

ريسبونس بلس القابضة ش.م.خ
RESPONSE PLUS **RPM**
HOLDING PJSC

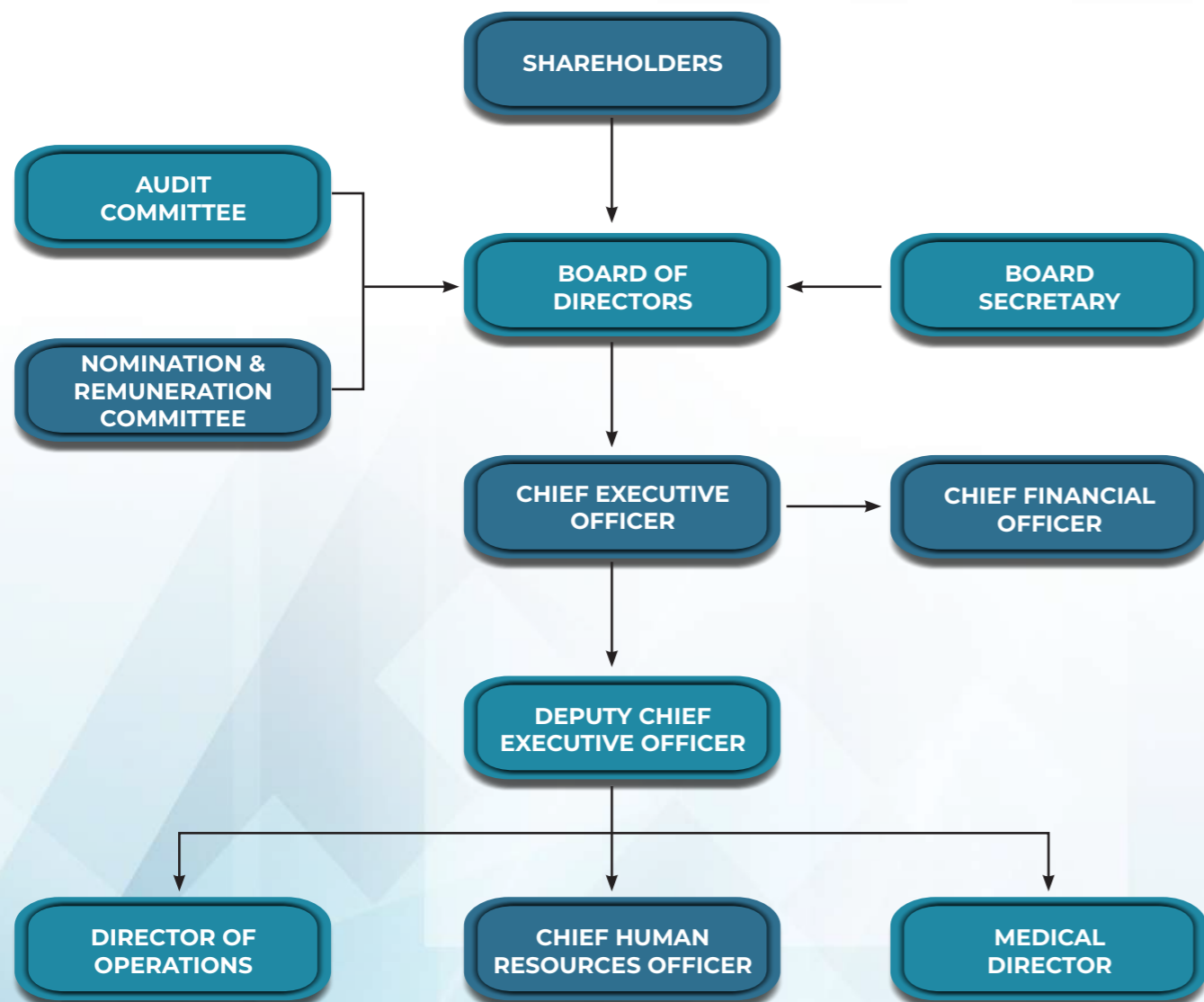
CORPORATE
GOVERNANCE
REPORT
2024

STATEMENT OF THE MEASURES THAT HAVE BEEN TAKEN TO COMPLETE THE CORPORATE GOVERNANCE SYSTEM DURING THE YEAR 2024, AND HOW TO IMPLEMENT THEM.

The Board of Directors of Response Plus Holding PJSC, in cooperation with the Audit Committee, the Nomination and Remuneration Committee, and the External Auditor of the Company, have applied the rules of the Corporate Governance and standards of corporate discipline under Federal Law No. (32) of 2021 concerning the Commercial Companies regarding the standards of institutional discipline and corporate governance.

The Board of Directors encouraged the Company's team to participate in the training programs and workshops organized by the regulatory bodies such as the Securities and Commodities Authority (SCA), and the Abu Dhabi Securities Exchange (ADX) in order to raise the level of compliance and transparency by protecting the rights of shareholders.

The Management of Response Plus Holding PJSC has committed itself to providing the Board of Directors and its committees with sufficient information in a timely and complete manner to enable it to make decisions on the basis of proper performance of its duties and responsibilities. The Board of Directors were provided all the information that enables them to take their decisions on a sound basis.



