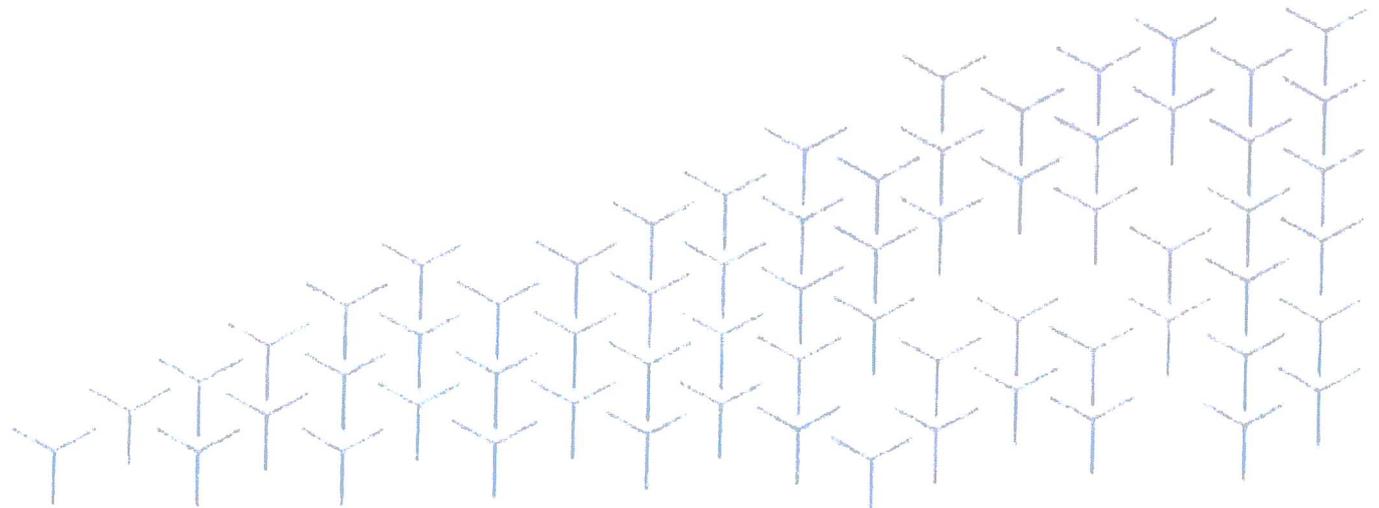


RESPONSE PLUS HOLDING PJSC

CORPORATE GOVERNANCE REPORT for 31st DECEMBER 2022



Response Plus Holding PJSC, Zone D, 3rd Floor, Burjeel Medical City, MBZ City, Abu Dhabi, UAE

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1. Introduction

Response Plus Holding PJSC was established in the Emirate of Abu Dhabi in 2015 and it is a holding company specialized in investment and management in the healthcare sector in the UAE. It was first established as a limited liability company under the name of Medeor Medical Centre (Yas Mall) LLC in 2015, after which it held the legal name of Burjeel Medical Centre (Yas Mall) LLC before being changed to Response Plus Holding LLC. On 29 August 2021, the Shareholders of the Company resolved to change the legal form of the Company from limited liability company to private joint stock company in accordance with the Commercial Companies Law, its Memorandum of Association, and Articles of Association dated 9th September 2021 and by virtue of the certificate of registration issued by the Ministry of Economy dated 09/09/2021.

2. Implementation of Corporate Governance Principles

The Board of Directors of Response Plus Holding PJSC, in cooperation with the Audit Committee, the Nomination and Remuneration Committee of the Board, 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.

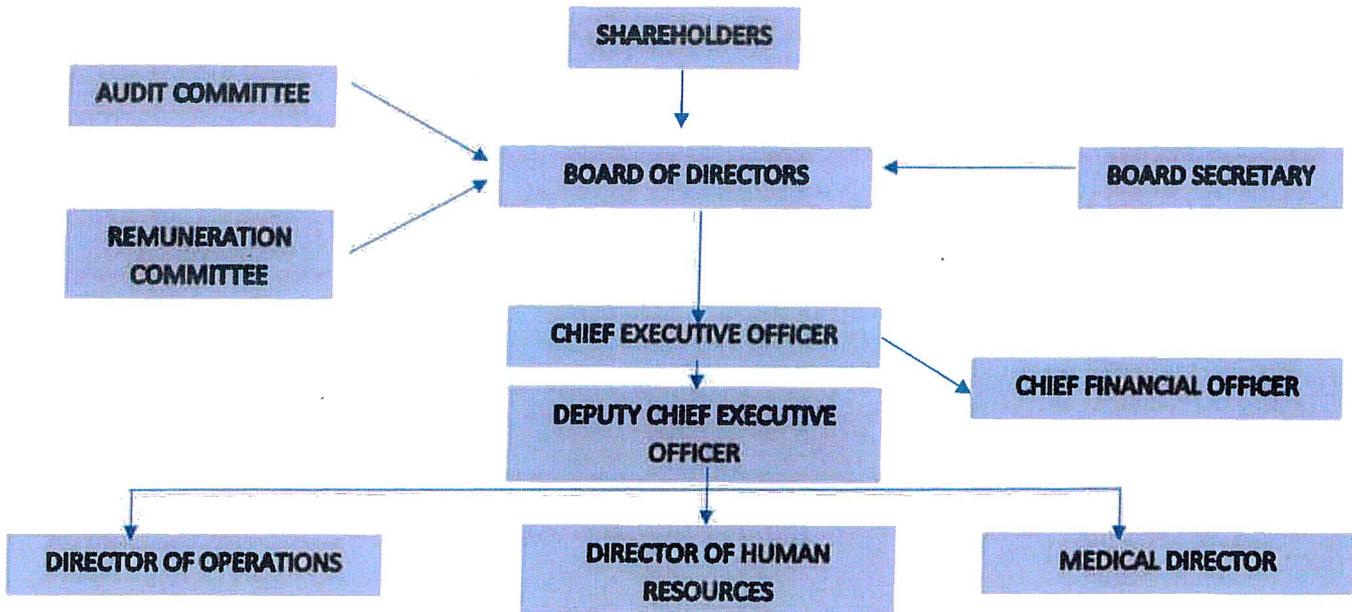
The Board of Directors encouraged the Company's team to participate in the training programs and workshops organized by the regulatory bodies such as the Abu Dhabi Financial Market in order to raise the level of compliance and transparency by protecting the rights of shareholders.

