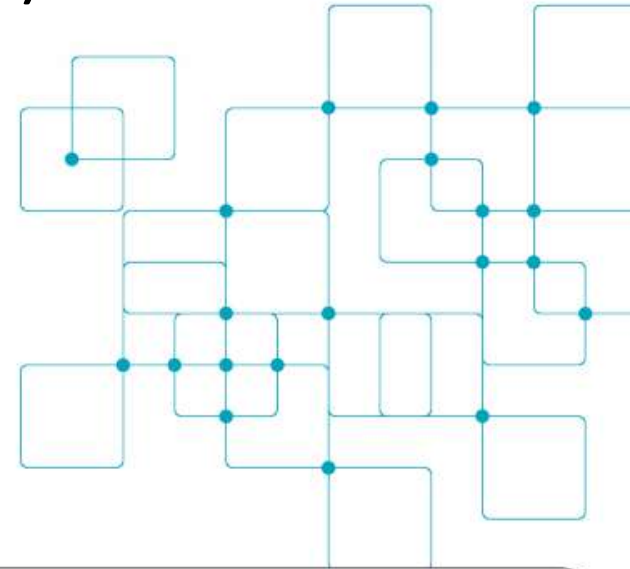


Attachment in regards to item 2 - Employee Share Program (Long-Term Incentive Plan)



Dr. Soliman Abdel Kader Fakeeh Hospital Co. Fakeeh Care Group

Long Term Incentive Plan 2025

1. Introduction and Purpose

Fakeeh Care is introducing the Long-Term Incentive Plan (LTIP) to cultivate sustained engagement, among eligible employees, in the company's success and growth. By implementing this initiative, Fakeeh Care aims to inspire its executives to drive organizational objectives, while fostering the retention of exceptional leadership talent.

The LTIP will be used as an incentive vehicle from 1st January 2025. It is intended to be operational for a period of 3 years unless it is specifically terminated by the Board at an earlier date. Further cycles are subject to approval by the NRC and the Board.

The approval process for the annual business plan will also include approval of the total budget for LTIP awards. The Board will approve the value of each LTIP Cycle.

Ordinarily, a new LTIP Cycle will commence at the end of three years, i.e., on a back-to-back- basis. The Board has the discretion to apply a different sequence of LTIP Cycles, based on the recommendation of the President and the NRC.

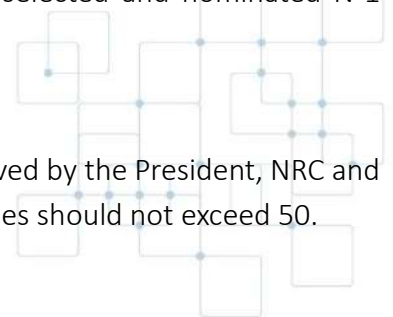
2. Eligibility and Participation

Eligible employees fall into two categories:

The Company's executive leadership, meaning the President and selected and nominated N-1 employees.

Selected and nominated N-2 and N-3 employees.

All nominated employees (N-1, N-2 and N-3) must have been approved by the President, NRC and finally by the Board while the total number of participating employees should not exceed 50.



Eligible employees will not be approved for participation in an LTIP Cycle, if they have not met minimum employment period and have not received a required performance rating in the last available performance evaluation cycle.

New hires who may qualify for LTIP participation are entered into an LTIP Cycle once they become eligible. However, by exception the Board may approve LTIP participation by waiving the service conditions. If this occurs, they may be entered into an LTIP Cycle that has already commenced with a pro-rated LTIP Award on vesting.

The NRC will endorse the participant list for an LTIP Cycle, and the Board will approve it. The Board may give delegated authority to the NRC to approve participation.

Inclusion in one LTIP Cycle does not automatically guarantee participation in a future LTIP Cycle. The LTIP is a discretionary incentive plan and there is no automatic right to be granted an award under it.

3. Incentive Structure

The LTI award is in the form of Fakeeh Care (Tadawul ticker 4017) shares which are already procured (following the November 2023 EGM approval the Company has issued two million of Shares through the Capitalization of Retained Earnings) and / or will be procured in the future by the Company as Treasury shares.

No cash is paid in lieu of shares. It is the individual's responsibility to settle any taxes and/or social charges that may arise relating to the payment of an LTIP Award unless the Company is legally required to do so.

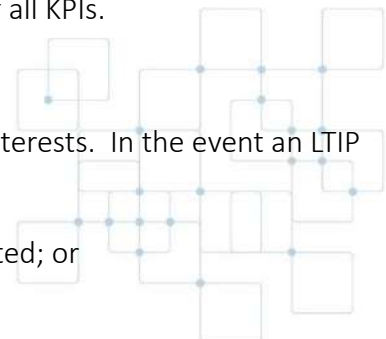
LTIP Awards will be paid within 2-3 months of the Vesting Date with Board approval, or with delegated authority for approval to the NRC (or to the President for any LTIP Award except his own).