STATEMENT OF OWNERSHIP AND TRANSACTIONS OF BOARD MEMBERS, THEIR SPOUSES, AND THEIR CHILDREN IN THE COMPANY'S ASSETS DURING THE YEAR 2024 ACCORDING TO THE FOLLOWING TABLE:

NO.	NAME	POSITION / KINSHIP	OWNED SHARES AS ON 31/12/2024	TOTAL SALE	TOTAL PURCHASE
1	Mr. Omran Mohammed Saleh Mahmood Husain Al Khoori	Chairman	450,000	N/A	N/A
2	Dr. Mohamed Monir Mohamed Yaqoub Hayat Khan	Vice-Chairman	13,790	N/A	N/A
3	Dr. Shamsheer Vayalil Parambath Pokkinari Hashim	Member	108,000,000	N/A	N/A
4	Mr. Kashif Shamsi Ashraf Azharuddin Shamsi	Member	N/A	N/A	N/A
5	Mr. Hari Mohan Haritas	Member	150,000	N/A	N/A

COMPOSITION OF BOARD OF DIRECTORS:

Statement of the composition of the current Board of Directors (with the addition of the names of resigned and appointed Board members) according to the following table:



A member that holds a position in the Company or receives a monthly or annual salary therefrom.



A member that neither holds any position in the company, nor receives a salary therefrom, and the remuneration it receives as a Board member shall not be considered as a salary.



A member that has no relationship with the Company, any of its Senior Executive Management persons or its auditor, parent company, subsidiaries, sister company, or affiliate company in a manner that may lead to financial or moral benefit that may affect its decisions. A member forfeits its independence capacity in the cases stipulated in this decision.

No.	Name	Category (executive, non-executive, and independent)	The period he/she spent as a Board member from the date of his/ her first election	Their membership and positions at any other joint-stock companies	Their positions in any other important regulatory, government or commercial positions.
1	Mr. Omran Mohammed Saleh Mahmood Husain Al Khoori	Non-Executive	3.5 years	<p>Mr. Al Khoori currently serves as</p> <ul style="list-style-type: none"> • Executive Director/ Board Member of Burjeel Holdings • Chairman of Areca Real Estate • Board Member of Global Link Holding • Board Member of Al Jazeera Sport Club • Board Member of Abu Dhabi Cricket Club, and • Board Member of Al Maryah Community Bank 	N/A
2	Dr. Mohamed Monir Mohamed Yaqoub Hayat Khan	Non-Executive, Independent	3.5 years	Managing Director of LifeCore Private Clinic LLC	N/A
3	Dr. Shamsheer Vayalil Parambath Pokkinari Hashim	Non-Executive	3.5 years	<ul style="list-style-type: none"> • Chairman of Burjeel Holdings PLC • Chairman of Amanat Holdings PJSC 	N/A
4	Mr. Kashif Shamsi Ashraf Azharuddin Shamsi	Non-Executive	2.5 years	Group Chief Executive Officer Mawarid Holding Investment	N/A
5	Mr. Hari Mohan Haritas	Independent Board Member	3.5 years	N/A	N/A

THE EXPERIENCES AND QUALIFICATIONS OF THE ABOVE LISTED BOARD MEMBERS ARE AS FOLLOWS:



Mr. Omran Mohammed Saleh Mahmood Husain Al Khoori

Chairman

Mr. Omran Mohammed Saleh Mahmood Husain Al Khoori has over 16 years' experience in the healthcare, oil & gas industry sectors and has held key positions in marketing and business development, including Member of Board of Directors of Burjeel Holdings (2022 – Present) Member of Board of Directors of Amanat Holdings (2024 – Present), Member of Board of Directors of Al Maryah Community Bank (2021 – Present) Secretary General of Union for Human Rights Association (2024 – Present), Member of the Board of Directors of Aman Insurance Company (2021 – Present) and Chairman of Keita Catering LLC (2021 – Present). He holds a Bachelor's Degree in Business Administration and a Diploma in Science from Suffolk University, Boston, United States.



Mr. Mohamed Monir Mohamed Yaqoub Khan

Vice-Chairman

Dr. Mohamed Monir Mohamed Yaqoub Khan has over 50 years' experience in practicing medicine and in managing medical facilities. Dr. Monir has worked as the Managing Director for Royal Medical Abu Dhabi. Dr. Monir also had the honour to work as a physician and team leader for the Royal Medical Team of Late Sheikh Zayed bin Sultan Al Nahyan. He holds a Bachelor of Medicine & Bachelor of Surgery from Khyber Medical College, Peshawar University. Dr. Monir also has a Diploma in Tropical Medicine.



Dr. Shamsheer Vayalil Parambath Pokkinari Hashim

Board Member

Dr. Shamsheer Vayalil Parambath Pokkinari Hashim holds a Bachelor of Medicine, Bachelor of Surgery degree from Kasturba Medical College, Mangalore and a doctorate in Radiology from the Sri Ramachandra Medical College and Research Institute, India, as well as an honorary Doctorate from Aligarh Muslim University, India. He was the recipient of the 2015 Global Humanitarian Award from the Global Partnerships Forum and the youngest recipient of the Pravasi Bharatiya Samman Award, India's highest civilian award presented to non-resident Indians. Dr. Shamsheer is the Founder of VPS Healthcare, Founder & Chairman of Burjeel Holdings, Chairman of Amanat Holdings, a member of the UAE Medical Council, a board member of the Abu Dhabi University, a member of the advisory committee of the University of Sharjah College of Medicine, Director of Kannur International Airport Limited, and Chairman of Educare Institute of Dental Science.



