

**Agenda of the Ordinary General Assembly  
meeting held on Wednesday 26 March 2025  
and its minutes**

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1	Board of Directors report on the activities of the Company for the financial year ended December 31, 2024
2	Corporate governance report for the financial year ended December 31, 2024
3	Auditors report on the Company's financial statements for the financial year ended December 31, 2024
4	Approval of the financial statements for the financial year ended December 31, 2024, and determination of the proposed dividends
5	Termination and discharge of the members of the Board of Directors from legal liability for their management of the Company during the year 2024
6	Election of the company's board of directors for a new period according to the cumulative voting system.
7	Appointment of the auditors and approval of their fees for the financial year ending December 31, 2025
8	Determining the attendance and transportation allowance of the members of the Board for the year 2025
9	Authorizing the Board of Directors or its delegates to donate more than a thousand Egyptian pounds during the year 2025

**Memo**  
**to the Ordinary General Assembly**  
**held on March 26, 2025**

**Approval of the Board of Directors report on the activities of the Company**  
**for the financial year ended December 31, 2024**

We are pleased to present you the annual Board of Directors report on the activities of the Company for the financial year ended December 31, 2024

The report is submitted to the Ordinary General Assembly of the Company, to be kindly approved.

**Memo**  
**to the Ordinary General Assembly**  
**held on March 26, 2025**

**Approval of the corporate governance report on the activities of the Company**  
**for the financial year ended December 31, 2024**

We are pleased to present you the annual corporate governance report for the financial year ended December 31, 2024, attached to the auditors' report.

The report is submitted to the Ordinary General Assembly of the Company, to be kindly approved.

**Memo**  
**to the Ordinary General Assembly**  
**held on March 26, 2025**

**Approval of auditors' report on the Company's financial statements**  
**for the financial year ended December 31, 2024**

We are pleased to present you auditors' report on the Company's financial statements for the financial year ended December 31, 2024.

The report is submitted to the Ordinary General Assembly of the Company, to be kindly approved.

**Memo**  
**to the Ordinary General Assembly**  
**held on March 26, 2025**

**Approval of the Company's financial statements**  
**for the financial year ended December 31, 2024**

**First: Company's financial statements for the financial year ended December 31, 2024**

We are pleased to present you the Company's financial statements for the financial year ended December 31, 2024, and the attached financial statements and supplementary notes, including:

- Consolidated financial statements as of 31 December 2024
- Standalone financial statements as of 31 December 2024

The abovementioned documents are submitted to the Ordinary General Assembly of the Company, to kindly approve the Company's consolidated and standalone financial statements for the financial year ended December 31, 2024.

**Second: Determination of the proposed dividends for the financial year ended December 31, 2024**

The standalone net profits of the Company realized during the financial year ending on 31 December 2024 amounted to EGP 801,960,651, in addition to EGP 999,623,509 profits carried over from previous years. The dividends proposal, in accordance with Article 55 of the Company's articles of association, is as follows:

	Value in EGP
Earnings of the year	801,960,651
Earnings carried over	999,623,509
	<b>1,801,584,160</b>
<b>Deduct</b>	
5% legal reserve	40,098,033
Cash dividends to shareholders	515,163,447
Employees allowance	6,000,000
Remuneration of the Members of the Board	3,600,000
<b>Total Distribution</b>	<b>564,861,480</b>
<b>Carry over for next year</b>	<b>1,236,722,680</b>

The proposed distribution of cash dividends No. 12, amounting to approximately EGP0.25/share, provided that the distribution is made according to the company's cash payment plan in two equal installments as follows:

- The first installment is due by May 31, 2025, at the latest.
- The second installment is due by July 31, 2025, at the latest.

The proposed dividends are submitted to the Ordinary General Assembly of the Company, to be kindly approve.

**Memo**  
**to the Ordinary General Assembly**  
**held on March 26, 2025**

**Termination and discharge of the members of the Board of Directors from legal liability for their management of the Company during the financial year 2024**

With the approval of the report of the Company's Board of Directors, and of the Company's consolidated and standalone financial statements for the financial year ended December 31, 2024, and of the proposed cash dividend, we request to discharge the members of the Board of Directors from legal liability for the work of their departments during the financial year 2024.

The proposal is submitted to the Ordinary General Assembly of the Company, to be kindly approved.



**Memo**  
**to the Ordinary General Assembly**  
**held on March 26, 2025**

**Election of the members of the Board of Directors for a new period of 3 financial years**

The Ordinary General Assembly of the company, held on 31/3/2022, approved the election of the Board of Directors for a new period of three financial years, and due to the end of that period on the date of the next meeting of the Ordinary General Assembly of the company, Nomination for membership of the Board of Directors of the company will be opened in accordance with the conditions in the company's Financial Affairs Department, starting from Sunday, March 9, until March 13, 2025 for a new period of three fiscal years starting from the fiscal year ending on 31/12/2025 and ending with the approval of the General Assembly. The ordinary general assembly of the company for the fiscal year ending on 31/12/2027, Voting on the election of the candidates for membership of the Board of Directors will begin on Thursday, March 20, 2025 through the (E-Magles) platform, and the elections of the members of the Board of Directors of the company will be completed at the place and date of the ordinary general assembly at Madinaty Club - Madinaty - New Cairo on Wednesday, March 26, 2025.

**Memo**  
**to the Ordinary General Assembly**  
**held on March 26, 2025**

**Appointing the Company's auditors and determining their fees**  
**for the financial year ended December 31, 2024**

On the occasion of the end of the fiscal year on 31/12/2024 and based on the approval of Mr. Samir Anas Abdel Ghaffar, Chartered Accountant from (RSM Egypt - Chartered Accountants) RSM Egypt to continue the task of auditing the company's accounts to carry out the company's audit work during the fiscal year ending on December 31, 2025, as well as accepting the apology of Mr. Sherif Fathy Al-Kilani for not continuing in his position as the company's auditor as of the end of the second quarter of the fiscal year ending in 31/12/2024 In view of the appointment of His Excellency as Deputy Minister of Finance and the appointment of Mr. Ashraf Mohamed Mohamed Ismail, Chartered Accountant - Solidarity Accounting and Auditing (Ernst & Young) instead of him as the company's auditor as of the second quarter of the fiscal year ending on 31/12/2024, the proposal is as follows:

- 1- Appointing Mr. Ashraf Mohamed Mohamed Ismail Chartered Accountant - Corporate Accountants (Ernst & Young) instead of Mr. Sherif Fathy Al-Kilani as the Company's auditor as of the second quarter of the fiscal year ending on 31/12/2024.
- 2- Approval of the appointment of Mr. Ashraf Mohamed Mohamed Ismail (Joint Accountants Office Ernst & Young) and Mr. Samir Anas Abdel Ghaffar, Chartered Accountant from (RSM Egypt - Chartered Accountants) RSM Egypt as auditors of the company's accounts for the fiscal year ending on 31/12/2025 and determining the net fees of each of them at EGP 850,000.

The proposal to the Ordinary General Assembly to approve the appointment of Mr. Ashraf Mohamed Mohamed Ismail, Chartered Accountant - Corporate Accountants (Ernst & Young) instead of Mr. Sherif Fathy Al-Kilani as the company's auditor as of the second quarter of the fiscal year ending on 31/12/2024. And the appointment of Mr. Ashraf Mohamed Mohamed Ismail (Joint Accountants Ernst & Young) and Mr. Samir Anas Abdel Ghaffar, Chartered Accountant from (RSM Egypt - Chartered Accountants) RSM Egypt as controllers For the company's accounts for the fiscal year ending on 31/12/2025 with determining their fees for that year.

**Memo**  
**to the Ordinary General Assembly**  
**held on March 26, 2025**

**Determining the attendance allowance, transportation expenses and remuneration for the members of the Board of Directors for the meetings of the Board and the General Assembly for the year 2025**

The Ordinary General Assembly had previously approved in its session held on March 23, 2024, the payment of EGP20,000 (Twenty thousand Egyptian pounds) as attendance allowance and EGP20,000 (Twenty thousand Egyptian pounds) as a transportation expense for each session of the Company's Board of Directors for each member of the Board, and for each ordinary and extraordinary General Assembly meeting of the Company during the fiscal year 2024, in addition to granting the same allowances to the members of the Audit and Governance Committee and the Remuneration and Nomination Committee.

The matter is submitted to the Ordinary General Assembly of the Company to consider the estimation of the attendance allowance and the transportation expenses of the members of the Board of Directors during the fiscal year 2025.

**Memo**  
**to the Ordinary General Assembly**  
**held on March 26, 2025**

**Authorizing the Board of Directors to donate more than a thousand Egyptian pounds during the year 2025.**

According to the Article 217 of the Executive Regulations of the Law No. 159 of 1981 pertaining to financial competencies of the Company's Ordinary General Assembly, the Ordinary General Assembly authorizes the Company's Board of Directors to donate amounts exceeding one thousand Egyptian pounds in total.

The matter is submitted to the Ordinary General Assembly of the Company, to kindly approve the authorization to the Company's Board of Directors to donate more than one thousand Egyptian Pounds during the financial year of 2025.

