

## “Nahdi Medical Company - Listed Company”

### “Invitation to attend the First Extraordinary General Assembly Meeting”

The Board of Directors of (Nahdi Medical Company) is pleased to invite the shareholders to participate and vote in the Extraordinary General Assembly meeting (the first meeting), which is scheduled to be held, at 19:00 pm on Monday 08/04/1445H corresponding to 23/10/2023G, by means of modern technology, to consider the following agenda:

1. Voting on the business and contract with Mr. Abdulrahman Abdullah Amer Al-Nahdi. Since Mr. Abdullah Amer Al-Nahdi as a board member has an indirect interest in the transaction. The contract is for real estate consultation services valued at (250,000) Saudi Riyals annually, for a one-year period. However, it has been executed under standard commercial terms without preferential benefits. (Attached)
2. Voting on the business and contract with Al-Nahdi for Transportation Company. Since Mr. Abdullah Amer Al-Nahdi as a board member has an indirect interest in the transaction. The contract is for goods transportation services valued at approximately (7,200,000) Saudi Riyals annually, for a one-year period. However, it has been executed under standard commercial terms without preferential benefits. (Attached)
3. Voting on the business and contract with Mr. Amer Salah Abdullah Al Nahdi. As a board member, Mr. Abdullah Amer Al Nahdi has an indirect interest in the transaction. The contract is a lease agreement valued at (700,000) Saudi Riyals annually, for a one-year period. However, it has been executed under standard commercial terms without preferential benefits. (Attached)
4. Voting on the business and contract with Al Nahdi Company for Commercial Investments. As a board member, Mr. Abdullah Amer Al Nahdi has an indirect interest in the transaction. The contract is a lease agreement valued at (348,600) Saudi Riyals annually, for a one-year period. However, it has been executed under standard commercial terms without preferential benefits. (Attached)
5. Voting on the business and contract with Al Nahdi Company for Commercial Investments. As a board member, Mr. Abdullah Amer Al Nahdi has an indirect interest in the transaction. The contract is a lease agreement valued at (287,500) Saudi Riyals annually, for a one-year period. However, it has been executed under standard commercial terms without preferential benefits. (Attached)
6. Voting on the business and contract with Al Mahmal Facilities Services Company. As the Chairman of the Board of Directors, Mr. Saleh Salem Ahmed Bin Mahfouz and Mr. Abdulelah Salem Ahmed Bin Mahfouz, as a board member have an indirect interest in the transaction. The contract is a maintenance services agreement valued at (530,313) Saudi Riyals annually, for a

one-year period. However, it has been executed under standard commercial terms without preferential benefits. (Attached)

7. Voting on the business and contract with Red Sea Limited Company. As the Chairman of the Board of Directors, Mr. Saleh Salem Ahmed Bin Mahfouz and Mr. Abdulelah Salem Ahmed Bin Mahfouz, as a board member have an indirect interest in the transaction. The contract is a lease agreement valued at (1,207,500) Saudi Riyals annually, for a one-year period. However, it has been executed under standard commercial terms without preferential benefits. (Attached)
8. Voting on the business and contract with Intimaa Real Estate Services Company. As the Chairman of the Board of Directors, Mr. Saleh Salem Ahmed Bin Mahfouz and Mr. Abdulelah Salem Ahmed Bin Mahfouz, as a board member have an indirect interest in the transaction. The contract is a lease agreement valued at (241,500) Saudi Riyals annually, for a one-year period. However, it has been executed under standard commercial terms without preferential benefits. (Attached)
9. Voting to amend article (4) bylaws, entitled (The purposes of the Company).(Attached)
10. Voting to delete article (5) bylaws, entitled (Term of the Company). (Attached)
11. Voting to amend article (14) bylaws, entitled (Company Management). (Attached)
12. Voting to amend article (17) bylaws, entitled (Powers of the Board). (Attached)
13. Voting to amend article (18) bylaws, entitled (Remuneration of Board Members). (Attached)
14. Voting to merge and amend the articles from (26,27,28,29,30,31,32,36) with article 19 bylaws, entitled (Powers of the Chairman, Vice Chairman, Managing Director and Board Secretary). (Attached)
15. Voting to delete article (25) bylaws, entitled (Remuneration of Board Members). (Attached)
16. Voting to amend article (48) bylaws, entitled (Formation of Reserves). (Attached)
17. Voting to delete article (50) bylaws, entitled (The Fiscal Year). (Attached)
18. Voting to amend article (53) bylaws, entitled (Final Provisions). (Attached)
19. Voting to re-numbering all of the bylaws articles. (Attached)

Each shareholder has the right to attend the general assembly meeting, and this assembly will be held through modern technology. In the event that the quorum is not met to convene this assembly, the invitation will be redirected within an hour of its designated meeting time.

