



## Middle East Healthcare Company (Saudi German Health) announce to invite The Shareholders to attend The Ordinary General Assembly (The First Meeting) Through Modern Technology

**Introduction:** The Board of Directors of the Middle East Healthcare Company (Saudi German Health) is pleased to invite valued shareholders to participate and vote in the Ordinary General Assembly Meeting (the first meeting) which is scheduled to be held at 8:00 on Sunday 04/01/1447H, corresponding to 29/06/2025G, via modern technology means provided by Tadawulaty system.

**City and Location of the General Meeting:** The company's office in Jeddah, located in the King Road Tower, Floor No. (24). (Using Tadawulaty system only)

**URL for the Meeting Location:** <https://www.tadawulaty.com.sa>

**Date of the General Meeting:** 04/01/1447H corresponding to 29/06/2025G

**Time of the General Meeting:** 8:00 PM

**Attendance Eligibility:** Shareholders registered in the issuer's shareholders registry in the Depository Centre at the end of the trading session preceding the General Assembly's meeting as per Laws and Regulations. The shareholder has the right to discuss the topics on the assembly's agenda and ask questions during the meeting.

### **The Quorum for the Convening of the Ordinary General Assembly's Meeting:**

According to Article (34) of the Company's Articles of Association, the Ordinary General Assembly meeting shall be deemed valid if attended by shareholders representing at least one-quarter of the company's shares with voting rights.

**Ordinary General Assembly Meeting Agenda: Attached.**



**E-Vote:** The shareholders who are registered in Tadawulaty Services may remotely vote on the Items of the Ordinary General Assembly starting from 01:00AM on Wednesday 29/12/1446H Corresponding to 25/06/2025G until the end of the Ordinary General Assembly meeting's time.

Therefore, the Company invites all its shareholders to participate and vote online through the Tadawulaty website where its services will be available and free of charge in the following link:  
[www.tadawulaty.com.sa](http://www.tadawulaty.com.sa)

**Eligibility for Attendance Registration and voting:** Eligibility for registering the attendance of the General Assembly's Meeting ends upon the convenience of the General Assembly's Meeting. Eligibility for voting on the Meeting Agenda ends upon the counting committee concludes counting the votes.

**Method of Communication:** In the event of an inquiry, we hope to contact the Shareholders Relations Department by phone number 0122606000, ext. 3129 or 3128, or by e-mail: [President4@sghgroup.net](mailto:President4@sghgroup.net) and e-mail [President5@sghgroup.net](mailto:President5@sghgroup.net).

Please note that a live audio broadcast will be available for the Ordinary General Assembly's meeting through the link available at Tadawulaty.



## **The Agenda of The Ordinary General Assembly Meeting (First Meeting)**



## **Items for the Ordinary General Meeting of (The First Meeting)**

1. To view and discuss the Board of Directors' report for the fiscal year end on 31/12/2024G.
2. To vote on the company's auditor's report for the fiscal year ending 31/12/2024G.
3. To view and discuss the financial statements for the fiscal year ending 31/12/2024G.
4. To vote on the appointment of the company's auditor from among the candidates based on the recommendation of the audit committee recommendation to the board of directors in this regard, to review and audit the financial statements for the second, third and fourth quarters and the annual statements for the fiscal year ending on 31/12/2025, in addition to the interim financial statements for the first quarter of the year 2026 and determine their fees.
5. To vote on payment (1,400,000 SAR) as remuneration and compensation to the Board of Directors for the fiscal year ending 31/12/2024G.
6. To vote on releasing the Board of Directors members from their responsibilities for the fiscal year ending 31/12/2024.
7. To vote on the Board of Directors' recommendation to distribute cash dividends in the amount of SAR (46,020,000) to shareholders for the financial period ending on 31/12/2024, at a rate of SAR (0.50) per share, representing 5% of the nominal value of the share. Eligibility for dividends shall be for shareholders who own shares at the end of the trading day on which the General Assembly meeting is held and who are registered in the Company's shareholders register at the Securities Depository Center Company (Edaa) at the end of the second trading day following the date of the General Assembly meeting. The dividend distribution will be completed within 15 business days from the eligibility date.
8. To vote on authorizing the Board of Directors with the authority of the Ordinary Assembly with the license mentioned in paragraph (1) of Article (27) of the Companies Law for a period of one year effective from the date of approval of the Ordinary General Assembly or until the end of the delegated Board of Directors Terms, whichever is earlier, according to the terms mentioned in the Regulatory Rules and Procedures issued according to the Companies Law relating to Listed Joint Stock Companies.