# Annual report of the Board of Directors of Talaat Moustafa Group Holding

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For the financial year ended December 31, 2024

## Contents of the Board of Directors' Report for the financial year ended 31 December 2024

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## General information about the company

**Company purpose:** Participating in the establishment of companies that issue securities or entering into the increase of their capital

**Legal duration of the company:** 25 years from the date of registration in the commercial register

**Date of listing on the stock exchange:** 25 November 2007

**Law to which the company is subject:** Law 95 of 1992 **Nominal value per share:** EGP10

**Last authorized capital:** EGP30,000,000,000 **Last issued capital:** EGP20,635,622,860

**Last paid-up capital:** EGP20,635,622,860 **Number and date of registration in the commercial register:** 187398, 3 April 2007

## Investor Relations

**Name of contact person:** Mr. Jehad Mohammad Mari Al Sawaftah

**Head office address:** 36, Mosadak St., Dokki, Giza

**Phone:** 33312000

**Fax:** 33016894

**E-mail address:** jsawaftah@tmg.com.eg

**Website:** talaatmoustafa.com

## Company auditors:

<b>Auditor name</b>	Mr. Sherif Fathy Al-Kilani – Allied for Accounting and Auditing (Ernst & Young)	Mr. Samir Anas Abd ElGhfar (RSM Egypt – Chartered Accountants) Magdy Hashish & Co
<b>Date of appointment:</b>	General Assembly Resolution of 20/03/2023	General Assembly Resolution of 20/03/2023
<b>Registration number and date</b>	83 - 2006	282 - 2006

Mr. Sherif Fathy Al-Kilani apologized for not continuing in his position as the company's auditor due to his appointment as Deputy Minister of Finance, and the company's board of directors approved on August 12, 2024 the appointment of Mr. Ashraf Mohamed Mohamed Ismail, Chartered Accountant - Solidarity Accounting and Auditing (Ernst & Young) instead of him as the company's auditor as of the third quarter of the fiscal year ending on 31/12/2024 with presentation to the Ordinary General Assembly.

## Shareholder structure and ownership percentage of Members of the Board of Directors as of December 31, 2024

Holding 5% or more of the company's shares	Shares on December 31, 2024	
	Number of shares	Ownership %
TMG Real Estate & Tourism Investment Company	890,566,601	43.16%
Alexandria Construction Company	165,783,250	8.03%
RIMCO E G T INVESTMEVT LLC	154,411,591	7.48%
Social Insurance Fund Of Governmental Sector Workers	123,893,956	6.00%
<b>Total</b>	<b>1,334,655,398</b>	<b>64.68%</b>
<b>Ownership by Members of the Board of Directors</b>		
Mr. Tarek Talaat Moustafa	123,000	0.006%
Mr. Hesham Talaat Moustafa	623,000	0.03%
Mr. Hany Talaat Moustafa	123,000	0.006%
Mr. Yahya Mohammed Bin Laden	512	0.000%
TMG Real Estate & Tourism Investment Company	890,566,601	43.16%
Misr Insurance Company	17,139,207	0.831%
<b>Total ownership of the Members of the BoD</b>	<b>908,075,320</b>	<b>44.01%</b>
Treasury shares	2908500	

## Board of Directors

Name	Function	Represented entity	Position (executive/non – executive)
Tarek Talaat Moustafa	Chairman of the Board of Directors	TMG Real Estate and Tourism Investment Company and its associated groups	Non-Executive
Hesham Talaat Moustafa	CEO and Managing Director	TMG Real Estate and Tourism Investment Company and its associated groups	Executive
Hany Talaat Moustafa	Member of the Board	TMG Real Estate and Tourism Investment Company and its associated groups	Non-Executive
Yehia Mohammad Awad Bin Ladin	Member of the Board	TMG Real Estate and Tourism Investment Company and its associated groups	Non-Executive
Jehad Mohammad Mari Al Sawaftah	Member of the Board	TMG Real Estate and Tourism Investment Company and its associated groups	Executive
Ahmed Ashraf Ali Kajouk	Member of the Board	Misr Insurance Company	Non-Executive
Hossam Mohamed Helal	Member of the Board	Experienced	Non-Executive
Mohamed Bahgat Ahmed Samih Talaat	Member of the Board	Independent	Independent
Hany Salah Sarie El-Din	Member of the Board	Independent	Independent
Mohammad Abdel Aziz El-Toukhy	Member of the Board	Independent	Independent
Siham Mohammed Al-Saeed	Member of the Board	Female component	Executive
Heba Samir Abdel Malak	Member of the Board	Female component	Executive

Mr. Ahmed Ashraf Ali Kajok submitted his resignation from the membership of the Board of Directors representing Misr Insurance Company in August 2024 due to his appointment as Minister of Finance

Meetings of the Board of Directors and General Assembly Meetings: 6 Meetings



## Audit and Governance Committee

In accordance with the Capital Market Authority's Resolution No. (30) issued on 18 June 2002, regarding the rules for listing, trading and delisting of securities, an Audit Committee was formed, and is composed of non-executive members of the Board of Directors, by the decision of the Board taken on 28 October 2007. According to the minutes of the Board of Directors meeting held on 31 March 2022, the Committee was organized as follows:

Member name	Position
Hany Salah Sarie El-Din	Chairman of the Committee
Hossam Mohamed Helal	Member
Mohammad Abdel Aziz El-Toukhy	Member

### Key terms of reference of the Audit and Governance Committee:

1. Examination and review of the Company's internal control procedures.
2. Examination and review of accounting policies applied by the Company and changes resulting from application of new accounting standards.
3. Examination and review of internal audit function, procedures, plans and results.
4. Examination and review of periodic administrative information provided to different administrative levels, its preparation systems, and timing of its presentation.
5. Examination of procedures to be followed in preparation and review of the following:
  - a. Periodic and annual financial statements
  - b. Prospectuses of public or private offering of securities
  - c. Estimated budgets, including cash flow statement and estimated income statement
  - d. Ensuring the application of necessary control methods to preserve the Company's assets and the periodic evaluation of those administrative procedures to ensure compliance with the rules, and preparing reports to the Board of Directors.
  - e. The Committee is responsible to verify management's response to the recommendations of the Company's auditors and the Egyptian Financial Supervisory Authority.
  - f. Other powers that the Company's Board of Directors deems appropriate, and in accordance with the rules of listing and delisting securities on the stock exchange.

### The activities of the Committee during the fiscal year:

Holding of 4 meetings, and the related committee's reports were presented timely to the Board of Directors and did not include any substantial observations.

## Remuneration and Nominations Committee

The Board of Directors decided on 28 October 2007 to form a Remuneration and Nominations Committee, and according to the minutes of the Board of Directors held on 31 March 2022, the committee was organized as follows:

Member name	Position
Hossam Mohamed Helal	Chairman of the Committee
Hani Salah Sarie El-Din	Member
Mohamed Bahgat Ahmed Samih Talaat	Member

## Executive Management

Jehad Mohammad Al Sawaftah	Chief Financial Officer for Real Estate and Hotels affairs & Investor Relations Officer
Ahmed Abdullah Afifi	Executive Vice President of Implementation - Madinaty Project
Mustafa Sharif Muhammad Ghoneim	Executive Vice President of Marketing & Sales
Wael Abd El Halim Al Deeb	Executive Vice President of Project Management
Mohamed Atef Heriba	Executive Vice President of Technical Affairs Sector
Gamal Aldin Hussein Aljundi	Executive Vice President for Chairman's Office Affairs
Ghalib Ahmed Fayed	Executive Vice President for Financial Affairs
Siham Mohammed Al-Saeed	Executive Vice President of Banking & Finance
Heba Samir Zaki Abdel Malak	Executive Vice President of Human Resources

### Company Employees Data:

The average number of employees was 7.

### Reward and motivation system for employees and managers:

There are no reward and motivation shares.

### Violations and procedures related to the Capital Market Law and Listing Rules:

No action has been taken against the company, its board members or its managers related to violations of the Capital Market Law and its Executive Bylaws.

### Proposed dividends to be distributed to shareholders:

A proposal to distribute EGP 515,163,447 to shareholders at a value of EGP 0.25 per share.

### Suggestions for conversion to reserves:

Legal Reserve 5%	EGP 40,098,033
Carryover to next year	EGP 1,236,722,680

### A statement of the details of transactions that took place with related parties:

There are no netting contracts concluded by the company with related parties.

### Article 66 of Law 159 of 1981 and Article 220 of its executive regulations

The company is committed to disclosing the amounts received by the Chairman and members of the Company's Board of Directors during the year 2024 in accordance with Article 66 of Law 159 of 1981 and Article 220 of its executive regulations at the disposal of the shareholders for their own knowledge at the company's headquarters and at the location of the Ordinary General Assembly.

