability to Continue its Operations

1. The financial records have been prepared correctly.
2. The internal control system has been established on sound foundations and implemented effectively.
3. There is no significant doubt regarding the company’s ability to continue its operations.