**Saleh Salem Bin Mahfouz**

**Chairman of The Board of Directors**

## Proxy form

**Dear Shareholders,**

The proxy form is not available, as it will be sufficient to hold the General Assembly remotely through modern technology, in order to ensure the safety of dealers in the financial market within the framework of supporting efforts and precautionary preventive measures by the competent and relevant authorities to address the emerging coronavirus. (COVID-19).

**Accept our greeting and appreciation.**



Ernst & Young Professional Services (Professional LLC)  
Paid-up capital (SR 5,500,000 – Five million five hundred thousand Saudi Riyal)  
King's Road Tower, 13<sup>th</sup> Floor  
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## **LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF Nahdi Medical Company (A SAUDI JOINT STOCK COMPANY)**

### **Scope**

We have been engaged by Nahdi Medical Company (the “Company”) to perform a ‘limited assurance engagement,’ as defined by International Standards on Assurance Engagements endorsed in the Kingdom of Saudi Arabia, here after referred to as the engagement, on the Company’s compliance with the requirements of Article (71) of the Companies’ Law (the “Subject Matter”) contained in the Company’s attached notification (Appendix A & Appendix B) which will be presented by the Company’s Board of Directors Chairman to the Extraordinary General Assembly on the transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them dated 03 September 2023.

### **Criteria Applied by the Company**

In preparing the Subject Matter the Company applied the below criteria (the “Criteria”). Such Criteria were specifically designed for the notifications presented by the Company’s Board of Directors Chairman to the Extraordinary General Assembly (Appendix A & Appendix B). As a result, the subject matter information may not be suitable for another purpose.

- Article (71) of the Companies’ Law issued by the Ministry of Commerce.
- Notification presented by the Company’s Board of Directors Chairman to the Extraordinary General Assembly meeting (Appendix A & Appendix B).

### **Company’s Responsibilities**

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

### **Our Responsibilities**

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



## **LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF Nahdi Medical Company (A SAUDI JOINT STOCK COMPANY) (continued)**

### **Our Responsibilities (continued)**

We conducted our engagement in accordance with the *International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* ('ISAE 3000(Revised)') endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with the Company on 3 September 2023. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

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

### **Our Independence and Quality Management**

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

Our firm also applies International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, and accordingly maintains a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### **Description of Procedures Performed**

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

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

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



**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF  
Nahdi Medical Company (A SAUDI JOINT STOCK COMPANY) (continued)**

**Description of Procedures Performed (continued)**

Our procedures included:

- Obtained the notifications presented the by the Company's Board of Directors Chairman to the Extraordinary General Assembly (Appendix A & Appendix B) regarding the transactions and contracts entered between some of the Board of Directors' members directly or indirectly with the Company.
- Obtained Board of Directors resolution that discussed and approved transactions and contracts made with the Company in which respective members of the Company's Board of Directors have a direct or indirect personal interest in them dated 03 September 2023.

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

**Other Matter**

The attached notification (Appendix A & Appendix B) is stamped by us for identification purposes only.

**Conclusion**

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

for Ernst & Young Professional Services

Abdullah Ali AlMakrami  
Certified Public Accountant  
License No. 476

Jeddah: 07 September 2023G  
22 Safar 1445H



03/09/2023

Dear Esteemed Members of The General Assembly, Nahdi Medical Company.

Greetings,

According to Article 71 of Companies Law, which requires the board members to disclose any personal interest in any business or contracts held by the Company, the board would like to disclose the following to the members of the extraordinary general assembly:

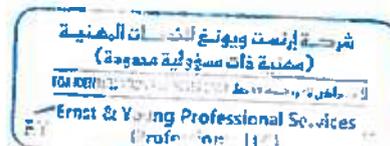
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جدة-٢١٤٨٤- المملكة العربية السعودية  
س.ب ٤٠٣٠٠٥٢٨٦٨ رقم المظبوية ٢٥٢٩٢

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[www.nahdi.sa](http://www.nahdi.sa)  
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شركة الزهدي الطبية  
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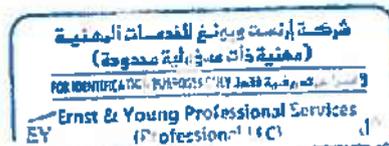
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I would like to declare that the board has fulfilled all mandated procedures as per regulations and hereby confirms that no favorable conditions were granted to the companies in any of the awarded contracts. The audit has validated that all transactions were conducted in adherence to approved internal policies and procedures. Furthermore, the board confirmed that shareholders had not incurred any damage resulting from these transactions.