## The Group's commitment to Social and Environmental Responsibility

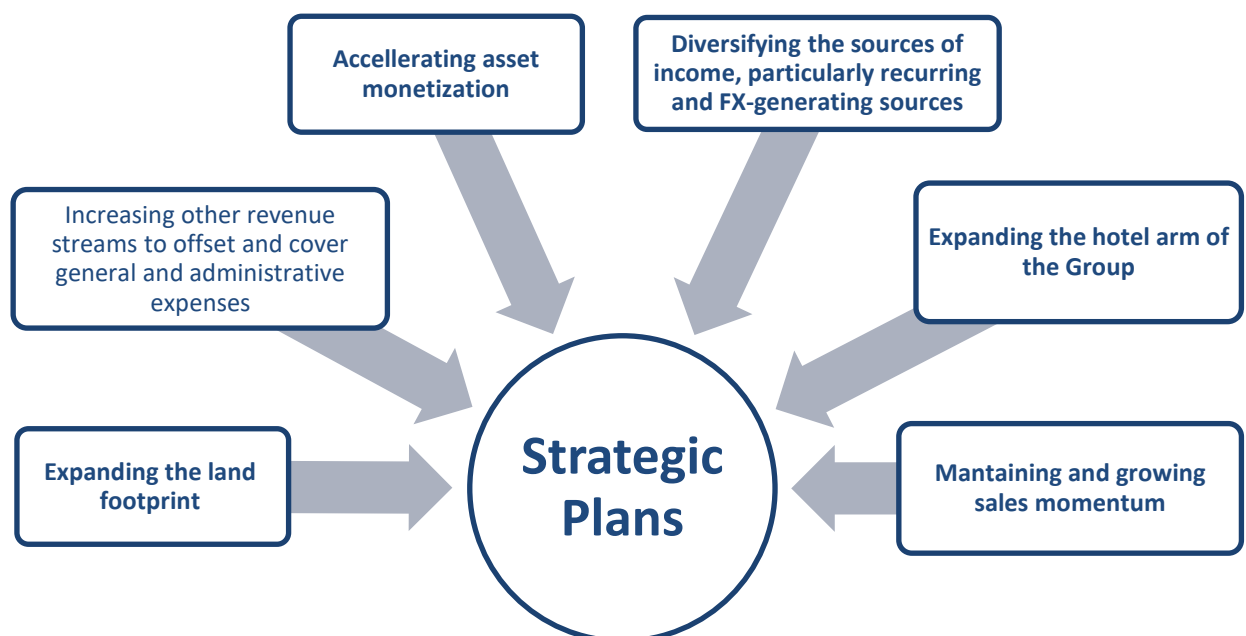
Talaat Moustafa Holding Group is keen to continue to play its role in achieving social balance in the Egyptian Society. Based on the premise that good investments stem from the impact on the surrounding environment and communities, the Group's companies have provided moral and material support for many charitable activities and funds, out of the Group's commitment to embody social responsibility as an ethical and professional value, to achieve real development of society and to improve the citizens' quality of life. During the last 5 years, TMG has allocated more than EGP 5 bn in supporting local communities, and the Group has implemented a concept of social responsibility based on embarking into long-term investments that will ensure sustainable benefits, through the adoption and implementation of initiatives centered on people's well-being, creating strong bases for the future and serving the community in all fields, especially in the sectors of education, health, economic empowerment, to educate students in the servicing and improving the community.

During 2024, the Group's companies donated EGP 353 mn to contribute to developmental, social and health projects, managed and implemented through government agencies and various publicized community associations benefiting the Egyptian people. The most important of these development projects are:

- Decent Life Initiative
- Egyptian Food Bank
- National Academy of Science and Skills
- Ahl Masr Foundation
- Al-Rehab Charity Association
- Magdy Yacoub Hospital

## Report of the executive management about the company's activity

Talat Moustafa Holding Group achieved unprecedented business results across all sectors in 2024. The Group relied on modern and innovative ideas in developing its real estate projects, and all its projects are currently managed using artificial intelligence technology, ensuring significant savings in energy and water consumption as well as human resources. Furthermore, the Group has been keen on establishing partnerships with leading international companies, including contracting with the global Huawei Group, to implement the latest advancements in the management of smart and sustainable cities across its projects. Talat Moustafa Group's cities currently accommodate 1.2 million residents and are projected to reach 2 million within seven years with the completion of the Noor and SouthMed projects. The Group succeeded in achieving real estate sales of EGP 504 billion in 2024, an amount equivalent to the total sales of the 11 largest real estate companies in the Egyptian market. This positions Talat Moustafa Group as a leading entity, being the largest real estate conglomerate in Egypt and the Middle East. Moreover, 13.5% of these sales were generated from outside Egypt—the highest percentage achieved by any real estate company in the country—thanks to an electronic system that facilitates sales, contracting, and payments from anywhere in the world, thereby enhancing the export of Egyptian real estate. In addition, the Group's successful first international venture started in Saudi Arabia with the launch of the Banan project in Riyadh. Following this success, the company is now targeting a new market in Iraq, further supporting real estate exports and increasing the Group's foreign currency revenues. The tremendous success of the Madinaty project attracted the interests of investors and Arab delegations appreciative of the pioneering Egyptian experience in developing smart and sustainable cities. The executive management's efforts have resulted in the achievement of all the targeted strategic plans announced since 2017, which primarily focused on the following:



The Group's operational and financial performance successfully achieved these strategic objectives before the end of 2024, positively surpassing all planned budgets. This accomplishment guarantees profit growth in the coming years and is attributed to the Group's executive management ability to engage with evolving market dynamics, optimize outcomes, capitalize on our core strengths, continuously enhance areas for growth, and actively capture emerging opportunities.

The following is a summary of the business results and the efforts of the executive management in achieving them:

## **1. First: – The Real Estate Sector:**

### **Sales Position Achieved during the Year 2024:**

Talat Moustafa Holding Group achieved real estate sales amounting to EGP 504 billion during the year 2024, compared to EGP 142.7 billion for the same period of the previous year, reflecting a growth rate of 253%, which constitutes an unprecedented development in Egypt's real estate activity sector. This is represented by the real estate sales of the Group's companies, which amounted to EGP 177.7 billion, thereby surpassing its sales record for the same period of the previous year, which was EGP 94.9 billion, with a growth rate of 87%. In addition to:

- Sales of the SouthMed project: EGP 280.8 billion
- Sales from transactions amounting to EGP 45.5 billion

These transactions entitle the Group to sales commissions to offset and cover general and administrative expenses and to enhance and develop the Group's diverse income sources, as per the strategic plans established by senior management and meticulously designed in accordance with the long-term vision. This stands as clear testimony to the Group's unrivaled pioneering capability in the market. These sales were driven directly by the strong demand from customers for residential and commercial spaces. The year 2024 marks the beginning of the Group's entry into global markets, following its entry into the most significant and growing Middle Eastern market, the real estate market of the Kingdom of Saudi Arabia. For this expansion, the Group relied on its experience spanning more than fifty years of outstanding and innovative work in establishing integrated and advanced cities, in addition to its strong financial position and the competence and capabilities of its executive management.

### **Sales of the Banan City Project in Riyadh (Banan City):**

Leveraging on its excellence and leadership in Egypt to enter into the international sphere, Talat Moustafa Group launched its first project in the Kingdom of Saudi Arabia on 11 May 2024, achieving sales equivalent to EGP 68 billion. The project is established on an area of 10 million square meters, offering a new model of integrated modern living, providing its residents with various services and

management, and presenting a model for integrated living in the Kingdom of Saudi Arabia similar to the cities that the Group developed in Egypt, such as Madinaty and Al-Rehab. This is in line with the Kingdom's Vision 2030, with an investment cost reaching SAR 40 billion, equivalent to EGP 520 billion.

**Sales of the South Med Project on the North Coast (South Med):**

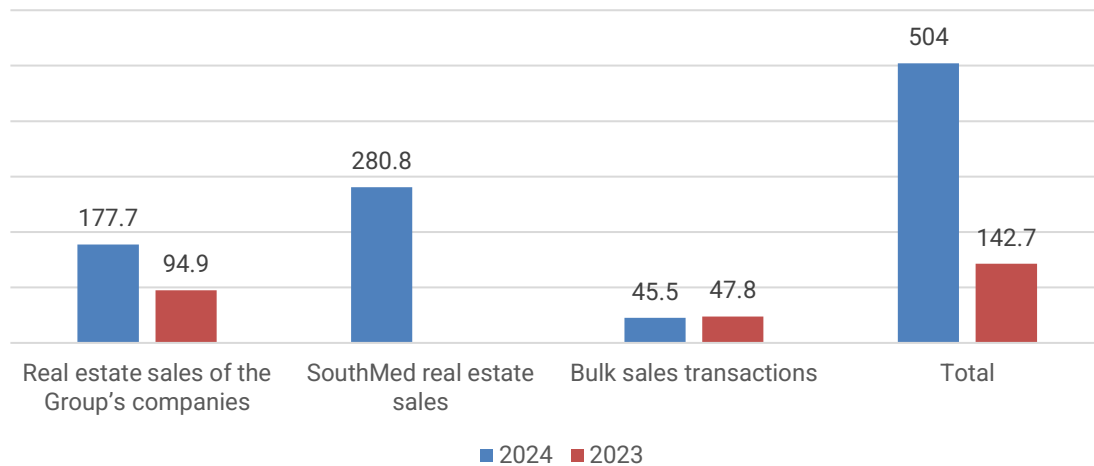
On the back of the continuous and successful expansion of new projects and ongoing efforts for excellence and leadership, a new global destination on the Mediterranean Sea was launched. The Group launched its project on the North Coast on 1 July 2024, on an area of 5,540 feddans, with a unique strategic location on the Mediterranean near Alamein International Airport and with investments exceeding one trillion Egyptian pounds. This confirms the Group's ability to compete both locally and internationally. The project witnessed remarkable success due to the strategic management's execution of studies and outstanding planning, based on strength factors represented by the Company's strong financial position, its leadership in the real estate sector, and its customer base spread worldwide, enabling the company to achieve unprecedented sales amounting to EGP 280.8 billion.

