



**Board of directors' annual report Form Attached to  
The financial statements  
(As per article 40 of Listing rules)**

<b>Company Name</b>	<b>Integrated Diagnostics Holdings PLC</b>
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**General Information:**

Company Purpose: <b>All work is legally permissible in accordance with the laws in force in Jersey, and among the activities carried out by the company is the establishment, ownership and management of specialized laboratories for advanced medical analyzes and the provision of diagnostic and therapeutic services, including radiology.</b>			
Duration of the company	Undefined according to Jersey law	Listing date	4/5/2021
The law under which the company is incorporated	Jersey law for the year 1991	Stock nominal value	0.25 USD
Authorized capital (updated)	180 Million USD	Issued Capital (updated)	150 Million USD
Paid-in Capital (updated)	150 Million USD	Commercial registry number & registration date	117257 Jersey commercial register, in 4/12/2014

**Investor relations:**

Investor relations officer	Tarek Yehia Mohamed		
Head Office address	Building B216-F7 Smart Village, Giza		
Telephone no.	01068826678	Fax No.	
Website	<a href="http://www.idhcorp.com">www.idhcorp.com</a>		
E-mail	Tarek.yehia@idhcorp.com		

**Financial Auditor**

Name	PWC – UK		
Date of appointment	30 June 2022		
Listing in FRA Register	N/A		
Listing No.	N/A	Listing Date	N/A

**Shareholder's Structure and BOD's ownership on the date of financial:**
**(a) Shareholders of 5% or more of company's' shares:**

Name	No. owned shares	Percentage of ownership
Hena Holdings Ltd.	162,445,383	27.07%
ACTIS IDH B.V.	126,000,000	21.00%
International Finance Corporation (IFC) and IFC MENA Fund	34,755,198	5.79%
Other	276,799,419	46.13%
<b>Total</b>	<b>600,000,000</b>	<b>100%</b>

**(b) BOD's ownership in the company:**

Board member name	No. owned shares	Percentage of ownership
Prof. Dr. Hend El Sherbini	162,445,383 Indirectly through Hena Holdings Ltd.	27.07%
Lord St John of Blesto	20,000 shares, place of transaction: LSE	
Yvonne Stillhart	230,000 shares, place of transaction: LSE	
<b>Total</b>	<b>162,695,383</b>	<b>27.12%</b>

(c) **Treasury stocks as of date of purchase:**

Date	Outstanding balance as of the last disclosure statement	Percentage%
N/A	N/A	
<b>Total</b>	N/A	

**Board of Directors**

A) **Current structure**

Name	Title	Entity represented.	Description (Executive/ Non-executive – Independent)
<b>Lord St John of Blesto</b>	<b>Chairman</b>		<b>Non-executive / Independent</b>
<b>Prof. Dr. Hend El Sherbini</b>	<b>Managing Director</b>		<b>Executive / Dependent</b>
<b>Hussien Choucri</b>	<b>Member</b>		<b>Non-executive / Independent</b>
<b>Dan Olsson</b>	<b>Member</b>		<b>Non-executive / Independent</b>
<b>Richard Henry Phillips</b>	<b>Member</b>	<b>Actis IDH B.V.</b>	<b>Non-executive / Dependent</b>
<b>Yvonne Stillhart</b>	<b>Member</b>		<b>Non-executive / Independent</b>
<b>Sherif El Zeiny</b>	<b>Member</b>		<b>Executive / Dependent</b>

\* Mention all amendments during the year

B) **Board of Directors Meeting: (no. of meetings during the year):**

Board of Directors Meeting was held 5 times during the year 2023

**Audit committee:**

A) **Current structure**

Member Name	Entity Represented
<b>Dan Olsson</b>	<b>Head of Committee</b>
<b>Hussien Choucri</b>	<b>Member</b>
<b>Yvonne Stillhart</b>	<b>Member</b>

**B) Audit committee's responsibilities, and the assigned tasks:**

The Audit Committee's role is to assist the Board with the discharge of its responsibilities in relation to financial reporting, including:

- reviewing the Group's annual and half-year financial statements and quarterly financial statements;
- reviewing the Group's accounting policies, internal and external audits and controls;
- reviewing and monitoring the scope of the annual audit and the extent of the non-audit work undertaken by external auditors;
- advising on the appointment of external auditors and reviewing the effectiveness of the internal audit, internal controls, whistleblowing and fraud systems in place within the Group; and
- ensuring that the quality of information on sustainability factors, including on climate change, is comparable and meets the standards of financial information.

The Board has ultimate responsibility for the Group's internal controls; however, they have delegated oversight of the Group's system of internal controls to the Audit Committee so as to safeguard the assets of the Group and the interests of shareholders. The Audit Committee thus reviews the effectiveness of the Group's internal controls on an ongoing basis to ensure the keeping of proper accounting records, safeguarding the assets of the Group and detecting fraud and other irregularities. The Audit Committee reports back to the Board with their findings and recommendations.