The Board Secretary has attended orientation sessions with ADX and is a holder of a bachelor's degree in law and a certificate in Corporate Governance from the Hawkamah Institution in collaboration with the Dubai Financial Market (DFM).

The Management 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 it to take its decisions on a sound basis.

3. Governance Structure

The governance structure of Response Plus Medical is as below



4. The Board of Directors Transactions in Securities

Transaction report of the members of the Board of Directors, their spouses and their children in the Company's securities during the year 2022:

Ser.	Name	Position / Kinship	Owned shares as on 31/12/2022	Total sale	Total purchase
1	Dr. SHAMSHEER VAYALIL PARAMBATH	Chairman	108,000,000	N/A	N/A
2	Dr. Monir Yaqoub Khan	Vice-Chairman	13,790	N/A	N/A

3	Mr. HARI MOHAN HARITAS	Member	150,000	N/A	N/A
4	Mr. Omran Al Khoori	Member	450,000	N/A	N/A
5	Mr. Kashif Shamsi	Member	N/A	N/A	N/A

5. Board of Directors Formation

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

Non-Executive Board Member: 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.

Independent Board Member: 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.

Ser.	Name	Category (executive, non-executive, and independent)	The period he spent as a Board member from the date of his first election	Their membership and positions at any other joint-stock companies	Their positions in any other important regulatory, government or commercial positions.
1	Dr. Shamsheer Vayalil Parambath Pokkinari Hashim	Non-Executive	1.5 year	- Chairman of Burjeel Holdings PLC - Vice-Chairman of Amanat Holdings PJSC	N/A
2	Mr. Kashif Shamsi Ashraf Azharuddin Shamsi	Non-Executive	6 months (From September 2022)	Group Chief Financial Officer at Alpha Dhabi Holding PJSC	N/A
3	Mr. Omran Mohammed Saleh Mahmood Husain Al Khoori	Non-Executive	1.5 years	Mr. Al Khoori currently serves as, <ul style="list-style-type: none"> - Executive Director/Board Member of Burjeel Holdings PLSC, - A Chairman of Areca Real Estate, - A board member of Global Link Holding, - A board member of Al Jazeera Sport Club, - A board member of Abu Dhabi Cricket Club and - A board member of Al Maryah Community Bank. 	N/A
4	Mr. Hari Mohan Haritas	Non-Executive	1.5 years	Chief Financial Officer, Burjeel Holdings PLC.	N/A
5	Dr. Mohamed Monir Mohamed Yaqoub Hayat Khan	Non-Executive, Independent	1.5 years	Managing Director of LifeCore Private Clinic LLC.	N/A
6	Dr. Ghuwaya Mohammed Khuwaidem Abdulla Al Neyadi	Non-Executive, Independent	1 year until 5 th of September 2022	Dr. Al-Neyadi is <ul style="list-style-type: none"> - a board member of the Manzil Healthcare Services - a board member of Burjeel Holdings PLC - Senior Vice President (SVP) for ADNOC Group Medical Services 	N/A

The experiences and qualifications of the above listed Board Members are as follows:

Dr. Shamsheer Vayalil Parambath Pokkinari Hashim – Chairman

Dr. Shamsheer 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 Bharathiya Samman Award, India's highest civilian award presented to non-resident Indians. Dr. Shamsheer is a member of the UAE Medical Council, a board member of the Abu Dhabi University and a member of the advisory committee of the University of Sharjah College of Medicine.