**Mr. Kashif Shamsi
Ashraf Azharuddin Shamsi**

Board Member

Mr. Kashif Shamsi is a Chartered Accountant with extensive management experience, during a career spanning over 25 years with some of the leading organizations in the region. Kashif serves as the Group CEO of Mawarid Holding,. Prior to his role at Mawarid, Kashif was the Group CFO at Alpha Dhabi Holding, where he played a crucial role in the company's US\$73 billion initial public offering in 2021. He began his career with PricewaterhouseCoopers in 1995. He is a non-executive Board Member at Canal Sugar in Egypt where he also serves as Chairman of the Audit and Risk Committee. Kashif is a proud member of the Institute of Chartered Accountants of Pakistan & an alumnus of the prestigious London Business School.



Mr. Hari Mohan Haritas

Board Member

Mr. Hari Mohan Haritas has over 30 years' experience in finance, general management and board level responsibilities working with multicultural workforce in various organisations and handling diverse projects/roles within healthcare, pharmaceutical and financial sector. He was a key figure in centralizing and developing all the back-end functions and leads the Group Finance functions, Growth & Strategy, Legal affairs, Mergers & Acquisitions, MIS & Accounts, Banking, Revenue Cycle Management and IPO of Burjeel Holdings. He is Fellow member of the Institute of Chartered Accountants of India.

Statement of the percentage of female representation on the Board of Directors for the year 2024 (in the event of no representation, please state that there is no representation).

The Board of Response Plus Holding PJSC has no female representation as on 31 December 2024.

Statement of the reasons for not running any female candidate for membership in the Board of Directors. (Illustrative example: No female candidate shall run in the Board of Directors elections)

No female candidates came forward for appointment/ election when a vacancy came up in the Board of Response Plus Holding.

Statement of rewards, allowances and fees received by members of the Board of Directors

1. Total remuneration for board members paid for the year 2023

Remuneration to the members of the Board of Directors for the fiscal year ending at 31/12/2023 amounted to AED 1,825,000 including Board Incentives, in addition to an amount of AED 200,000 as allowances for the Committees.

2. The total proposed remuneration for members of the Board of Directors for the year 2024, which will be presented at the annual general assembly meeting for approval.

The total proposed remunerations for members of the Board of Directors for the year 2024 is AED 1,900,000, including Board Incentives, in addition to an amount of AED 200,000 being allowances for the Board Committees, subject to approval at the 2024 Annual General Assembly.

3. Statement of details of the allowances for attending the sessions of the committees emanating from the Board that members of the Board of Directors received for the fiscal year of 2023 according to the following table::

The total remuneration for members of the Committees for 2023 and paid in 2024 was AED 200,000.

4. Details of the additional allowances, salaries, or fees received by a member of the Board of Directors, other than committee attendance allowances, and their reasons.

The proposed remuneration for members of the Board of Directors for the year 2024 will be presented at the annual general assembly meeting for approval.

Committee and Board sitting fees	AED 725,000
Board of Directors Incentives	AED 1,375,000

Board of Directors

The Board of Directors of the Company are as follows:

Mr. Omran Mohammed Saleh Mohamood Hussain AlKhoori	Chairman (Effective 15 th Feb 2024)
Dr. Mohamed Monir Mohamed Yaqoub Hayat Khan	Vice Chairman
Dr. Shamsheer Vayalil Parambath Pokkinari Hashim	Board Member
Mr. Hari Mohan Haritas	Board Member
Mr. Kashif Shamsi	Board Member

5. The number of Board of Directors meetings held during the fiscal year 2024, indicating the dates they were held, and the number of times all members attended in person, with a statement of the members attending by proxy (the names of the Board of Directors members must match what is mentioned in Clause (3A) above).

No.	Date of meeting	Number of attendees	Number of attendees by proxy	Names of absent members
1	15/02/2024	5/5	N/A	N/A
2	21/3/2024	5/5	N/A	N/A
3	31/7/2024	5/5	N/A	N/A
4	12/8/2024	5/5	N/A	N/A
5	14/10/2024	5/5	N/A	N/A

6. The number of Board of Directors decisions issued by circulation during the fiscal year 2024, indicating their dates.

- Resolution (1)/2024 dated 19/01/2024 by circulation
- Resolution (4)/2024 dated 24/4/2024 by circulation
- Resolution (5)/2024 dated 4/6/2024 by circulation

Board of Directors Committees

Audit Committee:

A. An acknowledgment from the Chairman of the Audit Committee of his responsibility for the committee system in the company and for reviewing its work mechanism and ensuring its effectiveness.

“Mr. Kashif Shamsi Ashraf Azharuddin Shamsi, Audit Committee Chairman, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness.”

