

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

**Item (1)**

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

Enclosed is the Board of Directors' Report for the Financial Year ending 31/12/2022 presented to the General Assembly for discussion and approval.



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

**Item (2)**

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

Enclosed is the Governance Report issued by the Board of Directors for the Financial Year ending 31/12/2022 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.



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**Item (3)**

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

Enclosed are the External Auditors' Reports for the Separate and Consolidated Financial Statements for the Financial Year ending 31/12/2022 presented to the General Assembly for discussion and approval.



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**Item (4)**

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

Enclosed are the separate and consolidated Financial Statements for the year ending 31/12/2022 presented to the General Assembly for discussion and ratification.



**Ordinary General Assembly**  
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**Item (5)**

**Recommended Appropriation Account**  
**For the FY 2022**

The Appropriation Account for 2022 profit share distribution is presented to the General Assembly for approval, delegating the Board to approve the guidelines for the profit share distribution to the staff for the year 2022.

	<b><u>EGP in thousands</u></b>
<b>Available Net Profit for Distribution as of December 31, 2022</b>	<b>16,491,889</b>
<b><u>To be distributed as follows:</u></b>	
Legal Reserve	806,408
General Reserve	11,579,607
Shareholders' Dividends	1,613,036
Staff Profit Share	1,612,490
Board of Directors' Bonus	110,239
CIB Foundation	241,874
Support and development of the Banking Sector Fund	161,249
Retained Earnings	366,986



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**Item (6)**

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



The approval of the General Assembly meeting is sought to increase 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”, 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 & Managing Director 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 to delegate 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.

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

**Article (6) Before Amendment:**

The Bank has an authorized capital of EGP 50 billion (fifty billion Egyptian Pounds) with issued capital of EGP 29,990,562,870 (twenty-nine billion, nine hundred and ninety million, five hundred and sixty-two thousand and eight hundred and seventy Egyptian pounds) divided into 2,999,056,287 (two billion, nine hundred and ninety-nine million, fifty-six thousand, and two hundred and eighty-seven) shares at a nominal value of ten Egyptian Pounds.

**Article (6) After Amendment:**

The Bank has an authorized capital of EGP 50 billion (fifty billion Egyptian Pounds) with issued capital of EGP 30,195,010,000 (thirty billion, one hundred and ninety-five million, ten thousand Egyptian pounds) divided into 3,019,501,000 (three billion, nineteen million, five hundred and one thousand) shares at a nominal value of ten Egyptian Pounds.

**Article (7) Before Amendment:**

The Issued Capital of the Bank is composed of two billion, nine hundred and ninety-nine million, fifty-six thousand, and two hundred and eighty-seven common stocks distributed as follows:

Name & Nationality	Nationality	No. of Stocks	Value in EGP
Bank of New York Mellon (Foreign)	American	673,953,624	6,739,536,240
Alpha Oryx Limited (Foreign)	UAE	511,644,101	5,116,441,010
Other Shareholders (Egyptians & Foreigners)	(Egyptian & Foreigners)	1,813,458,562	18,134,585,620
Total		2,999,056,287	29,990,562,870

The Egyptian subscription is 19.98% according to the approved shareholders' lists authenticated by Misr for Central Clearing, Depository and Registry on the latest position as of 22 September 2022.

The full nominal value of the issued capital amounting to EGP 29,825,133,600 (twenty-nine billion, eight hundred and twenty-five million, one hundred and thirty-three thousand and six hundred Egyptian pounds) was fully paid and recorded in the Bank's Commercial Register. The amount of increase of EGP 165,429,270 (one hundred and sixty-five million, four hundred and twenty-nine thousand and two hundred and seventy 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 22/11/2022. Accordingly, the issued capital has been fully paid.

**Article (7) After 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)	American	691,959,233	6,919,592,330
Alpha Oryx Limited (Foreign)	UAE	511,644,101	5,116,441,010
Other Shareholders (Egyptians & Foreigners)	(Egyptian & Foreigners)	1,815,897,666	18,158,976,660
Total		3,019,501,000	30,195,010,000

The Egyptian subscription is 19.95% according to the approved shareholders' lists authenticated by Misr for Central Clearing, Depository and Registry on the latest position as of 15 January 2023.