**Chairman of The Board of Directors**

**Saleh Bin Mahfouz**



ص.ب ١٧١٢٩  
جدة - ٢١٤٨٤ - المملكة العربية السعودية  
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## **Non-Objection Letter**

**Dear \ Nahdi Medical Company.**

**Based on your request received through the electronic branch NO. (1475800) dated 21/02/1445, about amending some of the company's By-Laws articles according to attachment NO. (252) to the extraordinary general assembly agenda items for the shareholders to review and vote on based on the board resolution and after reviewing and consideration.**

**We inform you that the ministry has no objection to introducing these amendments to the extraordinary general assembly as convening to be provided with a copy of the documents and shareholders' resolutions to proceed with the regulatory procedure and publishing the resolutions on the ministry website and the link ([pd.mci.gov.sa](http://pd.mci.gov.sa)) in accordance with clause 2 of the article 8 of the Companies Law.**

**Operations Manager**

**Abdullah Mansur Alsubaei**

| Amendments to Nahdi Medical Company By-Laws                               |   |   |      |          |   |                      |   |  |   |                                    |   |  |
|---|---|---|------|----------|---|----------------------|---|--|---|------------------------------------|---|--|
| Article Number  | The Article Before The Amendments   | The Article After The Amendments  |      |          |   |                      |   |  |   |                                    |   |  |
| Article (4):<br>The purposes of the Company                               | <p>The company carries out the following purposes: .....</p> <p>The company carries out its purposes in accordance with the applicable regulations after obtaining the necessary licenses from the competent authorities, if any.</p> | <p>The company carries out the following purposes:</p> <ol style="list-style-type: none"> <li>1- Non-specialized wholesale trade</li> <li>2- Retail sales in non-specialized stores of food, beverages, or tobacco.</li> <li>3- Other retail types in non-specialized stores.</li> <li>4- Retail sale of food in specialized stores.</li> <li>5- Retail sale of beverages in specialized stores.</li> <li>6- Retail sale in specialized stores of pharmaceutical, medical and pharmaceutical products, ornamental and cosmetic products.</li> <li>7- Retail sale of new other goods in specialized stores.</li> <li>8- Storage.</li> <li>9- Service activities related to land transportation.</li> <li>10- Other transportation support activities.</li> <li>11- Computer programming activities.</li> <li>12- Other activities for information services that are not classified in other locations</li> <li>13- Other financial services activities, with the exception of insurance and credit provision activities for pensions not classified in other locations.</li> <li>14- Advertising.</li> <li>15- Combined facilities support activities</li> <li>16- Building cleaning activities</li> <li>17- Packaging and packing activities.</li> <li>18- Other support services activities for businesses are not classified in other locations.</li> <li>19- Organizing business sector activities and contributing to improving its operations.</li> <li>20- Other activities related to human health</li> <li>21- Hospitals.</li> <li>22- Activities of medical and dental clinics.</li> <li>23- Other professional, scientific and technical activities that are not classified in other locations.</li> <li>24- Manufacture of pharmaceuticals, medicinal chemicals and botanical products.</li> <li>25- Manufacture of soap, disinfectants, cleaning and polishing preparations, perfumes and cosmetics.</li> </ol> |      |          |   |                      |   |  |   |                                    |   |  |
|   |   | <table border="1"> <thead> <tr> <th>Part</th> <th>Category</th> </tr> </thead> <tbody> <tr> <td>Wholesale and retail trade and repair of motor vehicles and motorcycles -</td> <td>Retail sale of honey</td> </tr> <tr> <td>Other retail types in non-specialized stores.</td> <td></td> </tr> <tr> <td>Wholesale and retail trade and repair of motor vehicles and motorcycles -</td> <td>Retail sale of chocolate and cocoa</td> </tr> <tr> <td>Other retail types in non-specialized stores.</td> <td></td> </tr> </tbody> </table>  | Part | Category | Wholesale and retail trade and repair of motor vehicles and motorcycles - | Retail sale of honey | Other retail types in non-specialized stores. |  | Wholesale and retail trade and repair of motor vehicles and motorcycles - | Retail sale of chocolate and cocoa | Other retail types in non-specialized stores. |  |
| Part  | Category  |   |      |          |   |                      |   |  |   |                                    |   |  |
| Wholesale and retail trade and repair of motor vehicles and motorcycles - | Retail sale of honey  |   |      |          |   |                      |   |  |   |                                    |   |  |
| Other retail types in non-specialized stores.                             |   |   |      |          |   |                      |   |  |   |                                    |   |  |
| Wholesale and retail trade and repair of motor vehicles and motorcycles - | Retail sale of chocolate and cocoa  |   |      |          |   |                      |   |  |   |                                    |   |  |
| Other retail types in non-specialized stores.                             |   |   |      |          |   |                      |   |  |   |                                    |   |  |

