

**Ordinary General Assembly
15 March 2020**

Summary of Issues to Be Discussed

First

Board of Directors and Corporate Governance Reports for FY 2019

Presenting the Board of Directors Report for the financial year ended 31/12/2019, and the Corporate Governance Report for the listed companies at the Egyptian Exchange for the Assembly discussion and endorsement.

Second

External Auditors Report for FY 2019

Presenting the External Auditors' Report for CIB's financial statements for the year ended 31/12/2019 and their report on the Corporate Governance Report for the listed companies at the Egyptian Exchange for the Assembly discussion.

Third

Financial Statements for FY 2019

Presenting the Financial Statements for the year ended 31/12/2019 for the Assembly discussion and endorsement.

Fourth

2019 Proposed Profit Distribution

Presenting the following proposed profit distribution to the General Assembly for approval and obtaining the Assembly's consent on distributing dividends per stock of EGP 1.25 to be paid to the shareholders on Thursday, 9 April 2020. Also, delegating the Board to set and approve the guidelines for profit share distribution to the Bank's employees.

	Egyptian Pounds In thousands
Available Net Profit for Distribution	11,800,858
<u>To be distributed as follows:</u>	
• Legal Reserve	590,106
• General Reserve	7,840,287
• Shareholders' Dividends	1,836,353
• Staff Profit Share	1,180,086
• Board of Directors' Remuneration	177,013
• CIB Foundation	177,013

CIB Ordinary General Assembly 15 March 2020**Summary of Issues to be Discussed****Fifth****Ratifying the Board's Resolution for Increasing the Issued and Paid-in Capital to Fulfill the ESOP**

Requesting the Assembly to ratify the Board of Directors' decision resolved in the Board's meeting of 5 January 2020 that was approved for disclosure by the Financial Regulatory Authority (FRA) on 23 January 2020 for increasing the issued capital and paid-in capital by EGP 85,992,100 representing 8,599,210 shares at par value of EGP 10 per share and amend Articles "Six" and "Seven" of the Bank's Statute to reflect such increase as delegated by the General Assembly in its meeting of 10 March 2019. By virtue of this decision, the issued capital will increase from EGP 14,690,821,300 to EGP 14,776,813,400 to fulfill the ESOP "Promise to Sell Program" (Year 11) in accordance to the resolutions of the Extraordinary General Assembly in its meeting of 21 March 2016 and ratified by the FRA on 15 May 2016.

Article 6 (Before Amendment)

The Bank has an authorized capital of EGP 50 billion (fifty billion Egyptian Pounds) with issued capital of EGP 14,690,821,300 (fourteen billion, six hundred and ninety million, eight hundred and twenty-one thousand and three hundred Egyptian pounds) divided into 1,469,082,130 (one billion, four hundred and sixty-nine million, eighty-two thousand, and one hundred and thirty) common stocks at par 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 14,776,813,400 (fourteen billion, seven hundred and seventy-six million, eight hundred and thirteen thousand and four hundred Egyptian pounds) divided into 1,477,681,340 (one billion, four hundred and seventy-seven million, six hundred and eighty-one thousand, and three hundred and forty) common stocks at par value of ten Egyptian Pounds.

Article 7 (Before Amendment)

The Issued Capital of the Bank is composed of one billion, four hundred and sixty-nine million, eighty-two thousand, and one hundred and thirty common stocks distributed as follows:

Name & Nationality	No. of Stocks	Value in EGP
Bank of New York Mellon (Foreign) USA	474,604,998	4,746,049,980
Abu Dhabi Investment Authority (UAE)	67,334,614	673,346,140
Other Shareholders (Egyptians & Foreigners)	927,142,518	9,271,425,180
Total	1,469,082,130	14,690,821,300

CIB Ordinary General Assembly 15 March 2020
Summary of Issues to be Discussed

The Egyptian shareholding is 11.94% according to the shareholders' lists authenticated by Misr For Central Clearing, Depository and Registry on 28/2/2019. The full nominal value of the issued capital amounting to EGP 14,585,408,000 (fourteen billion, five hundred and eighty-five million, four hundred and eight thousand Egyptian Pounds) was fully paid and recorded in the Bank's Commercial Register. The amount of increase of EGP 105,413,300 (one hundred and five million, four hundred and thirteen thousand and three hundred Egyptian Pounds) was deposited at the Commercial International Bank (Egypt) Giza Branch, the authorized entity to receive the public offering, as certified by the Bank's issued certificate dated 21/8/2019. Accordingly, the issued capital has been fully paid.