**C) Audit committee achievements during the year:**

<b>No. of meetings during the year</b>	<b>7 Times</b>
<b>If the committee reports had been presented to the BOD?</b>	<b>Yes</b>
<b>If the committee reports mention any substantive observations that should be addressed?</b>	<b>No</b>
<b>If the BOD take actions to remedy the substantive observation?</b>	

**Company Employees:**

<b>Average no of employees during the year</b>	<b>6,672</b>
<b>Average income of employees during year</b>	<b>EGP 156,909</b>

**Employee Stock Ownership Plan (ESOP) (For employees and managers-if any):**

<b>Total no. of shares available according to ESOP</b>	N/A
<b>Total no. of shares granted during the year</b>	N/A
<b>No. of beneficiaries from ESOP</b>	N/A
<b>Total no. of shares granted since the implementation of ESOP</b>	N/A
<b>Owner of 5% or more of shares according to ESOP shares, or 1% of company's shares</b>	N/A

**Violations and Actions Taken related to Capital market law and Listing rules:**

A fine for delaying the submission of financial statements from the Financial Regulatory Authority. The company has reconciled and paid the fine

**Transactions with relevant parties:**

N/A

**The company's contributions in the field of community development and environmental preservation:**

The company views its corporate responsibility initiatives as an extension of its core purpose, with the goal of improving the communities in which it operates. The company pays up to 1% of the net profits of the Borg and Al Mokhtabr companies to the Momena Kamel Foundation for training and skills development. It was founded in 2006 by Dr. Momena Kamel, professor of pathology at Cairo University and founder of IDH's Al Mokhtabr company, and the mother of the CEO Dr. Hend El-Sherbiny. The Foundation allocates this amount to organizations and groups in need of assistance. The Foundation publishes an integrated program and vision for the communities it helps, including economic and social development and health care initiatives. In 2023, EGP 6.6 million (2022: EGP 8.9 million) was paid to the foundation by the company.

**1- The overall status of the company and the outcome of the business and its future plans.**

Integrated Diagnostic Holding Company is a leading healthcare company in the Middle East and North Africa region, offering a wide range of diagnostic tests and radiology in Egypt, Jordan, Nigeria, Sudan and Saudi Arabia. The group's main brands include Al Borg Laboratories and Al Mokhtabar for Medical Analysis and Al Borg Scan Radiology Centers in Egypt, in addition to Biolab in (Jordan), Ecolab in (Nigeria), Ultralab and Al Mokhtabar in (Sudan), and Biolab in Saudi Arabia. The company has more than 40 years of experience and a proven history of quality and safety standards, in addition to internationally recognized accreditations for its business portfolio that includes more than 3,000 types of medical tests. The company's branch network includes 601 branches as of December 31, 2023, providing services to approximately 8.5 million patients and conducting approximately 36.1

million tests during 2023. The company will continue to expand in laboratories through a pivotal business model that provides scalable platforms. Integrated Diagnostics Holding Company is a Jersey registered company and listed on the London Stock Exchange (share code: IDHC) since 2015, and was listed on the Egyptian Stock Exchange (share code: IDHC.CA) in May 2021.

- Revenue EGP 4,123 Mn with growth of 14%
- Gross Profit of EGP 1,524 Mn with 4% increase and margin of 37% versus 41% previous year.
- Operating profit: EGP 738 Mn, with a YoY growth of -11%.
- EBITDA of EGP 1,192 Mn with an annual increase of 2%, versus 1,172 in the previous year
- Net Profit of EGP 468 Mn, with a decrease of 11%, with a margin of 11% versus margin of 15% for the previous year.

**2- Proposed profits to be distributed on the shareholders.**

The Board of Directors Proposed No dividends for year 2023

**3- Proposals for transfer of profits to provisions.**

N/A

**4- The main activities of the company and its affiliates and any changes in ownership of affiliates during the year.**

In all its companies, the group practices work in the medical field, especially the field of medical analysis and x-ray examination, and there is no change during the year 2023 from the previous year, 2022.

**5- Present value of assets – if the book value is significantly different from the current market value.**

N/A

**6- The percentage of business size and net profit or loss distributed across the company's main activities.**

Business Size: the group recorded revenue of EGP 4,123 Mn, and Net Profit: of EGP 468 Mn.

**7- Volume of exports.**

N/A

**8- Statement of Voluntary contributions.**


Voluntary donations reached EGP 6.6 Mn in 2023, from EGP 8.9 Mn in 2022.

**9- Statement of shares and bonds issued during the year.**

N/A

**Company Chief Executive Officer**

**Name: Prof. Dr. Hend El Sherbini**

**Signature:** 

**Date: 27-03-2024**

