



**Ordinary General Assembly**  
**20 March 2023**

**Resolutions Summary**

**Item (1)**

**Board of Directors Report for the FY 2022**

The General Assembly ratified the presented Board of Directors' Report for the FY ending 31/12/2022.

**Item (2)**

**Governance Report and External Auditors' Report  
for the FY 2022**

The General Assembly ratified the presented Governance Report issued by the Board of Directors for the FY ending 31/12/2022 and the associated External Auditors' Reports.

**Item (3)**

**External Auditors' Reports for the FY 2022**

The General Assembly ratified the External Auditors' Reports for the Separate and Consolidated Financial Statements for the FY ending 31/12/2022.

**Item (4)**

**Separate and Consolidated Financial Statements  
For the FY 2022**

The General Assembly ratified the separate and consolidated Financial Statements for the year ending 31/12/2022.

**Item (5)**

**Recommended Appropriation Account  
For the FY 2022**

The General Assembly approved the proposed Appropriation Account for 2022 profit share distribution and delegated the Board of Directors to approve the guidelines for the profit share distribution to the staff for the year 2022.

The Shareholders are entitled to cash dividends payout of approximately EGP 0.53 per share for a total number of shares of (2,999,056,287).

The ex-dividend date shall be Monday, April 3, 2023 and will be disbursed via Misr for Central Clearing, Depository and Registry "MCDR" on Thursday, April 6, 2023.

**Item (6)**

**Increasing the Issued and Paid-in Capital  
to Fulfill the ESOP "Year 14"**

The General Assembly approved the increase of the Issued and Paid-in Capital by (20,444,713)

common shares at nominal value of EGP 10 per share, an increase of EGP 204,447,130 to effect the vesting terms for "Year 14" of the "ESOP", the program that was approved by the Extraordinary GA on March 21, 2016 and authenticated by the Financial Regulatory Authority.

The General Assembly also approved amending Articles "6" and "7" of the Bank's Bylaws to reflect the mentioned increase.

The General Assembly delegated the CEO & MD to fulfill the capital increases procedural requirements after obtaining the required approvals, with the right to delegate others in doing so, without prejudice to the Listing and Delisting Rules and its Executive Regulations issued by the Financial Regulatory Authority and effected by the Egyptian Stock Exchange, and also delegated Mr. Mohy El Din El Tohamy Ibrahim, Head of the Bank's Legal Department, and Mr. Mahmoud Abbas Mohamed Ahmed, Manager of the Bank's Legal Affairs, to sign separately the amendment agreements of the Bank's Statutes at the respective Notary Office.

#### **Item (7)**

##### **Approve the changes to the Board of Directors' composition since the previous General Assembly of March 27<sup>th</sup>, 2022**

The General Assembly approved the changes that took place on the composition of CIB's Board during the aforementioned period, as follows:

- Appointment of Mr. Fadhel Abdul Baqy Abulhasan Alqaed AlAli as a Non-Executive Board Member representing the interests of Alpha Oryx Ltd. - a subsidiary of ADQ - in CIB as of May 19<sup>th</sup> 2022.
- Appointment of Mr. Aziz Moolji as a Non-Executive Board Member representing the interests of Alpha Oryx Ltd. - a subsidiary of ADQ - in CIB as of May 19<sup>th</sup> 2022.
- Appointment of Mr. Amin Hisham Mohamed Amin Ezz Al-Arab as a Non-Executive Board Member as of November 21<sup>st</sup>, 2022.

#### **Item (8)**

##### **Discharging the Board of Directors for FY 2022**

The General Assembly approved discharging the Chair and Members of the Board from all liabilities with regard to the Bank's activities during the FY 2022.

#### **Item (9)**

##### **Elect Members of the Board for the upcoming Board Term (March 2023-March 2026)**

In view of the listed nominees, approved by the Central Bank of Egypt, to be presented to the General Assembly for election to serve the new Board Term (March 2023 - March 2026), the General Assembly approved the new Board of Directors' composition to be as follows:

Mr. Amin Hisham Mohamed Amin Ezz Al-Arab	Non- Executive Chairman
Mr. Hussein Mohamed Maged Hussein Abaza	CEO and Managing Director
Mr. Paresh Dattatraya Sukthankar	Non-Executive Independent Board Member
Mr. Rajeev Krishan Lal Kakar	Non-Executive Independent Board Member
Mr. Sherif Samir Mahmoud Samy	Non-Executive Board Member
Mr. Jay-Michael Baslow	Non-Executive Independent Board Member
Mr. Fadhel Abdul Baqy Abulhasan Alqaed AlAli	Non- Executive Board Member

representing Alpha Oryx Limited

Mr. Aziz Moolji

Non-Executive Board Member

representing Alpha Oryx Limited

Mrs. Hoda Ahmed Mohamed Mansour ELAskalany Non-Executive Independent Board Member

Mrs. Nevine Aly Fayek Sabbour

Non-Executive Independent Board Member

### **Item (10)**

#### **2023 Proposed Sitting Fees for the Directors of the Board**

The General Assembly approved the following sitting fees for FY 2023:

- Annual board sitting fees to each Non-Executive Director for the net amount of EGP 250,000.
- Annual committee sitting fees to each Non-Executive Director for the net amount of EGP 215,000 per committee; whereas it is a net amount of EGP 230,000 for each committee chair.

### **Item (11)**

#### **Appointment of the Bank's External Auditors**

##### **For the FY 2023**

##### **And Approving their Fees**

The General Assembly approved the appointment of Mr. Farid Samir Farid, Partner, (Grant Thornton - Saleh, Barsoum & Abdel Aziz Auditing Firm) and Mr. Hossam El-Din Mohamed Abdallah Hilal, Partner, "Mohamed Hilal and Waheed Abdel Ghaffar and Partners - Baker Tilly Mohamed Hilal and Waheed Abdel Ghaffar Legal Auditors" as the Bank's Auditors for the FY 2023.

The General Assembly approved their audit fees of EGP 7.6 Mn (net of VAT) for auditing the Bank's annual and quarterly standalone and consolidated financial statements and issuing related reports.

### **Item (12)**

#### **Authorization to the Board of Directors**

##### **to Approve Donations in 2023**

The General Assembly approved authorizing the Board of Directors to donate above EGP 1000 per recipient during the year 2023 in conformity with Article "101" of the Corporate Law No. 159 of the year 1981. The General Assembly also approved the amounts donated during the FY 2022.

### **Item (13)**

#### **Authorization to the Directors**

##### **To Assume Executive Roles in Other Companies**

The General Assembly approved authorizing the Directors to assume full time jobs (technical or administrative) in other shareholding companies in conformity with Article "95" of the Corporate Law No. 159 of the year 1981.

[http://www.rns-pdf.londonstockexchange.com/rns/5755T\\_1-2023-3-20.pdf](http://www.rns-pdf.londonstockexchange.com/rns/5755T_1-2023-3-20.pdf)

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