Article 7 (After Amendment)

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

Name & Nationality	No. of Stocks	Value in EGP
Bank of New York Mellon (Foreign) USA	445,993,528	4,459,935,280
Abu Dhabi Investment Authority (UAE)	67,287,549	672,875,490
Other Shareholders (Egyptians & Foreigners)	964,400,263	9,644,002,630
Total	1,477,681,340	14,776,813,400

The Egyptian shareholding is 13.16% according to the shareholders' lists authenticated by Misr For Central Clearing, Depository and Registry on 23/12/2019. The full nominal value of the issued capital amounting to EGP 14,690,821,300 (fourteen billion, six hundred and ninety million, eight hundred and twenty-one thousand, and three hundred Egyptian Pounds) was fully paid and recorded in the Bank's Commercial Register. The amount of increase of EGP 85,992,100 (eighty-five million, nine hundred and ninety-two thousand and one hundred Egyptian Pounds) was deposited at the Commercial International Bank (Egypt) Giza Branch, the authorized entity to receive the public offering, as certified by the Bank's issued certificate. Accordingly, the issued capital has been fully paid.

Sixth

Increasing the Issued and Paid-in Capital by Capitalizing on Reserves

In accordance with the prevailing laws and the Bank's Statute, the Board is kindly proposing to the Assembly to approve the following:

- (1) capitalizing on the general reserves to increase the issued capital from EGP 14,776,813,400 to EGP 19,702,417,900 and delegating the Board of Directors to amend Articles "Six" and "Seven" to reflect said increase in the issued capital.

CIB Ordinary General Assembly 15 March 2020
Summary of Issues to be Discussed

The resulting increase in stocks are to be awarded to shareholders as a one-for-three bonus issue. Such decision is to be executed after finalizing the capital increase pertaining to the ESOP (Year 11) release, referred to in the fifth item.

- (2) Delegating the Chairman and Managing Director to take all necessary action - in accordance to the Listing Rules and their executive regulations issued by the EGX and FRA - to execute the capital increase and the right to delegate others in respect thereof.
- (3) Delegating the Chief Legal Officer, Mr. Mohy Eldin El Touhamy Ibraheim, to sign all amendment contracts of the Bank's Statute in the Notary Office.

Seventh

Releasing Board Members for the FY 2019

Requesting the approval of the General Assembly to release and discharge the members of the Board for the financial year ended 31/12/2019.

Eighth

Appointment of the External Auditors for the FY 2020

Based on 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. Kamel Magdy Saleh, Managing Partner (Deloitte – Saleh, Barsoum & Abdel Aziz Auditing Firm) and Mr. Tamer Salah El Din Abdel Tawab “Mansour & Co. PricewaterhouseCoopers (Public Accountants and Consultants)” as the Bank's Auditors for the Financial Year 2019.

The proposed auditing fees is EGP 1,950,000 (net of tax) for each auditing firm for auditing the Bank's annual and quarterly Standalone and Consolidated Financial Statements and issuing audit reports in accordance with the regulations of the Central Bank of Egypt and the Financial Regulatory Authority and EGP 440,000 (net of tax) for each firm for reviewing the Expected Credit Loss according to IFRS9 requirements.

Ninth

Electing Directors for the Board Term (2020-2022)

In compliance with the Board Directorship Nomination Process as stipulated by the governing articles of the prevailing laws and the Bank's Statute, the following list comprises the only nominees who submitted their directorship forms and requirements and were accepted by the Governance & Nomination Committee to be presented by the Board to the General Assembly to be voted for individually. Biographies are attached.

