

Extra Ordinary General Assembly**12 June 2019****Note No. (1)****Increasing the Authorized Capital
from EGP 20 Billion to EGP 50 billion**

The matter is submitted to the extraordinary General Assembly to approve the Board of Directors' recommendation to increase the Authorized Capital from EGP 20 billion to EGP 50 billion and amending Article "6" of the Bank's Statute to reflect the referred to increase.

In March 2010, the Bank's authorized capital increased from EGP 5 billion to EGP 20 billion with an issued capital of about EGP 3 billion. The issued capital has increased several times since then recording in 2019, EGP 14.6 billion, i.e. 5 times its balance in 2010.

In view of the Bank's continuous business growth, the authorized capital is no longer adequate to accommodate for further growth of the issued capital. Therefore, it is recommended to increase the authorized capital to EGP 50 billion. This will enable the bank increase its issued capital in the coming years to fulfill its strategic goals, expansion plan locally and internationally, and enhance the Bank's capital structure to meet comfortably the regulatory capital adequacy requirements.

The matter is submitted to the extraordinary General Assembly to approve the following:

- (A) Increase the Authorized Capital from EGP 20 billion to EGP 50 billion.
- (B) Amend Article 6 of the Bank's Statute to reflect the referred to increase.
- (C) Delegate the Chairman and Managing Director to undertake all related procedures to effect said increase, with the right to delegate others to execute the same in accordance to the Listing and De-listing Rules and their executive regulations issued by the Stock Exchange and Financial Regulatory Authority.

Amendments of the Bank Statutes

In accordance to the Companies Law No. 4 of year 2018 and its executive regulations amending some provisions of Law No. 159 of year 1981, "Joint Stock Companies, Partnerships, and Limited Liability Companies Law", the approval of the extraordinary General Assembly is kindly requested to amend the following articles of the Bank's Statute to comply with the legislative amendments: (4), (6), (8), (25), (39), (44), (47 bis) and (55 bis) and Delegate Mr. Mohi El Din El Tohamy Ibrahim, Head of the Bank's Legal Department, to sign the amendment agreements of the Bank's Statute at the respective Notary Office.

Article #	Before Amendments	After Amendments
4	The legal domicile and headquarters of the Bank shall be in the City of Giza. The Board of Directors may establish branches, offices or agencies of the Bank in the Arab Republic of Egypt and abroad except in North and South Sinai Governorates and Qantara East that require a prior approval from the General Authority for Investment.	The legal domicile and headquarters of the Bank shall be in the City of Giza. The Board of Directors may establish branches, offices or agencies of the Bank in the Arab Republic of Egypt <u>including Sinai Peninsula Zone</u> and abroad.
Reasons: Based on the directives of the General Authority for Investment received in December 2018.		
6	The Bank has an authorized capital of <u>EGP 20 billion (Twenty billion Egyptian Pounds)</u> 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 common stocks (one billion, four hundred and sixty nine million, eighty two thousand and one hundred and thirty common stocks) at a face value of ten Egyptian Pounds.	The Bank has an authorized capital of EGP <u>50 billion (fifty billion Egyptian Pounds)</u> 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 common stocks (one billion, four hundred and sixty nine million, eighty two thousand and one hundred and thirty common stocks) at a face value of ten Egyptian Pounds.

Article #	Before Amendments	After Amendments
8	<p>With due consideration to the provisions of Law No. 95 of 1992 and its executive regulations, the Extraordinary General Assembly is empowered to approve increasing the authorized and issued capital. <u>The Board of Directors is authorized to approve increasing issued capital within the limits of the authorized capital.</u> In both cases, the decision should specify the number of increased stocks and their nominal value.</p> <p>In all cases, the decision of increasing the issued capital shall not come into effect until it is fully paid or unless otherwise approved by the Extraordinary General Assembly provided that the subscribers have paid at least the stipulated due portion of the present issued capital prior to the increase thereof and that they abide to the payment schedule stipulated for settling the remaining amount.</p> <p>The increase of the issued capital should be fulfilled within three years from the resolution date or within the permissible duration allowed for settling the value of the present issued capital; whichever is longer. Otherwise, the capital increase resolution shall become null and invalid.</p>	<p>With due consideration to the provisions of Law No. 95 of 1992 and its executive regulations, it is the authority of the Extraordinary General Assembly to approve increasing the authorized capital <u>based on the recommendation of the Board of Directors.</u> <u>The Ordinary General Assembly is authorized to approve increasing the issued capital and may delegate the Bank's Board of Directors to effect the required increase.</u> The decision of increasing the issued capital should specify the number of increased stocks and their face value.</p> <p>In all cases, the decision of increasing the issued capital shall not come into effect unless it is fully paid. Otherwise, the approval of the Extraordinary General Assembly is required provided that the subscribers have paid at least the stipulated due portion of the present issued capital prior to the increase thereof and that they abide to the payment schedule stipulated for settling the remaining amount.</p> <p>The increase of the issued capital should be fulfilled within three years from the increase resolution date or within the permissible duration allowed for settling the value of the present issued capital; whichever is longer. Otherwise, the capital increase resolution shall become null and invalid.</p>
<p>Reasons: To comply with the Companies Law No. 4 of 2018 (article 33, 1st paragraph) and its executive regulations whereby the Ordinary General Assembly is now empowered to approve increasing the issued capital within the authorized capital limit or grant such authority to the Board of Directors to do so.</p>		