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| Wholesale and retail trade and repair of motor vehicles and motorcycles - Other retail types in non-specialized stores.  | Retail sale of nuts, coffee, spices and Perfumery   |
| Wholesale and retail trade and repair of motor vehicles and motorcycles - Other retail types in non-specialized stores.  | Retail sale of cosmetics and decorative soaps       |
| Wholesale and retail trade and repair of motor vehicles and motorcycles - Other retail types in non-specialized stores.  | Retail sale of baby care supplies and tools         |
| Telecommunication & Information Technology - Computer programming activities.  | Application development                             |
| Professional, scientific and technical activities - Advertising  | Provision of marketing services on behalf of others |
| Administrative and support service activities - General cleaning of buildings  | General cleaning of buildings                       |
| Administrative and support services - packing and packaging activities   | Package and gift-wrapping activities                |
| Human health and social work activities - Other human health   | Urgent medical care centers                         |
| Human health and social work activities - Medical and dental clinics activities  | Medical clinics                                     |
| Wholesale and retail trade and repair of motor vehicles and motorcycles - Other retail types in non-specialized stores. - Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores. | Retail sale of medicinal herbal products            |
| Wholesale and retail trade and repair of motor vehicles and motorcycles - Other retail types in non-specialized stores. - Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores. | Pharmaceutical activities                           |
| Transportation and storage   | Medical device and product storage                  |
| Transportation and storage   | Cosmetic storage                                    |
| Transportation and storage   | Pharmaceutical storage                              |

|  |   |  |  |  |                               |  |                                   |   |                                       |  |                          |  |                              |  |                      |
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| Manufacture of pharmaceuticals, medicinal chemicals, and botanical products  | Pharmaceutical industry for human use   |  |  |  |                               |  |                                   |   |                                       |  |                          |  |                              |  |                      |
| Manufacturing industries: manufacture of soap, detergents, cleaning and polishing preparations, perfumes and cosmetics   | Manufacture of cosmetics  |  |  |  |                               |  |                                   |   |                                       |  |                          |  |                              |  |                      |
| Transportation and storage - Other transportation support activities   | Customs clearance activities  |  |  |  |                               |  |                                   |   |                                       |  |                          |  |                              |  |                      |
| Transportation and storage - Other transportation support activities   | Logistics activities  |  |  |  |                               |  |                                   |   |                                       |  |                          |  |                              |  |                      |
| <p data-bbox="1299 1816 1390 1960">Article (5):<br/>Term of the<br/>Company</p>  | <p data-bbox="1254 1326 1437 1960">The term of the company is 99 years, starting from the date of CR registration. This term may always be extended by the resolution of the Extraordinary General Assembly at least one year before the expiry of its term.</p>  |  |  |  |                               |  |                                   |   |                                       |  |                          |  |                              |  |                      |