Mr. Amin Hisham Ezz Al-Arab

Executive Board Member

Mr. Hussein Mohamed Maged Abaza

Executive Board Member

CIB Ordinary General Assembly 15 March 2020
Summary of Issues to be Discussed

Mr. Bijan Khosrowshahi	Non-Executive Board Member Representing the interest of Fairfax Financial Holdings Limited
Dr. Amani Mohamed Abou-Zeid	Independent, Non-executive Board Member
Mrs. Magda Raafat Habib	Independent, Non-executive Board Member
Mr. Paresh Dattatraya Sukthankar	Independent, Non-executive Board Member
Mr. Rajeev Krishan Kakar	Independent, Non-executive Board Member
Mr. Sherif Samir Mahmoud Samy	Independent, Non-executive Board Member

Tenth
Proposed Annual Remuneration of the Members of the Board
for the FY 2020

The General Assembly is kindly requested to determine the remuneration of the Directors of the Board for the financial year ending 31/12/2020 which is proposed to be EGP 75,000 (net of tax) payable directly to each member.

Eleventh
2017 Remuneration for the Board's Committees

Based on the recommendation of the Compensation Committee and the approval of the Board, the remuneration for the Audit Committee Members for the FY 2020 was approved to be a net of EGP 72,000 for the chair of the committee and EGP 60,000 for each member.

Twelfth
Authorization to Donate

In accordance to Article "101" of Companies' Law 159 for 1981, the approval of the General Assembly is kindly sought to authorize the Board of Directors to effect donations during the FY 2020 for amounts exceeding EGP 1000.

Biographies

Mr. Hisham Ezz Al-Arab

Executive Director

Mr. Hisham Ezz Al-Arab directs a team of professionals who have transformed CIB from a wholesale lender into Egypt's largest private-sector bank, which leads the sector in terms of revenue, profitability, net worth, and market share of deposits. Under his stalwart guidance, CIB has grown into an institution that serves millions of customers throughout the country, from individuals to small- and medium-sized businesses and key corporations among Egypt's 500 largest firms. Today, the Bank, which consistently holds the largest market capitalization on the Egyptian Exchange, is the global investment community's preferred proxy for Egypt and a benchmark for the banking industry in emerging markets. CIB's continuous investment in its people garnered the bank recognition as one of the World's Best Employers by Forbes in 2019, coming in at 90th place among top 500 employers globally.

Mr. Ezz Al Arab's term has seen CIB develop a unique culture that balances an innovation-driven entrepreneurial spirit with a commitment to global best practices. Nurtured for over 15 years, the Bank's corporate culture gives it a natural competitive advantage as an employer in the market, with CIB having established of the first-of-its kind employee stock ownership program (ESOP) in 2006. More than 80% of all employees have benefited and continue to benefit from ESOP, thereby aligning the interests of both employees and shareholders.

As part of Mr. Ezz Al-Arab's drive to see the bank create shared value, in 2010, he launched the CIB Foundation, an Egyptian leader in the provision of universal access to quality healthcare to underprivileged communities. Throughout his tenure with the Bank, Mr. Ezz Al-Arab has also championed educational initiatives and built collaborations between CIB and reputable educational organizations to provide diversified learning opportunities such as the CIB Endowed Professorship of Banking at the American University in Cairo.

Under Mr. Ezz Al-Arab's direction, CIB has received numerous prestigious international accolades, including being named "World's Best Emerging Markets Bank" by Global Finance in 2018, a year after being recognized for the same award by Euromoney, making it the first bank in Egypt, North Africa, and Middle East to ever win this award. For his part, Mr. Ezz Al-Arab was named "CEO of the Year" by Global Investor in 2019, recognized in 2016 for his "Outstanding Contribution to Financial Services in the Middle East" and was EMEA Finance's "Best CEO in Egypt and Africa" at the magazine's 2014 Banking Awards.