Mr. Mohamed Monir Mohamed Yagoub Khan – Vice Chairman

Dr. Monir has over 50 years of experience in practicing medicine and in managing medical facilities. Dr. Monir has worked as a Managing Director for Royal Medical Abu Dhabi. Dr. Monir as well had the Honor to work as a physician and team leader for the Royal Medical Team of His Highness Sheikh/ Zayed bin Sultan Al Nahyan.

He holds a Bachelor of Medicine & Bachelor of Surgery from Khyber Medical College, Peshawar University. As well Dr. Monir has a Diploma in Tropical Medicine.

Mr. Omran Mohammed Saleh Mahmood Husain Al Khoori – Board Member

Mr. Khoori has over 15 years' experience in the healthcare, oil & gas industry sectors and has held key positions in marketing and business development, including Customer Service Manager at ADCO from 2011 to 2015 and Senior Contract Officer at ADCO from 2004 to 2011. He holds a bachelor's degree in Business Administration and a Diploma of science from Suffolk University, Boston, United States.



Mr. Hari Mohan – Board Member

Mr. Hari Mohan Haritas, (Member) has over 30 years of experience in finance function, general management and board level responsibilities working with multicultural workforce in various organization and handling diverse projects/roles within healthcare, pharmaceutical and financial Sector. He has held board positions at entities affiliated with the VPS Group (later part of Burjeel Holdings PLC), including VPS Global Ltd and Appurtenant Holdings Ltd. Between March 2016 and March 2018, he served as a trustee of the Foundation for Applied Research in Cancer (FARC) in New Delhi. Mr. Hari holds a Bachelor of Science Degree and is a Chartered Accountant registered under the Institute of Chartered Accountants of India.

Mr. Kashif Shamsi Ashraf Azharuddin Shamsi

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. He began his career with PricewaterhouseCoopers in 1995, working in audit, taxation & legal services, as well as the mergers & acquisitions teams. Mr. Kashif was also extensively involved in training the next generation of finance professionals. Since joining the private sector in 2008, he has been responsible for leading Finance, Legal Affairs, ERP systems and Corporate Governance in leading organizations in the UAE

Dr. Ghuwaya Mohammed Khuwaidem Abdulla Al-Neyadi

Dr. Ghuwaya Al Neyadi has more than 22 years of experience in the Health & Administration fields. Dr. Al Neyadi is currently the Senior Vice President for ADNOC Group Medical Services. Prior to this, Dr Neyadi served at Ministry of Health (MOH) and Health Authority Abu Dhabi (DOH) in various and inter-related senior management positions including Public Health Management, Health Regulation, and HSE. Dr. Al Neyadi is a Consultant Family Physician by practice, she received her medical degree in 1999 from Faculty of Medicine and Health Sciences at UAE University, followed by PhD as she was granted Certificate of Arab Board of Medical Specialization in Family and Community Medicine in 2005 followed by an Executive Master of Healthcare Administration in 2007. In her current position at ADNOC, Dr. Al Neyadi continues to lead ADNOC Group

Medical Services to further enhance service lines by establishing best practices and securing international accreditations. Dr. Al Neyadi led implementation of new medical operational model and re-structuring of ADNOC Group Medical Services through successful partnership with private sector. Managed the crisis of COVID-19 efficiently ensuring Health and Safety of people across ADNOC Group and preventing any impact on ADNOC Group operations. Dr Al Neyadi also devotes adequate time for community engagement programs including leading important initiatives on Corporate Social Responsibility and Gender Balance. Dr. Al Neyadi holds Board memberships in Burjeel Holdings, Manzil Healthcare Services (Founder & Board Director) and was the previous Vice-chairperson of Response Plus Holding PJSC -Board of Directors. Dr. Al Neyadi as a working mother engages in various social activities outside her regular work commitments. She portrays a role model of an Emirati Woman capable of efficiently balancing professional projects without compromising family responsibilities.

- a. As at 31st December 2022, one member of this Board has resigned.
- b. The Board of Response Plus Holding PJSC -RPM- currently has no female representation as at 31 December 2022 due to no female candidates coming forward for appointment/election once a vacancy occurred in the Board of RPM.
- c. There has been no remuneration paid to any of the board members for the year ended 2022 as per the decision of the Board of Directors.
- d. The Members of the Remuneration and the Audit Committee have not received any allowances for their attendance in the year 2022. Additionally, no other member of the Board has received any compensation or allowance for the attendance of any Board meeting for the year 2022.
- e. Allowances for participating in the committees emanating from the Board, which were received by the Committee members for 2022 fiscal year, according to the following schedule:

Ser.	Name	Allowances for attending sessions of the committees emanating from the Board		
		Committee name	Allowance value	Meetings Nos.
1	Dr. Mohamed Monir Mohamed Yaqoub Hayat Khan	Audit Committee	100,000.00 AED	6/6

2	Dr. Mohamed Monir Mohamed Yaqoub Hayat Khan	Nomination and Remuneration Committee	100,000.00 AED	2/2
3	Mr. Hari Mohan	Audit Committee	100,000.00 AED	6/6
4	Mr. Alwyn Crasta	Audit Committee	50,000.00 AED	3/6
5	Mr. Kashif Shamsi	Audit Committee	50,000.00 AED	3/6
6	Dr. Ghuwaya Al Neyadi	Nomination and Remuneration Committee	100,000.00 AED	2/2
7	Mr. Omran Al Khoori	Nomination and Remuneration Committee	100,000.00 AED	2/2