| <p>The capital of the company is determined at 1,300,000,000 S.R., divided into 130,000,000 nominal shares of equal value, the nominal value of each amounting to 10 S.R., all of which are ordinary shares, and the paid-up value is 1,300,000,000 S.R.</p>   | <p>The capital of the company is determined at 1,300,000,000 S.R., divided into 130,000,000 nominal shares of equal value, the nominal value of each amounting to 10 S.R., all of which are ordinary shares in exchange for cash shares, and the paid-up value is 1,300,000,000 S.R. The cash amounts paid from the issued capital have been deposited in a licensed bank in an account bearing the name of the company.</p>   | <p>Article (6):<br/>The Capital</p>          |                         |          |                      |               |                             |              |                       |              |                      |              |              |              |             |              |   |   |
|--|--|--|-------------------------|----------|----------------------|---------------|-----------------------------|--------------|-----------------------|--------------|----------------------|--------------|--------------|--------------|-------------|--------------|---|---|
| <p>The company is managed by a board of directors consisting of (7) members, provided that they are persons of natural capacity elected by the ordinary general assembly of shareholders for a term not exceeding four years. As an exception, the shareholders appointed the first board of directors for a term of 5 years, as follows: -</p> <table border="1" data-bbox="678 649 1085 1321"> <thead> <tr> <th>Name</th> <th>Position</th> </tr> </thead> <tbody> <tr> <td>Saleh Salem Bin Mahfouz</td> <td>Chairman</td> </tr> <tr> <td>Abdulla Amer AlNahdi</td> <td>Vice-Chairman</td> </tr> <tr> <td>Abdelelah Salem Bin Mahfouz</td> <td>Board Member</td> </tr> <tr> <td>Yasser Ghulam Joharji</td> <td>Board Member</td> </tr> <tr> <td>Abdulatif Ali Alseif</td> <td>Board Member</td> </tr> <tr> <td>Junaid Bajwa</td> <td>Board Member</td> </tr> <tr> <td>Romain Voog</td> <td>Board Member</td> </tr> </tbody> </table> | Name   | Position                                     | Saleh Salem Bin Mahfouz | Chairman | Abdulla Amer AlNahdi | Vice-Chairman | Abdelelah Salem Bin Mahfouz | Board Member | Yasser Ghulam Joharji | Board Member | Abdulatif Ali Alseif | Board Member | Junaid Bajwa | Board Member | Romain Voog | Board Member | <p>The company is managed by a board of directors consisting of (7) members, provided that they are persons of natural capacity elected by the ordinary general assembly of shareholders for a term not exceeding four years. As an exception, the shareholders appointed the first board of directors for a term of 5 years, as follows: -</p> | <p>Article (14):<br/>Company Management</p> |
| Name   | Position   |  |                         |          |                      |               |                             |              |                       |              |                      |              |              |              |             |              |   |   |
| Saleh Salem Bin Mahfouz  | Chairman   |  |                         |          |                      |               |                             |              |                       |              |                      |              |              |              |             |              |   |   |
| Abdulla Amer AlNahdi   | Vice-Chairman  |  |                         |          |                      |               |                             |              |                       |              |                      |              |              |              |             |              |   |   |
| Abdelelah Salem Bin Mahfouz  | Board Member   |  |                         |          |                      |               |                             |              |                       |              |                      |              |              |              |             |              |   |   |
| Yasser Ghulam Joharji  | Board Member   |  |                         |          |                      |               |                             |              |                       |              |                      |              |              |              |             |              |   |   |
| Abdulatif Ali Alseif   | Board Member   |  |                         |          |                      |               |                             |              |                       |              |                      |              |              |              |             |              |   |   |
| Junaid Bajwa   | Board Member   |  |                         |          |                      |               |                             |              |                       |              |                      |              |              |              |             |              |   |   |
| Romain Voog  | Board Member   |  |                         |          |                      |               |                             |              |                       |              |                      |              |              |              |             |              |   |   |
| <p>Taking into account the terms of reference of the General Assembly, BOD shall have the widest powers in managing the company in a way that achieves its objectives. It is required that BOD obtain the approval of the General Assembly when selling assets whose value exceeds (50%) of the value of the total assets, whether the sale is made through one transaction or several transactions. In this case, the transaction that leads to exceeding 50% of the asset value is considered. The transaction that needs to be approved by the General Assembly, and this percentage is calculated from the date of the first transaction that took place during the previous 12 months. The BOD may, within the limits of its competence, authorize one or more of its members or third parties to undertake specific tasks.</p>   | <p>Taking into account the terms of reference of the General Assembly, BOD shall have the widest powers in managing the company in a way that achieves its objectives. It is required that BOD obtain the approval of the General Assembly when selling assets whose value exceeds (50%) of the value of the total assets, whether the sale is made through one transaction or several transactions. In this case, the transaction that leads to exceeding 50% of the asset value is considered. The transaction that needs to be approved by the General Assembly, and this percentage is calculated from the date of the first transaction that took place during the previous 12 months. The BOD may, within the limits of its competence, authorize one or more of its members or third parties to undertake specific tasks.</p> | <p>Article (17):<br/>Powers of the Board</p> |                         |          |                      |               |                             |              |                       |              |                      |              |              |              |             |              |   |   |

