

Ordinary General Assembly
March 23rd, 2025

Summary of Issues to Be Discussed

The Ordinary General Assembly is respectfully requested to make decisions regarding the following items.

Item (1)

Board of Directors Report for the Fiscal Year 2024

Enclosed is the Board of Directors' Report for the Fiscal Year ending 31/12/2024 presented to the General Assembly for discussion and approval.

Item (2)

**Governance Report and External Auditors' Report
for the Fiscal Year 2024**

Enclosed is the Governance Report issued by the Board of Directors for the Fiscal Year ending 31/12/2024 with the associated External Auditors' Reports, assessing the Bank's compliance with the governance rules for listed companies in the Egyptian Stock Exchange. The report is presented to the General Assembly for discussion and approval.

Item (3)

External Auditors' Reports for the Fiscal Year 2024

Enclosed are the External Auditors' Reports for the Separate and Consolidated Financial Statements for the Fiscal Year ending 31/12/2024 presented to the General Assembly for discussion and approval.

Item (4)

**Separate and Consolidated Financial Statements
For the Fiscal Year 2024**

Enclosed are the separate and consolidated Financial Statements for the Fiscal Year ending 31/12/2024 presented to the General Assembly for discussion and ratification.

Item (5)

**Recommended Appropriation Account
For the Fiscal Year 2024**

The Appropriation Account for 2024 profit share distribution is presented to the General Assembly for approval and to delegate the Board of Directors to approve the guidelines for the profit share distribution to the staff for the year 2024.

	<u>EGP in thousands</u>
Available Net Profit for Distribution as of December 31, 2024	50,260,833
<u>To be distributed as follows:</u>	
Legal Reserve	2,771,284
General Reserve	18,971,298
Shareholders' Dividends	7,607,895
Staff Profit Share	5,542,832
Board of Directors' Bonus	178,000
CIB Foundation	831,425
Support and Development of the Banking Sector Fund	554,283
Retained Earnings	19,803,816

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Item (6)

**Increase the Issued and Paid-in Capital to Fulfill ESOP "Year 16" Obligation
and Amend Articles "6" and "7" of the Bank's Statute**

The approval of the General Assembly meeting is sought to increase the issued and paid in capital by (27,693,000) common shares at nominal value of EGP 10 per share, an increase of EGP 276,930,000 to effect the vesting terms for "Year 16" of the "ESOP", approved by the Financial Regulatory Authority and to approve amending Articles (6) and (7) of the Bank's Bylaws to reflect the mentioned increase, subject to the approval of the Central Bank of Egypt.

The approval of the General Assembly is also sought to delegate the Chief Executive Officer 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.

The approval of the General Assembly is also sought to delegate Mr. Mahmoud Abbas Mohamed Ahmed, Chief Legal Officer, to sign the amendment agreements of the Bank's Statutes at the respective Notary Office.

Hereunder are Article (6) and (7) before and after amendments:

Article (6) Before Amendment:

The Bank has an authorized capital of EGP 100 billion (one hundred billion Egyptian Pounds) with issued capital of EGP 30,431,580,000 (thirty billion, four hundred thirty-one million, five hundred and eighty thousand Egyptian pounds) divided into 3,043,158,000 (three billion, forty-three million, one hundred and fifty-eight thousand) shares at a nominal value of ten Egyptian Pounds.

Article (6) After Amendment:

The Bank has an authorized capital of EGP 100 billion (one hundred billion Egyptian Pounds) with

issued capital of EGP 30,708,510,000 (thirty billion, seven hundred and eight million, five hundred and ten thousand Egyptian pounds) divided into 3,070,851,000 (three billion, seventy million, eight hundred and fifty-one thousand) shares at a nominal value of ten Egyptian Pounds.

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Article (7) Before Amendment:

The Issued Capital of the Bank is composed of three billion, nineteen million, five hundred and one thousand common stocks distributed as follows:

Name & Nationality	Nationality	No. of Stocks	Value in EGP
Bank of New York Mellon (Foreign) USA	American	822,434,677	8,224,346,770
Alpha Oryx Limited	UAE	511,644,101	5,116,441,010
Other Shareholders (Egyptians & Foreigners)	& Egyptian) (Foreigners)	1,709,079,222	17,090,792,220
Total		3,043,158,000	30,431,580,000

The Egyptian subscription is 21.67% according to the approved shareholders' lists authenticated by Misr for Central Clearing, Depository and Registry on the latest position as of 31 December 2024.

The full nominal value of the issued capital amounting to EGP 30,159,010,000 (thirty billion, one hundred and fifty-nine million, and ten thousand Egyptian pounds) was fully paid and recorded in the Bank's Commercial Register. The amount of increase of EGP 236,570,000 (two hundred and thirty-six million, five hundred and seventy thousand Egyptian Pounds) was deposited at the Commercial International Bank - Egypt S.A.E., Giza Branch, the authority entity to receive the public offering as certified by the Bank's issued certificate dated 23 April 2024. Accordingly, the issued capital has been fully paid.

Article (7) After Amendment:

The Issued Capital of the Bank is composed of three billion, seventy million, eight hundred and fifty-one thousand common stocks distributed as follows:

Name & Nationality	Nationality	No. of Stocks	Value in EGP
Bank of New York Mellon (Foreign) USA	American	868,309,263	8,683,092,630
Alpha Oryx Limited	UAE	511,644,101	5,116,441,010
Other Shareholders (Egyptians & Foreigners)	& Egyptian) (Foreigners)	1,690,897,536	16,908,975,360
Total		3,070,851,000	30,708,510,000

The Egyptian subscription is 21.49% according to the approved shareholders' lists authenticated by Misr for Central Clearing, Depository and Registry on the latest position as of 31 December 2024.