Extra Ordinary General Assembly
12 June 2019

Cont'd Note No. (2)

Article #	Before Amendments	After Amendments
25	<p>The Board shall hold its meetings at the Bank's Headquarters or at any of its branches upon an extended invitation by the Chairman or upon the request of one-third of its members. <u>The Board shall meet annually at least once every four months.</u></p> <p>The Board may also convene outside the Bank's Headquarters, whether in Egypt or abroad, provided that all members are present or represented at the meeting.</p> <p>If unable to attend, a director may appoint another director to attend the board meeting and vote on his/her behalf by proxy to be endorsed by the Chairman. In such case, the appointee shall have two votes.</p> <p>Any appointee shall not act as proxy for more than one director. The quorum shall not be considered valid if the appointees exceed one third of the in-person attendees.</p>	<p>The Board shall meet upon an extended invitation by the Chairman or the request of one-third of the directors and as need arises. <u>The board shall convene regularly in accordance with the prevailing laws and regulations and in the best interest of the shareholders.</u></p> <p>The meetings shall be held at the Bank's Headquarters or at any of its branches. The Board may also convene outside the Bank's Headquarters, whether in Egypt or abroad. <u>Virtual participation is also allowed, where a director may attend the meeting via audio or video conferencing and such attendance shall be authenticated via electronic signature or through any other system to be approved by the General Authority of Investment.</u></p> <p>If unable to attend, a director may appoint another director to attend the board meeting and vote on his/her behalf by proxy to be endorsed by the Chairman. In such case, the appointee shall have two votes.</p> <p>Any appointee shall not act as proxy for more than one director. The quorum shall not be considered valid if the appointees exceed one third of the in-person attendees.</p>
<p><u>Reasons:</u> To comply with (Article 80) of the Companies Law No. 4 of 2018 and its executive regulations and as regulated by the Central Bank of Egypt in its meeting dated 12/9/2018.</p>		

Extra Ordinary General Assembly**12 June 2019****Cont'd Note No. (2)**

Article #	Before Amendments	After Amendments
39	<p>Every shareholder has the right to attend the General Assembly either in person or by a written proxy issued to any other shareholder other than a director of the Board.</p> <p>Any appointee by means of a proxy, other than an appointee representing a juristic entity, can not represent more than 10% of the Bank's issued stocks and not exceeding 20% of the stocks represented at the assembly. Every ten stocks represented at the assembly shall be considered as one vote.</p> <p>All directors should be present at the General Assembly, unless an admissible excuse has been presented. In all cases, the board must be represented in the General Assembly by not less than the number that constitutes a quorum of the board. Nevertheless, the Assembly shall be considered valid <u>if attended by at least five directors, including the chairman or his delegated director</u>, and provided that the assembly has satisfied all other required legal logistics as stipulated in the prevailing law and its executive regulations.</p>	<p>Every shareholder has the right to attend the General Assembly either in person or by a written proxy or a written delegation but not to a director of the Board.</p> <p>Any appointee by means of a proxy or delegation, other than an appointee representing a juristic entity, can not represent more than 10% of the Bank's issued stocks and not exceeding 20% of the stocks represented at the assembly. Every ten stocks represented at the assembly shall be considered as one vote.</p> <p>All directors should be present at the General Assembly, unless an admissible excuse has been presented, and a number of directors that constitutes a quorum of the board should represent the board at the Assembly. Nevertheless, the Assembly shall be considered valid if attended by at least <u>three directors, one of them is the chairman or his delegated director or the managing director</u>, provided that the assembly has satisfied all other required legal logistics as stipulated in the prevailing law and its executive regulations.</p>
<p>Reasons: To comply with Article (59) of the new Companies Law No. 4 and its executive regulations with regard to shareholders' delegation for the GA attendance and Article (60) of the Companies Law 159 regarding Board representation in the Assembly.</p>		