Payout will take place only if the employees is with the company or not under resignation period and will be modified based on the average/weighed achievement of all KPIs.

Claw Back

The Policy contains several measures to safeguard the Company's interests. In the event an LTIP Award has been paid to an employee based on:

- a) Data or accounts that were materially and manifestly misstated; or
- b) Error; or



- c) The employee's conduct during the Performance Period, which is of a serious nature and, had it been known at the time, would have led to the employee's dismissal from the company.
- d) Violated any risk limits established or revised by the board and/or risk management.

The Company has the right to reclaim/claw-back some or all payment that was made based on such information within a period of 12 months following its payment to the individual.

Corporate Events

The Plan Policy contains provisions that in the event of a change of control of the Company, the Board will determine whether unvested Awards should be paid out on an accelerated basis or remain in accordance with their scheduled Vesting Date(s).

In addition, if the Company materially changes in size or scope due to de-mergers, acquisitions or other corporate activity, any LTIP cycles will continue to remain in force without change unless the Board determines otherwise.

Termination & Amendment

The LTIP may be terminated or amended by a resolution of the Board to that effect. Termination or amendment of the LTIP shall in no event prejudice the existing rights of a Participant pursuant to this plan, unless the Participant in writing consents to the termination or amendment. Written notice of the termination of the Plan shall be given to a Participant so that the Participant is aware of the termination or changes made.

No changes to this Policy can be made such that it would negatively impact the terms of an LTIP Award granted to LTIP Participants unless prior written consent is given to the Company by the affected Participant(s).

4. Granting of Awards

An LTIP Cycle will run for a period of 3 years, and may be on a back-to-back basis, unless there are adverse financial conditions or other circumstances as the Board may determine.

All LTIP Awards are granted on the eligible employee's total fixed monthly salary ranging from 3 – 8 salaries per annum subject to seniority of the role. The salary rate is 'locked in' at the time of granting, for the purposes of the award. The rate is stated in the Award letter to the eligible employee. The Board may determine an alternative award at its discretion, based on the

recommendation of the President and NRC. The award will be converted to shares by market value which will help align to the shareholders' interests. The Grant Date will usually occur in April of the LTIP Cycle's Grant year.

5. Vesting Conditions

Vesting will occur at the end of the third performance year. The Grant date will not be considered as part of the performance year. However, vesting can occur at an earlier time than specified in exceptional circumstances, i.e., in the case of a Participant's death / medical severance / disability / mutual consent departure, due to a Corporate Event or other situation as the Board may reasonably determine.

Vesting is based on an average of company's 3-year performance with minimum Group level thresholds for meeting the following KPIs (final selection of KPIs to be conducted by the President and NRC): (a) EBITDA – 50% and (b) Revenue – 50%.

The performance of the two measures will be used for vesting. The performance measures are aligned to the objectives of the organization and progress vs. target will be reviewed annually and updated only in extreme situations, upon NRC approval.

- *Threshold 1 – Achievement of average 90% of the overall KPIs mentioned above over a 3-year period. In case the threshold is not achieved, the LTI plan is not activated.*
- *Threshold 2 – Achievement of 80% of the overall KPIs mentioned above on a yearly basis. In case the threshold is not achieved, the LTI plan is not activated.*

The Policy ensures that the number of performance-based shares to be awarded are aligned to a multiplier (from zero to 1.2X), based on the Company's performance result which can range from <90% and >=120% of the target. As the multiplier increases, in response to improvements in the performance score, each subsequent increment becomes progressively smaller.

6. Entry to LTIP and Termination of Employment

In accordance with the Policy Plan if an Eligible Employee is entered into an LTIP Cycle after it has been granted to Participants, his/her LTIP Award is proportionately adjusted upon vesting to

reflect the number of calendar months worked during the Vesting Period, with reference to the month when he/she was granted the LTIP Award.

The Board has the discretion to determine whether an unvested LTIP Award is adjusted or not and, if so, the calculation method of adjustment, if the details are not provided for in the Policy under provisions for 'good and bad' leavers including **death, medical severance / disability, retirement, mutual agreement, resignation, and dismissal for cause.**

7. Plan Administration

This LTI is governed by the LTI Policy which is the responsibility of the Board, and it will approve all exceptions under the LTIP unless delegated authority is given to the NRC.

The LTIP may be wholly or partially amended or otherwise modified, suspended, or terminated at any time or from time to time by the Board on the recommendation of the Board. The amendment, suspension or termination of the LTIP will not alter or impair any rights or obligations already granted under the LTIP.

The HCM function has delegated authority for the day-to-day implementation of the plan and its administration in accordance with this Policy. It can modify or revise the Policy at any time based on business need and with the necessary approvals for material amendments.

This Policy should be subject to review at least annually to ensure it remains up to date.