The full nominal value of the issued capital amounting to EGP 29,990,562,870 (twenty-nine billion, nine hundred and ninety million, five hundred and sixty-two thousand and eight hundred and seventy Egyptian pounds) was fully paid and recorded in the Bank's Commercial Register. The amount of increase of EGP 204,447,130 (two hundred and four million, four hundred and forty-seven thousand and one hundred and thirty 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. 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 27<sup>th</sup>, 2022**

In accordance with Article (22) of the Bank's Bylaws, and the laws and procedures of the CBE 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 with the effected changes in the composition of the Board since the last General Assembly held on March 27<sup>th</sup>, 2022 to date.

Below are the changes that took place on the composition of CIB's Board during the aforementioned period, presented to the General Assembly for approval:

- 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.





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**Item (8)**

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

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 Financial Year 2022.



**Item (9)****Elect the Members of the Board for the upcoming Board Term****(March 2023-March 2026)**

In accordance with the Corporate Law No. 159 for the year 1981 and its executive regulations and with the Central Bank and Banking Sector Law No.194 for the year 2020 and in compliance with the Bank's Bylaws, the Board Membership Nomination Process was published in two local newspapers as well as EGX, for accepting nominations as of Thursday, November 10, 2022 up to Thursday, November 24, 2022 for the new Board Term (March 2023-March 2026).

The following list comprises the nominees\* for the General Assembly election (to fill ten board seats) to be voted on individually. Biographies are attached.

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. Jay-Michael Baslow	Non-Executive Independent Board Member
Mr. Sherif Samir Mahmoud Samy	Non-Executive 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

**\* The names and credentials of the aforementioned nominees were submitted to the Central Bank of Egypt for approval in compliance to Article (120) of the Central Bank and Banking Sector Law No.194 for the year 2020.**

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**Mr. Hisham Ezz Al-Arab**  
**Non-Executive Chairman**

Hisham Ezz Al-Arab is a Non-Executive Director in the Commercial International Bank (CIB) – Egypt since November 2022; prior to his appointment in CIB, Mr. Ezz Al-Arab served as an advisor to the Governor of the Central Bank of Egypt for three months. In 2020, Mr. Ezz Al-Arab founded and chaired HE Advisory. With over 40 years of experience as an international banker across Europe, the Middle East, and Africa, he advises corporations on Growth Strategies, Resources Mobilization and Financial Risk Management. He also provides fundraising advice and strategic counsel to start-up fintechs.

Mr. Ezz Al-Arab is the former Chairman and Managing Director of Commercial International Bank - Egypt (CIB), where he served in that role from 2002 to 2020. During his tenure, he transformed the institution from a wholesale lender with a market capitalization of EGP 1 billion into Egypt's largest private-sector bank with a market capitalization of EGP 100 billion. As the blue-chip component of the Egyptian Exchange with ADRs and GDRs listed on the New York and London Stock Exchanges, the stock is the global investment community's preferred proxy for Egypt and a benchmark for the banking industry in emerging markets.

His leadership was committed to cultivating and perpetuating a culture of entrepreneurial spirit and meritocracy and to global best practices with respect to corporate governance and risk management. Equally committed to the bank's global responsibility, in 2013, Mr. Ezz Al-Arab introduced sustainability and gender equality initiatives. CIB was the first bank in Egypt to issue a sustainability report and to join the signatories for the United Nations Environment Program Financial Initiatives: Principles for Responsible Banking. CIB was also included in the Low Carbon Select Index in the Middle East and North Africa (MENA). In 2019, CIB was named to the Bloomberg Gender Equality Index, the only company in Egypt and Africa to be listed. He also led the digital transformation of the bank's processes and practices, including the establishment of a Data Analytics unit, the first such effort at an Egyptian bank. This unit subsequently advised the Egyptian government regarding data collection and analysis.

Recognizing the potential opportunities in Africa, particularly East Africa as a trade hub, Mr. Ezz Al-Arab led the transaction to open CIB Mayfair Bank in Kenya to provide trade finance and credit facilities for the bank's Egyptian mid-sized corporate customers looking to expand into Africa. He was also instrumental in a fintech initiative for youth in East Africa.

Mr. Ezz Al-Arab has been recognized by a number of global publications for his leadership and the bank's performance. He was named "Best CEO in Egypt and Africa" by EMEA Finance in 2014.



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In 2016 Euromoney recognized his “Outstanding Contribution to Financial Services in the Middle East” CIB was awarded Euromoney’s Best Bank in Global Emerging Markets, the first bank in Egypt and MENA to receive this award. The same year they were awarded Best Bank in the Middle East. In 2018, CIB received the Best Bank for Social Responsibility in the Middle East. CIB was named Best Emerging Markets Bank by Global Finance in both 2018 and 2020.