6. The Board Meetings

6.1. The Board of Directors had convened seven (7) meetings during 2022 as follows:

Ser.	Date of meeting	Number of attendees	Number of attendees by proxy	Names of absent members
1	17/02/2022	5/5	N/A	N/A
2	04/03/2022	5/5	N/A	N/A
4	9/06/2022	5/5	N/A	N/A
5	27/07/2022	5/5	N/A	N/A
6	05/09/2022	4/5	N/A	N/A
7	22/10/2022	5/5	N/A	N/A
8	26/12/2022	5/5	N/A	N/A

6.2. Number of the Board resolutions passed during the 2022 fiscal year, along with its meeting convention dates.

- Resolution 1/2022 dated 17/02/2022
- Resolution 2/2022 dated 04/03/2022
- Resolution 3/2022 dated 14/04/2022 circulation
- Resolution 4/2022 dated 26/04/2022 circulation
- Resolution 5/2022 dated 31/05/2022 circulation
- Resolution 6/2022 dated 09/06/2022
- Resolution 07/2022 dated 13/07/2022 circulation
- Resolution 08/2022 dated 27/07/2022
- Resolution 09/2022 dated 05/09/2022
- Resolution 10/2022 dated 29/09/2022 circulation
- Resolution 11/2022 dated 22/10/2022
- Resolution 12/2022 dated 26/12/2022

6.3 Statement of Board duties and powers exercised by the executive management members during 2022 based on an authorization from the Board, specifying the duration and validity of the authorization according to the following schedule:

Ser.	Name of the authorized person	Power of authorization	Duration of authorization
1	Major Tomon Louis – CEO	For implementation of the incorporation of the Company's subsidiary in India.	2022
2	Mr. Baneesh Abdullah – Deputy-CEO	For incorporation of the new branch of the Company's subsidiary in Riyadh, KSA.	2022

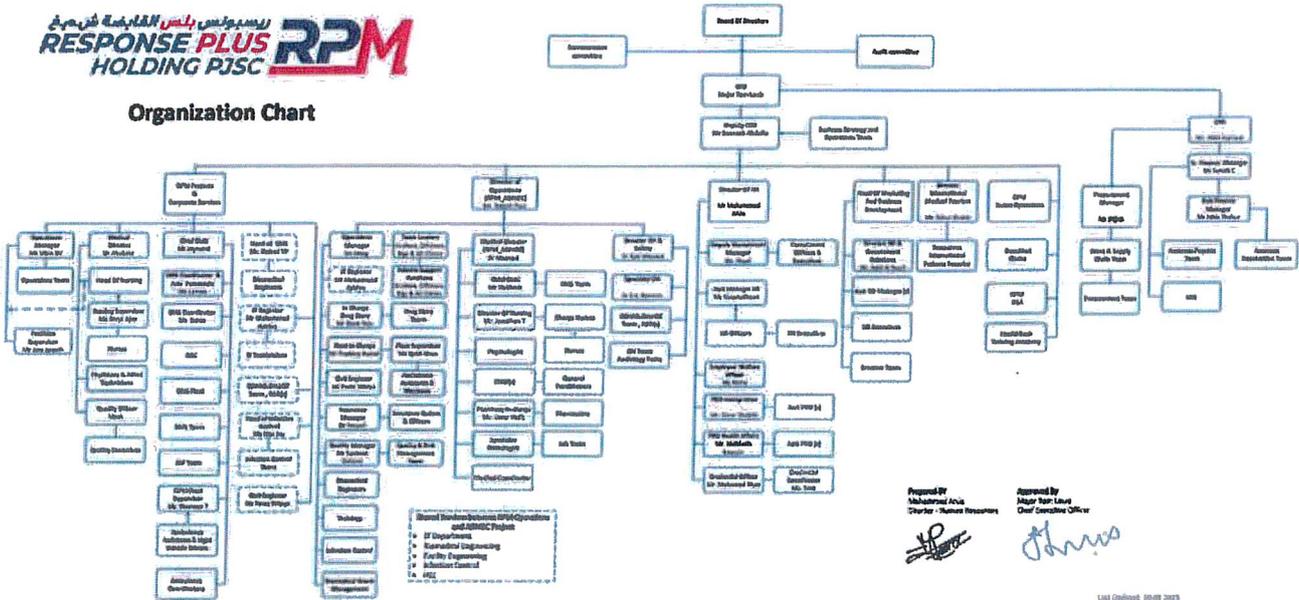
6.4 Statement of the details of transactions made with the related parties (Stakeholders) during 2022, provided that it shall include the following:

Ser.	Statement of related parties	Clarifying the nature of relationship	Type of transaction	Value of transaction
1	Health Tech Training Centre LLC	Previously partially owned by the current Chairman of the Company	Sale transfer	9.8 million AED