9. To vote on authorizing the Board of Directors with the powers of the Ordinary General Assembly to grant the license stated in paragraph (2) of Article 27 of the Companies Law, for a period of one year from the date of the General Assembly's approval or until the end of the term of the authorized Board of Directors, whichever comes first. This authorization pertains to the competing business activities listed in the Competitive Business Standards Regulation. (Attached)
10. To vote on the business and contracts conducted during the financial year ending on 31/12/2024 between the company and the Emirates Health Care and Development Company, in which the Chairman of the Board of Directors Eng. Sobhi Abdul Jalil Batterjee and a member of the Board of Directors Dr. Khaled Abduljalil Batterjee and the Vice Chairman of the Board Dr. Makarem Sobhi Batterjee hold shares, and Mr. Sultan Sobhi Batterjee has an indirect interest. The nature of Transaction is administrative supervision agreement for the Saudi German Hospital in Dubai in exchange for the Middle East Healthcare Company obtaining 10% of the net profit before deduction of taxes and zakat for ten years, there are no amounts for the year 2024G. This contract was made without conditions or preferential benefits. (Attached)
11. To vote on the business and contracts conducted during the financial year ending on 31/12/2024 between the company and the Bait Al-Batterjee College of Medical Science and Technology, which the Chairman of the Board of Directors Eng. Sobhi Abdel-Jalil, the Vice Chairman of the Board Dr. Makarem Sobhi Batterjee and a member of the Board of Directors Dr. Khaled Abduljalil Batterjee and a member of the Board of Directors Mr. Sultan Sobhi Abdul Jalil Batterjee have indirect interest in it. The nature of transaction is a continuous contract that is renewed annually through which the Middle East Healthcare Company provides training for students in medical and other specialties affiliated with Batterjee Medical College. The transaction amounted to (374,487 SAR) during the year 2024G, and this contract was made without conditions or preferential benefits. (Attached)
12. To vote on the business and contracts conducted during the financial year ending on 31/12/2024 between the company and the Bait Al-Batterjee Medical Company, which the Chairman of the Board of Directors Eng. Sobhi Abdel-Jalil, the Vice Chairman of the Board Dr. Makarem Sobhi Batterjee and a member of the Board of Directors Dr. Khaled Abduljalil Batterjee and a member of the Board of Directors Mr. Sultan Sobhi Abdul Jalil Batterjee have indirect interest in it. The nature of the transaction is an ongoing contract to provide consultations related to the management of new projects and the implementation of



administrative supervision agreements that is carried out by the Middle East Healthcare Company with other hospitals for ten years, and the transaction amounted to (6,300,895 SAR) during the year 2024G, and this contract was made without conditions or preferential benefits. (Attached)

**13.** To vote on the business and contracts conducted during the financial year ending on 31/12/2024 between the company and the Abdul Jalil Khaled Batterjee Company for the maintenance of medical devices (SYANAH) in which a member of the Board of Directors Dr. Khaled Abduljalil Batterjee has indirect interest in it. The nature of Transaction is a continuous contract that is renewed annually through which (SYANAH) is a renewal, repair, and maintenance of surgical instruments for the company's hospitals, the transaction amounted to (1,676,430 SAR) during the year 2024 G, and this contract was made without conditions or preferential benefits. (Attached)

**14.** To vote on the business and contracts conducted during the financial year ending on 31/12/2024 between the company and the Bait Al-Batterjee Company for Pharmaceutical Industries (Bab Pharma), in which the Chairman of the Board Eng. Sobhi Abdul-Jalil Batterjee holds a share in the company, while the Vice Chairman, Dr. Makarem Sobhi Batterjee, Board Member Dr. Khalid Abduljalil Batterjee, and Board Member Mr. Sultan Sobhi Batterjee have an indirect interest in it. The nature of the Transaction is a continuous contract that is renewed annually through which taking into consideration the specialized competence of (Bab Pharma) to procure and supply non-stock and selected Medicines with payments based on the actual purchase price of MEAHCO from third party suppliers. The transaction amounted to (45,343,173 SAR) during the year 2024, and this contract was made without conditions or preferential benefits. (Attached)