Mr. Ezz Al-Arab is the Chairman of the CIB Foundation, which he founded in 2010. The CIB Foundation has built strategic partnerships with healthcare providers from the government, private, and non-government sectors focused on the health and wellbeing of underprivileged children throughout Egypt. As a result of its efforts, the Foundation has impacted the lives of more than 3.2 million children and is a leading Egyptian voice for universal access to quality healthcare extended to underprivileged children.

Mr. Ezz Al-Arab is a Member of the Institute of International Finance (IIF) in Washington, member of the Emerging Markets Advisory Council (EMAC) and board member of Ripplewood Advisors MENA. He is also former Chairperson of the Federation of Egyptian Banks, a former board member of the American University in Cairo (where a scholarship in his name was established for a dedicated undergraduate student), Smart Africa, and Fairfax Africa.

Prior to joining CIB in 1999, Mr. Ezz Al-Arab spent his career as a banker at Merrill Lynch, J.P. Morgan and Deutsche Bank in London and the Middle East.

**Mr. Hussein Abaza**  
**Chief Executive Officer and Managing Director**

Mr. Hussein Abaza leads strategy and operations at CIB, an institution with 7,700 employees serving more than 1.6 million customers, including Egypt’s 500 largest corporations, online and at more than 206 branches, 1,307 ATMs, and 25,993 points of sale nationwide. Mr. Abaza has been Chief Executive Officer and Managing Director since June 24, 2021 and Chief Executive Officer and a Member of the Board of Directors since March 2017 till June 24, 2021. He Chairs the Executive Committees (Management and High Lending & Investment Committees). He assumed this position after a six-year run as CEO of Institutional Banking. Prior to this, Mr. Abaza was the Bank’s Chief Operating Officer and, from 2001 to 2010, its Chief Risk Officer responsible for managing credit, market, and operational risk across CIB.





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Mr. Abaza is also a leader of the Bank's award-winning Investor Relations program; in which capacity he has helped CIB grow from a market capitalization of EGP 10.8 billion in 2008 to EGP 82.3 billion as of July 2021. Under Mr. Abaza's leadership, the team managed Ripplewood's 2009 exit from CIB, the entry into the shareholding structure of global emerging markets private equity firm Actis, and the subsequent sale of Actis's 6.5% stake to Canadian insurance firm Fairfax Financial Holding Ltd. in the Egyptian Exchange's first block trading transaction. The Bank's IR program has taken home wins from the Extel / MEIRA poll for five consecutive years, from 2014 to 2018.

In his more than 25 years with CIB, Mr. Abaza has become actively involved in the Bank's regionally renowned credit training program, providing talented young bankers with the theoretical basis and hands-on experience needed to assess the creditworthiness of organizations across all sectors of the economy.

He brings to CIB a sharp interest in financial markets and non-bank financial services, having served as Head of Research and then Managing Director at EFG Hermes Asset Management from 1995 until his return to CIB in 2001. He called on that experience from 2014 to 2017 when he was Chairman of CI Capital, a leading Egyptian investment bank and subsidiary of CIB until the Bank exited its investments.

Mr. Abaza joined CIB after obtaining his BA in Business Administration from AUC. He has pursued post-graduate training and education in Belgium, Switzerland, London, and New York.

**Mr. Paresh Sukthankar**  
**Non-Executive Independent Board Member**

Mr. Paresh Sukthankar has been a banker for over three decades. He was part of the core team that founded HDFC Bank Ltd. in 1995 and helped build it into one of India's leading, most respected financial institutions. At HDFC Bank, Mr. Sukthankar contributed to various key areas, including credit, risk management, finance, human resources, investor relations, corporate communications and corporate social responsibility. He also led the teams managing HDFC Bank's two acquisitions and its equity capital issuances in the domestic and international markets. Mr. Sukthankar was inducted on the bank's Board as Executive Director in 2007 and was elevated to the post of Deputy Managing Director in 2014. Mr. Sukthankar resigned from HDFC Bank in 2018.

Mr. Sukthankar has been a member of various committees formed by Reserve Bank of India and Indian Banks' Association. Prior to joining HDFC Bank, Mr. Sukthankar worked in Citibank from 1985 to 1994 in various departments, including corporate banking, risk management and financial control. Mr. Sukthankar is currently Lead Partner in Sanaksh Advisors LLP, a firm he founded to provide advisory services to private equity, venture capital, and other entities. He is a member of the Board of Management of the Jamnalal Bajaj Institute of Management Studies, University of Mumbai, the Advisory Board of two NGOs (Project Mumbai and KSWA's Yuva Parivartan) and the Academic Advisory Council of the College of Supervisors of the Reserve Bank of India.



