

**TRANSLATION FROM ARABIC**  
**Summary of the Resolutions Adopted by the Ordinary General Assembly Meeting of the**  
**Shareholders of**  
**EFG Holding S.A.E. (the "Company")**  
**Held on Saturday, 24 May 2025, at 10 AM**  
**(the "OGM")**

**Resolution No. 1**

The OGM approved the Board of Directors' report on the Company's activities for the fiscal year ended 31/12/2024.

**Resolution No. 2**

The OGM approved the auditor's report on the financial statements for the fiscal year ended 31/12/2024.

**Resolution No. 3**

The OGM ratified the financial statements for the fiscal year ended 31/12/2024.

**Resolution No. 4**

The OGM approved the corporate governance report for the fiscal year ended 31/12/2024.

**Resolution No. 5**

The OGM approved the adoption of the proposal put forth by the Board of Directors of the Company, during the meeting held on 18 March 2025, regarding the restructuring of the ownership of U Consumer Finance S.A.E. ("U Consumer Finance"), an indirect subsidiary of the Company, for the purposes of trading the shares of U Consumer Finance on the Egyptian Exchange (the "EGX"), based on the trading disclosure report, following the finalization of the temporary listing procedures of U Consumer Finance on the EGX, whereas the restructuring will take place during the period between the listing of U Consumer Finance on the EGX and the trading of the shares of U Consumer Finance on the EGX, which restructuring will be as follows:

- transfer, to the Company, 100% of the shares owned by Hermes Securities Brokerage S.A.E. and 100% of the shares owned by Hermes Portfolio and Fund Management S.A.E., in each case, in the share capital of U Consumer Finance;
- transfer, to the Company, a portion of the shares owned by EFG Finance Holding S.A.E. in the share capital of U Consumer Finance; and
- execute additional restructuring at the level of U Consumer Finance,

whereby, as a result of the foregoing restructuring, the Company will directly own 431,546,918 shares in the share capital of U Consumer Finance, representing 20.488% of the share capital of U Consumer Finance.

**Resolution No. 6**

The OGM approved the distribution of a portion of the retained earnings distributable by the Company, as of the financial year ending on 31/12/2024, and which amount to EGP 618,557,620 (Six Hundred and Eighteen Million and Five Hundred and Fifty Seven Thousand and Six Hundred and Twenty Egyptian Pounds), in the form of shares in the share capital of, the Company's subsidiary, U Consumer Finance (*in lieu* of a cash dividend distribution), representing 20.488% of the share capital of U Consumer Finance, based on the book value per share of U Consumer Finance, amounting to EGP 2.77 per share, based on the consolidated financial statements of U

Consumer Finance, amounting to EGP 0.777 per share, based on the consolidated financial statements of U Consumer Finance for the financial year ending on 31/12/2024.

As such, EGP 335,322,346 (Three Hundred and Thirty Five Million and Three Hundred and Twenty Two Thousand and Three Hundred and Forty Six Egyptian Pounds) of the retained earnings distributable by the Company, as of the financial year ending on 31/12/2024, will be used to settle the distribution of 431,546,918 shares in the share capital of U Consumer Finance, representing 20.488% of the share capital of U Consumer Finance, on the EGX, on a *pro rata* basis, to the shareholders of the Company as of the record date, such that, as of the record date, each shareholder holding 3.3273 Company shares will be entitled to 1 U Consumer Finance share (with fractional shares allocated to minority shareholders), for the purposes of trading the shares of U Consumer Finance on the EGX.

The OGM delegated the Managing Director and Chief Executive Officer of the Company to determine the record date, which will be announced at later date on the EGX screens, in coordination with the relevant authorities.

The shareholders of the Company, as of the record date, including the Employee Stock Option Program (the "ESOP"), pursuant to Paragraphs 7 & 8 of Article 2 of the ESOP Statutes, will be entitled to shares in the share capital of U Consumer Finance, it being noted that the terms and conditions of the ESOP Statutes will also apply to the shares received by the ESOP in the share capital of U Consumer Finance.

The OGM delegated the Managing Director and Chief Executive Officer of the Company to take such actions and to sign such documents, as is necessary, to execute the resolutions related to the restructuring and related to the distribution of the U Consumer Finance shares to the shareholders of the Company, as are further detailed above.

The OGM was informed that the fair value of U Consumer Finance has been determined at EGP 15,586,000,000 (Fifteen Billion and Five Hundred and Eighty Six Million Egyptian Pounds), based on the fair value report prepared by the Independent Financial Advisor (IFA), Keys Financial Consulting S.A.E. (BDO), dated 17 March 2025, which was prepared in accordance with the financial valuation standards for corporations, which are stipulated in Decree No. 1 of 2017, issued by the Board of Directors of the Financial Regulatory Authority, it being noted that such fair value report is indicative.

#### **Resolution No. 7**

The OGM approved the discharge of the Chairperson and members of the Board of Directors of the Company from all liabilities with respect to the fiscal year ended 31/12/2024.

#### **Resolution No. 8**

The OGM approved the remunerations of the Company's non-executive members of the Board of Directors for the fiscal year ended 31/12/2024, and approved the remunerations of the members of the Board of Directors of the Company, as well as their attendance and travel allowances, for the fiscal year 2025.

#### **Resolution No. 9**

The OGM ratified all donations during the fiscal year 2024, and authorized the Board of Directors of the Company to approve donations in excess of EGP1 thousand (One Thousand Egyptian Pounds) during the fiscal year 2025.

#### **Resolution No. 10**

The OGM (i) approved the redistribution of the shares resulting from fractional shares, which emanated from the distribution of stock dividends, and which amount to 75,410 shares, and which will be distributed to the shareholders of the Company, on a *pro rata* basis, in the form of stock dividends (with fractional shares allocated to minority shareholders), and (ii) delegated the Managing Director and Chief Executive Officer of the Company to determine the record date and the distribution date and to take all actions necessary before Misr for Central Clearing, Depository, and Registry (MCDR).

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The OGM delegated each of Mr. Ibrahim Moussa Ibrahim, or Mr. Ahmed Abdelkerim Nassef, or Mr. Mahmoud Abdelkhalek Mahmoud, or Ms. Fatma Yasser Mohamed, lawyers, individually, to take all such necessary legal actions to procure the ratification of the minutes of the OGM by the Financial Regulatory Authority (FRA), to deal with

the commercial chambers, to procure the annotation by the commercial register, to deal with Misr for Central Clearing, Depository, and Registry (MCDR), and the Egyptian Exchange.

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