B. Names of the members of the Audit Committee, & a statement of its powers & tasks assigned to it.



Mr. Kashif Shamsi Ashraf Azharuddin Shamsi
Chairman of Audit Committee

Mr. Kashif Shamsi is a Chartered Accountant with extensive management experience, during a career spanning over 25 years with some of the leading organizations in the region. Kashif serves as the Group CEO of Mawarid Holding,. Prior to his role at Mawarid, Kashif was the Group CFO at Alpha Dhabi Holding, where he played a crucial role in the company's US\$73 billion initial public offering in 2021. He began his career with PricewaterhouseCoopers in 1995. He is a non-executive Board Member at Canal Sugar in Egypt where he also serves as Chairman of the Audit and Risk Committee. Kashif is a proud member of the Institute of Chartered Accountants of Pakistan & an alumnus of the prestigious London Business School.



Mr. Mohamed Monir Mohamed Yaqoub Khan
Member of Audit Committee

Dr. Mohamed Monir has over 50 years' experience in practicing medicine and in managing medical facilities. Dr. Monir has worked as the Managing Director for Royal Medical Abu Dhabi. Dr. Monir also had the honour to work as a physician and team leader for the Royal Medical Team of Late Sheikh Zayed bin Sultan Al Nahyan. He holds a Bachelor of Medicine & Bachelor of Surgery from Khyber Medical College, Peshawar University. Dr. Monir also has a Diploma in Tropical Medicine.



Mr. Hari Mohan Haritas
Member of Audit Committee

Mr. Hari Mohan Haritas has over 30 years' experience in finance, general management and board level responsibilities working with multicultural workforce in various organisations and handling diverse projects/roles within healthcare, pharmaceutical and financial sector. He was a key figure in centralizing and developing all the back-end functions and leads the Group Finance functions, Growth & Strategy, Legal affairs, Mergers & Acquisitions, MIS & Accounts, Banking, Revenue Cycle Management and IPO of Burjeel Holdings. He is Fellow member of the Institute of Chartered Accountants of India.

C. The number of meetings held by the Audit Committee during the year 2024 and their dates to discuss issues related to the financial statements and any other matters, and a statement of the number of times members personally appear at the meetings held.

1st meeting via circulation	17/01/2024	Mr. Kashif Shamsi Dr. Monir Yaqoub Khan Mr. Hari Mohan	Approval of the contemplated investment transaction and Approval of the Sale and Purchase Agreement ("SPA") of Prometheus Medical.
2nd meeting via circulation	11/3/2024	Mr. Kashif Shamsi Dr. Monir Yaqoub Khan Mr. Hari Mohan	Discussion and approval of the interim financing arrangements
3rd meeting	21/3/2024	Mr. Kashif Shamsi Dr. Monir Yaqoub Khan Mr. Hari Mohan	Approving the Consolidated Audited Financial Report for FY 2023
4th meeting	20/5/2024	Mr. Kashif Shamsi Dr. Monir Yaqoub Khan Mr. Hari Mohan	Discussion of Business and Operational matters related to the Company and review of Financial Results of Q1-2024
5th meeting via circulation	29/07/2024	Mr. Kashif Shamsi Dr. Monir Yaqoub Khan Mr. Hari Mohan	Bank Mandate of the Company
6th meeting	05/08/2024	Mr. Kashif Shamsi Dr. Monir Yaqoub Khan Mr. Hari Mohan	Review and discussion of Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2024 and voting for the distribution of interim dividend
7th meeting	10/12/2024	Mr. Kashif Shamsi Dr. Monir Yaqoub Khan Mr. Hari Mohan	Discussions of Operational matters related to the expansion plan of the Company and review of results for the period ended 31st October 2024 ,
8th meeting	28/12/2024	Mr. Kashif Shamsi Dr. Monir Yaqoub Khan Mr. Hari Mohan	Review and Approval of the Annual Budget for 2025

NOMINATION AND REMUNERATION COMMITTEE

A. An acknowledgment from the Chairman of the Nomination and Remuneration Committee of his responsibility for the committee system in the company and for reviewing its work mechanism and ensuring its effectiveness.

“**Dr. Shamsheer Vayalil Parambath Pokkinari Hashim**, Chairman of the Nomination & Remuneration Committee, acknowledges his responsibility for the committee system in the Company, his review of its work mechanism and ensuring its effectiveness.”

B. Names of the members of the Nomination and Remuneration Committee, and a statement of its powers and tasks assigned to it.



Dr. Shamsheer Vayalil Parambath Pokkinari Hashim

Chairman of
Nomination and Remuneration
Committee

Dr. Shamsheer Vayalil Parambath Pokkinari Hashim holds a Bachelor of Medicine, Bachelor of Surgery degree from Kasturba Medical College, Mangalore and a doctorate in Radiology from the Sri Ramachandra Medical College and Research Institute, India, as well as an honorary Doctorate from Aligarh Muslim University, India. He was the recipient of the 2015 Global Humanitarian Award from the Global Partnerships Forum and the youngest recipient of the Pravasi Bharatiya Samman Award, India's highest civilian award presented to NRIs. Dr. Shamsheer is the Founder of VPS Healthcare, Founder & Chairman of Burjeel Holdings, Chairman of Amanat Holdings, a member of the UAE Medical Council, a member of the advisory committee of the University of Sharjah College of Medicine, Director of Kannur International Airport Limited, and Chairman of Educare Institute of Dental Science.