Table showing the Group's real estate sales in 2024

Values in EGP billion

Item	2024	2023	%
Real estate sales of the Group's companies	177.7	94.90	87%
SouthMed real estate sales	280.8	-	100%
Bulk sales transactions	45.5	47.8	(4.7)%
<b>Total</b>	<b>504</b>	<b>142.7</b>	<b>253%</b>

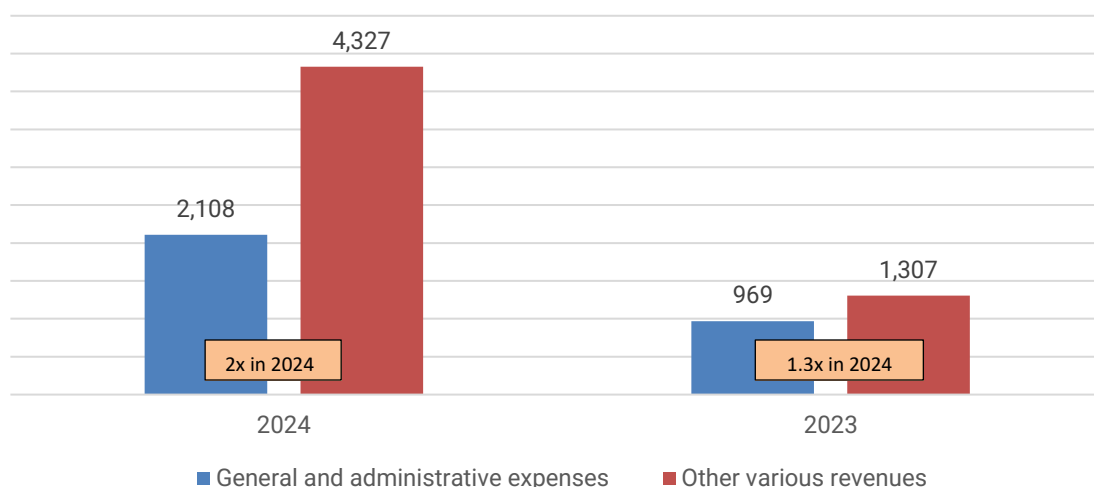
### Real estate sales



Values in EGP billion

Item	2024	2023	%
General and administrative expenses	2,108	968.9	118%
Other various revenues The coverage ratio increased to 2x from 1.3x in the previous year	4,327	1,307	231%
<b>Cover ratio</b>	<b>2 times</b>	<b>1.3 times</b>	<b>253%</b>

### Cover ratio of other revenue to G&E costs



## **Second: The Hotel Sector:**

The hotel sector achieved outstanding results, with operating revenues expanding to EGP 11.49 billion during 2024 compared to EGP 3.54 billion during the same period of the previous year, at a growth rate of 225%. This substantial increase in hotel revenues is attributed to the consolidation of the results from Legacy Hotels and Tourism Projects, the company owning the historic hotels, into the hotel sector's results, following the completion of the acquisition of Legacy, which adds to the portfolio seven historic hotels in Egypt. This acquisition brought the total number of rooms to 3,500, with plans to increase to 5,000 upon the delivery of the hotels under construction. The Group holds a 51% stake in Legacy, in addition to management rights, through its tourism arm in ICON since the beginning of the current year, which has positively impacted both the hotel sector and the Group as follows:

1. A positive impact on the retained profits line item of approximately EGP 16 billion as a result of the increased value of the Group's investments in the hotel sector following the completion of the acquisition deal and the entry of both ADNC and ADQ Holding as investors in the hotel sector.
2. The total USD-denominated debt of the hotel sector companies, amounting to USD 217 million, was fully repaid and closed during the first quarter of 2024. This action reduced the risks of exchange rate losses and lowered the financing interest costs associated with that indebtedness, which will positively reflect in maximizing the profitability of the hotel sector for the Group in the future.
3. The achievement of profits and liquidity in foreign currency from income sources in the Group's tourism sector.

Below, we present the operating results for both the original ICON Hotels portfolio and the Legacy Hotels and Tourism Projects portfolio.

### **A. Operating Revenues of the Original ICON Hotels Portfolio:**

Operating revenues during 2024 for Four Seasons Nile Plaza, Sharm El Sheikh, San Stefano, and Nile Kempinski Hotels reached EGP 4.8 billion compared to EGP 3.54 billion during the same period of the previous year, reflecting a growth rate of 35%.

### **B. Operating Revenues of the Legacy Hotels Portfolio ("Historic Hotels"):**

Operating revenues for the Legacy Hotels and Tourism Projects portfolio during 2024, which owns Marriott Omar Khayyam Zamalek, Marriott Mena House Cairo, Sofitel Legend Old Cataract Aswan, Mövenpick Aswan Resort, Sofitel Winter Palace Luxor, Steigenberger Al Tahrir Hotel, and Steigenberger Cecil Alexandria, amounted to EGP 6.7 billion. In addition, there are profits amounting to EGP 718 million resulting from the consolidation of the hotel companies within the Legacy Hotels Group, which are attributable to the Group according to the acquisition agreement for the historic hotels.

## **Third: The Recurring Income Activities Sector:**

Recurring revenue activities and service activities achieved revenues of EGP 6.66 billion during 2024 compared to EGP 3.31 billion during the same period of the previous year, a growth rate of 101%.

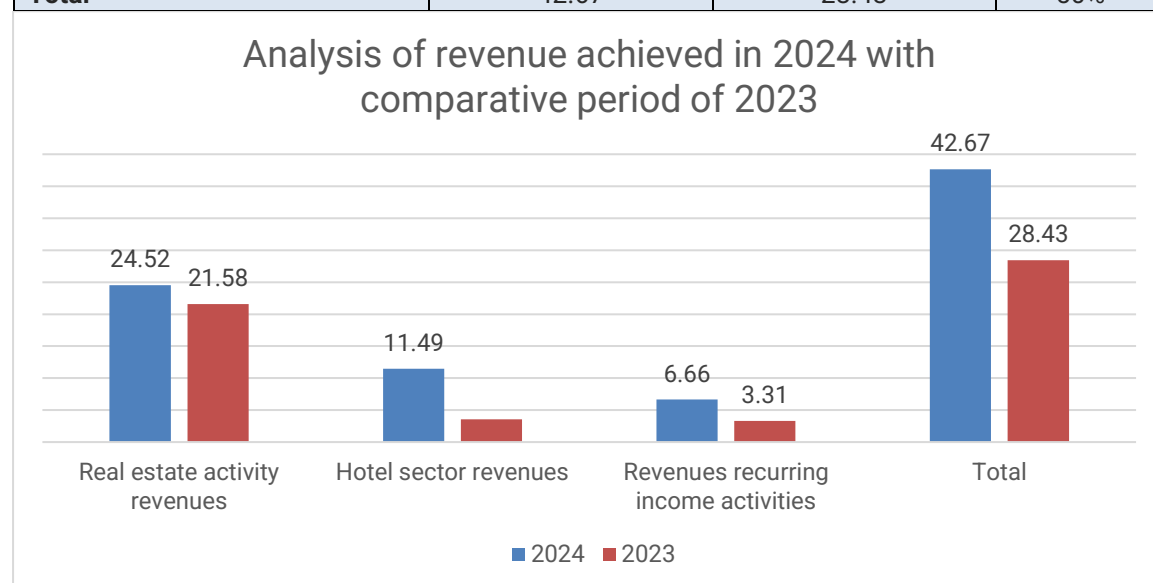


## Fourth: Results and Performance Indicators Evident in the Income Statement for 2024:

### 1. Total Revenues:

The Group's total revenues achieved during 2024 amounted to approximately EGP 42.6 billion compared to EGP 28.4 billion during the same period of the previous year, reflecting a growth rate of 50%.

Item	2024	2023	%
Real estate activity revenues	24.52	21.58	14%
Hotel sector revenues	11.49	3.54	225%
Revenues recurring income activities	6.66	3.31	101%
<b>Total</b>	<b>42.67</b>	<b>28.43</b>	<b>50%</b>



### 2 - Gross and Net Profit:

#### Consolidated Gross Profit:

The consolidated gross profit reached approximately EGP 15.3 billion during 2024, compared to EGP 8.63 billion during the same period of the previous year, growing at a rate of 77%.

#### Consolidated Net Profit:

The consolidated net profit after taxes reached approximately EGP 46.14 billion during 2024, compared to EGP 3.34 billion during the same period of the previous year, reflecting a growth rate of 332%.

#### Net Profit of the standalone company:

The net profit of the standalone company (excluding the results of subsidiary companies) reached approximately EGP 801.9 million during 2024, compared to around EGP 682.4 million during the same period of the previous year, growing at a rate of 17.5%.

### **General and Administrative Expenses:**

General and administrative expenses amounted to approximately EGP 2.1 billion in 2024, representing 4.9% of revenues, compared to EGP 969 million, or 3.4% of revenues during the same period of the previous year. The increase in these expenses, compared to the previous year, is primarily attributable to the impact of inflation, fluctuations in exchange rates throughout the year, and the launch of new projects such as the Banan and South Med projects. This occurred alongside the continued efforts of the executive management to implement the necessary measures for cost control and spending management. These expenses were covered by other diversified revenues totaling EGP 4.3 billion, achieving a coverage ratio of more than 2 times.