7. Organizational Structure



Organization Chart



8. Executive Management

The following table lists out senior executives in the Group, their designations, appointment dates and total salaries, allowances & bonuses paid to them during the year 2022:

Ser.	Position	Appointment date	Total salaries and allowances paid for 2022 (AED)	Total bonuses paid for 2022 (AED)	Any other cash / in-kind bonuses for 2022 or due in the future
1	Chief Executive Officer	01/02/2021	1,200,000.00	-	250,000.00
2	Chief Finance Officer	25/12/2021	444,000.00	-	-



3	Deputy Chief Executive Officer	20/09/2014	488,000.00	-	-
4	Director of Human Resources	11/02/2012	327,000.00	-	-
5	Director of Operations	09/07/2008	412,000.00	-	-
6	Medical Director	23/06/2018	932,000.00	-	-

9. External Auditor

9.1 Overview of External Auditor

Ernst & Young (EY) was appointed as the company's external auditor for the fiscal year 2021. 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.

9.2 EY has been the company's external auditors for the period of two (2) fiscal year.

9.3 Mr. Anthony O'Sullivan and Mr. Bulund Iqbal have been the partners assigned to perform the audit on ROM for the fiscal year 2022.

9.4 The total audit fees for 2022 for the company and its six (6) subsidiaries amounted to AED 446,000/- for the year 2022.

9.5 The Company's external auditor did not have any reservations to any item of the interim and annual financial statements during 2022.

9.6 During the year 2022, the Group was not subjected to any fines or penalties imposed by SCA or any statutory authority on any matter related to capital markets. Additionally, there have been no cases of material non-compliance with any applicable rules and regulations.

10. Audit Committee

10.1 The Audit Committee Chairman's acknowledgment of his responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness.

" **Dr. Mohamed Monir Mohamed Yaqoub Hayat Khan** Audit Committee Chairman, acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness."

10.2 Names of the Audit Committee members and clarifying their competences and tasks assigned to them.

- **Dr. Mohamed Monir Mohamed Yaqoub Hayat Khan**, (Chairman) has over 50 years of experience in practicing medicine and in managing medical facilities. Dr. Monir has worked as a Managing Director for Royal Medical Abu Dhabi. Dr. Monir as well had the Honor to work as a physician and team leader for the Royal Medical Team of His Highness Sheikh/ Zayed bin Sultan Al Nahyan He holds a Bachelor of Medicine & Bachelor of Surgery from Khyber Medical College, Peshawar University. As well Dr. Monir has a Diploma in Tropical Medicine.
- **Mr. Hari Mohan Haritas**, (Member) has over 26 years of experience in finance function, general management and board level responsibilities working with multicultural workforce in various organization handling diverse projects/roles within healthcare, pharmaceutical and financial Sector. He has held board positions at entities affiliated with the VPS Group (later part of Burjeel Holding PLC), including VPS Global Ltd and Appurtenant Holdings Ltd. Between March 2016 and March 2018, he served as a trustee of the Foundation for Applied Research in Cancer (FARC) in New Delhi. Mr. Hari holds a Bachelor of Science (Botany, Zoology & Chemistry) from Multanial Modi Degree College and is a chartered accountant registered under the Institute of Chartered Accountants of India.
- **Mr. Kashif Shamsi**, (Member) is a Chartered Accountant with extensive management experience, during a career spanning over 25 years with some of the leading organizations in the region. He began his career with PricewaterhouseCoopers in 1995, working in audit, taxation & legal services, as well as the mergers & acquisitions teams. Mr. Kashif was also extensively involved in training the next generation of finance professionals. Since joining the private sector in 2008, he has

been responsible for leading Finance, Legal Affairs, ERP systems and Corporate Governance in leading organizations in the UAE.

- **Mr. Alwyn Crasta**, (former Member) Group CFO at International Holding Company PJSC, Mr. Crasta possess 20+ years' experience in the food security, FMCG, food production and agriculture sectors. Academically qualified with a Masters of Business Administration – Management & Mergers & Acquisitions (MBA), a Certified Management Accountant (CMA), a Masters of Commerce - Finance, a Diploma in Management Studies and a Bachelor of Commerce – Final Accounting & Audit; Mr. Crasta has a proven track record in business growth management within the food industry sector comprising grains (rice, flour, corn), fruit (potatoes, citrus, fruits, dates, grapes, apples), dairy (milk) and animal feed. Skillful in mergers and acquisitions, Mr. Crasta is highly accomplished in business modelling, funding strategies, profitability analysis, investment planning, business intelligence, corporate governance, treasury and risk management.

10.3 Number of meetings held by the Audit Committee during 2022 and their dates to discuss the matters related to financial statements and any other matters, and demonstrating the members' personal attendance times in the held meetings.