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Mr. Sukthankar received a BCom from Sydenham College and an MBA from Jamnalal Bajaj Institute of Management Studies, University of Mumbai. He has also completed the Advanced Management Program (AMP) from Harvard Business School.

**Mr. Rajeev Kakar**

### Non-Executive Independent Board Member

Mr. Rajeev Kakar is a seasoned banker, business founder, entrepreneur, and Corporate Board Member with over three decades of global banking experience and expertise in financial services, especially in Emerging Local Corporate/Commercial/MSME/Retail Banking, across multiple countries globally with focus on high-growth emerging markets in the Asia Pacific/China, Europe, Indian Sub-Continent, MENA/GCC, and Central/Eastern Europe regions.

Mr. Kakar has a strong track record of successfully operating large banks, financial institutions and leading business turnarounds, with a demonstrated ability to conceptualize and execute multi-country business strategies, lead acquisitions and business/digital transformations, launch green-field financial services businesses, and deliver profitability over a sustained period, while contributing to the community and actively serving on several prominent boards across different countries.

He started his career at Citibank NA where he worked for two decades and in his last role was the Regional CEO - Turkey/Middle East/Africa region until 2006. He moved as the Global Co-Founder of Fullerton Financial Holdings, Singapore where he served for 13 years on the Global Management Board as its Executive Vice President and Global Head of Consumer Banking, and the CEO- CEEMEA region of Fullerton Financial from 2006-2017. While doing this role, he simultaneously also was the founder of Dunia Finance LLC, Fullerton's UAE subsidiary, which he operated as its Founder Managing Director and CEO until 2018.

Mr. Kakar also serves on several Bank and Financial Institution boards - namely, Eurobank Ergasias SA (Greece), Gulf International Bank (GIB Bahrain), Gulf International Bank (GIB Saudi Arabia), Commercial International Bank (Egypt), and UTI Asset Management Company (India). He is also a member of the Global Advisory Board of the University of Chicago's Booth School of Business since 2009.

**Mr. Jay-Michael Baslow**

**Non-Executive Independent Board Member**

Mr. Jay-Michael Baslow brings to the Board a variety of banking experience acquired during the past four decades. Mr. Baslow spent the last 16 years of his career in Risk Management at J.P. Morgan covering a range of sectors. Prior to his 2019 retirement, he was the Head of EMEA Risk Management for the bank's Wealth Management organization and the Chief Risk Officer of J.P. Morgan International Bank Ltd, its London-based private bank.



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Prior to that, Mr. Baslow worked in Credit Risk Management, covering a variety of corporate and financial sectors and EMEA regions, including over three years based in Dubai as the Head of MENA Credit Risk and then returning to London as the Head of EMEA Emerging Markets Credit Risk.

During the late 1990s, Mr Baslow was an investment banking client executive at Chase Securities, covering global telecommunications operators and equipment manufacturers from the bank's New York headquarters. Mr Baslow started his career with Chemical Bank in the 1980s, first as a technologist and then as a real estate investment banking analyst.

In addition to his banking experience, Mr. Baslow was a strategy consultant in the Media and Telecoms industry at Booz Allen and Hamilton; co-founded Frictionless Commerce Incorporated, a strategic sourcing software startup in Cambridge, MA, where he was Chief Financial Officer and a member of the Board; and was the Associate Dean for Resource Development at Harvard Medical School, overseeing the major gifts and planned giving operations.

Mr. Baslow received a BA in Mathematics from the University of Pennsylvania and an MBA in Finance from The Wharton School.

**Mr. Sherif Samy**  
**Non-Executive Board Member**

Mr. Sherif Samy is an experienced senior executive and advisor in the areas of financial markets and services in addition to investment and corporate governance. He is currently non-executive chairman of a real estate asset management company and serves on the boards of directors of the state's project finance arm (the National Investment Bank), the Universal Health Insurance Authority, in addition to several listed and privately held companies in the education, venture capital, fund management and private equity sectors. Additionally, he is a member of the Investment Board of the National Pension Fund and of the International Advisory Board of the UAE Securities and Commodities Authority. Also member of Board of Trustees of the French University in Egypt.