### **Coverage of General, Administrative, Marketing, Advertising, Donations, and Government Fees by Other Revenues:**

The executive management exerted maximum effort to cover all types of expenses by growing other and diversified revenues, which amounted to EGP 4.3 billion, against the following:

- General and administrative expenses: EGP 2.1 billion
- Marketing expenses: EGP 0.64 billion
- Donations and government fees: EGP 0.83 billion

This has achieved full coverage for all general, marketing, donation, and government fee expenses.

### **Fifth: Backlog of Actual and Undelivered Sales:**

As of 31 December 2024, the backlog of actual and undelivered sales amounted to EGP 293.5 billion, compared to EGP 145.4 billion during the same period of the previous year—a growth rate of 102%. This backlog is characterized by a stable position and a high-quality customer base, and these sales are expected to be delivered over the next five years without any anticipated delays. The company anticipates maintaining and further enhancing its profitability, supported by expenditures already incurred in projects (such as completed infrastructure and reduced land costs) as well as any future savings in construction material costs and financing expenses.

It is noteworthy that the significant diversification in the Group's revenues, through its participation in projects both within and outside the Arab Republic of Egypt (such as the Banan project in the Kingdom of Saudi Arabia, the SouthMed project on the North Coast, and the expansion of its hotel portfolio), as well as the accelerated repayment of tourism companies' loans in foreign currency—serves to hedge against exchange rate risks, maximize the Group's foreign currency revenues, and realize its strategy of increasing the proportion of revenues in foreign currency, thereby positively strengthening the company's financial position.

## **3 – Balance Sheet and Capital Position**

### **Assets:**

Total assets amounted to EGP 356.7 billion in 2024 compared to EGP 202 billion during the same period last year, marking an increase of approximately EGP 154.7 billion. This rise is primarily attributable to fixed assets valued at EGP 69.4 billion, which includes hotel assets acquired from historic hotels, as well as a real estate investments item of EGP 12 billion, a development real estate item of EGP 14.3 billion, and a cash and cash equivalents item of EGP 37 billion, reflecting the strength of operational performance.

The balance of cash and cash equivalents, deposits, and treasury bills reached approximately EGP 59.8 billion in 2024, compared to around EGP 18,2 billion as of 31 December 2023, an increase of EGP 42 billion. The cash and financial investments consist of the following:

Value in EGP million

Item	31 December 2024	31 December 2023
Cash on hand and bank balances	44,916	8,094
Time deposits, treasury bills, governments bonds	14,905	10,143
<b>Total</b>	<b>59,821</b>	<b>18,237</b>

The balance of cash and cash equivalents in foreign currencies increased from USD 133 million at the end of 2023 to USD 666 million at the end of 2024. This balance is derived from the real estate sector, which contributed USD 478 million, and the tourism sector, which contributed USD 188 million.

### Liabilities:

Total liabilities amounted to approximately EGP 225.3 billion in 2024 compared to EGP 163 billion during the same period last year, marking an increase of EGP 62.3 billion in 2024. This increase is primarily due to an additional EGP 32 billion in customer advance balances as a result of higher sales during that period.

The balance of loans and facilities was approximately EGP 8.9 billion in 2024 compared to about EGP 11.1 billion as of 31 December 2023. This results in a loans and facilities-to-parent company shareholders' equity ratio (Debt to Equity) of 1 to 7.9.

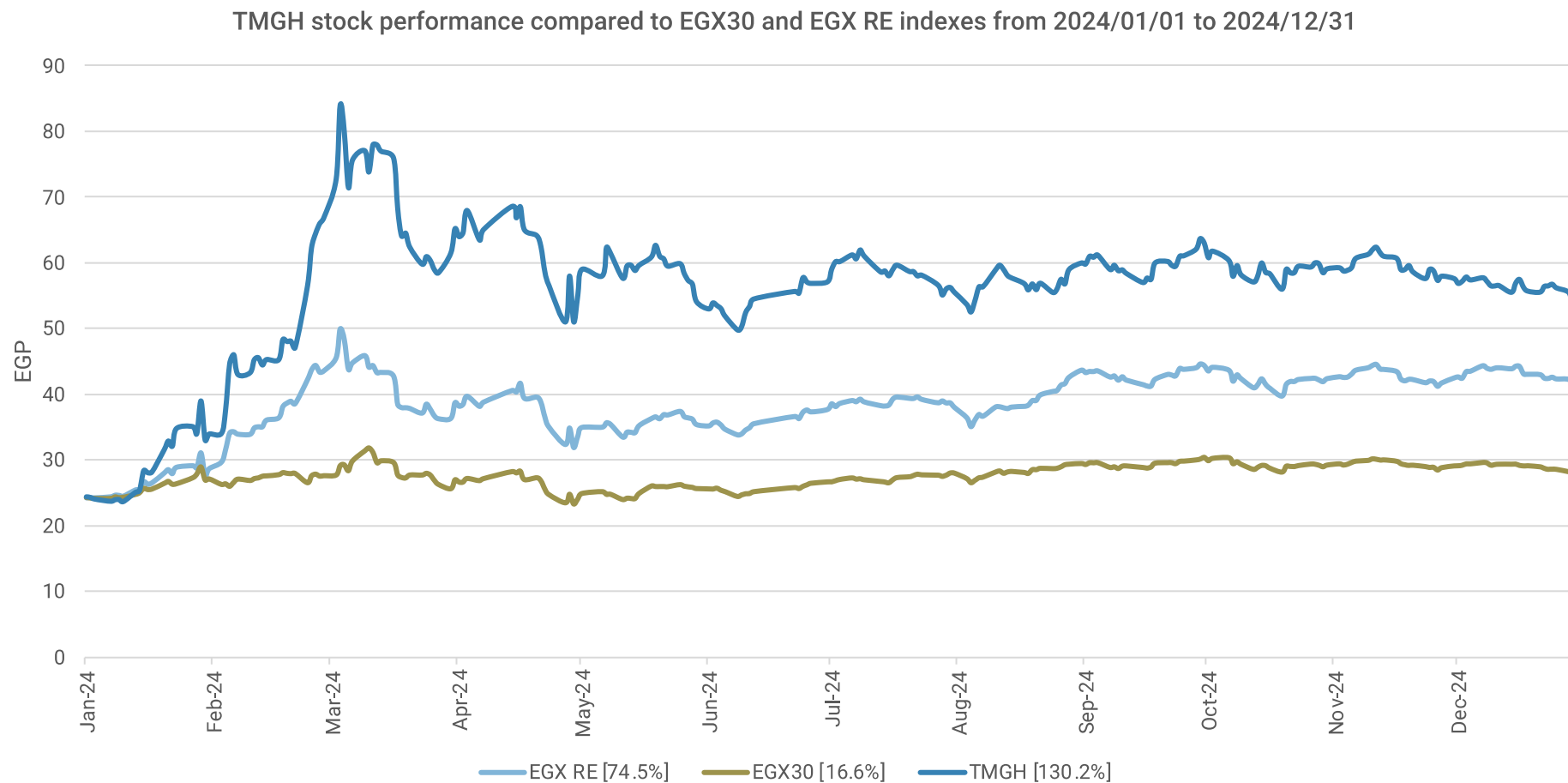
It is noteworthy that the value of bank loans and facilities is EGP 8.9 billion, while the total value of cash, deposits, financial investments, and equivalents amounts to EGP 59.8 billion—a ratio of 1 to 6.7. These ratios reflect the strength of the company's financial position and the relatively low level of loans compared to shareholders' equity and cash assets.

## 2. The company's share performance on the Egyptian Exchange

The closing price of the company's share on 31 December 2024 was EGP 56, compared to EGP 24.15 on 31 December 2023—a growth rate of 132%. Accordingly, the company's market value increased by EGP 65.7 billion, reaching EGP 115.56 billion on 31 December 2024 compared to EGP 49.83 billion on 31 December 2023. When comparing the performance of the company's share with both the EGX 30 Index and the Real Estate Companies Index over the twelve months of 2024, the share experienced an unprecedented historic increase of 130.2% in its value, compared to a 74.5% increase in the Real Estate Companies Index and approximately a 16.6% increase in the EGX 30 Index during the same period. This reflects the strong confidence shareholders have in the performance of Talat Moustafa Holding Group and its executive management, as evidenced by the outstanding performance of the group across its real estate and hotel sectors.

This performance is primarily due to the executive management's steadfast strategy of finding unconventional solutions and continuously developing and supporting both the real estate and tourism sectors within the group. This has been achieved through unprecedented real estate sales results and enormous hotel revenues, as well as by expanding the hotel sector via the acquisition of a majority stake in Legacy Hotels—the owner of seven historic hotels in Cairo, Alexandria, Luxor, and Aswan. This robust performance reflects the deep confidence shareholders have in Talat Moustafa Holding Group as a leading company in the fields of real estate and tourism investment.

The following graph shows the performance of the stock compared to the main market index and the index of the real estate sector.