**15.** To vote on the business and contracts conducted during the financial year ending on 31/12/2024 between the company and the Gulf Youth Investment and Real Estate Development Company (Sawad Alhalool - JanPro), which the Vice Chairman of the Board of Directors Dr. Makarem Sobhi Abdul Jalil Batterjee holds a share in the company, and the Chairman of the Board, Eng. Sobhi Abduljalil Batterjee, Board Member Dr. Khalid Abduljalil Batterjee, and Board Member Mr. Sultan Sobhi Batterjee have an indirect interest in it, and it is a continuous contract that is renewed annually through which (JanPro Company) performs cleaning work And preserving the safety of the environment in the company's hospitals, and the transaction amounted to (32,920,990 SAR) during the year 2024, and this contract was made without conditions or preferential benefits. (Attached).



16. To vote on the business and contracts conducted during the financial year ending on 31/12/2024 between the company and the Bait Al-Batterjee Fitness Company in which the Chairman of the Board, Eng. Sobhi Abduljalil Batterjee, and the Vice Chairman, Dr. Makarem Sobhi Abduljalil, are partners, while Board Member Dr. Khalid Abduljalil Batterjee and Board Member Mr. Sultan Sobhi Batterjee have an indirect interest. The nature of Transaction is the annual contract to provide medical services to Bait Al-Batterjee Fitness Company employees by the company's hospitals. and there are (616 SAR) during the year 2024 G, and this contract was concluded without conditions or preferential benefits. (Attached)
17. To vote on the business and contracts conducted during the financial year ending on 31/12/2024 between the company and the International Hospitals Construction Company, in which the Chairman of the Board, Eng. Sobhi Abduljalil Batterjee, and Board Member Mr. Sultan Sobhi Abduljalil Batterjee are partners, while the Vice Chairman, Dr. Makarem Sobhi Batterjee, and Board Member Dr. Khalid Abduljalil Batterjee have an indirect interest. The nature of the transaction is the contract of restoration and the renewal of the company's hospitals at an amount of 346,526,924 SAR for three years and the amount of (168,005,480 SAR) was dealt during the year 2024G, and this contract was made without conditions or preferential benefits. (Attached)
18. To vote on the business and contracts conducted during the financial year ending on 31/12/2024 between the company and the International Hospitals Construction Company, in which the Chairman of the Board, Eng. Sobhi Abduljalil Batterjee, and Board Member Mr. Sultan Sobhi Abduljalil Batterjee are partners, while the Vice Chairman, Dr. Makarem Sobhi Batterjee, and Board Member Dr. Khalid Abduljalil Batterjee have an indirect interest. The nature of the transaction is the construction of Western Tower & Relocation of Existing Services at the Saudi German Hospital in Jeddah, at an amount of (223,301,009 SAR) for 36 months, the transaction amount was (56,559,549 SAR) during the year 2024G. This contract was concluded without conditions or preferential benefits. (Attached)
19. To vote on the business and contracts conducted during the financial year ending on 31/12/2024 between the company and the International Hospital Construction Company, in which the Chairman of the Board, Eng. Sobhi Abduljalil Batterjee, and Board Member Mr. Sultan Sobhi Abduljalil Batterjee are partners, while the Vice Chairman, Dr. Makarem Sobhi Batterjee, and Board Member Dr. Khalid Abduljalil Batterjee have an indirect interest. The nature of Transaction is the construction Staff housing at SGH



Makkah which amount (113,732,085 SAR) for 36 months, and the amount of dealing was (NIL) during the year 2024G. This contract was made without conditions or preferential benefits. (Attached)

