

## " Proxy Form"

The proxy form is not available, as the General Assembly will be conducted virtually via Means of Modern Technology (Tadawulaty Platform)

Shareholders registered in Tadawulaty service will be able to vote electronically on the General Assembly's Agenda. Please note that the registration in Tadawulaty service and voting is free of charge for all shareholders.

In addition, we would like to bring to your attention that there will be a live of the Assembly at the provided link in Tadawulaty.

For more inquiries, please contact the Investor Relations department Email: [IR@nahdi.sa](mailto:IR@nahdi.sa), Phone:0126535353

**Thank you and best regards**

17/03/2025

**Dear Respected General Assembly Members**

**Nahdi Medical Company**

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:

1. Voting on the business and contract with Al Nahdi Company for Commercial Investments, the contract is a lease agreement, knowing that the total value of the contract is (700,000) Saudi Riyals annually, for a one-year period, which it represents an indirect interest for a member of the Board of Directors Mr. Abdullah Amer Al Nahdi, under the prevailing commercial terms and without preferential benefits.
2. Voting on the business and contract with Al Nahdi Company for Commercial Investments, the contract is a lease agreement, knowing that the total value of the contract is (300,000) Saudi Riyals annually, for a one-year period, which it represents an indirect interest for a member of the Board of Directors Mr. Abdullah Amer Al Nahdi, under the prevailing commercial terms and without preferential benefits.
3. Voting on the business and contract with Al Nahdi Company for Commercial Investments, the contract is a lease agreement, knowing that the total value of the contract is (350,600) Saudi Riyals annually, for a one-year period, which it represents an indirect interest for a member of the Board of Directors Mr. Abdullah Amer Al Nahdi, under the prevailing commercial terms and without preferential benefits.
4. Voting on the business and contracts concluded between the company and Mr. Abdulrahman Abdullah Amer Al-Nahdi. which it represents an indirect interest for a member of the Board of Directors Mr. Abdullah Amer Al Nahdi. The contract is for real estate consultation services, for a one-year period, knowing that the total value of the contract is (500,000) Saudi Riyals, under standard commercial terms without preferential benefits.
5. Voting on the business and contract with Al-Nahdi for Transportation Company, in order to provide goods transportation services, knowing that the total value of the contract is (7,258,149) Saudi Riyals annually, for a one-year period, which it represents an indirect interest for a member of the Board of Directors Mr. Abdullah Amer Al-Nahdi under the prevailing commercial terms and without preferential benefits.
6. Voting on the business and contract with Red Sea Limited Company, the contract is a lease agreement, knowing that the total value of the contract is (1,050,000) Saudi Riyals annually, for a one-year period, which it represents an indirect interest for the Chairman of the Board of Directors Mr. Saleh Salem Ahmed Bin Mahfouz and Mr. Abdulelah Salem Ahmed Bin Mahfouz, under the prevailing commercial terms and without preferential benefits.
7. Voting on the business and contract with Al Mahmal Facilities Services Company, in order to provide maintenance services for the headquarter building, knowing that the total value of the contract is (810,570) Saudi Riyals annually, for a one-year period, which it represents an indirect interest for the

Chairman of the Board of Directors Mr. Saleh Salem Ahmed Bin Mahfouz and Mr. Abdulelah Salem Ahmed Bin Mahfouz, under the prevailing commercial terms and without preferential benefits.

8. Voting on the business and contracts concluded between the company and Ray Al-Alam Medical Company, in order to provide medical analysis services to the company and its sister companies, knowing that the total value of the contract is (210,105) riyals annually, for a period of one calendar year, which It represents an indirect interest for the Chairman of the Board of Directors, Mr. Saleh Salem Ahmed Bin Mahfouz, under the prevailing commercial terms and without preferential benefits.
9. Voting on the business and contracts concluded between the company and Al-Rajhi Banking and Investment Company, in order to exchange the services of the points gained from the loyalty programs of both companies, knowing that the total value of the contract is (13,100,000) Saudi Riyals, for a one-year period, which it represents an indirect interest for a member of the Board of Directors, Mr. Abdullatif bin Ali Al-Saif, under the prevailing commercial terms and without preferential benefits.

This document is for the purposes of informing the General Assembly of related party transactions by the board and not for the vote on it.