## Consolidated financial statements for the fiscal year ended on December 31, 2024

The following are the most important financial indicators from the consolidated financial statements of Talaat Moustafa Holding Group:

Assets and equity	12/31/2024	12/31/2023	Change	%change
Total long-term assets	123,063,012,343	38,250,933,754	84,812,078,589	222%
Working capital	62,770,314,144	47,485,583,023	15,284,731,121	32%
Total investments	185,833,326,487	85,736,516,777	100,096,809,710	117%
Total shareholders' equity after non-controlling interests	70,756,250,069	38,348,813,122	32,407,436,947	85%
Revenues	12/31/2024	12/31/2023	Change	%change
Real estate activities revenues	24,518,320,655	21,578,730,465	2,939,590,190	14%
Hospitality revenues	11,496,509,789	3,540,936,070	7,955,573,719	225%
Other recurring income revenues	6,655,452,844	3,311,733,995	3,343,718,849	101%
<b>Total revenues</b>	<b>42,670,283,288</b>	<b>28,431,400,530</b>	<b>14,238,882,758</b>	<b>50%</b>
<b>Net profit after taxes and non-controlling interests</b>	<b>14,467,525,731</b>	<b>3,347,282,299</b>	<b>11,120,243,432</b>	<b>332%</b>

### Non-current assets

The non-current assets on 31 December 2024 amounted to EGP 123,063,012,343 as follows:

Statement	31/12/2024	31/12/2023	Change	%Change
Fixed assets	75,812,139,564	6,465,302,744	69,346,836,820	1073%
Investment properties	14,259,983,098	2,122,251,697	12,137,731,401	572%
Projects under construction	11,166,992,701	13,154,345,174	(1,987,352,473)	(15)%
Intangible assets	4,100,364,530	10,451,554	4,089,912,976	39132%
Usufruct assets	196,322,206	81,378,074	114,944,132	141%
Advance payments under discount	229,008,953	381,681,591	(152,672,638)	(40)%
Goodwill	10,289,353,903	10,846,488,726	(557,134,823)	(5)%
Investments in associates	623,605,610	103,939,512	519,666,098	500%
Investments at fair value through other comprehensive income	1,748,816,386	854,287,345	894,529,041	105%
Time deposits and financial investments at amortized cost	4,442,204,028	3,972,195,241	470,008,787	12%
Deferred tax assets	194,221,364	258,612,096	(64,390,732)	(25)%
<b>Total</b>	<b>123,063,012,343</b>	<b>38,250,933,754</b>	<b>84,812,078,589</b>	<b>222%</b>

## Current assets

The current assets on 31 December 2024 amounted to EGP 233,718,336,455 as follows:

Statement	31/12/2024	31/12/2023	Change	%Change
Real estate for development	104,155,058,351	89,847,247,605	14,307,810,746	16%
Inventory	3,440,526,055	1,164,597,118	2,275,928,937	195%
Receivables from clients	17,786,055,837	10,056,310,804	7,729,745,033	77%
Receivables for not delivered units	27,648,152,656	37,479,203,176	(9,831,050,520)	(26)%
Time deposits and financial investments at amortized cost	10,462,621,831	6,171,020,194	4,291,601,638	70%
Prepaid expenses and other debit balances	24,792,981,062	10,661,281,494	14,131,699,568	133%
Financial assets valued at fair value through profit and loss	517,425,254	309,634,506	207,790,748	67%
Cash and bank balances	44,915,515,409	8,094,269,370	36,821,246,039	455%
<b>Total</b>	<b>233,718,336,455</b>	<b>163,783,564,267</b>	<b>69,934,772,188</b>	<b>43%</b>

## Current Liabilities

The current Liabilities on 31 December 2024 amounted to EGP 170,948,022,311 as follows:

Statement	31/12/2024	31/12/2023	Change	%Change
Facilities and the current loans	2,158,127,279	1,559,631,687	598,495,592	38%
Current lease liabilities	18,456,306	9,945,792	8,510,514	86%
Creditors and notes payable	29,529,602,683	13,734,162,769	15,795,439,914	115%
Customers' advance payments	81,000,925,177	48,929,217,775	32,071,707,402	66%
Liabilities against cheques received from customers	27,648,152,656	37,479,203,176	(9,831,050,520)	(26)%
Dividends payable	59,915,020	102,536,656	(42,621,636)	(42)%
Provisions for expected liabilities	1,106,272,259	804,355,399	301,916,860	38%
Income tax payable	2,816,999,525	1,569,524,198	1,247,475,327	79%
Accrued expenses and other credit balances	26,609,571,406	12,109,403,792	14,500,167,614	120%
<b>Total</b>	<b>170,948,022,311</b>	<b>116,297,981,244</b>	<b>54,650,041,067</b>	<b>47%</b>

## Equity

The equity on 31 December 2024 amounted to EGP 70,756,250,069 as follows:

Statement	31/12/2024	31/12/2023	Change	%Change
Issued and paid-up capital	20,635,622,860	20,635,622,860	-	0%
Legal Reserve	432,163,000	398,039,965	34,123,035	9%
General Reserve	61,735,404	61,735,404	-	0%
Foreign currency translation reserve	1,071,775,265	208,161,064	863,614,201	415%
Valuation differences on financial assets through other comprehensive income	1,213,593,332	85,846,680	1,127,746,652	1314%
Treasury shares	(152,235,725)	0	152,235,725	100%
Retained Earning	33,026,070,202	13,612,124,850	19,413,945,352	143%
Net profit for the year	14,467,525,731	3,347,282,299	11,120,243,432	332%
<b>Total</b>	<b>70,756,250,069</b>	<b>38,348,813,122</b>	<b>32,407,436,947</b>	<b>85%</b>

## Non-current Liabilities

The non-current Liabilities on 31 December 2024 amounted to EGP 54,351,099,475 as follows:

Statement	31/12/2024	31/12/2023	Change	%Change
Other long-term liabilities	45,194,793,934	36,195,672,039	8,999,121,895	25%
Long term loans and credit facilities	6,757,172,011	9,585,544,247	(2,828,372,236)	(30)%
Long term leasing liabilities	183,083,764	61,388,463	121,695,301	198%
Obligations against advance payments under factoring account	225,477,105	338,708,785	(113,231,680)	(33)%
Deferred tax liabilities	1,990,572,661	539,428,457	1,451,144,204	269%
<b>Total</b>	<b>54,351,099,475</b>	<b>46,720,741,991</b>	<b>7,630,357,484</b>	<b>16%</b>



## Consolidated Income Statement for the Financial Period Ended on 31 December 2024.

	31/12/2024	%	31/12/2023	%	Value of the variation	% change
Real estate development revenue	24,518,320,655		21,578,730,465		2,939,590,190	14%
Real estate development costs	(18,169,712,195)	(74)%	(15,665,631,650)	(73)%	(2,504,080,545)	16%
<b>Gross profit from real estate development business</b>	<b>6,348,608,460</b>	<b>26%</b>	<b>5,913,098,815</b>	<b>27%</b>	<b>435,509,645</b>	<b>7%</b>
Hospitality revenue	11,496,509,789		3,540,936,070		7,955,573,719	225%
Hospitality costs	(4,726,633,161)	(41)%	(2,001,820,412)	(57)%	(2,724,812,749)	136%
<b>Gross profit from hospitality business</b>	<b>6,769,876,628</b>	<b>59%</b>	<b>1,539,115,658</b>	<b>44%</b>	<b>5,230,760,970</b>	<b>340%</b>
Revenues from activities with periodic yield and service activities	6,655,452,844.4		3,325,090,959		3,330,361,885	101%
Costs of activities with periodic yield and service activities	(4,473,718,390)	(67)%	(2,126,616,776)	(48)%	(2,347,101,614)	110%
<b>Gross profit of activities with periodic yield and service activities</b>	<b>2,181,734,455</b>	<b>33%</b>	<b>1,185,117,219</b>	<b>36%</b>	<b>996,617,232</b>	<b>84%</b>
<b>Gross profit</b>	<b>15,300,219,542</b>		<b>8,637,331,692</b>		<b>6,662,887,850</b>	<b>%77</b>
<b>Net profit before depreciation, financing expenses and taxes</b>	<b>19,448,283,588</b>	<b>46%</b>	<b>7,013,505,894</b>	<b>25%</b>	<b>12,434,777,694</b>	<b>177%</b>
<b>Net profit before tax for the year</b>	<b>18,188,184,098</b>	<b>43%</b>	<b>5,022,386,265</b>	<b>18%</b>	<b>13,165,797,833</b>	<b>262%</b>
income tax	(3,720,658,367)	(8.7)%	(1,675,103,966)	(5.9)%	(2,045,554,401)	122%

### **Third: Investments and Activities of the Subsidiaries**

#### **3/1: The Arab Company for Projects and Urban Development**

The total investment cost of The Arab Company for Projects and Urban Development and its affiliated companies amounted to EGP 15,557,243,333.

##### **Projects of The Arab Company for Projects and Urban Development, its affiliated, and sister companies:**

###### **Madinaty – New Cairo**

The Madinaty Project is an integrated city covering 8,000 feddans on the Egypt-Suez Road in New Cairo. The city is designed to accommodate more than 600,000 residents with approximately 120,000 housing units. It encompasses all the necessary services and activities, including commercial, educational, administrative, medical, and residential components.

###### **Noor Project – Capital Gardens – New Administrative Capital**

Noor City, which covers an area of 5,000 feddans, is planned to include approximately 121,000 housing units, in addition to numerous non-residential facilities such as commercial spaces, a five-star hotel, schools, an international university, and other services. The city's design emphasizes environmental sustainability, leveraging its natural terrain to create an authentic and natural experience for its residents, increasing pedestrian areas and dedicated lanes for cyclists, with a focus on health and fitness.