20. To vote on the business and contracts conducted during the financial year ending on 31/12/2024 between the company and the International Hospitals Construction Company, in which the Chairman of the Board, Eng. Sobhi Abduljalil Batterjee, and Board Member Mr. Sultan Sobhi Abduljalil Batterjee are partners, while the Vice Chairman, Dr. Makarem Sobhi Batterjee, and Board Member Dr. Khalid Abduljalil Batterjee have an indirect interest. The nature of Transaction is the construction Outpatient Tower at the Saudi German Hospital in Riyadh for the amount of (132,621,449 SAR) for 36 months, and the amount of dealings was (NIL) during the year 2024 G. This contract was made without conditions or preferential benefits. (Attached)
21. To vote on the business and contracts conducted during the financial year ending on 31/12/2024 between the company and the International Hospitals Construction Company, in which the Chairman of the Board, Eng. Sobhi Abduljalil Batterjee, and Board Member Mr. Sultan Sobhi Abduljalil Batterjee are partners, while the Vice Chairman, Dr. Makarem Sobhi Batterjee, and Board Member Dr. Khalid Abduljalil Batterjee have an indirect interest. The nature of the Transaction is the construction of Inpatient Beds Expansion at the Saudi German Hospital in Riyadh, at an amount of (61,040,987 SAR) for 36 months, the transaction amount was (NIL) during the year 2024G. This contract was concluded without conditions or preferential benefits. (Attached)
22. To vote on the business and contracts conducted during the financial year ending on 31/12/2024 between the company and the Egyptian Saudi Company for Health Care, in which the Chairman of the Board, Eng. Sobhi Abduljalil Batterjee, the Vice Chairman, Dr. Makarem Sobhi Batterjee, and Board Member Dr. Khalid Abduljalil Batterjee are members of the company's Board of Directors and indirect shareholders, while Board Member Mr. Sultan Sobhi Batterjee has an indirect interest in it. The nature of transaction is administrative supervision agreement for the Saudi German Hospital in Cairo- Egypt in exchange for the Middle East Healthcare Company obtaining 10% of the net profit before deduction of taxes and zakat for ten years, the transaction amounted to (3,872,752 SAR) during the year 2024 G. This contract was made without conditions or preferential benefits. (Attached)



23. To vote on the participation of the Chairman of the Board, Eng. Sobhi Abduljalil Batterjee, in a business competing with the Company's activities. (Attached)
24. To vote on the participation of the Vice Chairman of the Board, Dr. Makarem Sobhi Batterjee, in a business competing with the Company's activities. (Attached)
25. To vote on the participation of the Board Member Dr. Khalid Abduljalil Batterjee in business competing with the Company's activities. (Attached)
26. To vote on the participation of the Board Member Mr. Sultan Sobhi Batterjee business competing with the Company's activities. (Attached)

Middle East Healthcare Company (MEAHCO)  
Saudi German Health  
C.R. Number 4030149460



شركة الشرق الأوسط للرعاية الصحية (ميكو)  
السعودي الألماني الصحية  
4030149460 سجل تجاري

## PROXY FORM



## PROXY FORM

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Dear Shareholder,

The proxy form is not available, as the Ordinary General Assembly meeting will only be conducted via modern technology.

In the event of an inquiry, we hope to contact the Shareholders Relations Department by phone number 0122606000, ext. 3129 or 3128, or by e-mail: [President4@sghgroup.net](mailto:President4@sghgroup.net) and e-mail [President5@sghgroup.net](mailto:President5@sghgroup.net).

Thank you.

Middle East Healthcare Company (MEAHCO)  
Saudi German Health  
C.R. Number 4030149460



شركة الشرق الأوسط للرعاية الصحية (ميكو)  
السعودي الألماني الصحية  
4030149460 سجل تجاري

# The Annual Report of The Audit Committee for The Year 2024



Date: 15 May 2025

Dear Shareholders

### **Subject: Audit Committee Annual Report 2024**

Greetings,

The following presents the items of the Audit Committee's Annual Report for the year 2024, which outlines the performance details related to the committee's responsibilities and duties as stipulated in the approved regulations governing its work. This includes the committee's recommendations and its opinion on the adequacy of internal control and financial systems, risk management, and the development of governance and compliance strategies within the organization. The report is based on the committee's meetings and deliberations throughout the year 2024.

#### **First: Financial reports**

The committee reviewed the preliminary and annual consolidated financial statements for the year 2024 and verified the accounting estimates related to material matters. It also reviewed the accounting policies adopted by the company and discussed the issues raised by the external auditor with the Chief Executive Officer and the Finance Department.