Extra Ordinary General Assembly**12 June 2019****Cont'd Note No. (2)**

Article #	Before Amendments	After Amendments
44	<p>The invitation to the General Assembly meeting should be published twice in two dailies, one of them at least in Arabic. The second announcement is to be published at least five days following the first announcement and prior the date of the assembly by <u>at least fifteen days</u>.</p> <p>The invitation is to be mailed to the shareholders at their addresses registered at the Bank. Same time, a copy of the invitation is to be sent to the General Authority for Investment and Free Zones, the Financial Regulatory Authority, and the Bondholder Group same day of the published announcement. The Bank's External Auditors are to be invited via registered mail.</p>	<p>The invitation to the General Assembly meeting should be published twice in two dailies, one of them at least in Arabic. The first announcement is to be published at least <u>(21) twenty-one days</u> prior the Assembly date and the second announcement is to be published at least (5) five days following the first announcement.</p> <p><u>If the Assembly's quorum is not attained in the first meeting, an invitation to the second meeting is to be published, following the same above mentioned procedures, at least (7) seven days prior the second meeting date.</u></p> <p>A copy of the invitation is to be sent to the General Authority for Investment, the Financial Regulatory Authority, and the Bondholder Group same day of the published announcement. The Bank's External Auditors are to be invited via registered mail.</p>
<p><u>Reasons:</u></p> <ul style="list-style-type: none"> - To reflect Decree 94 of 2017 issued by the Minister of Investment requiring companies to announce earlier to the shareholders the invitation to the General Assembly and Decree 256 of 2018 whereby sending the GA invitation to the shareholders by mail is no longer required. - Add the 2nd paragraph to include the call for the second meeting if quorum was not attained at the first. 		

Article #	Before Amendments	After Amendments
<p>47 bis</p>	<p>The names of the shareholders who attend the General Assembly shall be recorded in a special register indicating whether in person or via proxy. The register shall be signed by the auditors and the assigned vote collectors prior the commencement of the assembly.</p> <p>Any attending shareholder has the right to discuss matters presented on the assembly agenda and address questions to the Directors of the Board and the Auditors in this respect. These questions are to be submitted in writing at the Bank's Headquarters either via registered mail or delivered in person and should reach the Bank at least three days prior the Assembly date.</p> <p>The Board of Directors are to respond to the questions presented by the shareholders in a manner that does not impair the interests of either the Bank or the public. If the response is considered insufficient, the shareholder may refer to the General Assembly to decide on the matter and such resolution shall be binding and enforceable.</p> <p>Voting in the General Assembly shall be conducted in the manner determined by the Assembly Chairman. Secret ballot is to be used for the resolutions relating to the election of directors, their dismissal or instituting a civil liability against them, or upon the request of the Chairman or at least one-tenth of the attending shareholders.</p> <p>Directors are to refrain from voting on the resolution relating to their appointment, their remuneration or discharging their liability.</p>	<p>The names of the shareholders who attend the General Assembly shall be recorded in a special register indicating whether in person or via proxy. The register shall be signed by the auditors and the assigned vote collectors prior the commencement of the assembly.</p> <p>Any attending shareholder has the right to discuss matters presented on the assembly agenda and address questions to the Directors of the Board and the Auditors in this respect. These questions are to be submitted in writing at the Bank's Headquarters either via registered mail or delivered in person and should reach the Bank at least three days prior the Assembly date.</p> <p>The Board of Directors are to respond to the questions presented by the shareholders in a manner that does not impair the interests of either the Bank or the public. If the response is considered insufficient, the shareholder may refer to the General Assembly to decide on the matter and such resolution shall be binding and enforceable.</p> <p><u>With due consideration to the prevailing laws</u>, voting in the General Assembly shall be conducted in the manner determined by the Assembly Chairman. <u>Electronic means may also be used in conveying the agenda items and for voting purposes</u>. Secret ballot is to be used for the resolutions relating to the election of directors, their dismissal or instituting a civil liability against them, or upon the request of the Chairman or at least one-tenth of the attending shareholders.</p> <p>Directors are to refrain from voting on the resolutions relating to their appointment, their remuneration or discharging their liability.</p>
<p>Reasons: To comply with article (73) of Law 4 of 2018.</p>		

Extra Ordinary General Assembly
12 June 2019
Cont'd Note No. (2)

Article #	Before Amendments	After Amendments
<p>55 bis</p>	<p>Without prejudice to the shareholders' rights determined by law legal action which affects the public and joint interest of the Company against the Board of Directors or against any one or more of its members may only be instituted in the name of all the shareholders, by virtue of a resolution of the General Assembly.</p> <p>Any shareholders who wish to institute such an action should notify the Board of Directors accordingly at least one month before the convocation of the General Assembly and the Board shall be bound to include such proposal in the agenda of the General Assembly.</p> <p><u>Without Prejudice to Articles 51 to 61 of Law No. 95 of 1992, the disputes arising out of the administrative decision rendered in accordance with the said law and its Executive Regulations shall be settled through appeal before the Committee formed in accordance with Article 50 of the Law and the proceedings outlined in its Executive Regulations.</u></p>	<p>Without prejudice to the legal rights of the shareholders, it is not permissible to file dispute that may affect the public and joint interest of the bank against the Board of Directors or one or more of its directors. Such dispute can only be instituted in the name of all shareholders and by virtue of a resolution of the General Assembly.</p> <p>Any shareholders who wish to institute such an action should notify the Board of Directors accordingly at least one month before the convocation of the General Assembly and the Board shall be bound to include such proposal in the agenda of the General Assembly.</p>
<p>Reasons: Removing the text of the last paragraph as it is no longer valid by means of legal verdicts issued in this respect.</p>		