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|  | <p>exceeding 50% of the asset value is considered. The transaction that needs to be approved by the General Assembly, and this percentage is calculated from the date of the first transaction that took place during the previous 12 months. The BOD may, within the limits of its competence, authorize one or more of its members or third parties to undertake specific tasks.</p>  |  |
| <p><b>Article (18):</b><br/>Remuneration of Board Members</p>  | <p>1- The remuneration of BOD consists of The percentage of net profits, in-kind benefits, or what is determined by the Ordinary Assembly.</p> <p>2- The report of BOD to the Ordinary General Assembly at its annual meeting must include a comprehensive statement of all the benefits received by each member of BOD during the fiscal year in terms of remuneration, allowances for attending sessions, expenses allowances and other benefits, and it should also include a statement of what board members have received in their capacity as workers or administrators, or what they have received in return for technical, administrative or consulting work. In addition, it should include a statement of the number of Board sessions and the number of sessions attended by each member.</p>    |  |
| <p><b>Article (19):</b><br/>Powers of the Chairman, Vice chairman, Managing Director and Board Secretary</p> | <p>To sell and transfer to the buyer and collect the price - purchase, accept transfers, and pay the price - give gifts and convey the same - accept gifts and convey the same - mortgage and redeem mortgages, consolidate sukuk, partition and subdivide - take possession of deeds, update and input the same into the comprehensive system - assign deficiencies in areas and add the excess in thereof - request deeds of ownership (Istikam) and prepare all documents related thereto - request the implementation of Article 231 of the Law of Proceedings before Sharia Courts - convert agricultural land into residential/commercial lands - amend the owner's name and civil registration number - amend boundaries, lengths, areas, number of plots of land, number of plans, sukuk, dates</p> |  |

3-The Board chairman is responsible for managing the following: **(The Authorities Table)**

4-Also, the board Vice Chairman is responsible for managing the following: **(The Authorities Table)**

5-The BOD shall appoint a secretary to be chosen from among its members or from other.

6-By a written resolution, the board chairman may delegate some of his powers to other board members or to third parties to undertake specific tasks.

7-The Vice-Board chairman shall replace the Board chairman in his absence in cases where the Board has a Vice-Chairman.

thereof, names of districts - apply for and obtain sukuk in lieu of damaged or lost ones - lease - sign lease contracts - renew lease contracts - receive the rental for real estate located inside and outside the Kingdom - sell and convey to heirs. Moreover, the Chairman may conclude any agreement with regard to ownership transfer where he is entitled to sell (in cash or in instalments), accept transfers, mortgage and redeem mortgages for real estate, factories or buildings owned by the Company. He has the right to make, receive and deliver the prices thereof; receive the rental; receive sukuk; and request the amendment and the annotation thereof.

- To contact and represent the Company before all ministries, entities, institutions, government bodies and their affiliated departments and divisions, including the Royal Court, the Emirates, the Presidency of the Council of Ministers, the Ministry of Justice, the Ministry of Interior, the Ministry of Education, the Ministry of Commerce, the Ministry of Investment, the Ministry of Finance, the Ministry of Municipal and Rural Affairs and Housing (MoMRA), the Ministry of Communication and Information Technology (MCIT), the Ministry of Defense, the Ministry of Environment, Water and Agriculture (MEWA), the Ministry of Human Resources and Social Development (MHRSD), the Ministry of Health, the Ministry of Culture, the Ministry of Media, the Ministry of Islamic Affairs, Dawah and Guidance, the General Authority of Awqaf, the Ministry of Energy, the Ministry of Industry and Mineral Resources, the Ministry of Transport, the Ministry of Hajj and Umrah, the Ministry of Economy and Planning (MEP), the Capital Market Authority, the Saudi Standards, Metrology and Quality Organization (SASO), the Saudi Authority for Industrial Cities and Technology Zones (Modon), the Communications and Information Technology Commission (CITC), the Royal Commission for Jubail and Yanbu (RCJY), the Oversight and Anti-Corruption Authority, the Saudi Ports Authority, the Saudi Commission for Health Specialties, the Saudi Food & Drug Authority (SFDA), the Mortgage Unified Register, the Ministry of Tourism, the Saudi Human Rights Commission, the Saudi Wildlife Authority, the General Authority for Civil Aviation (GACA), the Royal Commission for Riyadh City (RCRC), the Makkah Region Development Authority, the Northern Squares Development Committee, the Royal Commission for Makkah City and Holy Sites, Almadinah Almunawarah Development Authority, the Ministry of Sport, the General Authority of Meteorology and Environmental Protection, the General Authority for Zakat and Income and the submission of Zakat declarations or tax, financial statements, receipt of Zakat certificates and objection thereto, the General Presidency of Promotion of Virtue and Prevention of Vice, the Saudi Central Bank, the Technical and Vocational Training Corporation (TVTC), the Saudi Railways Organization (SRO), the Saline Water Conversion Corporation (SWCC), the General Organization for Social Insurance (GOSI), King Abdulaziz City for Science and Technology, the General Presidency of the Grand Mosque and the Prophet's Mosque, the General Presidency of Islamic Research and Ifta, the Public Security, police stations, the General Directorate of Civil Defense, the Public Prosecution, the General Directorate of Investigation, the Oversight and Anti-Corruption Authority, the Presidency of State Security. The Chairman shall be entitled to obtain and amend any licenses as well as any permits required for the Company to manage its affairs. He may also cancel and transfer licenses, apply for and obtain documents and papers in lieu of lost or damaged ones from courts, notaries, or the like authoritative entities, including all governmental and non-governmental entities inside and outside the Kingdom of Saudi Arabia.

