



Extraordinary General Assembly Meeting
of TMG Holding (Talaat Moustafa Group Holding)
held on Wednesday, March 26, 2025

**Agenda of the Extraordinary General Assembly Meeting
of TMG Holding (Talaat Moustafa Group Holding)
held on Wednesday, March 26, 2025**

- 1- Reduction of the issued capital through the cancellation of treasury shares.**
- 2- Amendment of Articles No. 6, 7, 24, 25, and 30 of the company's Articles of Association.**

Memorandum
For presentation to the Extraordinary General Assembly
Held on 26/03/2025

First: Reduction of the Issued Capital through the Cancellation of Treasury Shares

The balance of treasury shares purchased in 2024 amounted to 2,908,500 shares of the company. It is proposed to reduce the issued capital, currently amounting to EGP 20,635,622,860, by the nominal value of these shares, which is EGP 29,085,000, resulting in an updated issued capital of EGP 20,606,537,860.

The difference between the nominal value of EGP 29,085,000 and the book value (purchase cost) of EGP 152,235,725, amounting to EGP 123,150,725, will be utilized to reduce both the general reserve and retained earnings within shareholders' equity.

This capital reduction will have a positive impact on the company's shareholders by increasing their ownership percentage in the issued capital by the same proportion of the canceled treasury shares, which is 0.14%. Additionally, the earnings per share (EPS) will increase by the same percentage.

**Memorandum
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Second: Amendment of Certain Articles of the Company's Articles of Association

In light of the Extraordinary General Assembly meeting convened to approve the cancellation of treasury shares, and in accordance with the amendments made to Law No. 159 and its executive regulations, as well as the decisions of the Financial Regulatory Authority (FRA) regarding the use of modern communication methods for holding Board of Directors meetings, it is proposed to amend Articles 6, 7, 24, 25, and 30 of the company's Articles of Association as follows:

Article (6) before the amendment:

The authorized capital of the Company was set at EGP 30,000,000,000 (thirty billion Egyptian pounds), and the issued capital was set at EGP 20,635,622,860 (twenty billion, six hundred and thirty-five million, six hundred and twenty-two thousand, eight hundred and sixty Egyptian pounds), divided into 2,063,562,286 shares (two billion, sixty-three million, five hundred and sixty-two thousand, two hundred and eighty-six shares), with each share having a par value of EGP 10 (ten Egyptian pounds).

Article (6) after the amendment:

The authorized capital remains at EGP 30,000,000,000 (thirty billion Egyptian pounds), while the issued capital is now set at EGP 20,606,537,860 (twenty billion, six hundred and six million, five hundred and thirty-seven thousand, eight hundred and sixty Egyptian pounds), divided into 2,060,653,786 shares (two billion, sixty million, six hundred and fifty-three thousand, seven hundred and eighty-six shares), with each share having a par value of EGP 10 (ten Egyptian pounds).

Article (7) before the amendment:

The Company's capital consists of 2,063,562,286 shares (two billion, sixty-three million, five hundred and sixty-two thousand, two hundred and eighty-six shares) with a total value of EGP 20,635,622,860 (twenty billion, six hundred and thirty-five million, six hundred and twenty-two thousand, eight hundred and sixty Egyptian pounds), distributed as follows:

| Name and nationality | Number of shares | Nominal value | Currency |
|--|----------------------|-----------------------|------------|
| Eng. Tarek Talaat Moustafa - Egyptian | 123,000 | 1,230,000 | EGP |
| Eng. Hany Talaat Moustafa - Egyptian | 123,000 | 1,230,000 | EGP |
| Mr. Hesham Talaat Moustafa - Egyptian | 123,000 | 1,230,000 | EGP |
| Eng, Yahia Mohamed Awad Binladen – Saudi | 513 | 5,130 | EGP |
| Trondheim Investments Ltd. - Cayman Island | 61,500 | 615,000 | EGP |
| Kilbride Investments Ltd. - Cayman Island | 61,500 | 615,000 | EGP |
| TMG for Real Estate and Tourism Investment | 971,666,601 | 9,716,666,010 | EGP |
| Export Development Bank of Egypt | 6,817,062 | 68,170,620 | EGP |
| Abdulwahab Ahmed Kaki – Saudi | 1,317,695 | 13,176,950 | EGP |
| Hisham Ahmed Saleh Kaki - Saudi | 1,317,859 | 13,178,590 | EGP |
| Mohamed Ahmed Saleh Kaki – Saudi | 1,317,920 | 13,179,200 | EGP |
| Mohamed Yousef Mohamed Zayed - Lybian | 6,295,740 | 62,957,400 | EGP |
| Misr Insurance Company - Egyptian | 92,858,222 | 928,582,220 | EGP |
| Abdul Moneim Rashed Abdel Rahman Al-Rashed | 29,000,416 | 290,004,160 | EGP |
| Financial Holding International LTD | 59,966,697 | 599,666,970 | EGP |
| Bank Misr | 45,679,187 | 456,791,870 | EGP |
| Olayan Saudi Investment Company Ltd. | 28,000,634 | 280,006,340 | EGP |
| TNI MENA Real Estate Active Fund | 450,280 | 4,502,800 | EGP |
| Mohamed Abu Zeid Mohamed Ibrahim | 171 | 1,710 | EGP |
| Yaqoub Yousef Mohammed Saleh Al-Jawan | 307,500 | 3,075,000 | EGP |
| Others | 818,073,789 | 8,180,737,890 | EGP |
| TOTAL | 2,063,562,286 | 20,635,622,860 | EGP |

