

Minutes of the General Ordinary Assembly Meeting of Talaat Moustafa Group Holding
TMG Holding Company an Egyptian joint-stock Company
In accordance with the provisions of Law No. 95 of 1992
Held on Saturday, March 23, 2024

Based on the invitation sent by The Chairman of the Board of Directors, to the shareholders, by publishing the invitation in two daily newspapers, as well as sending the invitation to the administrative authorities, to the auditors by mail, and to the members of the Board of Directors, the Ordinary General Assembly of Talaat Mustafa Group Holding Company (S.A.E.) was held at exactly one o'clock PM on Saturday, March 23, 2024, at Madinaty Club - Madinaty - New Cairo - to discuss the following agenda:

1. Approval of the annual report of the company's Board of Directors on the company's activity for the financial year ending on 12/31/2023.
2. Approval of the annual governance report on the company's activity for the financial year ending on 12/31/2023.
3. Approval of the auditors' report on the company's activity and the company's financial statements for the fiscal year ending on 12/31/2023.
4. Approval of the company's financial statements for the fiscal year ending on 12/31/2023 and calculating the proposed distribution.
5. Discharge the members of the Board of Directors from legal liability for their management of the Company during the financial year 2023.
6. Appoint auditors and determine their fees for the fiscal year ending on 12/31/2024.
7. Determine the remuneration, attendance allowance, and transportation expenses for the Board members for the year 2024.
8. Authorizing the Board of Directors or whomever it delegates to donate more than one thousand pounds during the year 2024.

The meeting was attended by:

- Mr. Mr. Hesham Talaat Moustafa, CEO and Managing Director, and delegated by Mr. Engineer/Tarek Talaat Moustafa, Chairman of the Board of Directors.
- Mr. Dr. Hani Salah Sary El-Din, Member of the Board of Directors
- Mr. Hossam Mohamed Hilal, Member of the Board of Directors
- Mr. Mohamed Abdel Aziz Mohamed Al-Toukhi, Member of the Board of Directors
- Mr. Mohamed Bahgat Ahmed Samih Talaat, Member of the Board of Directors
- Mr. Jehad Muhammad Marai Al-Sawafta, Member of the Board of Directors, and delegated by Mr. Engineer / Yahya Muhammad Awad Bin Laden, Member of the Board of Directors

- Mr. Qasem Muhammad Mustafa Nassar representing Misr Insurance Company instead of Mr. Ahmed Ashraf Ali Kajouk - Member of the Board of Directors
- Mrs. Siham Mohamed Al-Saeed, member of the Board of Directors, and delegated by Mr. Engineer Hany Talaat Mostafa, member of the Board of Directors.
- Mrs. Heba Samir Zaki Abdel Malak, Member of the Board of Directors

The meeting was attended by Mr. Sherif Fathy El Kilany - the chartered accountant and Mr. Wael Yahia Saleh - the chartered accountant, acting on behalf of Mr. Samir Anas Abd Elghafar - the company's auditor.

None of the representatives of the administrative authorities attended.

The meeting was chaired by Mr. Hesham Talaat Moustafa - CEO and Managing Director, he nominated Mr. Abu Talib Mahmoud Abu Talib as Secretary of the meeting, and both Mr. Sameh Abdel Raouf and Mr. Arafa Fathi Anwar - vote counters, with the approval of the General Assembly.

Mr. Sherif Fathy EL Kilany and Mr. Wael Yahia Saleh, the company's auditors, reviewed the invitation procedures and declared their validity.

The vote counters counted the number of shares present and represented at the meeting and found 1,224,998,545 shares, or 59.36% of the total number of company shares amounting to 2,063,562,286 shares, of which 1,224,993,513 shares were present electronically (including 1,224,993,466 shares that voted and 47 shares that did not vote). Actual attendance: 3,887 in person and 1,192 acting shares.

This result was reported to the Chairman of the meeting, who declared the meeting valid and legal. Then the company's ordinary general assembly began discussing the topics on the agenda, and the following decisions were unanimously approved:

First Decision

Approval of the company's Board of Directors' report on the company's activities during the fiscal year ended on 12/31/2023.

Second Decision

Approval of the company's annual governance report on the company's activities during the fiscal year ended on 12/31/2023.

Third Decision

Approval of the auditors report on both the separate and consolidated financial statements of the Company and annual corporate governance report for the fiscal year ended on 12/31/2023.

Forth Decision

Unanimous approval of the following:

1. The separate and consolidated financial Position of the Company and the attached financial statements and the supplementary notes, (separate or consolidated) for the financial statements and the financial statements for the fiscal year ended on 12/31/2023.
2. The distribution account as follow:

	Value in EGP
Earnings of the year	682,460,696
Earnings carried over	813,369,551
	1,495,830,247
Deduct	
5% legal reserve	34,123,035
Cash dividends to shareholders	453,983,703
Employees allowance	4,500,000
Remuneration of the Members of the Board	3,600,000
Total Distributions	496,206,738
Carry over for next year	999,623,509

3. The distribution of cash dividend No. 11, amounting to approximately EGP0.22 per share, to be distributed according to the company's cash flow plan as follows:

- First installment: EGP0.11 per share, on or before May 31, 2024.
- Second installment: EGP0.11 per share, on or before July 31, 2024.

Fifth Decision

Approval of the release and discharge of the members of the Board of Directors from legal liability for their management of the Company during the financial year 2023.

Six Decision

Approval of the appointments of Mr. Sherif Fathy EL Kilany (Joint Accountants Office Ernst & Young) and Mr. Samir Anas Abd Elgfar, Chartered Accountants (RSM Egypt - Chartered Accountants) as the Company's auditors for the financial year ending on 12/31/2024, and to set the net fees for each of them at EGP650,000.

Seven Decision

Approval of the payment of an amount of EGP20,000 (Twenty thousand Egyptian pounds) as attendance allowance and an amount of EGP20,000 (Twenty thousand Egyptian pounds) as a transportation expense for the financial year of 2024.

Eighth Decision

Authorizing the Company's Board of Directors to donate more than one thousand Egyptian Pounds during the financial year of 2024.

The Ordinary General Meeting also approved the delegation of Mr. Sameh Abdel Raouf Ali, Mr. Abu Talib Mahmoud Abu Talib, Mr. Wael Helmy Fahmy, Mr. Ahmed Talaat Ali, and Mr. Alaa Mohamed Ahmed (each acting independently), to take all necessary actions to approve and ratify the minutes of the meeting before the General Authority for Financial Supervision, the General Authority for Investment and Free Zones, and to sign before the Chamber of Commerce and the Commercial Registry.

Following this, the Chairman of the meeting announced the end of the Ordinary General Meeting after reviewing all the items on the agenda. The meeting ended at 1:30 PM on the same day.

Secretary of the meeting vote counters Auditors

Chairman of the meeting
CEO and Managing Director