- To file cases, plead, defend, hear and respond thereto; acknowledge, settle, deny, accept settlements, assign,

release; request, reject and refuse oath-taking; present witnesses and evidence and challenge the same; reply, impeach, amend; challenge forgery or any other appeal; reject documents, seals and signature; request and lift travel bans; request foreclosure and enforcement; request arbitration; appoint experts and arbitrators; accept and challenge the reports of experts and arbitrators, dismiss and replace such experts and arbitrators; request the implementation of Article 231 of the Law of Proceedings before Sharia Courts and any other Article of said Law or any other Law in force inside and outside the Kingdom; request the enforcement of judgments; accept and reject judgments; object to and appeal judgments; seek reconsideration; request annotation on judgment sukuk; request pre-emption; take all actions necessary to attend hearings before all courts; receive amounts and judgment instruments; apply for replacements in lieu of lost or damaged documents; request referral of cases; request excluding judges; request inclusion and interference; request precautionary seizure; take all legal measures to implement the judgments issued in the interest of the Company; claim the Company's rights against third parties before the general courts, the criminal courts, the Board of Grievances (administrative courts), the Commercial, Traffic and Labor courts, the Supreme Judiciary Board, the Supreme Court, the Supreme Administrative Court, Labor Committees, the Financial Disputes Settlement Committees, the Banking Disputes Settlement Committees, the Committees for the Resolution of Securities Disputes/Conflicts, the Committee for Banking Disputes and Violations, the Customs Committees, the Commercial Fraud Committees, the Committees for the Settlement of Insurance Disputes and Violations, the Control and Investigation Health Authorities, Prosecution, the Committee for the Settlement of Commercial Disputes (CSCD), the Legitimate Health Authorities, and before all competent committees and entities in all names and ranks; request arbitration before arbitration tribunals located inside and outside the Kingdom; appoint, dismiss and replace arbitrators; accept and object to arbitration awards; appoint experts and object against them; accept and object against experts' reports; apply for and obtain sukuk that prove the endowment, gift, purchase or sale of buildings; apply for and obtain sukuk granting the Chairman the right to buy, sell, invest, divide, merge, build, mortgage, or redeem mortgages of an (endowed or non-endowed) real estate. Within the limits of the powers granted to the Chairman, he may delegate all or some of this above-mentioned powers to third parties, and may cancel and terminate said delegations or proxies. The Chairman may also grant Proxy Holders or Delegates the right to delegate third parties. The Vice Chairman shall replace and assume the powers and duties of the Chairman when the latter is absent. Such powers and duties shall be entrusted by the Chairman to the Vice Chairman in writing.

The BOD shall appoint a secretary chosen by it from among its members or others, who shall be competent to:

- Attending the meetings of the BOD, and preparing all documents necessary for the meeting.
- Working in accordance with the instructions and minutes of the company's general meetings, taking the necessary signatures.
- Carrying out any tasks required by the articles of association from the company's BOD or any tasks required by the nature of the work.
- The remuneration of the Secretary of the Board shall be determined by a resolution of the BOD.
- The term of the Chairman, Deputy Chairman, MD, and Secretary shall not exceed the term of membership of each in the Board. They may be re-elected and the Board may at any time dismiss them or any of them without

prejudice to the right of the dismissed person to compensation if the dismissal occurs for an unlawful reason or at an inappropriate time.