BOD Member Present	Title	Signature
Mr. Saleh Bin Mahfouz	BOD Chairman	
Mr. Abdullah Al-Nahdi	BOD Vice Chairman	
Mr. Abdulelah Bin Mahfouz	Non-Executive Member	
Eng. Yasser Joharji	Executive Member	
Eng. Abdullatif Bin Ali Al-Saif	Independent Member	
Dr. Junaid Bajwa	Independent Member	
Eng. Romain Voog	Independent Member	



## KPMG Professional Services Company

Zahran Business Center  
Prince Sultan Street  
P. O. Box 55078  
Jeddah 21534  
Kingdom of Saudi Arabia  
Commercial Registration No 4030290792

Headquarters in Riyadh

## شركة كي بي إم جي للاستشارات المهنية مساهمة مهنية

مركز زهران للأعمال  
شارع الأمير سلطان  
ص. ب. 55078  
جدة 21534  
المملكة العربية السعودية  
سجل تجاري رقم 4030290792

المركز الرئيسي في الرياض

# Independent Limited Assurance Report to Nahdi Medical Company on the Board of Directors' Declaration on the Requirements of Article 71 of the Companies Law

## To the Shareholders of Nahdi Medical Company

We were engaged by the management of Nahdi Medical Company (the "Company") to report on the Board of Directors' declaration prepared by the Management in accordance with the requirements of Article 71 of the Companies Law, which comprises the transactions carried out by the Company during the year ended 31 December 2024 in which any of the members of Board of Directors of the Company had direct or indirect personal interest as detailed below ("Subject Matter") and the accompanying management's statement thereon as set out in Appendix 1, in the form of an independent limited assurance conclusion that based on our work performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter is not properly prepared, in all material respects, based on the applicable criteria ("Applicable Criteria") below.

## Subject Matter

The Subject Matter for our limited assurance engagement is related to the Board of Directors' declaration enclosed in the attached Appendix 1 (the "Declaration") prepared by the Management in accordance with the requirements of Article 71 of the Companies Law, presented by the Board of Directors of Nahdi Medical Company (the "Company"), which comprises the transactions carried out by the Company during the year ended 31 December 2024 in which any of the members of Board of Directors of the Company had direct or indirect personal interest.

## Applicable Criteria

We have used the following as the Applicable Criteria:

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

## Nahdi Medical Company's Responsibility

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

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

KPMG Professional Services Company, a professional closed joint stock company registered in the Kingdom of Saudi Arabia with a paid-up capital of SAR110,000,000 and a non-partner member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. Commercial Registration of the headquarters in Riyadh is 1010425494.

شركة كي بي إم جي للاستشارات المهنية مساهمة مهنية، مسجلة في المملكة العربية السعودية، رأس مالها (110,000,000) ريال سعودي مدفوع بالكامل، وهي عضو غير شريك في الشبكة العالمية لشركات كي بي إم جي المستقلة والتابعة لـ كي بي إم جي العالمية المحدودة، شركة انجليزية محدودة بضمان. رقم السجل التجاري للمركز الرئيسي في الرياض هو 1010425494.

## Nahdi Medical Company's Responsibility (continued)

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

## Our Responsibility

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

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

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

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

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

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

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

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

## Procedures Performed

Our procedures performed are as follows:

- Obtained the declaration that includes the transactions and/or contracts performed in which any of the BoD members of the Company has either direct or indirect interest during the year ended 31 December 2024 ;

## Procedures Performed (continued)

- Reviewed the minutes of meetings of the BoD that indicate notifications to the BoD by certain director(s) of actual or potential conflicts of direct or indirect interest in relation to transactions and/or contracts involving the BoD member;
- Checked that the minutes of meetings of the BoD that the relevant director(s) who notified the BoD of actual or potential conflicts of direct or indirect interest did not vote on the resolution to recommend the related transaction(s) and/or contract(s);
- On a sample basis, obtained the required approvals along with supporting documents in respect of the transactions and/or contracts included in the declaration; and
- Checked the transaction amounts included in the Declaration agree, where applicable, to the transaction amounts disclosed in note 29 to the audited consolidated financial statements of the Company for the year ended 31 December 2024.