1st resolution- 1st Audit Committee Meeting	14/02/2022 4:00 PM	Dr. Monir Yaqoub Khan Mr. Hari Mohan Mr. Alwyn Crasta	Financial Audited Report 31 December 2021
2nd resolution via circulation	17/03/2022	Dr. Monir Yaqoub Khan Mr. Hari Mohan Mr. Alwyn Crasta	Identifying an Internal Auditor
3rd resolution via circulation	04/04/2022	Dr. Monir Yaqoub Khan Mr. Hari Mohan Mr. Alwyn Crasta	Appointment of AMA as an internal auditor for 7,000.00 AED per month
4th resolution – 2nd meeting	12/05/2022 5:03 PM	Dr. Monir Yaqoub Khan Mr. Hari Mohan	Q1/2022 financials

		Mr. Alwyn Crasta	
5th resolution – 3rd meeting	26/07/2022 4:02 PM	Dr. Monir Yaqoub Khan Mr. Hari Mohan Mr. Alwyn Crasta	Q2/2022 financials
6th Resolution - 4th meeting	19/10/2022 2:04 PM	Dr. Monir Yaqoub Khan Mr. Hari Mohan Mr. Kashif Shamsi	Policy for dividends distribution and confirmation of the appointment of Oracle NetSuite for the ERP.
7th resolution- 5th meeting	7/11/2022 3:00 PM	Dr. Monir Yaqoub Khan Mr. Hari Mohan Mr. Kashif Shamsi	Review of Q3/2022.
8th resolution- 6th meeting	21/12/2022 3:03 PM	Dr. Monir Yaqoub Khan Mr. Hari Mohan Mr. Kashif Shamsi	Recommendation for dividends distribution of the amount of 50 million AED

11. Nomination and Remuneration Committee

11.1 The Nomination and Remuneration Committee Chairman's acknowledgment of his responsibility for the Committee system at the Company, his review of its work mechanism and ensuring its effectiveness.

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

11.2 Names of the Nomination and Remuneration Committee members and clarifying their competences and tasks assigned to them.

- **Mr. Kashif Shamsi, (Chairman)** is a Chartered Accountant with extensive management experience, during a career spanning over 25 years with some of the leading organizations in the region. He began his career with PricewaterhouseCoopers in 1995, working in audit, taxation & legal services, as

well as the mergers & acquisitions teams. Mr. Kashif was also extensively involved in training the next generation of finance professionals. Since joining the private sector in 2008, he has been responsible for leading Finance, Legal Affairs, ERP systems and Corporate Governance in leading organizations in the UAE.

- **Dr. Mohamed Monir Mohamed Yaqoub Hayat Khan**, (Member) has 50 years of experience in practicing medicine and in managing medical facilities. Dr. Monir has worked as a Managing Director for Royal Medical Abu Dhabi. Dr. Monir as well had the Honor to work as a physician and team leader for the Royal Medical Team of His Highness Sheikh/ Zayed bin Sultan Al Nahyan. He holds a Bachelor of Medicine & Bachelor of Surgery from Khyber Medical College, Peshawar University. As well Dr. Monir has a Diploma in Tropical Medicine.

- **Mr. Omran Mohammed Saleh Mahmood Husain Alkhoori** (Member), Mr. Khoori has over 15 years' experience in the healthcare, oil & gas industry sectors and has held key positions in marketing and business development, including Customer Service Manager at ADCO from 2011 to 2015 and Senior Contract Officer at ADCO from 2004 to 2011. He holds a bachelor's degree in Business Administration and a Diploma of science from Suffolk University, Boston, United States.

- **Dr. Ghuwaya Mohammed Khuwaidem Abdulla Al-Neyadi**, (former Chairperson) Dr. Ghuwaya Al Neyadi has more than 22 years of experience in the Health & Administration fields. Dr. Al Neyadi is currently the Senior Vice President for ADNOC Group Medical Services. Prior to this, Dr Neyadi served at Ministry of Health (MOH) and Health Authority Abu Dhabi (DOH) in various and inter-related senior management positions including Public Health Management, Health Regulation, and HSE. Dr. Al Neyadi is a Consultant Family Physician by practice, she received her medical degree in 1999 from Faculty of Medicine and Health Sciences at UAE University, followed by PhD as she was granted Certificate of Arab Board of Medical Specialization in Family and Community Medicine in 2005 followed by an Executive Master of Healthcare Administration in 2007. In her current position at ADNOC, Dr. Al Neyadi continues to lead ADNOC Group Medical Services to further enhance service lines by establishing best practices and securing international accreditations. Dr. Al Neyadi led implementation of new medical operational model and re-structuring of ADNOC Group Medical Services through successful partnership with private sector. Managed the crisis of COVID-19 efficiently ensuring Health and Safety of people across ADNOC Group and preventing any impact on ADNOC Group operations. Dr Al Neyadi also devotes adequate time for community engagement programs

including leading important initiatives on Corporate Social Responsibility and Gender Balance. Dr. Al Neyadi holds Board memberships in Burjeel Holdings, Manzil Healthcare Services (Founder & Board Director) and was the previous Vice-chairperson of Response Plus Holding PJSC -Board of Directors. Dr. Al Neyadi as a working mother engages in various social activities outside her regular work commitments. She portrays a role model of an Emirati Woman capable of efficiently balancing professional projects without compromising family responsibilities.