Dr. Mohamed Monir Mohamed Yaqoub Khan

Member of
Nomination and Remuneration
Committee

Dr. Mohamed Monir has over 50 years' experience in practicing medicine and in managing medical facilities. Dr. Monir has worked as the Managing Director for Royal Medical Abu Dhabi. Dr. Monir also had the honour to work as a physician and team leader for the Royal Medical Team of Late Sheikh Zayed bin Sultan Al Nahyan. He holds a Bachelor of Medicine & Bachelor of Surgery from Khyber Medical College, Peshawar University. Dr. Monir also has a Diploma in Tropical Medicine.



Mr. Hari Mohan Haritas

Member of
Nomination and Remuneration
Committee

Mr. Hari Mohan Haritas has over 30 years' experience in finance, general management and board level responsibilities working with multicultural workforce in various organisations and handling diverse projects/roles within healthcare, pharmaceutical and financial sector. He was a key figure in centralizing and developing all the back-end functions and leads the Group Finance functions, Growth & Strategy, Legal affairs, Mergers & Acquisitions, MIS & Accounts, Banking, Revenue Cycle Management and IPO of Burjeel Holdings. He is Fellow member of the Institute of Chartered Accountants of India.

C. Statement of the number of meetings held by the committee during the year 2024 and the dates of their holding, indicating the number of times all members of the committee attended in person.

Meeting no. for the Nomination and Remuneration Committee -NRC	Date	Attendees	Outcome
1st meeting via circulation	8/3/2024	Dr. Shamsheer Vayalil Parambath Pokkinari Hashim Mr. Hari Mohan Haritas Dr. Mohamed Monir Mohamed Yaqoub Hayat Khan	Review and recommendation of the proposed Provision for Board Remuneration for year 2023 and Staff Incentives
2nd meeting via circulation	27/08/2024	Dr. Shamsheer Vayalil Parambath Pokkinari Hashim Mr. Hari Mohan Haritas Dr. Mohamed Monir Mohamed Yaqoub Hayat Khan	Acknowledge that it has been confirmed that the application of the provisions of Article No. (13) and Article No. (14) of the Ministerial Decision No. 539 of 2017 regarding the regulations of private joint stock companies implementing the provisions of the Commercial Companies Law and its amendments from time to time ("Decision") have been completed. As the procedures for nominating membership of the Board of Directors were organized and followed up in accordance with the laws and the applicable regulations and provisions of this Decision.
3rd meeting – via circulation	02/09/2024	Dr. Shamsheer Vayalil Parambath Pokkinari Hashim Mr. Hari Mohan Haritas Dr. Mohamed Monir Mohamed Yaqoub Hayat Khan	The NRC Committee approves that the Company covers the medical treatment and hospitalization expenses for the wife of an employee.
4th meeting – via circulation	10/12/2024	Dr. Shamsheer Vayalil Parambath Pokkinari Hashim Mr. Hari Mohan Haritas Dr. Mohamed Monir Mohamed Yaqoub Hayat Khan	Review of the Housing allowance of the CEO

COMMITTEE TO FOLLOW UP AND SUPERVISE THE DEALINGS OF INTERESTED PERSONS

A. An acknowledgment from the committee chairman or the person authorized to be responsible for the committee system in the company and for reviewing its work mechanism and ensuring its effectiveness.

Not Applicable

B. Names of the members of the committee that follows up and supervises the transactions of interested persons, and a statement of its powers and tasks assigned to it.

Not Applicable

C. The summary of the committee's work report during the year 2024. (If the committee is not formed, the reasons for this will be explained).

Not Applicable

OTHER COMMITTEES APPROVED BY THE BOARD OF DIRECTORS

An acknowledgment from the committee chairman of his responsibility for the committee system in the company and for reviewing its work mechanism and ensuring its effectiveness.

Not Applicable

Name of the committee or committees.

Not Applicable

The names of the members of each committee, a statement of its terms of reference and the tasks assigned to it.

Not Applicable

A statement of the number of meetings held by the committee during the year 2024 and the dates of their holding, indicating the number of times all members of the committee attended in person.