The full nominal value of the issued capital amounting to EGP 30,431,580,000 (thirty billion, four hundred thirty-one million, five hundred and eighty thousand Egyptian pounds) was fully paid and recorded in the Bank's Commercial Register. The amount of increase of EGP 276,930,000 (two hundred seventy-six million, nine hundred and thirty thousand Egyptian Pounds) was deposited at the Commercial International Bank - Egypt (CIB) S.A.E., Giza Branch, the authority entity to receive the public offering as certified by the Bank's issued certificate. Accordingly, the issued capital has been fully paid.

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Item (7)

Approve the changes to the Board of Directors' composition since the previous General Assembly of March 25th, 2024

In accordance with Article (22) of the Bank's Bylaws, and the laws and procedures of the Central Bank and Banking Sector Law No. 194 for the year 2020 and the Corporate Law No. 159 for the year 1981 and its executive regulations and their amendments thereof, which stipulate that the General Assembly is to be notified of the effected changes in the composition of the Board since the previous General Assembly held, the following change took place in the composition of CIB's Board of Directors since the General Assembly of March 25th, 2024 and is presented to the General Assembly for approval:

- Resignation of Mr. Iav-Michael Baslow Non-Executive Board Member. for personal reasons.

- Resignation of Mr. Hussein Mohamed Maged Hussein Abaza, CEO & Managing Director, ending his service at the Bank.
- Effective November 5th, 2024, the following changes also took place:
 - (1) Mr. Hisham Mohamed Amin Ezz Al-Arab transitioned from his position as Non-Executive Chairman to assume the role of Chief Executive Officer.
 - (2) Mrs. Neveen Aly Fayek Sabbour, Non-Executive Board Member, was elected and appointed as Independent Chair of the Board.
 - (3) Mr. Amr Youssef Hassan El-Ganainy, Deputy CEO, joined the BoD as Executive Board Member.
 - (4) Mr. Islam Bahget Zekry, Group CFO, jointed the BoD as Executive Board Member.

Accordingly, the current composition of the Board of Directors is as follows:

Mrs. Nevine Aly Fayek Sabbour	Independent Chair
Mr. Amin Hisham Mohamed Amin Ezz Al-Arab	Chief Executive Officer
Mr. Paresh Dattatraya Sukthankar	Independent Board Member
Mr. Rajeev Krishan Lal Kakar	Independent Board Member
Mr. Sherif Samir Mahmoud Samy	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
Ms. Hoda Ahmed Mohamed Mansour	Independent Board Member
Mr. Jawaid Ahmed Mirza	Non-Executive Board Member

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Item (8)

Discharging the Board of Directors for Fiscal Year 2024

The approval of the Ordinary General Assembly is requested to discharge the Chair and Members of the Board from all liabilities with regard to the Bank's activities during the Fiscal Year 2024.

Item (9)

2025 Proposed Remuneration for the Non-Executive Directors of the Board

The Board of Directors has approved to submit to the General Assembly the proposal of the Compensation Committee to pay a net annual Board sitting fees to each Non-Executive Director amounting to EGP 360,000 for the Fiscal Year 2025.

The matter is referred to the General Assembly for approval.

Item (10)

Appointment of the Bank's External Auditors for the Fiscal Year 2025 and Approving their Fees

In accordance with Article No. 42 (bis) of the Bank's Statute, the Ordinary General Assembly appoints in its annual meeting two external auditors and determines their fees.

In light of the recommendation of the Bank's Audit Committee and as concurred by the Board of Directors, the General Assembly is kindly requested to approve the Bank's Auditors for the Fiscal Year 2025 to be Mr. Farid Samir Farid, Partner, (Grant Thornton, Saleh, Barsoum & Abdel Aziz Auditing Firm) and Mr. Hossam Mohamed Hilal, Partner - Baker Tilly Mohamed Hilal and Wahid Abdel Ghaffar - Legal Auditors & Consultants" as the Bank's Auditors for the Fiscal Year 2025 for a total proposed auditing fees of EGP 12.5mn (excluding VAT) for auditing the Bank's annual and quarterly standalone and consolidated financial statements and issuing related reports.

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Item (11)

Authorization to the Board of Directors to Approve Donations in 2025

The approval of the General Assembly is kindly sought to authorize the Board of Directors to approve donations above EGP 1000 per recipient during the year 2025 in conformity with Article "101" of the Corporate Law No. 159 of 1981.

As for the Fiscal Year 2024 and in addition to the annual approved amount allocated by the General Assembly to the "Commercial International Bank Foundation" of 1.5% of the Bank's Net Profit to pursue the Foundation's philanthropy mission, the Board of Directors approved donations during the Fiscal Year 2024 as authorized by the General Assembly in 2024, as follows:

- **EGP 100 million** to the Government Medical Emergency Fund. This donation is intended to support and finance medical services for citizens, ensuring sustainable funding in the event of disasters, medical emergencies, crises, and epidemics. Additionally, it will help cover critical medical interventions and reduce patient waiting lists.
- **EGP 5 million** to the "2024 Ramadan Convoys," which aim to support families in need of essential food supplies during the holy month of Ramadan.

These donations reflect the bank's commitment to social responsibility, supporting healthcare and providing aid to those in need, particularly during times of crisis.

Item (12)

Authorization to the Directors To Assume Executive Roles in Other Companies

The approval of the Ordinary General Assembly is sought to authorize 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.

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