Mr. Samy has served a four-year term (ending 2017) as Chairman of Egypt's independent non-banking financial regulatory authority (FRA) where he achieved a major legislative and regulatory leap in capital markets, insurance, mortgage, leasing, private pensions, factoring and microfinance.

He served on the board of the Central Bank of Egypt (2013 – 2017), its Monetary Policy Committee and Chaired its Audit Committee. He was also Chairman of the Financial Services Institute, the Egyptian Institute of Directors and a member of the board of the country's National Payment Council and its Anti Money Laundry Unit.





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In 2014, Mr. Samy was the first Egyptian to be elected to the board of the International Organization of Securities Commissions (IOSCO); he was reelected for a second term in 2016. He was also elected president of the Union of Arab Securities Authorities in 2016 / 2017. Prior to that, he was the Managing Director of Banque Misr's investment arm "Misr Capital" and a board member of Banque Du Caire. Starting from 2007, he was appointed for several consecutive terms to the board of the investment promotion agency (GAFI).

Mr. Samy started his professional career with global consulting firm Accenture, where he worked in its Chicago, Riyadh and Beirut offices. He graduated from Alexandria University's Faculty of Commerce with high distinction, and attended numerous executive programs at leading business schools in the US and Europe in the areas of strategy, management and investment.

**Mr. Fadhel Al Ali**

**Non-Executive Board Member representing Alpha Oryx Limited**

Mr. Fadhel Al Ali serves as the Chairperson of Dubai Financial Services Authority (DFSA). He is a strategic leader with vast range of experience in corporate governance and commercial roles across a variety of business contexts such as startups, rapid growth, fix-it and turnarounds. He brings 30 years of experience in multiple industries including real estate, hospitality, investment and banking and he led several corporate functional organizations such as finance, HR, Legal, Business Excellence and Marketing and Communication.

Throughout his career, Mr. Al Ali has made remarkable achievements that extends from contributing in the creation of Dubai Holding and managing its 2009 post recession crisis along with contributing to the creation of its new business model as a strategic investor. Moreover, he recorded the highest ever profit for Dubai Holding since its inception. He also succeeded to issue a multi-currency multiple tenor bonds worth of US\$ 2.25 billion for Dubai Holding Commercial Operations Group.

Mr. Al Ali started his career as a banker in 1989 in Citibank, and joined Dubai Holding in 2004 where he served in multiple positions including CFO, COO and finally its CEO till 2017, after which he served as FAB's Deputy CEO and group COO till 2021, before chairing DFSA.

Mr. Al Ali joined CIB Board of Directors on May 2022 as Non-Executive Board member, representing the interest of Alpha Oryx Ltd. – a subsidiary of ADQ.

Mr. Al Ali holds a bachelor's degree of Industrial and System Engineering from University of Southern California.

**Mr. Aziz Moolji**

**Non-Executive Board Member representing Alpha Oryx Limited**

Mr. Aziz Moolji serves as ADQ's M&A and Alternative Investments Director. He brings to the Board more than 20 years of experience in Private Equity and Investment Banking across North America and Emerging Markets. He invested over US\$2.0 billion in transactions across Financial Services, Consumer Products, Industrials, Infrastructure, Education, Hospitality and Logistics.

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Mr. Moolji started his career at Goldman Sachs & Co. in 1996. He joined Lehman Brothers in 2005. After which in 2006 he joined Merrill Lynch & Co., Inc. as Vice President, Financial Sponsors Group for two years. In 2009, Mr. Moolji joined The Abraaj Group; Dubai where he served as Managing Director, Private Equity for 10 years, led transaction execution, post-acquisition management and exits for transactions across Middle East, Africa, Turkey, Asia and Latin America. Also, Mr. Moolji served as Vice President, Investments and Portfolio Management at Dubai Holding for 2 years till 2021 before joining ADQ.

Mr. Moolji joined CIB Board of Directors on May 2022 as Non-Executive Board Member representing the interest of Alpha Oryx Ltd. – a subsidiary of ADQ.

Mr. Moolji holds a BS in Electrical Engineering and Management from Massachusetts Institute of Technology, Cambridge. Later, he received his Master Degree in Finance from the Wharton School of the University of Pennsylvania.

**Ms. Hoda Mansour**

**Non-Executive Independent Board Member**

Ms. Hoda Mansour is an experienced, creative and self-motivated leader; with more than 25 years of experience in leading multinational software companies including SAP, Oracle & Microsoft in regional and global capacities that included Europe, Asia and Africa.