Not Applicable

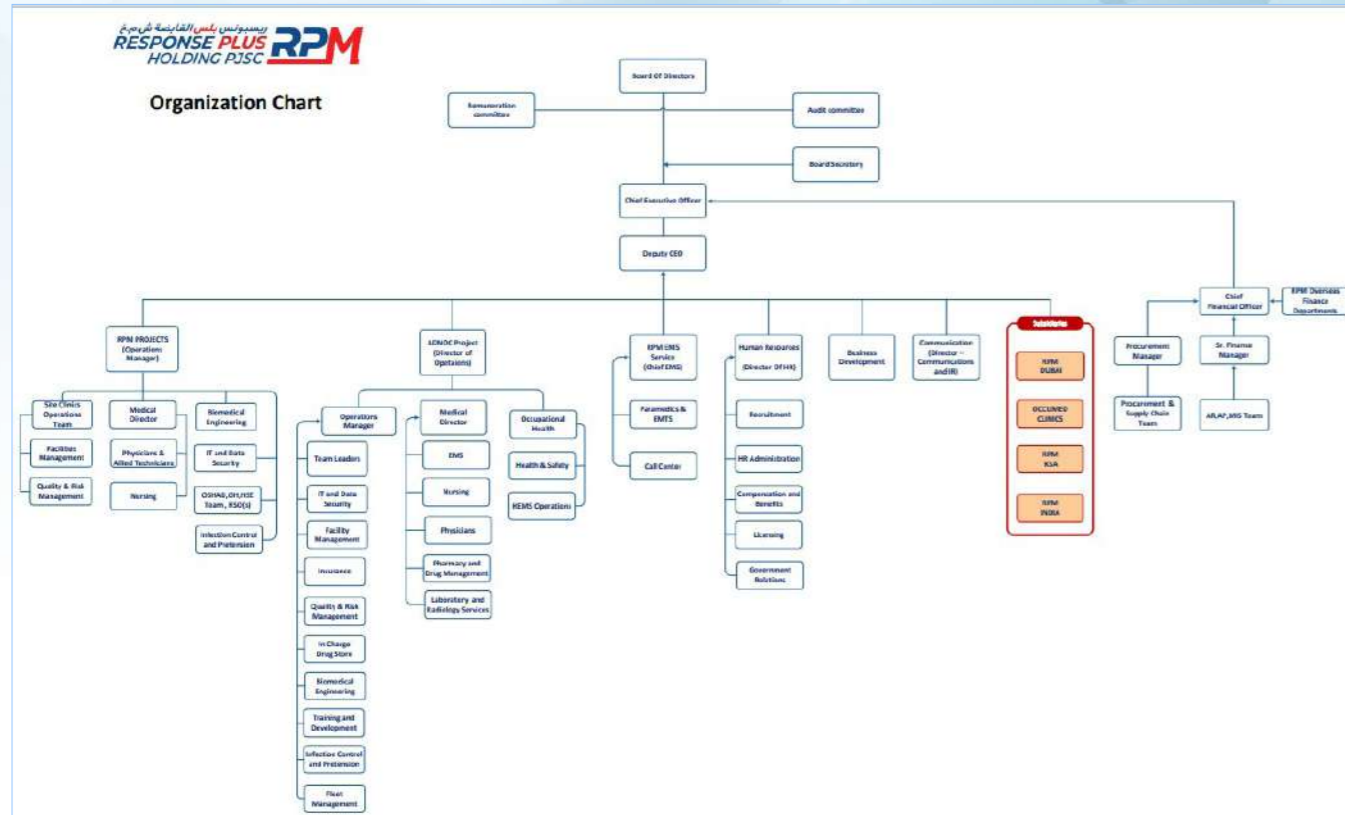
Statement of the duties and powers of the Board of Directors carried out by a member of the Board or the Executive Management during the year 2024 based on a delegation from the Board, specifying the duration and validity of the delegation according to the following table:

No.	Name of the authorized person	Power of authorization	Duration of authorization
1	Dr. Rohil Raghavan - CEO	Operations and management of Response Plus Holding PrJSC and its subsidiaries in UAE and outside of UAE.	Effective 19/09/2023 - Till Date

Statement of details of transactions that took place with related parties (stakeholders) during the year 2024:

There were no transactions during the year 2024.

5. Organizational Structure and Executive Management.



Statement of compensation for key management personnel

Remuneration of key management during the year were as follows:

Salaries and other benefits	AED 1,956,000
Bonus	AED 230,000
Employees' end of service benefits	AED 72,492
Number of key management personnel	2

6. External Auditor:

A. Providing an overview of the Company's Auditor to Shareholders.

Ernst & Young (EY) was appointed as the company's external auditor for the fiscal years 2021, 2022, 2023 and 2024. EY has people and operations in more than 150 countries, which are organized into three areas – Americas, Asia-Pacific and EMEIA - and further divided into regions. It has been in the MENA region for more than 90 years, and in the UAE since 1966.

EY has been the company's external auditors for the period of the last four fiscal years.

Mr. Bulund Iqbal and Mr. Walid J Nakfour have been the partners assigned to perform the audit on RPM for the fiscal year 2024.

B. Statement of fees and costs for the audit or services provided by the external auditor, according to the following table:-

Name of the audit office	Ernst & Young
Name of partner auditor	Mr. Bulund Iqbal and Mr. Walid J Nakfour
Number of years the audit office spent as the company's external auditor	Four years
The number of years the partner auditor spent auditing the company's accounts	Four years
Total value of audit fees for the year 2024 (AED)	The total audit fees for 2024 for the company and its six (6) subsidiaries amounted to AED 360,850/- for the year 2024.
Details and nature of other services provided by the company's auditor (if any). In the event that there are no other services, this will be explicitly mentioned.	The Company's external auditor did not provide any other services other than auditing the financial statements for the year 2024.
The value of fees and costs for other special services other than auditing the financial statements for the year 2024 (AED), if any. In the event that there are no other fees, this is explicitly mentioned.	The Company's external auditor did not charge any other fees other than auditing the financial statements for the year 2024.
The statement of the other services provided by an external auditor other than the company's auditor during the year 2024 (if any). In the event that there are no professional services from another external auditor, this will be stated explicitly.	The Company's external auditor did not provide any other professional services other than auditing the financial statements for the year 2024. Auditor name: Ernst & Young Details of services provided: Auditing the financial statements for Response Plus Holding PrJSC and its subsidiaries for the year 2024.

