



**EZZ Steel Company - S.A.E.**

#### **PROPOSED VOLUNTARY DELISTING AND SHARE BUYBACK OFFER**

**Cairo, 8 December 2024**- Ezz Steel Company S.A.E., (EGX: ESRS, LSE AEZD), an Egyptian joint stock company (the "Company"), hereby makes the following announcements:

- The Company's Board of Directors, on 7 December 2024, has approved resolutions calling an extraordinary general assembly meeting to approve the voluntary delisting of the Company's shares from the Egyptian Stock Exchange (the "EGX") and a proposed buyback of up to 171,905,362 shares (which will include the 9,514,653 shares represented by 3,171,551 Global Depositary Receipts (one GDR represents three shares) (the "GDRs")) (the "Share Buyback Offer") held by public shareholders. The Company is not tendering for the GDRs and, if a holder of GDRs wishes to tender the underlying shares, the holder must first surrender the GDRs and receive delivery of the underlying shares.
- Subject to the approval of the extraordinary general assembly meeting, the purchase price in the Share Buyback Offer will be determined in accordance with the article (55) of the Listing and Delisting Rules of EGX to be the highest among the following values:
  - the highest closing price of the share during the month prior to the Board of Directors meeting as at 7/12/2024, which is EGP 118.98 per share;
  - the average closing price of the share over the three months leading up to the Board of Directors meeting as at 7/12/2024, which is EGP 108.19 per share; and
  - the fair value of the share as assessed by an Independent Financial Advisor,
- The Company's Board of Directors, subject to the approval of the extraordinary general assembly, resolved that the ceiling for the buyback price should not exceed EGP 120.00 per share.
- The Company's Board of Directors appointed BDO Keys Financial Consulting S.A.E. as the Independent Financial Advisor to determine the fair value of per share for purposes of calculating the purchase price in the Share Buyback Offer.
- Subject to various conditions described in this announcement, the Board of Directors has also conditionally approved the voluntary delisting of its GDRs from listing on the Official List and trading on the London Stock Exchange (the "LSE").

#### **Voluntary Delisting and the Share Buyback Offer**

The proposed Share Buyback Offer will provide public holders of the Shares (including holders of the GDRs) an opportunity to realize prompt and certain value for their shares. As noted above, the purchase price for the Share Buyback Offer will be determined at the extraordinary general assembly meeting in accordance with the article (55) of the Listing Delisting Rules.

#### **Amendment of the Deposit Agreement**

In connection with the proposed voluntary delisting and Share Buyback Offer the Company has amended the Deposit Agreement dated 26 December 2005, as amended and restated from time to time, pursuant to which the GDRs are issued (the "Deposit Agreement"), entered into in connection with the Company's GDR program, and the Terms and Conditions of the GDRs, to remove its undertaking to use reasonable efforts to maintain a listing of the GDRs on the Official List and admission to trading on the London Stock Exchange. Under the terms of the Deposit Agreement and the Terms and Conditions of the GDRs, the amendment must take effect following a period of three months' notice to GDR holders. The amendment to the Deposit Agreement and the Terms and Conditions of the GDRs does not require the approval of the GDR holders. The Supplemental Agreement amending the Deposit Agreement and the Terms and Conditions of the GDRs was executed on 7 December 2024.

#### **Further Announcements**

Further announcements regarding the delisting and participation by shareholders (including GDR holders that have cancelled their GDRs in a timely manner) in the Share Buyback Offer are expected to be released by the Company when the date and other details of the extraordinary general meeting are set and when the Share Buyback Offer is to be commenced.

#### **Other Information**

This announcement includes inside information as defined under Egypt Capital Market Law No. 95 of 1992 and in Article 7 of the UK Market Abuse Regulation No. 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 and is being released by the Investors Relations of the Company.

#### **Forward-looking Statements**

This announcement contains forward-looking statements. Forward-looking statements are statements that are not historical facts and include statements regarding the state of the steel industry, the ability to complete, the expected timing of completion and the related potential benefits of the Share Buyback Offer and the voluntary delisting. Forward-looking

of completion and the related potential benefits of the Share Buyback Offer and the voluntary delisting. Forward-looking statements involve inherent risks, uncertainties and assumptions, including, without limitation, the possibility that the Share Buyback Offer and voluntary delisting may not materialise as expected, or at all. If such risks or uncertainties materialise or such assumptions prove incorrect, actual results could differ materially from those expressed or implied by such forward-looking statements and assumptions. The forward-looking statements contained in this announcement are made as of the date hereof, and the Company expressly disclaims any obligation to update or correct any forward-looking statements made herein due to the occurrence of events after the issuance of this announcement.

#### **Important Information**

The Share Buyback Offer has not yet commenced. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. This announcement is not intended to, and does not constitute, or form part of, an offer to sell or an invitation to purchase, exchange or subscribe for any securities in any jurisdiction.

The Share Buyback Offer will be made only pursuant to an EGX Share Buyback Application in accordance with Listing and Delisting Rules of the EGX. The EGX Share Buyback Application will be published after the Share Buyback Offer has been approved in accordance with the Listing and Delisting Rules of the EGX.

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