Ms. Hoda holds strong technical and business qualifications with a solid track record where she successfully led diverse teams of professionals in highly competitive, complex and fast paced environments where she successfully transformed the company's position in those markets.

Ms. Hoda was recognized by Forbes Middle East as one of the Top 50 Power Businesswomen for 2022 & 2021 following the previous selection as one of Forbes Top 100 Power Businesswomen for 2020 & Forbes Top 100 most Influential Women for 2018. She was also recognized as one of the Top50 women in Egypt in 2019 and awarded the Best Distinguished Women Award in the field of Digital Transformation by the Arab Council for Social Responsibility in 2021.

Ms. Hoda was elected as a board member by American Chamber of Commerce in June 2021 and as Vice President & board member of the German-Arab Chamber of Industry & Commerce since September 2020.

Ms. Hoda is one of the Middle East's leading technology innovators and pioneers. Upon her appointment as Managing Director of SAP Egypt, she made strong progress on Egypt's investment plan, expanding the breadth and depth of the SAP Channel Partner Program, and is continuing to enhance the partnerships with the academic sector to support young talent development and job creation. Ms. Hoda joined SAP in Dubai in 2013 where she held various positions last of which was the Managing Director for SAP Egypt and Frontiers Countries (Lebanon, Jordan, Yemen, Sudan, Libya and Palestine), before being promoted in September 2021 as the Head of Business Process Intelligence (BPI) for Southern Europe, Middle East and Africa.

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Ms. Hoda holds a B.Sc. with Distinction & Honors in Engineering from Alexandria University in addition to Master's in Business Administration (MBA) with Distinction from Maastricht School of Management.

**Ms. Nevine Aly Sabbour**  
**Non-Executive Independent Board Member**

Ms. Nevine Sabbour is a seasoned banker with extensive experience in M&A, business strategy, banking transformation, financial planning and management information system. Ms. Nevine currently serves on the boards of several financial and industrial intuitions that includes Meris (Moody's Egypt) and the Holding Company for Metallurgical Industries. Ms. Nevine is a member of the board of trustees of the "We Owe it to Egypt" foundation, as well as "Banking for Women in Egypt", an institution aimed at women empowerment and financial inclusion.

Ms. Nevine holds the position of (Director-New projects and investments appraisal) in INI Investments Company. In addition, she previously held the position of Managing Partner in Panther Associates which is a boutique investment house, institutional advisory and a leading asset management institution. Ms. Nevine chaired the AAIB Holding Company, also she was a Board Member at Arab African Investment Management Company, and represented AAIB at International Capital Markets Association.

Upon her appointment as Head of Business Strategies and Finance Group – Arab African Int'l Bank (AAIB) form 2012 till 2022, she led Financial Control, Performance Analysis and Budgeting, Strategic Planning / Project Management, Integration / Change Management, Market Research and Management Information System divisions and played a vital role in guiding the bank's performance in terms of growth and profitability  
 Ms. Sabbour holds a BA in Economics from the American University in Cairo



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**Item (10)**

**2023 Proposed Remuneration for the Directors of the Board**

In light of the increase and complexity of the bank's activities and in consideration of the additional responsibilities shouldered by the board committees' chairs,

the Board's Compensation Committee has recommended to the Board the following annual remuneration for FY 2023 to be submitted to the General Assembly for approval:

- 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.





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**Item (11)**

**Appointment of the Bank's External Auditors**  
**For the Financial Year 2023**  
**And Approving 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 appointment of Mr. Farid Samir Farid, Partner, (Grant Thornton – Saleh, Barsoum & Abdel Aziz Auditing Firm) and Mr. Hossam El-Din Mohamed Abdallah Helal, Partner, “Mohamed Helal and Waheed Abdel Ghaffar and Partners – Baker Tilly Mohamed Helal and Waheed Abdel Ghaffar – Legal Auditors” as the Bank's Auditors for the Financial Year 2023.

The proposed auditing fees is EGP 7.6Mn (net of VAT) for auditing the Bank's annual and quarterly standalone and consolidated financial statements and issuing related reports.



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**Item (12)**

**Authorization to the Board of Directors  
to Approve Donations in 2023**

The approval of the Ordinary General Assembly is kindly sought to authorize the Board of Directors to approve donations above EGP 1000 per recipient during the year 2023 in conformity with Article “101” of the Corporate Law No. 159 of 1981,

and to endorse the donation paid in 2022 amounting to EGP 30 million to support the initiative for improving the quality of services provided to premature babies under the auspices of Tahya Misr Fund.



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**Item (13)**

**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.