C. The statement explaining the reservations that the company's auditor included in the interim and annual financial statements for the year 2024. In the absence of any reservations, this must be stated explicitly.

The Company's external auditor did not have any reservations to any item of the interim and annual financial statements during 2024.

7- Internal Control System:

A. An acknowledgment by the Board of its responsibility for the Company's Internal Control System and for reviewing its work mechanism and ensuring its effectiveness.

The Company is committed to an Internal Control System aimed at developing an assessment of the Company's risk management methods and procedures, and properly implementing the rules of governance therein, verifying that the Company and its employees adhere to the provisions of applicable laws, regulations and decisions that govern its work, internal policies and procedures, and reviewing the financial data presented to the senior management of the Company, which is used in preparing the financial statements.

B. Name, qualifications and date of appointment of the department director.

In order to adapt with the changing needs of the organisation and to enhance assurance over internal controls and risk management, the Company has continued to outsource the internal audit function during 2024 to AMA Audit Tax Advisory.

AMA Audit Tax Advisory has been developed to provide services in the field of Auditing, Compliance, Regulatory, Economic and Business Feasibility Studies. AMA takes pride in adhering to the highest ethical norms and professional standards and aims to deliver quality services through great execution of work. In addition, AMA administers the provision of innovative ideas and solution based on the professional capabilities, industry insight and marketing knowledge.

C. Name, qualifications and date of appointment of the compliance officer.

The company continues to outsource above mentioned services to certified legal & compliance service providers.

D. How the Internal Control Department deals with any major problems in the company or those disclosed in the annual reports and accounts (in the absence of major problems, it must be stated that the company has not faced any problems).

The Internal Control System is approved by the Board of Directors after consulting with the Management, and the application of this system will be undertaken by the Company's internal control department.

The Internal Control System defines the objectives, tasks, and powers of the internal control department, provided that it enjoys sufficient independence to perform its duties and reports directly to the Board of Directors.

The Board of Directors conducts an annual review to ensure the effectiveness of the Internal Control System in the Company and its subsidiaries and discloses its findings to the Shareholders in its annual report on corporate governance.

E. Number of reports issued by the Internal Control Department to the company's Board of Directors.

In 2024, the outsourced Internal Audit team issued reports to management. During the year, no significant operational internal control failures were identified. However, process level improvements were identified and accepted by management for implementation towards the continuous improvement of internal controls of the company.

8. Details of the violations committed during the year 2024 and an explanation of their causes, and how to address them and avoid their recurrence in the future.

No violations were committed during the year 2024.

9.A statement of the cash and in-kind contributions made by the company during the year 2024 to the development of the local community and the preservation of the environment. (If there are no contributions, it must be stated that the company has not made any contributions)..

RPM joined the 'WeWalk' charitable walkathon in Dubai in November 2024 as the official Medical Support Partner. RPM stationed an ambulance along the 3.5km walkathon route, with a qualified team of Emergency Medical Technicians (EMTs) to handle medical emergencies as part of its social commitment. RPM also held First Aid CPR training sessions during the event..

10. General information:

A. The statement of the Company's share price in the market (closing price, highest price, and lowest price) at the end of each month during the fiscal year 2024.

Month	Open (AED)	Close (AED)	High (AED)	Low (AED)
January	4.65	4.25	4.65	4.20
February	4.25	4.11	4.44	3.12
March	3.93	4.16	4.59	3.70
April	4.16	3.94	4.70	3.86
May	3.98	3.60	4.10	3.45
June	3.60	3.95	4.14	3.58
July	3.95	3.94	4.08	3.71
August	3.99	3.80	3.99	3.51
September	3.65	3.66	3.78	3.50
October	3.70	3.95	4.16	3.50
November	3.95	3.81	4.14	3.70
December	3.95	4.31	4.50	3.90

B. The statement of the comparative performance of the company's stock with the general market index and the sector index to which the company belongs during the year 2024.

Month	High	Low	Close	Market Index	ADX Healthcare Index	Absolute	Vs Market	Vs Sector
January	4.6	4.2	4.3	9,508.3	3,459.9	-7.6%	-6.9%	-0.6%
February	4.3	3.1	4.1	9,254.8	2,951.0	-3.3%	-0.6%	11.4%
March	4.4	3.8	4.2	9,228.1	2,929.3	1.2%	1.5%	2.0%
April	4.6	3.9	3.9	9,067.4	2,939.5	-5.3%	-3.5%	-5.6%
May	4.0	3.6	3.6	8,862.6	2,732.7	-8.6%	-6.4%	-1.6%
June	4.1	3.7	4.0	9,060.7	2,955.3	9.7%	7.5%	1.6%
July	4.0	3.7	3.9	9,339.0	2,851.3	-0.3%	-3.3%	3.3%
August	3.9	3.6	3.8	9,284.9	2,612.5	-3.6%	-3.0%	4.8%
September	3.7	3.6	3.7	9,425.5	2,577.2	-3.7%	-5.2%	-2.3%
October	4.0	3.6	4.0	9,327.9	2,558.3	7.9%	9.0%	8.7%
November	4.0	3.8	3.8	9,234.8	2,396.1	-3.5%	-2.5%	2.8%
December	4.5	4.0	4.3	9,419.0	2,408.1	13.1%	11.1%	12.6%