###### **Al-Rehab City – New Cairo**

Al-Rehab City is recognized as the first fully integrated residential city developed by the private sector in the Arab Republic of Egypt. It spans 2,310 feddans, is divided into ten main districts, and comprises residential zones (apartments and villas), commercial and administrative areas, schools, commercial and medical centers, interspersed with green spaces and the Al-Rehab Club.

###### **Celia Project – New Administrative Capital**

Celia is the Group's latest real estate project, located in the New Administrative Capital and covering an area of 2,100,000 sqm. It enjoys a unique location in the heart of the New Administrative Capital, in the center of the Green River area, making it the largest private housing project launched in the New Administrative Capital to date. The project is distinguished by its proximity to commercial and administrative services while maintaining tranquility and privacy for its residents.

#### **3/2: Alexandria Real Estate Investment Company**

The total investment cost of the Holding Company in Alexandria Real Estate Investment Company and its affiliated companies amounted to EGP 2,498,432,399. Alexandria Real Estate Investment Company, both directly and indirectly, controls the Group's hotel sector.

It owns the ICON Hotels portfolio, which includes Four Seasons Nile Plaza, Sharm El Sheikh, San Stefano, and Nile Kempinski Hotels, as well as the portfolio of Legacy Hotels and Tourism Projects, which owns the historic hotels: Marriott Omar Khayyam Zamalek, Marriott Mena House Cairo, Sofitel Legend Old Cataract Aswan, Mövenpick Aswan Resort, Sofitel Winter Palace Luxor, Steigenberger Al Tahrir Hotel, and Steigenberger Cecil Alexandria. The hotel sector achieved outstanding results with operating revenues of EGP 11.49 billion during 2024 compared to EGP 3.54 billion during the same period of the previous year, a growth rate of 225%.

#### **Projects of Alexandria Real Estate Investment Company:**

##### **Virginia Project:**

This is the flagship project of the company, which has been entirely sold and delivered.

##### **Al-Rabwa Project:**

The company developed its second project, the Al-Rabwa Project, which is a fully integrated project with facilities and services comprising 1,042 villas built on an area of 510 feddans in Sheikh Zayed City. Designed with an exceptional layout reminiscent of the finest resorts in Cairo, the project is executed in three phases, with all phases of villas and facilities fully completed. Additionally, the Al-Rabwa Project features a sports and social club that includes a golf course, a health club, indoor halls, swimming pools, outdoor playgrounds, and sports training schools, as well as a commercial mall covering an area of 12,776 sqm.

#### **3/3: Alexandria Urban Projects Company**

The total investments of the Holding Company in Alexandria Urban Projects Company amounted to EGP 63,905,241. Alexandria Urban Projects Company holds a diversified investment portfolio that includes the Port Venice Project in Marsa Alam on the Red Sea—a tourism and hotel project covering approximately 3 million sqm that features hotel rooms along with a collection of chalets and villas.

#### **3/4: San Stefano Real Estate Investment Company**

The total investments of the Holding Company in San Stefano Real Estate Investment Company amounted to EGP 933,598,687. San Stefano Real Estate Investment Company owns the San Stefano Project in Alexandria, which stands as an architectural landmark and one of the city's most prominent icons.

## Standalone Financial Statements for the Financial Period Ended on 31 December 2024

The following are the most important financial indicators of the standalone financial statements of Talaat Moustafa Holding Group:

### Value in EGP

Statement	31/12/2024	31/12/2023	Change	%Change
Total long-term assets	19,130,743,759	19,128,264,587	2,479,172	0%
Working Capital	3,666,402,200	3,468,713,509	197,688,691	6%
Total Investment	22,797,145,959	22,596,978,096	200,167,863	1%
Total Shareholders' Equity	22,778,869,699	22,591,228,476	187,641,223	1%
Net profit after tax	801,960,651	682,460,696	119,499,955	18%

### Long-term assets

The long-term assets on 31 December 2024 amounted to EGP 19,130,743,759 as follows:

Statement	31/12/2024	31/12/2023	Change	% change
Fixed assets	69,711,599	73,614,927	(3,903,328)	(5)%
Investments in subsidiaries*	19,059,562,160	19,053,179,660	6,382,500	0.03%
Investments in sister companies	1,470,000	1,470,000	-	0%
<b>Total</b>	<b>19,130,743,759</b>	<b>19,128,264,587</b>	<b>2,479,172</b>	<b>0.01%</b>

### Current assets

The current assets on 31 December 2024 amounted to EGP 3,732,902,359, as follows:

Statement	31/12/2024	31/12/2023	Change	% Change
Financial assets at fair value through profit or loss	224,854,462	131,422,600	93,431,862	71%
Financial investments at amortized cost	0	3,007,584	(3,007,584)	(100)%
Notes receivable	2,471,830,208	2,484,102,406	(12,272,198)	0%
Dividends receivable	540,212,876	513,350,767	26,862,109	5%
Due from Related Parties	473,926,520	402,475,983	71,450,537	18%
Prepaid expenses and other debit balances	6,959,860	2,181,663	4,778,197	219%
Cash on hand and at banks	15,118,433	2,879,268	12,239,165	425%
<b>Total</b>	<b>3,732,902,359</b>	<b>3,539,420,271</b>	<b>193,482,088</b>	<b>5%</b>

### Current Liabilities

The current liabilities on 31 December 2024 amounted to EGP 66,500,159, as follows:

Statement	31/12/2024	31/12/2023	Change	% Change
Short-term notes payables	80,925	242,010	(161,085)	(67)%
Income taxes due	54,299,869	60,622,290	(6,322,421)	(10)%
Accrued expenses and other credit balances	12,119,365	9,842,462	2,276,903	23%
<b>Total</b>	<b>66,500,159</b>	<b>70,706,762</b>	<b>(4,206,603)</b>	<b>(6)%</b>

### Long term Liabilities

The long term liabilities on 31 December 2024 amounted to EGP 18,276,260, as follows:

Statement	31/12/2024	31/12/2023	Change	% Change
Deferred tax liabilities	18,276,260	5,749,620	12,526,640	218%
<b>Total</b>	<b>18,276,260</b>	<b>5,749,620</b>	<b>12,526,640</b>	<b>218%</b>

### Equity

The equity on 31 December 2024 amounted to EGP 22,778,869,699, as follows:

Statement	31/12/2024	31/12/2023	Change	% change
Issued and paid-up capital	20,635,622,860	20,635,622,860	0	0%
Legal reserve	432,163,000	398,039,965	34,123,035	9%
General Reserve	61,735,404	61,735,404	0	0%
Treasury Shares	(152,235,725)	0	(152,235,725)	100%
Retained earnings	999,623,509	813,369,551	186,253,958	23%
Net profit for the year	801,960,651	682,460,696	119,499,955	18%
<b>Total</b>	<b>22,778,869,699</b>	<b>22,591,228,476</b>	<b>187,641,223</b>	<b>1%</b>

## Standalone Income Statement for the Financial Period Ended on 31 December 2024

Figures in EGP	For the fiscal year ended 31 Dec 2024	For the fiscal year ended 31 Dec 2023
Dividends from subsidiaries	860,851,879	767,497,478
Financing income	9,234,653	2,631,060
Profit Valuation of financial assets valued at fair value through profit or loss	95,842,792	23,093,234
<b>Total Revenue</b>	<b>965,929,324</b>	<b>793,221,772</b>
General and administrative expenses	(56,072,539)	(35,049,998)
Depreciation	(3,903,324)	(2,618,042)
Bank expenses	(77,321)	(36,145)
Expected credit losses	(13,117,302)	2,549,904
(Losses) Currency Valuation Differences	707,948	163,284
Board Members Allowances	(2,230,000)	(1,740,000)
Treasury bills yield	355,465	54,976
Tax on treasury bills yield	(71,093)	(10,995)
<b>Net profit for the year before tax</b>	<b>891,521,158</b>	<b>756,534,756</b>
Income taxes	(89,560,507)	(74,074,060)
<b>Net profit for the year after tax</b>	<b>801,960,651</b>	<b>682,460,696</b>
<b>Net profit per share</b>	<b>0.39</b>	<b>0.33</b>

With the greetings of Talaat Moustafa Group Holding

Hesham Talaat Mustafa

Chief Executive Officer & Managing Director



# Annual Corporate Governance Report Of Talaat Moustafa Group Holding

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For the financial year ended December 31, 2024

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**(RSM EGYPT)**  
**CHARTERED ACCOUNTANTS**

**ALLIED FOR ACCOUNTING & AUDITING**  
**(EY)**

**INDEPENDENT ASSURANCE REPORT**  
**ON THE REPORT OF THE BOARD OF DIRECTORS OF TALAT MOUSTAFA GROUP**  
**HOLDING COMPANY "TMG HOLDING" (S.A.E)**  
**CONCERNING COMPLIANCE WITH CORPORATE GOVERNANCE RULES ISSUED IN THE EGYPTIAN GUIDE**  
**TO CORPORATE GOVERNANCE**  
**ISSUED UNDER THE RESOLUTION OF THE BOARD OF DIRECTORS OF THE FINANCIAL REGULARITY**  
**AUTHORITY NO. (84) DATED 26 JULY 2016**

**To the Board of Directors of TALAT MOUSTAFA GROUP HOLDING COMPANY "TMG HOLDING" (S.A.E)**

**Introduction**

We performed limited assurance engagements regarding the preparation and presentation of the attached report on compliance with corporate governance rules prepared by the Board of Directors of **TALAT MOUSTAFA GROUP HOLDING COMPANY "TMG HOLDING" (S.A.E) ("the Company")** for the year ended 31 December 2024, which is prepared in accordance with the Board of Directors' directional report form referred to in the Egyptian exchange letter addressed to the Chairman of the Company's Board of Directors dated December 25, 2018.