- Statement of number of meetings held by the Committee during 2022 and their dates, and statement of all Committee members' personal attendance of times.

Meeting no. for the Nomination and Remuneration Committee -NRC	Date	Attendees	Outcome
1 st meeting – resolution 1/2022	18/05/2022 2:09 PM	- Dr. Ghuwaya Al Neyadi - Dr. Monir Yaqoub Khan - Mr. Omran Al Khoori	Increment Policy 1/2022
2 nd meeting – resolution 2/2022	03/08/2022	- Dr. Ghuwaya Al Neyadi - Dr. Monir Yaqoub Khan - Mr. Omran Al Khoori	- Discussion of the Board Members remuneration - Discussion of the Fixed Fees for Committee Members

12. Internal Control System

- The Company has 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. The internal control system will be 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.
- c. 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.
- d. 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.

13. General Information

13.1 The following table presents the company's highest price, lowest price and closing price at the end of each month during the fiscal year 2022

Month	HIGH	LOW	CLOSING PRICE	Market Index	ADX Healthcare Index	Absolute	Vs Market	Vs Sector
January	9.5	7.5	7.5	8,704.3	4,724.4	-21.1%	-23.6%	-18.2%
February	9.1	7.6	8.1	9,319.4	4,465.6	8.0%	0.9%	13.5%
March	9.0	7.8	7.8	9,948.8	4,346.6	-3.8%	-10.6%	-1.2%
April	12.1	7.9	10.7	10,081.4	4,328.3	37.6%	36.3%	38.0%
May	11.0	8.7	9.7	10,054.9	4,163.9	-9.5%	-9.3%	-5.7%
June	9.9	7.9	7.9	9,374.7	4,163.9	-18.6%	-11.8%	-18.6%
July	8.3	7.8	7.9	9,663.5	3,889.3	0.0%	-3.1%	6.6%
August	8.1	7.6	7.8	9,874.5	3,773.1	-1.1%	-3.3%	1.8%
September	8.7	6.6	6.6	9,750.8	3,578.8	-15.4%	-14.1%	-10.2%

October	6.7	6.0	6.0	10,412.3	3,549.6	-9.2%	-16.0%	-8.4%
November	6.0	5.5	5.8	10,552.4	3,494.8	-3.7%	-5.0%	-2.1%
December	6.2	5.6	6.2	10,211.1	3,538.6	7.1%	10.3%	5.8%
Overall Performance During 2022						-34.8%	-55.1%	-7.6%

13.2 The below table presents the company's comparative performance with the general market index and sector index to which the company belong during 2022.

Month	HIGH	LOW	CLOSING PRICE	Market Index	ADX Healthcare Index	Absolute	Vs Market	Vs Sector
January	9.5	7.5	7.5	8,704.3	4,724.4	-21.1%	-23.6%	18.2%
February	9.1	7.6	8.1	9,319.4	4,463.6	8.0%	0.9%	13.5%
March	9.0	7.8	7.8	9,948.8	4,346.6	-3.8%	-10.6%	-1.2%
April	12.1	7.9	10.7	10,081.4	4,328.3	37.6%	36.3%	38.0%
May	11.0	8.7	9.7	10,054.9	4,163.9	-9.5%	-9.3%	-5.7%
June	9.9	7.9	7.9	9,374.7	4,163.9	-18.6%	-11.8%	18.6%
July	8.3	7.8	7.9	9,663.5	3,889.3	0.0%	-3.1%	6.6%
August	8.1	7.6	7.8	9,874.5	3,773.1	-1.1%	-3.3%	1.8%
September	8.7	6.6	6.6	9,750.8	3,578.8	-15.4%	-14.1%	10.2%
October	6.7	6.0	6.0	10,412.3	3,549.6	-9.2%	-16.0%	-8.4%
November	6.0	5.5	5.8	10,552.4	3,494.8	-3.7%	-5.0%	-2.1%
December	6.2	5.6	6.2	10,211.1	3,538.6	7.1%	10.3%	5.8%
Overall Performance During 2022						-34.8%	-55.1%	-7.6%

13.3 Statement of the shareholders ownership distribution as on 31/12/2022 as follows: Local, Gulf, Arab and Foreign.

Description	Total	
Local	82,360,000	41.18%

GCC	140,000	0.07%
Arabs	1,020,000	0.51%
Foreigners	116,500,000	58.25%
Total	200,000,000	
Percentage (%)	100%	

13.4 Statement of shareholders owning 5% or more of the Company's capital as on 31/12/2022 according to the following schedule:

Ser.	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%

13.5 Statement of how shareholders are distributed according to the volume of property as on 31/12/2022 according to the following schedule:

Ser.	Share (s) ownership	Number of shareholders	Number of owned shares	Percentage of owned shares of the capital
1	Less than 50,000	730	5,116,227.00	2.559
2	From 50,000 to less than 500,000	63	9,388,743.00	4.694
3	From 500,000 to less than 5,000,000	4	5,495,030.00	2.747
4	More than 5,000,000	2	180,000,000.00	90

14 Investors Relation Affairs

Name of the investor relationships officer: Mr. Jad Ziad Deaibes

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E-mail: ir@rpm.ae Mobile number: +971 56 515 1214

The link of investor relationships page on the Company's website.