The committee believes that the financial statements, accounting estimates, and adopted policies are not in conflict with international accounting standards, are consistent with the nature of the company's activities, and are appropriate for its operations. Furthermore, the committee considers the company's financial statements to be fair and balanced and to include information that enables shareholders and investors to assess the company's financial position, performance, business model, and strategy.

#### **Second: Internal Audit**

The implementation of internal control systems and procedures is the responsibility of the company's executive management, under the oversight of the Audit Committee. The committee supervises these systems by reviewing their effectiveness and monitoring the activities of the Internal Audit Department. This includes following up on the execution of the annual internal audit plan, reviewing internal audit reports, and tracking the corrective and developmental actions that have been or will be taken by the executive management based on the recommendations related to the observations of the Internal Audit Department. These efforts aim to ensure alignment with internal control systems and to enhance and improve their effectiveness.



The committee also submits its resolutions and recommendations to the Board of Directors through the minutes of its meetings, in addition to matters presented by the Committee Chair during board meetings. The committee did not identify any observations that would have a material impact on the normal course of the company's operations under the current control system.

### **Third: External Auditor**

The committee recommended to the Board of Directors the appointment of the external auditor for the second, third, and fourth quarters and the annual audit for the fiscal year 2025, as well as the first quarter of 2026, ensuring the auditor's independence and determining the audit fees. The committee also reviewed the auditor's audit plan for the fiscal year 2024, monitored their work, and discussed their observations on the financial statements with the company's executive management and followed up on the actions taken in response.

### **Fourth: Risk Management**

In line with the strategic direction to strengthen corporate governance and compliance, the Audit Committee monitored the executive management's steps toward establishing an independent Risk Management Department. The goal is to develop a comprehensive Enterprise Risk Management (ERM) framework that identifies, measures, monitors, and sets appropriate response plans to potential risks facing the company.

The committee recommended completing the establishment of this department, approving its organizational structure, providing it with qualified technical personnel, and preparing the policies and procedures governing its work in accordance with best practices and professional standards.

### **Fifth: Compliance**

As part of its role in ensuring the company's adherence to regulatory requirements, rules, policies, and relevant instructions, the committee discussed and approved the establishment of an integrated Compliance and Corporate Governance Division. This included recommending the approval of its organizational structure, human resource needs, work model, charter, and annual work plan for the fiscal year 2025.

The committee also reviewed the compliance reports for the year 2024 and examined related-party contracts and transactions executed during the year.

### **Sixth: Audit Committee Meetings**

The Audit Committee held regular meetings throughout the year 2024, with a total of five meetings, in compliance with regulatory requirements. It also held periodic meetings with both the external and internal auditors.



### Generally Revealed Results of the Audit Committee:

The committee reviewed the observations presented by the external auditor during the audit of the 2024 financial statements. It oversaw the Internal Audit Department in accordance with its assigned responsibilities and discussed the reports submitted to the executive management, which included recommendations and observations aimed at strengthening the internal control system.

The committee conveyed its feedback to the executive management and submitted relevant recommendations to the Board of Directors when appropriate. The executive management, under the committee's ongoing oversight, continues to implement corrective actions by documenting, developing, and completing policies, procedures, organizational structures, IT systems, and process automation. Additionally, the committee supervised the development of strategies for the Compliance and Corporate Governance Division to ensure the company's adherence to applicable regulatory requirements, rules, and policies. It also reviewed the executive management's efforts to establish the Risk Management Department and recommends the continuation and activation of its role.

In conclusion, the internal and financial control systems have been designed and are being implemented on an acceptable basis.