1. The MD or CEO, in accordance with the powers granted to each by the BOD has the right to sign on behalf of the Company any contracts or loans, as well as the right to purchase any assets, property, equipment, machinery, medical materials or preparations that fall within the activity of the Company, provided that the work done is beneficial for the Company.
2. The MD or CEO, in accordance with the powers granted to each by the BOD has the right to sign the current supply contracts from inside or outside the Kingdom, opening the necessary credits for them whenever they are within the objectives and activities of the company.
3. The MD or CEO, in accordance with the powers granted to each by the BOD has the right to withdraw, disburse, receive and deposit the company's funds with banks, debtors, financial companies, investment funds or lending funds, provided that the maximum limit specified for this is not exceeded.
4. The MD or CEO, in accordance with the powers granted to each by the BOD has the right to sign the company's articles of association and amendment annexes in which the company participates before the Notary Public, and other contracts and instruments and to complete the procedures of discharge before the Notary Public and before other official bodies.
5. The MD or CEO, in accordance with the powers granted to each by the BOD has the right to appoint and dismiss senior managers, employees, pharmacists, scientific advisors, laboratory technicians or ordinary workers, having the right to disburse their statutory or contractual rights in accordance with the procedures in force in the company.
6. Without prejudice to any powers granted to third parties by the BOD, the MD or CEO, in accordance with the powers granted to each by the BOD has the right to negotiate and conduct scientific, technical and investment studies and research, assigning the competent advisory bodies to perform the needed action. The MD or CEO shall prepare the substantive and practical plans necessary for Saudization in all the activities of the company and the development of its human resources, including contracting with the Human Resources Fund for this purpose.
7. Providing all necessary information and drafts to the BOD when preparing investment plans and policies, having the right to seek the assistance of specialists and consultants as he deems necessary for this purpose.
8. The MD or CEO shall submit all financial and commercial data of a competitive nature to the BOD, taking the necessary resolutions and any recommendations thereon, including the work of agencies and distribution, entering into government and private tenders, as well as everything related to business development, profit development, or related to reducing operational costs, including information systems, inventory control, quality and validity periods.
9. The MD or CEO has the right to seek the assistance of any of the advisory bodies he deems necessary to enable him to perform his duties smoothly, taking into account the provisions of the applicable laws and regulations related to the Company, including the regulations of the financial market related to confidentiality or disclosure according to the nature of the subject or procedure, all without prejudice to the right of the BOD to withhold all or some of these powers whenever he deems it necessary, and without prejudice to any powers that the BOD may

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|  |  | <p>grant to the Executive Body, or to third related parties if any.<br/>The MD and the CEO shall have the right to delegate to third parties all or some of his powers prescribed above.</p>   |
| <p>Article (25):<br/>Remuneration<br/>of Board<br/>Members</p> | <p>The remuneration of BOD consists of a certain amount and attendance allowance for the sessions attendance.<br/>2. The report of BOD to the Ordinary General Assembly at its annual meeting must include a comprehensive statement of all the benefits received by each member of BOD during the fiscal year in terms of remuneration, allowances for attending sessions, expenses allowances and other benefits, and it should also include a statement of what board members have received in their capacity as workers or administrators, or what they have received in return for technical, administrative or consulting work. In addition, it should include a statement of the number of Board sessions and the number of sessions attended by each member.</p> | <p>Delete the Article</p>  |
| <p>Article (48):<br/>Formation of<br/>Reserves</p>             | <ol style="list-style-type: none"> <li>1. The Ordinary General Assembly may decide to form reserves, to the extent that achieves the interest of the company or guarantees the distribution of fixed profits to the shareholders as much as possible. The assembly may also deduct amounts from the net profits to achieve social purposes for the company's employees.</li> <li>2. The General Assembly shall determine the percentage that must be distributed among the shareholders from the net profits after deducting the reserves, if any.</li> <li>3- The Company may disburse semi-annual or quarterly interim dividends to its shareholders and may authorize the Board of Directors to undertake it.</li> </ol>  | <ol style="list-style-type: none"> <li>1. The Ordinary General Assembly may decide to form reserves, to the extent that achieves the interest of the company or guarantees the distribution of fixed profits to the shareholders as much as possible. The aforementioned assembly may also deduct amounts from the net profits to achieve social purposes for the company's employees.</li> <li>2. The General Assembly shall determine the percentage that must be distributed among the shareholders from the net profits after deducting the reserves, if any.</li> <li>3- The Company may disburse semi-annual or quarterly interim dividends to its shareholders and may authorize the Board of Directors to undertake it.</li> </ol> |

|                                  |  |                              |
|----------------------------------|--|------------------------------|
|                                  | profits after deducting the reserves, if any.  |                              |
| Article (50):<br>The Fiscal Year | The company's fiscal year starts from the first of January and ends at the end of December of each year, provided that the first fiscal year begins from the date of its registration in the CR until the end of December of the following year. | Delete the Article           |
| Re-numbering of all articles     | Re-numbering of all articles   | Re-numbering of all articles |