

6 March 2024

Middle East Healthcare Company
(A joint stock company under commercial registration no. 4030149460, with a paid-up capital of SAR 920,400,000 and 92,040,000 total outstanding shares)

**Issue of SAR1,000,000,000
Sukuk due 2029
under the
SAR 1,500,000,000
Sukuk Issuance Programme**

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the Base Prospectus dated 14 January 2024G (the "**Base Prospectus**"). This document constitutes the Applicable Final Terms of the Sukuk described herein and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Sukuk is only available on the basis of a combination of these Applicable Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at the head office of the Issuer located at Batterjee Street, Al Zahra District, P.O. Box 2550, Jeddah 21461, Kingdom of Saudi Arabia and copies may be obtained from this office.

1.	Issuer:	Middle East Healthcare Company
2.	Sukukholders' Agent:	Al Rajhi Capital Company
3.	Series Number:	1
	(a) Tranche Number:	1
	(b) Date on which the Sukuk will be consolidated and form a single Series:	Not Applicable
4.	Specified Currency:	Saudi Riyals (" SAR ")
5.	Aggregate Nominal Amount:	
	(a) Series:	SAR 1,000,000,000
	(b) Tranche:	SAR 1,000,000,000
6.	Issue Price:	100 per cent. of the Aggregate Nominal Amount of the Tranche.
7.	Issue Date:	6 March 2024G
8.	Expiry Date:	6 March 2029G
9.	Profit Basis:	7.2000 per cent. per annum
10.	Status:	Unsubordinated and (subject to Condition 7.1 (<i>Negative Pledge</i>)) unsecured obligations of the Issuer
11.	Business Day:	A day on which commercial banks are open for general business in the Kingdom
12.	Date of Issuer's board approval for issuance of Sukuk:	28/08/2023G

PROVISIONS RELATING TO PERIODIC DISTRIBUTIONS

13. Fixed Periodic Distributions Provisions: Applicable
- (a) Profit Rate: 7.2000 per cent. per annum
 - (b) Day Count Fraction: 30/360
 - (c) Periodic Distribution Date(s): 6 March, 6 June, 6 September and 6 December in each year up to and including the Expiry Date, subject to Condition 8.3 (*Cessation of accrual*)
14. Floating Periodic Distribution Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

15. Sukuk Capital: The Aggregate Nominal Amount of the Series of Sukuk
16. Issuer Call Option: Not Applicable
17. Clean up Call Option: Not Applicable
18. Sukukholder Put Option: Not Applicable

PROVISIONS IN RESPECT OF THE SUKUK ASSETS

19. Mudaraba Capital:
- (a) Tranche: SAR 510,000,000, being 51 per cent. of the Aggregate Nominal Amount of the Tranche
 - (b) Series: SAR 510,000,000, being 51 per cent. of the Aggregate Nominal Amount of the Series
20. Share in the Business Portfolio: Middle East Healthcare Company: 89.77 per cent.
Sukukholders' Agent: 10.23 per cent.
21. Profit share ratio in the Mudaraba Income: Mudareb: 1 per cent. of any Mudaraba Income (the "**Mudareb Profit**")
Sukukholders: 99 per cent. of any Mudaraba Income (the "**Mudaraba Profit**")
22. Available Amount: As per Condition 2
23. Murabaha Capital:
- (a) Tranche: SAR 490,000,000, being 49 per cent. of the Aggregate Nominal Amount of the Tranche
 - (b) Series: SAR 490,000,000, being 49 per cent. of the Aggregate Nominal Amount of the Series
24. Provisions relating to the Murabaha Transaction:
- (a) Term: 5 years (period from (and including) the Issue Date to (but excluding) the Expiry Date)
 - (b) Deferred Sale Price Payment Date: the Expiry Date

- (c) Cost Price: 490,000,000 (equal to the Murabaha Capital)
 - (d) Deferred Sale Price: 95 per cent. of the Aggregate Nominal Amount of the Series.
 - (e) Murabaha Profit: 460,000,000
25. Details of the Sukuk Account: Middle East Healthcare Company Sukuk Account No.: 504608019425454 with Al Rajhi Banking and Investment Corporation for Series No.: 1

OTHER FINAL TERMS

26. Listing and admission to trading: Application has been made to Capital Market Authority for registration and offer of the Sukuk and to the Saudi Arabian Stock Exchange (Tadawul) ("**Tadawul**") for the Sukuk to be listed on the Exchange.
- The trading of the Sukuk is expected to commence on the Exchange upon satisfaction of all relevant regulatory requirements. Trading will be announced in local newspapers.
27. Ratings: The Sukuk to be issued are unrated.
28. Reasons for the offer: See "*Use of Proceeds*" in the Base Prospectus
29. Estimate of total expenses related to the offer: The offer expenses are estimated at approximately SAR 13,000,000, including the fees of the Sole Arranger, Dealer(s), Receiving Bank(s), legal advisers, in addition to marketing, arrangement, printing, distribution and other expenses related to the offer. These expenses will be fully borne by the Issuer
30. Subscription method: Prospective investors wishing to purchase the Sukuk of the relevant Tranche will be required to submit a duly completed form (an "**Investor Application Form**") to the relevant Dealer(s) or, in the case of a retail offering of the Sukuk, to the receiving bank(s) (each, a "**Receiving Bank**"), in each case before the end of the Offer Period (as defined herein) and shall make payment for the Sukuk of such Tranche as per the instructions contained in the Investor Application Form. Investor Application Forms will be available from the relevant Dealer(s), or from the Receiving Bank(s), as applicable, in respect of such Tranche. Applications to purchase Sukuk for less than the Specified Denomination will not be accepted. For further details, please see "*Subscription and Sale*".
31. Allocation method: The allocation method of each Tranche of Sukuk will be specified in the Investor Application Form for such Tranche of Sukuk. The acceptance of any application from a prospective investor, and the allocation of any Sukuk, will be at the sole discretion of the Issuer in consultation with the Dealer(s) in respect of the relevant Tranche of Sukuk.
32. Category of other Qualified Person: Not Applicable.

33. Treatment of Sukuk for Zakat purposes: The Issuer will not treat the Sukuk as part of its capital for *Zakat* purposes.
34. Other final terms: Not Applicable.

DISTRIBUTION

35. Dealer/distributor: Al Rajhi Capital Company
36. Receiving Bank(s): Al Rajhi Banking and Investment Corporation
37. Offer Period: 12/02/2024G to 25/02/2024G
38. Minimum number of Sukuk to be subscribed for: 5
39. Maximum number of Sukuk to be subscribed for: 1,000,000
40. Minimum value of Sukuk to be subscribed for: SAR 5,000
41. Maximum value of Sukuk to be subscribed for: SAR 1,000,000,000

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Applicable Final Terms. To the best of the knowledge and belief of the Issuer (having taken reasonable care to ensure that such is the case) the information contained in these Applicable Final Terms is in accordance with the facts and there are no other facts, the omission of which would make any statement herein misleading.

APPOINTMENT OF THE MUDAREB

By executing these Applicable Final Terms, the Issuer (in its capacity as Mudareb) acknowledges and agrees that the Sukukholders' Agent in its capacity as *rab-al-maal* has contributed the Mudaraba Capital for investment in accordance with the Master Mudaraba Agreement and accordingly a Mudaraba has been constituted in respect of the Sukuk that are the subject of these Applicable Final Terms, in accordance with the terms of the Master Mudaraba Agreement as supplemented by these Applicable Final Terms.

Signed on behalf of **Middle East Healthcare Company**

By:

Duly authorised