

Commercial International Bank (Egypt) S.A.E.
Authorized Capital: EGP 20 Billion
Issued and Paid-in Capital: EGP 11,470,602,970
Head Office: Nile Tower Building
21/23 Charles de Gaulle St., Giza,
C.R. 69826 Giza

**Proposed Invitation to the Ordinary General Assembly and
the Extraordinary General Assembly**

The Bank's Board of Directors cordially invites the shareholders to attend the **Ordinary General Assembly** to be held **Monday, 7 March, 2016 at 02:30 P.M.** to be followed by the **Extraordinary General Assembly**. The meetings will be held at **Sofitel Cairo El Gezirah, 3 El Thawra Council St., Zamalek, Cairo, Opera 2 Ballroom**, to deliberate the following Agenda:

First: Ordinary General Assembly

- (1) Board of Directors' Report for the financial year ending 31/12/2015.
- (2) Auditors' Report on the financial statements for the year ending 31/12/2015.
- (3) Approving the Financial Statements for the year ending 31/12/2015.
- (4) Approving the Appropriation Account for the year 2015 and delegating the Board to set and approve the guidelines for the staff profit share distribution.
- (5) Releasing Members of the Board of Directors for the financial year ending 31/12/2015 and determining their remuneration for the year 2016.
- (6) Appointing the External Auditors for the financial year ending 31/12/2016 and determining their fees.
- (7) Advising Shareholders regarding 2015 donations and authorizing the Board of Directors to effect donations during 2016.
- (8) Advising shareholders of the annual remuneration of the Board Committees for the year 2016 as approved by the Board of Directors according to the recommendation of the Governance and Compensation Committee.
- (9) Advising shareholders of the changes in the Board's Composition since the last assembly meeting.

Second: Extraordinary General Assembly

- (1) Approve the implementation of the proposed restricted Employee Stock Ownership Plan (ESOP).
- (2) Delegate the Board of Directors in amending Articles Six and Seven of the Bank's Statute as they resolve any future decision to increase the Issued Capital within the limit of the Authorized Capital and delegate the Chairman and Managing Director or his deputy in fulfilling all necessary procedures in relation thereto.
- (3) Delegate the Board of Directors the power to issue financial instruments in the form of Bonds or Subordinated Loans for an aggregate amount of EGP 8 billion or its equivalent in foreign currency and delegating the Board the power to approve the prospectus of these issues and to fulfill all necessary procedures in relation thereof.



Please note the following:

- First:** Each shareholder is entitled to attend the General Assembly meeting in person or by a proxy to another shareholder, other than CIB's Board Members, in the form of a written power of attorney. Except for juristic individuals, any shareholder is not entitled to represent in the form of proxies more than 10% of the total Bank shares and 20% of the shares represented at the Meeting.
- Second:** For attendance purposes, each shareholder is requested to present a certificate accompanied by statement of shares issued by an authorized bookkeeper confirming blocking of shares at least three days prior the meeting date.
- Third:** Detailed statements and documents – as stipulated in articles 219, 220, 221 & 228 of the Executive Regulations of Law No. 159/1981 will be available at the Bank's Financial Controls Department, Head Office, during the Bank's official working hours for the perusal of all shareholders.
- Fourth:** Any inquiry concerning the items listed in the General Assembly Agenda should be addressed in writing to the Bank's Financial Controls Department, Head Office, via registered mail or hand delivered against a receipt, at least three days prior the Assembly date. Only items pertaining to the stated agenda shall be discussed during the meetings.
- Fifth:** If the legal quorum of the Ordinary or Extraordinary General Assembly is not attained, a second meeting will take place **Monday, 21 March 2016 at 2:30 pm at the same venue**. The second meeting of the Ordinary General Assembly shall be considered valid regardless of the number of stocks represented therein, and the second meeting of the Extraordinary General Assembly shall be considered valid if the number of shares represented in the meeting are at least 25% of the bank's capital.
- Sixth:** The resolutions of the Ordinary General Assembly shall be issued by the absolute majority of the shareholders' votes represented in the meeting. The resolutions of the Extraordinary General Assembly shall be issued by the majority of two-thirds of the stocks represented in the meeting; except for the resolution with respect to the increase in authorized capital which requires the consent of the majority of three-fourth of the shares represented in the meeting.
- Seventh:** Meetings attendance is restricted to the Bank's shareholders, i.e. no escorts are allowed.

For registration purposes, you are kindly requested to be present one hour prior to the Assembly commencement time.

With the compliments of the Commercial International Bank (Egypt).



Amin Hisham Ezz Al-Arab
Chairman & Managing Director