Mr. Ezz Al-Arab leads the Federation of Egyptian Banks as Chairman, is co-chair of the Institute of International Finance's Emerging Markets Advisory Council, and serves as Director of Mastercard Middle East's Regional Advisory Board. He is also Chairman of the Board of Trustees of the CIB Foundation, and is a non-executive Director of the Board at Fairfax Africa and a non-executive Director of the Board at Ripplewood Advisors MENA Holdings Limited.

Mr. Ezz Al-Arab joined CIB from Deutsche Bank and previously served with JP Morgan and Merrill Lynch in postings that took him to Bahrain, New York, and Cairo. He holds a BA in Commerce from Cairo University.

Mr. Hussein Abaza

Executive Director

Mr. Hussein Abaza leads strategy and operations at Commercial International Bank (Egypt), an institution with 6,900 employees serving more than 1.4 million active customers, including Egypt's 500 largest corporations, online and at 207 branches, 1,012 ATMs and 16,252 points of sale nationwide.

Mr. Abaza has been Chief Executive Officer and a member of the Board of Directors since March 2017. He assumed this position after a six-year run as CEO Institutional Banking. Prior to this, Hussein was the bank's Chief Operating Officer and from 2001 until 2010, its Chief Risk Officer responsible for managing credit, market, and operational risk across CIB.

Mr. Abaza is also a member of the bank's award-winning investor relations program, which has helped CIB grow from a market capitalization of EGP 10.8 billion in 2008 to EGP 120 billion as of December 2019.

Previously, he served as Head of Research and then Managing Director at EFG Hermes Asset Management from 1995 until his return to CIB in 2001.

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

Mr. Bijan Khosrowshahi

Non-Executive Director representing the interest of Fairfax Financial Holdings Ltd.

Mr. Khosrowshahi is the President and CEO of Fairfax International. He joined Fairfax Financial Holdings in June 2009 and is currently based in USA. Fairfax is a financial services holding company which, through its subsidiaries, is engaged in property and casualty insurance and reinsurance and investment management. Fairfax is listed on the Toronto Stock Exchange.

Fairfax International focuses on expanding Fairfax Financial Holdings' insurance presence outside North America. Mr. Khosrowshahi also represents Fairfax's interests as a board member at several international institutions.

Prior to joining Fairfax, Mr. Khosrowshahi was the President and CEO of Fuji Fire & Marine Insurance Company Ltd., based in Japan. He is the only non-Japanese individual who has been the President of a publicly traded Japanese insurance company. He was elected President in June 2004 and successfully implemented a turnaround strategy to return Fuji to profitability and growth by taking strategically leading positions within the insurance industry in Japan.

From 2001 to 2004, he was the President of AIG's General Insurance operations based in Seoul, South Korea where a major restructuring plan resulted in significant revenue and profitability increases through specific product and channel strategies. From 1997 to 2001, Mr. Khosrowshahi was Vice Chairman and Managing Director of AIG Sigorta based in Istanbul, Turkey, and was involved in negotiating strategic alliances and joint ventures with Turkish conglomerates and working with governmental regulators to improve support for new product introductions to the emerging Turkish insurance market.

Prior to this position, he was Regional Vice President of AIG's domestic property and casualty operations for the Mid-Atlantic region based in Philadelphia. He also held various underwriting

and management positions with increasing responsibilities at AIG's headquarters in New York after he joined AIG in 1986. He has served on the board of the Foreign Affairs Council and the Insurance Society of Philadelphia. He has also been a council member of USO in South Korea, the Chairman of the insurance committee of the American Chamber of Commerce in South Korea, and a member of the Turkish Businessmen's Association. He is also a member of the U.K. Chartered Insurance Institute.

Mr. Khosrowshahi obtained an MBA in 1986 following an undergraduate degree in Mechanical Engineering in 1983 from Drexel University. He participated in the Executive Development Program at the Wharton School of the University of Pennsylvania in 2003 and is a regular lecturer at universities and insurance institutes.