**Audit Committee Chairman**

**Amr Mohamed Khashoggi**



## Attachment for Agenda Item # 9

### Regulations on Competing Business Standards



شركة الشرق الأوسط للرعاية الصحية (ميكو)  
Middle East Healthcare Company (MEAHCO)  
المستشفى السعودي الألماني  
Saudi German Hospitals

## Competitive Business Standards

<u>Disclaimer</u>	<u>تنويه هام لأخذه في الاعتبار</u>
<p>This English version of this document is a translation of the original Arabic Document and has been made for the purpose of informing non-Arabic speakers of the said document.</p> <p>In case of any discrepancy or misinterpretation of any clause or article, the original Arabic document shall prevail.</p>	<p>هذه النسخة الإنجليزية من هذا المستند يُمثل ترجمة للنسخة الأصلية الصادرة باللغة العربية، والغرض منها تعريف الناطقين بغير اللغة العربية بهذا المستند.</p> <p>وفي حال وجود اختلاف في الترجمة أو خطأ في تفسير النص لأي بند أو مادة من هذه اللوائح يعتبر النص الأصلي الصادر باللغة العربية هو الحاكم والمؤثق.</p>



## Competitive Business Standards

### 1. Introduction

These Competitive Business Standards (the "Standards") have been prepared for the Middle East Healthcare Company (Saudi German Hospital) based on Article 27 of the Companies Law and Article 45 of the Corporate Governance Regulations. These Standards set forth the rules and procedures governing the participation of the company's board members in competing businesses. The Standards are based on relevant provisions of the Companies Law, Corporate Governance Regulations, regulatory rules and procedures implementing the Companies Law for listed joint stock companies, and the company's Bylaws.

The company's business and related activities are defined in its bylaws and the articles of association of its subsidiaries, which include providing healthcare services through establishing, managing, operating, and maintaining hospitals, clinics, centers, institutes, rehabilitation and physical therapy centers, laboratories, radiology, pharmacies, and other related activities. These include wholesale trade in medical devices and supplies, physical therapy tools, and everything related to hospitals and medical centers, as well as wholesale and retail trade in computer equipment and software related to healthcare. It also includes commercial agencies in healthcare and pharmaceutical fields and organizing the company's exhibitions and conferences.

Cases involving competing business by board members will be handled according to the provisions of these Standards.

### 2. Scope of Application

2.1 These Standards apply to the members of the company's Board of Directors.

2.2 These Standards do not affect other obligations of board members under other company policies, such as the Conflict-of-Interest Policy. Obligations in these Standards are in addition to those and must always be complied with.

### 3. Definition of Competing Business

Participation in any activity that competes with the company, or its group includes:

3.1 A board member establishing a company or sole proprietorship or owning a significant share in a company engaged in similar business.

3.2 Accepting a board position or management role in a competing company or sole proprietorship.

3.3 Joining a committee in a company that competes with the company or its group.

3.4 Holding a commercial agency, overt or covert, for a company that competes with the company or its group.

3.5 Providing advice or guidance to a company or person working for a competing company.

3.6 Using knowledge or influence over the company's clients, suppliers, or consultants for the benefit of a competing entity.

### 4. Competition with the Company

4.1 A board member may not engage in any activity that competes with the company or any of its businesses unless authorized by the company's General Assembly.

4.2 This obligation is personal to each board member. Members must disclose to the Board any change in their position.

4.3 If a board member wishes to engage in a competing activity, they must:

- Inform the Board and record the disclosure in the minutes.
- Abstain from voting on related decisions.



- The Chairman must inform the General Assembly of the member's involvement in the competing business.

- Obtain authorization from the General Assembly.

4.4 When evaluating a competing activity, the Board must consider:

- The geographical scope of the competing business.

- Whether the competing activity will prevent the member from fulfilling their duties to the company.

- Whether the activity materially affects the members' role on the Board.

4.5 Deliberations and decisions regarding competing business must be documented in the Board minutes.

4.6 If the Board determines a violation occurred, the violator will be liable to compensate the company for damages, unless authorization has been granted by the General Assembly.

## 5. Disclosure by Nominees

Any nominee for the Board must disclose to the General Assembly or the Board if they are engaged in or intend to engage in any business that may compete with the company.

## 6. Duties of Board Members Involved in Competing Business

6.1 Members must act with integrity and put the company's interest ahead of their own.

6.2 Members must protect and not disclose any confidential company information.

6.3 Members are prohibited from directly or indirectly exploiting or benefiting from the company's assets, information, or investment opportunities. This includes any opportunity within the company's scope or that it intends to pursue. This also applies to members who resign to take advantage of such opportunities they became aware of during their term.

