

Extraordinary General Assembly
March 25th, 2024

**The Extraordinary General Assembly is kindly sought to decide
with respect to the following item**

Issuance of Financial Instruments

In light of Article (19) of the Bank's statute, and the Board of Directors' approval dated February 11, 2024, the approval of the Extraordinary General Assembly is sought to delegate the Board of Directors to issue financial instruments (senior or subordinated bonds or subordinated Debt or subordinated deposits or hybrid financial instruments) to finance various business activities up to a maximum of one billion US dollars or their equivalent in local or other foreign currencies, in addition to the remaining balance of the approval issued during the Extraordinary General Assembly, which was held on 20 March 2023. All subordinated instruments can be included at the Bank Capital and/or Tier II recognition. The financial instruments could be tradable, and also could be subordinated (the bondholder or lender has to waive his repayment priority right) according to the discretion of the Board of Directors in accordance to the CBE regulations. The Extraordinary General Assembly will also be requested to delegate the Board of Directors in determining the date and all terms of issuance and in amending any term as requested by the governing authorities or as viewed necessary by the Board in light of the market perceived conditions and in compliance with the prevailing laws. The Board of Directors is also to be delegated in fulfilling all issuance procedures during the three years following the General Assembly's approval in accordance with the Companies Law No.159 for the year 1981 and Capital Market Law No. 95 for the year 1992 and their executive regulations. Following is the issuance structure:

1) Value of the issuance:

A maximum of USD 1 Billion or its equivalent in Local/ Foreign Currency to be issued in one or more tranches through a public offering or a private placement either through local or international markets, in accordance with the decision of the Board of Directors.

2) Purpose of Issuance:

To strengthen the bank's capital base, to accommodate any future expansion and /or investments and/ or investments in Risk-Weighted Assets and/ or to finance the commercial banking activities, in accordance with the decision of the Board of Directors



3) Face Value:

The Board of Directors will determine the face value per bond for each issuance locally and internationally.

4) Issuance fees and commission:

The Board of Directors will set the fees and commissions for the issuance of the financial instruments in Egyptian Pounds or foreign currency in accordance with the prevailing market conditions.

5) Rate of Return:

A fixed or floating rate of return will be determined by the Board of Directors for each issuance.

6) Coupon Tenor or Interest payment dates:

To be determined by the Board of Directors for each issuance

7) Minimum Subscription Amount:

To be determined by the Board of Directors for each issuance.

8) Other Terms:

Delegate the Board of Directors in fulfilling all necessary steps and procedures in relation to the issuance, dates and methods of issuance, currency for each tranche, returns, related fees and commissions, determining fees and commissions to be paid to foreign banks involved in the issuance in accordance to the international standards, determining any other terms for the issuance of the financial instruments, whether over one or more tranches and in amending any term as necessary provided that it is in compliance with the prevailing laws and delegating the CEO and Managing Director and/ or his Deputy or whomever he delegates in handling all administrative affairs and fulfilling all necessary procedures related to the issuance of the referred to financial instruments.