Dr. Amani Abou-Zeid

Non-Executive Independent Director

H.E. Dr. Amani Abou-Zeid is the African Union (AU) Commissioner in charge of Infrastructure, Energy, ICT and Tourism. For more than 30 years, Dr. Abou-Zeid has served in leadership positions in international organizations and has amassed a remarkable mix of experience from across continents and stakeholders.

She has managed African Development Bank largest operational portfolio and implemented national and continental multi-sectoral development programmes, including implementing the world's largest solar power plant. As AU Commissioner, she launched the Single African Air Transport Market benefitting 800 million Africans, delivering on the first flagship project for African Integration under AU Agenda 2063. She also launched Africa's digital transformation strategy to enhance Africa's leapfrogging development as well as the second 10-year African Programme for Infrastructure Development as well as many cross-continental initiatives and projects.

Dr. Abou-Zeid was selected twice, in 2012 and again in 2019, one of The Most Influential Women in Africa and also in Egypt; she was decorated the Wissam Alaouite from Morocco, named "Personalité d'avenir" from France and received the "Outstanding Alumni Award" from the University of Manchester, UK - some of numerous international awards and recognitions.

Dr. Abou-Zeid is member of the prestigious Global Leaders Broadband Commission for Sustainable Development, the Global Council on Digital ID and the Global Commission for Urgent Action on Energy Efficiency as well as member of the Stewardship Board for System Initiative on Shaping the Future of Energy.

Dr. Abou-Zeid sets the example for women in STEM and in leadership and decision-making positions and is long named and recognized as champion of gender equality and women empowerment.

An Egyptian national, Dr. Abou-Zeid has a multi-disciplinary education: Electrical Engineering, Cairo University; MBA, Université Senghor; MPA, Harvard University; and Ph.D. Social and Economic Development, The University of Manchester.

Mrs. Magda Habib

Non-Executive Independent Director

Mrs. Habib is the co-founder and Chief Executive Officer of Dawi Clinics, a chain of primary care clinics established in Egypt in 2016. Mrs. Habib has vast experience in the technical information technology and electronic payments fields, as well as smart banking solutions. She draws upon 25 years of expertise in various managerial arenas, including strategic brand management, consumer and retail marketing, corporate communications, and investor relations.

She was also a co-founder, Board Member, and Chief Commercial, Marketing & Strategy Officer at Fawry Banking and Payment Technology Services. As a co-founder and a key member of the executive team, Mrs. Habib helped establish Fawry as the leading electronics payment platform in Egypt with more than 50,000 payment points nationwide. Mrs. Habib's journey with Fawry culminated with a successful exit to a consortium of private equity funds in 2015.

Prior to Fawry, Mrs. Habib spent nine years as a member of Raya Holding's executive team, where she played a key role in the merger and development of Raya Group, as well as being responsible for the creation and development of the Raya brand during its evolution into one of Egypt's leading technology players.

Mrs. Habib obtained an MBA from INSEAD, France. She holds a B.Sc. with Honors in Computer Science from AUC.

Mr. Paresh Sukthankar

Non-Executive Independent Director

Mr. Paresh Sukthankar has been a banker for over three decades. He was part of the core team that founded HDFC Bank in 1995 and helped build it into one of India's leading, most respected financial institutions. At HDFC Bank, he contributed in various key areas including Credit, Risk Management, Finance, Human Resources, Investor Relations, Corporate Communications, Corporate Social Responsibility and Information Security. He also led the teams for HDFC Bank's two acquisitions and for 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 MDFC 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 for over 9 years from 1985 to 1994, in various departments including corporate banking, risk management, financial control and credit administration. Mr. Sukthankar is currently Lead Partner in Sanaksh Advisors LLP, a firm that provides advisory services to private equity, venture capital and other entities.

Mr. Paresh Sukthankar is a Bachelor of Commerce (B. Com) from Sydenham College and a Masters in Management Studies (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 Director

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), UTI Asset Management Company (India), and Satin Credit Care Networks (India). He is also a member of the Global Advisory Board of the University of Chicago's Booth School of Business since 2009.

Mr. Sherif S. Samy

Non-Executive Independent Director

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 & Commodities Authority.

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.

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 graduates 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.