## 7. Denial of Authorization

If the General Assembly denies authorization under Article 72 of the Companies Law and Article 46 of the Corporate Governance Regulations, the board member must resign within the period specified by the General Assembly. Otherwise, their membership will be deemed terminated unless they withdraw from the competing activity or rectify their situation in accordance with the law before the deadline.

## 8. Governance of Standards

The Nomination and Remuneration Committee is responsible for periodically reviewing these Standards and evaluating their effectiveness as per paragraph (7) of Article 65 of the Corporate Governance Regulations.

## 9. Publication and Amendment

These Standards shall be adhered to from the date of approval by the General Assembly and must be published on the company's website for access by shareholders, stakeholders, and the public.



## **Attachments Regarding Item # 10 to 22**

**Limited examination report and the notification of the chairman of the board to the shareholders about the business and contracts that the members of the board have any direct or indirect interest in.**



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  
King Abdul Aziz Road (Malek Road)  
P.O. Box 1994  
Jeddah 21441  
Kingdom of Saudi Arabia  
Head Office – Riyadh

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Fax: +966 12 664 4408

[ey.ksa@sa.ey.com](mailto:ey.ksa@sa.ey.com)  
[ey.com](http://ey.com)

## LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF MIDDLE EAST HEALTHCARE COMPANY (A SAUDI JOINT STOCK COMPANY)

### Scope

We have been engaged by Middle East Healthcare 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) which is presented by the Company’s Board of Directors to the Ordinary 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 for the year ended 31 December 2024.

### 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 notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A) to comply with the requirements of Article (71) of the Companies’ Law. As a result, the subject matter information may not be suitable for another purpose.

- Article (71) of the of the new Companies’ Law issued by Ministry of Commerce (“MOC”) - 1444H/2023G.
- Notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A).
- The Company’s accounting records for the period from 1 January 2024 to 31 December 2024.
- Meeting minutes of the Board of Directors meeting which include disclosures by some of the Company’s Board of Directors’ members regarding transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them.

### 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  
MIDDLE EAST HEALTHCARE 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 5 May 2025. 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  
MIDDLE EAST HEALTHCARE COMPANY  
(A SAUDI JOINT STOCK COMPANY) (continued)**

**Description of Procedures Performed (continued)**

Our procedures included:

- Obtained the notification presented by the Company's Board of Directors to the Ordinary General Assembly (Appendix A) 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.
- Obtained the Company's accounting records for the period from 1 January 2024 to 31 December 2024.
- Obtained Board of Directors minutes of meetings that indicates some members' notification to the Board of Directors of transactions and contracts done with the Company in which some members of the Company's Board of Directors have a direct or indirect personal interest in them.

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

**Other Matter**

The attached notification (Appendix A) 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

Ahmed Ibrahim Reda  
Certified Public Accountant  
License No. (356)



Jeddah: 24 Thul-Qi'dah 1446H  
(22 May 2025G)



Date: 22/10/1446 AH

Corresponding: 20/04/2025 AD

Gentlemen / Shareholders of the Middle East Healthcare Company (Saudi German Health)

May the peace, blessings, and mercy of God be upon you;

Based on the requirements of Article (71) of the Companies Law related to informing the General Assembly, when it convenes, of the business and contracts that are carried out for the company's account and in which any of the members of the Board of Directors has a direct or indirect interest, the Board of Directors informs your honorable Assembly that the members of the Board of Directors who have an interest Directly or indirectly, in those works and contracts, they notified the Board of Directors of that for the year 2024 AD, and the Board approved those works and contracts without their participation in voting on decisions related to them and recommending their submission to your esteemed assembly, as follows:

