

Ordinary General Assembly
25 September 2025

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Item (1)

**Approve the changes to the Board of Directors' composition
since the previous General Assembly of March 23rd, 2025**

In accordance with Article (22) of the Bank's Bylaws, as well as the provisions of the Central Bank and Banking Sector Law No. 194 of 2020, the Corporate Law No. 159 of 1981, and their respective executive regulations and amendments, which require that the General Assembly be informed of any changes to the composition of the Board of Directors since the last General Assembly meeting, the following changes have occurred since the General Assembly held on March 23, 2025, and are hereby submitted for the Assembly's approval:

- Resignation of Mr. Paresh Dattatraya Sukthankar, Independent Non-Executive Board Member, effective May 15, 2025 for reaching the maximum duration of service on Board.
- Resignation of Mr. Rajeev Krishan Lal Kakar, Independent Non-Executive Board Member, effective May 15, 2025 for reaching the maximum duration of service on Board.
- Appointing Mr. Burkhard Amadeus Eckes, Independent Non-Executive Board Member (profile attached).
- Appointing Mr. Georgios Anagnostopoulos, Independent Non-Executive Board Member (profile attached).

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

Mrs. Neveen Aly Fayek Sabbour	Independent Chair
Mr. Amin Hisham Mohamed Amin Ezz Al-Arab	Chief Executive Officer
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
Mr. Burkhard Amadeus Eckes	Independent Board Member
Mr. Georgios Anagnostopoulos	Independent Board Member
Mr. Amr Youssef Hassan El-Ganainy	Deputy Chief Executive Officer and Board Member
Mr. Islam Osama Bahgat Zekry	Group Chief Finance & Operations Officer and Board Member



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Mr. Burkhard Eckes

Independent Director

Burkhard Eckes started his career in 1986 in PricewaterhouseCoopers (PwC) before becoming a partner from 1996 till 2022. He is a graduate auditor and was the Banking & Capital Markets leader in EMEA focusing on development and implementing of banking strategies, regulatory requirements and practices, governance and compliance, risk management, reporting, ESG.

Mr. Eckes became a senior advisor of PwC Germany in 2022 and retired from PwC in 2023, and has since been serving as Board and committee member in several companies: actually, he is Chair of the Audit Committee, Member of the Risk Committee and Member of the Nomination and Corporate Governance Committee of Eurobank S.A. in Athens, Member of the Supervisory Board and Chair of the Audit and Risk Committee of Bank Pictet & Cie (Europe) AG in Frankfurt.

Mr. Eckes is also Vice Chair of the Audit Committee and the Risk Committee and member of the Remuneration Committee of Bayerische Landesbank in Munich. In May 2025, Mr. Eckes joined the Commercial International Bank - Egypt (CIB) Board of Directors as a non-executive, independent Board Member. Since July 2025 he is chairing the Audit Committee.



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Mr. Georgios Anagnostopoulos
Independent Director

Mr. Anagnostopoulos is a senior executive and brings more than 35 years of international experience in Banking and other Financial Institutions in Greece, Germany, Italy, UK, Singapore, South Africa and Denmark as well as experience in all facets of Risk Management, Digital Transformation & Strategy and Corporate Governance.

Up to recently, he was an External Advisor to McKinsey and Company in their EMEA Risk & Resilience practice. He served as Group Chief Risk Officer at Danske Bank and in various divisional CRO roles at Barclays Africa and Standard Chartered in Asia, as well as in senior executive roles in GE Capital, Deutsche Bank and Citigroup.

George currently serves as a NED in the new Hellenic Innovation and Investment Fund (HIIF), the investment arm of Growthfund, Greece's National Wealth Sovereign fund and he is also Chairing the Advisory Board of Geoaxis, a Greek Real Estate company.

He also brings valuable expertise as a former Non-Executive Director in an Asset Management bank in Luxembourg, a Leasing company in Denmark, a Collections / Credit Management company in Italy, and a Credit Card / Loan JV in South Africa.

He has always worked in multicultural and geographically diverse environments, led through transformation and change and through various economic cycles, always focusing on healthy business growth.

He holds a Bachelor of Science from Fairleigh Dickinson University in New Jersey and an MBA from the University of Georgia, in Georgia, USA.



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Item (2)

Increase the Issued and Paid-in Capital and Issue of Bonus Shares

The approval of the General Assembly is sought to utilize a portion of the general reserve as of the Financial Statements of March 31, 2025 to increase the issued and paid-in capital from EGP 30,708,510,000 to EGP 33,779,361,000 - an increase of EGP 3,070,851,000 - through the issuance of 307,085,100 bonus shares. The increase will be implemented by distributing one bonus share for every ten existing shares. Any fractional shares resulting from the allocation will be rounded in favor of smaller shareholders. This capital increase is subject to the approval of the Central Bank of Egypt.

The approval of the General Assembly is also sought to authorize the Chief Executive Officer to take all necessary actions to implement this capital increase, with the authority to delegate such powers as deemed appropriate, 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.



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Item (3)

Amending Articles “6” and “7” of the Bank’s Statute

The approval of the General Assembly is requested to amend Articles “6” and “7” of the Bank’s Statute, as articulated hereunder, in order to reflect the capital increase referenced in Item (2) above.

The approval of the General Assembly is also warranted to authorize Mr. Mahmoud Abbas Mohamed Ahmed, Chief Legal Officer, or, in his absence, Mr. Aboelhasan Amer Ahmed Amin, Head of the Bank’s Litigation and Implementation Group, to sign the amendment documents of the Bank’s Statute before the relevant 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 30,708,510,000 (thirty billion, seven hundred 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) common 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 33,779,361,000 (thirty-three billion, seven hundred and seventy-nine million, three hundred and sixty-one thousand Egyptian pounds) divided into 3,377,936,100 (three billion, three hundred and seventy-seven million, nine hundred and thirty-six thousand, and one hundred) common shares at a nominal value of ten Egyptian Pounds.

Article (7) Before Amendment:

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

Name & Nationality	Nationality	No. of Shares	Value in EGP
Bank of New York Mellon (Foreign) USA	American	868,309,363	8,683,093,630
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.



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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 dated 8/4/2025. Accordingly, the issued capital has been fully paid.

Article (7) After Amendment:

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

Name & Nationality	Nationality	No. of Shares	Value in EGP
Bank of New York Mellon (Foreign) USA	American	972,038,697	9,720,386,970
Alpha Oryx Limited	UAE	562,808,511	5,628,085,110
Other Shareholders (Egyptians & Foreigners)	(Egyptian & Foreigners)	1,843,088,892	18,430,888,920
Total		3,377,936,100	33,779,361,000

The Egyptian subscription is 21.27% according to the approved shareholders' lists authenticated by Misr for Central Clearing, Depository and Registry on the latest position as of 31st of August 2025. The full nominal value of the issued capital amounting to EGP 30,708,510,000 (thirty billion, seven hundred and eight million, five hundred and ten thousand Egyptian pounds) was fully paid and recorded in the Bank's Commercial Register. The amount of increase of EGP 3,070,851,000 (three billion, seventy million, eight hundred and fifty-one thousand Egyptian Pounds) was funded by allocating a portion of the general reserve and issuing bonus shares. Accordingly, the issued capital has been fully paid.