C. Statement of the distribution of shareholder ownership as of 31/12/2024 (individuals, companies, governments).

Percentage of owned shares							
Individuals (Insiders)		Companies (Private)		General Public		Total	
Total shares	Ownership Percentage (%)	Total shares	Ownership Percentage (%)	Total shares	Ownership Percentage (%)	Total shares	Shares Percentage (%)
108,613,790	54.3	72,000,000	36.0	19,386,210	9.7	200,000,000	100

D. Statement of shareholders who own 5% or more of the Company's capital as of 31/12/2024 according to the following table:

No.	Name	Number of owned shares	Percentage of owned shares of the company's capital
1	Dr. Shamsheer Vayalil	108000000	54%
2	Alpha Dhabi Health Holding LLC	72000000	36%

E. Statement of how shareholders are distributed according to the size of ownership as of 31/12/2024:

Ser.	Share (s) ownership	Number of shareholders	Number of owned shares	Percentage of owned shares of the capital
1	Less than 50,000	4,835,105	706	91.2145%
2	From 50,000 to less than 500,000	8,588,189	61	7.8811%
3	From 500,000 to less than 5,000,000	6,576,706	5	0.6460%
4	More than 5,000,000	180,000,000	2	0.2584%
	Total	200,000,000	774	100.0000%

F. Statement of measures that have been taken regarding Investor Relations controls, indicating the following:

- **Name of Investor Relations officer:** Venkatasubramanian Iyer
- Contact information with the Investor Relations officer (email, phone, mobile, fax): venkat.i@rpm.ae; mobile: +971 50 841 9128
- Electronic link to Investor Relations page on company's website: <https://rpm.ae/investor-relations/>

G. Statement of the special decisions that were presented in the General Assembly held during the year 2024 and the actions taken in relation to them.

- Not Applicable

H. Name of the rapporteur of Board of Directors meetings and date of his/her appointment.

Name of the rapporteur of the Board meetings	Appointment Date	Qualifications and experiences	Statement of duties during the year
Marwa Zaydan Nasser	06/11/2023	Holder of a bachelor's degree in law and a Master Degree in International Business Law	As a board secretary ensuring that the board of directors and the company are in compliance with corporate governance requirements.

I. Detailed statement of the fundamental events and important disclosures that the company encountered during the year 2024.

- Response Plus Medical Complex in Dammam, KSA receives Johns Hopkins Aramco Healthcare (JHAH) accreditation.
- Response Plus Medical completes acquisition of UK-headquartered Prometheus Medical, a leading healthcare training and consultancy.
- Response Plus Holding distributes AED 35 million dividend to shareholders.
- Response Plus Medical showcases world-class emergency medical capabilities, solutions for Energy sector at ADIPEC.
- RPM forays into Wind Energy business with Prometheus Medical International.
- RPM announces tie-up with global players as part of foray into Medical Air Evacuation services.
- RPM joins “WeWalk 2024” as Official Onsite Medical Support Partner
- Yas Marina Circuit appointed RPM as an Official Partner for Formula 1 Abu Dhabi Grand Prix 2024 and other events.
- Saudi Response Plus Medical supports Soundstorm 2024 in KSA.

J. Statement of the transactions that the company made with related parties during the year 2024, which are equal to 5% or more of the Company’s capital.

- - The Company did not conduct transactions with any related parties amounting to 5% or more of Company’s capital for the year 2024.

K. Statement of the percentage of Emiratisation in the company by the end of the years 2022, 2023 and 2024 (workers are excluded for companies operating in the contracting field).

Type of Employees	Number of employees 2022	Number of employees 2023	Number of employees 2024
Emirati employees	38	68	116
Non-Emirati Employees	1605	1637	1930
Total	1643	1695	2046
Percentage	2%	4%	5.66%

L. Statement of innovative projects and initiatives that the Company has undertaken or is currently developing during the year 2024.

Response Plus Medical is working with its partners to develop first-of-its-kind Artificial Intelligence-powered solutions in occupational health. The company is also working on embedding new technologies through wearable devices to monitor vital health parameters.

Name / الإسم	Position / المنصب	Signature / التوقيع
Mr. Omran Muhammad Salih Mahmoud Hussain Al-Khoori السيد/ عمران محمد صالح محمود حسين الخوري	Chairman of the Board of Directors رئيس مجلس الإدارة	
Dr. Rohil Raghavan دكتور / روهيل راغافان	Chief Executive Officer الرئيس التنفيذي	

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INVESTOR RELATIONS

For More Information:

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Venkatasubramanian Iyer

Director - Corporate Communications
& Investor Relations

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