Sr No	The name of the related party	The nature of the transaction	Transaction amount		Terms of dealing	duration
			due from	due to		
1.	The Emirates Company for Health Care and Development (Sobhi Abdel-Jalil Batterjee, Khaled Abdel-Jalil Batterjee, Makarem Sobhi Batterjee own shares in the company and Sultan Sobhi Batterjee has an indirect interest)	Management fees	-	-	Prevailing market conditions, as the duration of this management consulting deal is continuous and it began many years ago.	10 years from 3/6/2015, renewable annually
2.	Bait Batterjee College of Medical Sciences and Technology (Sobhi Abdel-Jalil Batterjee, Khaled Abdel-Jalil Batterjee, Makarem Sobhi Batterjee and Sultan Sobhi Batterjee have indirect interest)	Training fees	374,487	-	prevailing market conditions as this medical training deal has been going on for many years.	One year
3.	Bait Al Batterjee Medical Company (the main shareholder of MEAHCO) Sobhi Abdel-Jalil Batterjee, Khaled Abdel-Jalil Batterjee, Makarem Sobhi Batterjee and Sultan Sobhi Batterjee have indirect interest.	Advisory fees	-	6,300,895	Prevailing market conditions, as the duration of this management consulting deal is continuous and it began many years ago.	10 years from May 24, 2015, to be renewed annually
4.	Abdul Jalil Khaled Batterjee Company for the maintenance of medical equipment (Khaled Abdul Jalil Batterjee has an indirect interest)	Hardware maintenance	-	1,676,430	Prevailing market conditions since the duration of this deal is continuous and it started many years ago.	One year
5.	Batterjee House for Pharmaceutical Industries (Sobhi Abdel-Jalil Batterjee owns shares in the company and Khaled Abdel-Jalil Batterjee, Makarem Sobhi Batterjee and Sultan Sobhi Batterjee have indirect interest)	Supplying medicines	-	45,343,173	Prevailing market conditions since the duration of this deal is continuous and it started many years ago.	One year
6.	Gulf Youth Investment and Real Estate Development Company (JAN-PRO) (Makarem Sobhi Batterjee owns a stake in the company and Sobhi Abdel-Jalil Batterjee Khaled Abdel-Jalil Batterjee, and Sultan Sobhi Batterjee have indirect interest)	Janitorial services		32,920,990	Prevailing market conditions since the duration of this deal is continuous and it started many years ago.	One year
7.	Bait Al Batterjee Fitness Company (Gold's Gym) / Sobhi Abdel-Jalil Batterjee and Makarem Sobhi Batterjee (Partners in the company) Khaled Abdel-Jalil Batterjee and Sultan Sobhi Batterjee have an indirect interest.	Medical services	616	-	Prevailing market conditions since the duration of this deal is continuous and it started several years ago	One year





## **Attachment for Agenda Item# 23**

### **Statement and description regarding the participation of the Chairman of the Board, Eng. Sobhi Abduljalil Batterjee, in a business competing with the Company's activities through Al-Mutafawiqoon Medical Care Company, in which he serves as a manager, representing an indirect interest**

- Al-Mutafawiqoon Medical Care Company is a limited liability company operating in the human health and social work sector. Its activities include providing healthcare services through general hospitals, medical and dental clinics, as well as urgent care services and day-case surgical procedures.



## **Attachment for Agenda Item# 24**

### **Statement and description regarding the participation of the Vice Chairman of the Board, Dr. Makarem Sobhi Batterjee, in a business competing with the Company's activities through Al-Mutafawiqoon Medical Care Company, in which he serves as a manager, representing an indirect interest**

- Al-Mutafawiqoon Medical Care Company is a limited liability company operating in the human health and social work sector. Its activities include providing healthcare services through general hospitals, medical and dental clinics, as well as urgent care services and day-case surgical procedures.



## **Attachment for Agenda Item# 25**

### **Statement and description regarding the participation of the Board Member Dr. Khalid Abduljalil Batterjee, in a business competing with the Company's activities through Al-Mutafawiqoon Medical Care Company, in which he has an indirect interest**

- Al-Mutafawiqoon Medical Care Company is a limited liability company operating in the human health and social work sector. Its activities include providing healthcare services through general hospitals, medical and dental clinics, as well as urgent care services and day-case surgical procedures.



## **Attachment for Agenda Item# 26**

### **Statement and description regarding the participation of the Board Member Mr. Sultan Sobhi Batterjee, in a business competing with the Company's activities through Al-Mutafawiqoon Medical Care Company, in which he has an indirect interest**

- Al-Mutafawiqoon Medical Care Company is a limited liability company operating in the human health and social work sector. Its activities include providing healthcare services through general hospitals, medical and dental clinics, as well as urgent care services and day-case surgical procedures.