<https://rpm.ae/investor-relations/>

15 Special decisions presented in the General assembly

Amendment of the Articles of Association of the company, where the general assembly resolved to amend Articles (1), (15), (16.1), (16.2), (16.3), (19.2), (29), (35.2), (51.1), (55.3), (55.4), (57) and (63) of the Company's AOA on the General Assembly Monday 21/11/2022.

16 Rapporteur of the Board Meetings

• Name of the rapporteur of the Board meetings

Jad Ziad Deaibes

• His Appointment Date

17/11/2021

• His qualifications and experiences

Over 10 years of experience in legal counselling, from corporate governance to commercial litigation. Mr. Deaibes advised major companies including financial institutes, investment funds, aviation and telecommunications operators. He dealt with cases relating to contractual disputes and litigation, internal corporate investigations, financial restructuring, international arbitration and various other forms of business transactions, including forensic analysis of financial data. Mr. Jad Deaibes holds a bachelor's degree in law and has been a registered lawyer since 2014 in his native country. Mr. Jad Deaibes is a certified Board Secretary from Hawkamah – The Institute in Corporate Governance in collaboration with DFM

• Statement of his duties during the year

Mr. Deaibes was responsible in supervising the two general assembly meetings that took place in 2022. In addition, Mr. Deaibes acted as Board Secretary for all

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the Board Meetings and the Committees. Mr. Deaibes as well made sure that the Board are aware of all their rights and obligations as well Mr. Deaibes insured that the Company is in compliance with all the rules and regulations under ADX, Ministry of Economy and SCA among other governmental and quasi-governmental departments.

17 Major Events and Important Disclosures

The following summary of important disclosures encountered by RPM for the year 2022:

- Signature of a MOU between Response Plus Medical Services LLC and Falcon Aviation Services LLC
- Response Plus Holding PrJSC enters the FTSE Global Micro Cap Index
- Saudi Response Plus Medical is appointed as official medical support partner for Formula 1 STC Saudi Arabian Grand Prix 2022
- Response Plus Holding expands in UAE Market with new Healthtech Centre in Dubai
- Health Tech Training Center LLC signs MOU with the prestigious Asia School of Business
- Signature of a MOU between Response Plus Holding PrJSC (RPM) and IBC Companies Representation
- Signature of a MOU between Response Plus Medical Services LLC and Jaheziya
- Response Plus Holdings PrJSC (UAE) expands into India as Response Plus India Private Limited
- Signature of a partnership between Etisalat by e& and Response Plus Medical Services LLC
- Response Plus Medical Services LLC (Dubai Branch) signed a Service Level Agreement with Al Ahli Dubai Football Club
- Successful participation at ADIPEC 2022
- Signature of a MOU between Response Plus Medical Services LLC and NNPC Medical Services Limited, NMSL a subsidiary wholly owned by the Nigerian National Petroleum Company Limited (NNPC)
- Signature of a Service Level Agreement between Response Plus Medical Services LLC and NAFFCO FZCO



18 Emiratization Percentage in the Company

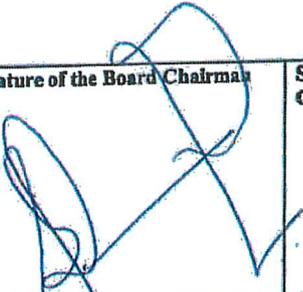
Type of Employee	Number of Employees	Ratio
Emirati Employees	38	2%
Non-Emirati Employees	1605	98%
Total	1643	100%

19 Innovative Projects and Initiatives

- RPM launched a user-friendly IR app for Apple and android devices to make all its announcements and other valuable information accessible to investors on the go.
- RPM has participated in events organized by Abu Dhabi Securities Exchange (ADX), and made sure all its professional social media accounts were active and well aligned, resulting in a formidable presence for the company online.
- RPM launched a new vertical under the HealthTech Training Centre; namely, Itqan Plus. This vertical aims at enhancing soft skills and increasing the quality of customer experience for both potential clientele, as well as RPM's employees.
- RPM has begun the process of implementing an ERP software namely Oracle NetSuite in order to bring uniformity in operations, given the ambitious expansion and growth plan in place.
- Multiple Employee Enhancement programs have been introduced by RPM such as: RPM Toastmaster's Club, Basic Life Support Training,

Food Safety Awareness, Leadership Training, Adapting to Generational Change, and many others.

- Appointment of a dedicated Welfare Officer whose sole responsibility is to oversee and ensure the satisfaction and well-being of all employees.

Signature of the Board Chairman 	Signature of Audit Committee Chairman 	Signature of Nomination and Remuneration Committee Chairman 
Date: .../.../2023	Date: 21/4/2023	Date: 18/4/2023



25/4/23