## Conclusion

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

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


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

## Restriction of Use of Our report

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

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

## KPMG Professional Services Company

  
**Nasser Ahmed Al Shutairy**  
 License No. 454



Jeddah, 23 March 2025  
 Corresponding to 23 Ramadan 1446H

## Annual Audit Committee Report for the General Assembly, Financial Year 2024.

Dear Shareholders of Al Nahdi Medical Company,

Greetings,

The Audit Committee of Al Nahdi Medical Company, a public joint-stock company, is pleased to present its annual report for the financial year ending December 31, 2024. This report includes our opinion on the adequacy of the internal control system within the company, as well as the additional tasks undertaken by the committee within its jurisdiction, in accordance with applicable regulatory requirements.

### Audit Committee Structure:

The Audit Committee consists of three members: a non-executive board member, and two independent members, not a board member. The committee's chair and members were appointed by the company's board of directors in 2024. The committee's responsibilities, tasks, and remuneration for its members were established by the company's General Assembly in accordance with related regulatory requirements. The committee held seven meetings during the financial year 2024.

The Audit Committee operates under a charter that complies with the Corporate Governance Regulations issued by the Capital Market Authority, which has been approved by the ordinary General Assembly.

### Members of the Audit Committee:

The Audit Committee comprises the following members:

Name	Nature of The Membership
1 Mr. Abd Al-Latif bin Ali Al-Saif Non-executive board member	Chairman
2 Dr. Wael Kamal Eid Independent Member, Not a Board Member	Committee member
3 Dr. Abu Bakr Ali Bajaber* Independent Member, Not a Board Member	Committee member
4 Mr. Walid bin Abdullah Temairik* Independent Member, Not a Board Member	Committee member

\*A decision from the Board of Directors on October 22, 2024, appointed Mr. Walid bin Abdullah Temairik (Independent Member, Not a Board Member) as a member of the Audit Committee replacing Dr. Abu Bakr Ali Bajaber (Independent Member, Not a Board Member) until the end of the current term on October 4, 2026.



## Overview of the Committee's responsibilities:

### Financial Reports:

- Review the quarterly and annual financial statements related to the financial year ending December 31, 2024, and recommend their approval to the Board of Directors.
- Review the main accounting policies and procedures used in preparing the financial statements and review accounting estimates on important matters in accordance with applicable standards and regulations.
- Investigate any significant issues raised by the External auditor, internal auditor, or management regarding the financial statements.

### External Auditor:

- Review the activities and work plan of the External auditor and ensure the effectiveness of the audit activities while considering applicable rules and standards.
- Confirm the independence and objectivity of the External auditor.
- Assess the criteria for evaluating proposals from External auditors for the financial year ending December 31, 2024, and recommend the appointment of the External auditor to the Board.
- Discuss and follow up on the observations and recommendations contained in the management report provided by the External auditor.
- Ensure that the executive management cooperates with the External auditor and enables them to perform their work, as well as verify that there are no restrictions or difficulties encountered during the audit process.

### Internal Audit:

- Ensure the independence of the internal audit department and verify the availability of necessary resources for performing its tasks.
- Review and approve the risk-based internal audit plan.
- Oversee the activities of the internal audit department according to the approved plan.
- Review internal audit reports and follow up on the implementation of corrective actions for the noted observations.
- Ensure that the executive management cooperates with the internal auditor and enables them to perform their work, as well as verify that there are no restrictions or difficulties encountered during the internal audit process.



### Compliance:

- Report on updates and key topics discussed in committee meetings to the Board of Directors.
- Monitor the company's compliance with relevant laws, regulations, policies, and instructions.
- Review proposed transactions that the company intends to enter with related parties, in addition to reviewing a summary of transactions with related parties that occurred during 2024 as outlined in the company's financial reports and submit any observations or comments to the Board.

### Communication with the Board of Directors:

The Chairman of the Committee reports to the Board of Directors on developments and important topics discussed in the Committee. During the year, no conflict was discovered between the Committee and the Board of Directors.

### Results of the Assessment of Internal Control and Financial Risk Management Systems:

Based on the annual evaluations of the internal control procedures in 2024 and what was submitted by the company's management, the internal audit department, the external auditor, The committee concluded that there is no fundamental weakness in the company's internal control, financial or risk management systems. As a result, the evaluations provided sufficient assurances about the effectiveness and adequacy of the company's internal control system, the operations, the preparation and fair presentation of financial reports, and compliance with laws and regulations. While Internal control provides reasonable assurance that an organization's objectives are achieved, it is important to mention that no matter how well the control systems are designed and operated, internal control cannot provide absolute assurance.