The increase was financed by issuing bonus shares, so that the issued capital after the increase becomes EGP 20,635,622,860 (twenty billion, six hundred and thirty-five million, six hundred and twenty-two thousand, eight hundred and sixty Egyptian pounds), fully paid-up.

Article (7) after the amendment:

The company's capital consists of 2,060,653,786 shares (Two billion, sixty million, six hundred fifty-three thousand, seven hundred eighty-six shares) with a total value of EGP 20,606,537,860 (Twenty billion, six hundred six million, five hundred thirty-seven thousand, eight hundred sixty Egyptian pounds only), distributed as follows:

| Name and nationality | Number of shares | Nominal value | Currency |
|--|----------------------|-----------------------|------------|
| Eng. Tarek Talaat Moustafa - Egyptian | 123,000 | 1,230,000 | EGP |
| Mr. Hesham Talaat Moustafa - Egyptian | 623,000 | 6,230,000 | EGP |
| Eng. Hany Talaat Moustafa - Egyptian | 123,000 | 1,230,000 | EGP |
| TMG for Real Estate and Tourism Investment | 890,566,601 | 8,905,666,010 | EGP |
| Alexandria Construction Company | 165,783,250 | 1,657,832,500 | EGP |
| RIMCO EGT INVESTMENT LLC | 154,411,591 | 1,544,115,910 | EGP |
| Social Insurance Fund for the Employees of the Government Sector | 123,893,956 | 1,238,939,560 | EGP |
| Others | 725,129,388 | 7,251,293,880 | EGP |
| TOTAL | 2,060,653,786 | 20,606,537,860 | EGP |

The capital was reduced by 2,908,500 shares (two million, nine hundred thousand, eight thousand, and five hundred shares) with a total value of EGP 29,085,000 (twenty-nine million, eighty-five thousand Egyptian pounds), which represent treasury shares that were cancelled.

As a result, the issued and paid-up capital becomes EGP 20,606,537,860 (twenty billion, six hundred and six million, five hundred and thirty-seven thousand, eight hundred and sixty Egyptian pounds), fully paid-up.

Article (24) before the amendment:

The Board of Directors shall hold its meetings at the Company's headquarters whenever its interests require convening, either upon the call of the Chairman or at the request of one-third of its members. The Board must meet at least four times during each financial year.

It is permissible for the Board to meet outside the Company's headquarters, provided that all of its members are present or represented at the meeting, and that the meeting takes place in Egypt.

Article (24) after the amendment:

The Board of Directors shall hold its meetings at the Company's headquarters whenever its interests require convening, either upon the call of the Chairman or at the request of one-third of its members, and the Board must meet at least four times during each financial year.

It is permissible for the Board to meet outside the Company's headquarters provided that all of its members are present or represented at the meeting. Meetings may also be conducted via modern communication means and electronic applications.

Article (25) before the amendment:

A Board member may appoint one of his colleagues as his proxy in the meeting, if necessary, provided that the appointment is in writing and signed by the Chairman of the Board, Mahmoud Ibrahim Abdel Aziz. In this case, the proxy shall have two votes. The proxy for the Egyptian member must be an Egyptian, and the total votes cast by proxies must not exceed one-third of the votes of those present.

Article (25) after the amendment:

A Board member may appoint one of his colleagues as his proxy in the meeting, if necessary, provided that the appointment is made in writing and signed by the Chairman of the Board. In this case, the member's vote will count as two votes., and the total votes cast by proxies must not exceed one-third of the votes of those present.

Article (30) before the amendment:

Each of the Chairman and the delegated Board members, as well as any other member designated by the Board for this purpose, has the right to sign on behalf of the Company individually. The Board of Directors has the right to appoint several managers or authorized agents and to grant them the right to sign on behalf of the Company individually or jointly.

Article (30) after the amendment:

Each of the Chairman and the delegated Board members, as well as any other member designated by the Board for this purpose, has the right to sign on behalf of the Company individually. The Board of Directors has the right to appoint a Chief Executive Officer, managers, or authorized agents and to grant them the right to sign on behalf of the Company individually or jointly.

The matter is presented to the Extraordinary General Assembly for approval and ratification.