**Management's Responsibility**

The Company's Board of Directors is responsible for preparing and presenting the governance compliance report in accordance with the Board of Directors' directional report form referred to in the Egyptian Exchange's letter addressed to the Chairman of the Company's Board of Directors dated December 25, 2018. The Board is also responsible for ensuring the extent of compliance with the rules of governance in accordance with the instructions issued by the Financial Regulatory Authority and the Egyptian Guide to Corporate Governance issued under the Resolution of the Financial Regulatory Authority's Board of Directors No. 84 dated July 26, 2016. In addition, it is responsible for identifying areas of non-compliance and their justifications.

**Auditor's Responsibility**

Our responsibility is limited to expressing a conclusion with limited assurance as to whether anything has come to our attention that makes us believe that the accompanying Board of Directors' report is not prepared in accordance with the Board of Directors directional report form referred to in the Egyptian Exchange letter addressed to the Chairman of the Company's Board of Directors dated December 25, 2018. This is based on our limited assurance procedures.

**(RSM EGYPT)**  
**CHARTERED ACCOUNTANTS**

**ALLIED FOR ACCOUNTING & AUDITING**  
**(EY)**

We performed limited assurance engagements in accordance with the Egyptian Auditing Standard on Assurance Engagements No. (3000) "Assurance Engagements other than Audits or Reviews of Historical Financial Information." This standard requires compliance with professional conduct requirements, including independence requirements, and planning and implementing our procedures to obtain limited assurance on whether anything has come to our attention that makes us believe that the Board of Directors' report on the extent of compliance with the rules of governance in general is not prepared in all its significant aspects in accordance with the Board of Directors' directional report form referred to in the Egyptian Exchange letter addressed to the Chairman of the Company's Board of Directors dated December 25, 2018.

The procedures performed in limited assurance engagements differ in nature and timing and are narrower in scope than those performed to obtain reasonable assurance. Accordingly, the level of assurance obtained from limited assurance engagements is less than the assurance that can be obtained from reasonable assurance engagements.

The procedures we have implemented are based on our personal judgment and mainly include obtaining evidence from inquiries, observation of some of the procedures performed, perusal of some supporting documents, and comparing them with the Company's records.

In accordance with the nature of our engagement, on implementing the procedures stated above, we performed the following:

- Getting a clear understanding from the management of the method used by them in preparing the report according to the mentioned form, as well as the procedures followed by them for complying with those requirements and their methodology for evaluating the extent of compliance with the form referred to above.
- Comparing the contents of the Board of Directors' report form on the extent of compliance with corporate governance rules that is approved by the company's board of directors with the requirements of the Board of Directors' directional report form referred to in the Egyptian Exchange letter addressed to the Chairman of the Company's Board of Directors dated December 25, 2018.
- Comparing the contents of the Board of Directors' report form on the extent of compliance with corporate governance rules with the Company's records and documents.

In accordance with the requirements of Paragraph 49 (d) of Auditing Standard 3000, our procedures are limited to the matters that can be measured accurately and do not include non-quantitative aspects or the extent of their effectiveness, validity or completeness, including management procedures for adhering to the rules of corporate governance as well as evaluating the performance of the Board of Directors, its committees and the executive management. Our procedures for the purposes of this report also do not include evaluating the effectiveness of the internal control and compliance system and the effectiveness of the governance system. This report is prepared solely for satisfying the requirements of Article 40 of the rules of registering and delisting the Egyptian securities and not for any other purpose. Therefore, it is only suitable for its intended purpose.

(RSM EGYPT)  
CHARTERED ACCOUNTANTS

ALLIED FOR ACCOUNTING & AUDITING  
(EY)

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

**Inherent limitations**


Most of the procedures implemented by entities for complying with the administrative and legal rules depend on the people who implement such procedures, their understanding of the objectives of those procedures, and their assessment of whether the procedures have been implemented efficiently. In some cases, there is no audit evidence that can be obtained. We would like also to point out that the design of compliance procedures follows the best practices that vary from one entity to another and therefore does not represent a specific standard to which one can compare.

Also, non-financial data is subject to greater inherent restrictions than those related to financial data, if we consider the characteristics of the Board of Directors' report on the extent of compliance with governance rules and the method used to prepare it.

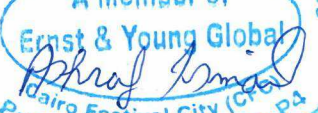
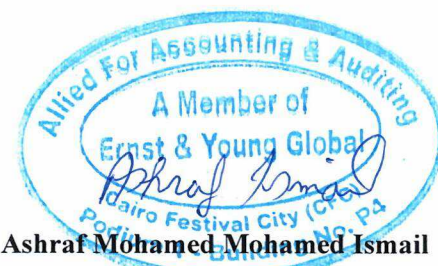
**Conclusion**

In light of the procedures applied above clarified in this report, nothing has come to our attention that makes us believe that the accompanying report of the Board of Directors of **TALAT MOUSTAFA GROUP HOLDING COMPANY "TMG HOLDING" (S.A.E)** on the extent of compliance with the rules of governance during the year ended 31 December 2024 is not prepared and presented in all its significant aspects according to the Board of Directors' directional report form referred to in the Egyptian Exchange letter addressed to the Chairman of the Company's Board of Directors dated 25 December 2018.

Cairo on: 23 February 2025

  
  
Auditors  
Samir Anas Abd Elghfar  
FESAA- FES  
(RAA. (10368)  
(EFSAR. 282)

(RSM EGYPT) CHARTERED ACCOUNTANTS

  
  
Ashraf Mohamed Mohamed Ismail  
FESAA- FEST  
RAA (9380)  
(EFSAR. 102)

ALLIED FOR ACCOUNTING & AUDITING  
(EY)

## 1. General information about the company

Company Name	<b>Talaat Moustafa Group Holding</b>		
Company purpose	Participation in the establishment of companies that issue securities or enter the increase of their capital		
Duration of the company	25 years from the date of registration in the commercial register	Date of listing on the ASE	25/11/2007
The law to which the company is subject	Law 95 of 1992	Nominal value per share	10 EGP
Last authorized capital	EGP30,000,000,000	Last issued capital	EGP20,635,622,860
Last paid-up capital	EGP20,635,622,860	Number and date of registration in the commercial register	187398   April 3, 2007
Contact Person Name	Mr. Jehad Mohammad Mari Al Sawaftah		
Head Office Address	36 Mosaddak St. - Dokki - Giza		
Phone Numbers	33312000	Fax Numbers	33016894
Website	talaatmoustafa.com		
E-mail Address	jsawaftah@tmg.com.eg		

## 2. Corporate Governance Framework

TMG Holding is committed to applying the highest level of governance and to achieve compliance with all corporate governance laws and rules under the regulation of the Egyptian Financial Regulatory Authority and the Egyptian Stock Exchange.

Corporate governance is defined as the organizing foundations of the relations between the main parties of the company (members of the Board of Directors, executive management, shareholders) aimed at distributing rights and responsibilities among the various stakeholders, achieving transparency, justice and accountability, ensuring the protection of shareholders' rights and other interests, and ensuring that the company is managed to serve its stakeholders.

Corporate governance is an integral part of the culture of TMG and its subsidiaries, and aims at achieving the following:

- **Transparency:** openness in the operational and investment processes of the Company, avoiding ambiguity, confidentiality and misinformation, and making all matters verifiable and confirmable.
- **Accountability:** The right of shareholders to hold the executive management accountable for its performance, and this right is guaranteed by the law and articles of association of the Company. It also ensures the responsibility of executive management to the Board and the responsibility of the Board to the shareholders.
- **Equality:** Equality between small and large investors, both domestic and foreign, and the Company's articles of association guarantee this principle in terms of equal voting rights, accountability, candidacy, and access to information.
- **Responsibility:** The Company's responsibility to recognize the rights of stakeholders granted by law, and to encourage communication and participation between the company and stakeholders in creating opportunities, jobs, and sustainability.

## 3. General Assembly and Board of Directors

### 3.1. General Assembly of Shareholders

The ordinary general assembly of shareholders shall be held within a maximum of three months from the end of the fiscal year, and each shareholder has the right to attend the meetings of the general assembly. The invitation is published in two daily newspapers, and the assembly is held in one of the places belonging to the Company or its subsidiaries, with the provision of means of transportation to the venue if requested.

## Shareholder structure

Holding 5% or more of the company's shares	Shares on December 31, 2024	
	Number of shares	Ownership %
TMG Real Estate & Tourism Investment Company	890566601	43.16%
Alexandria Construction Company	165783250	8.03%
RIMCO E G T INVESTMEVT L L C	154411591	7.48%
Social Insurance Fund for Government Sector Employess	123893956	6.00%
<b>Total holders of 5% or more of the company's shares</b>	<b>1334655398</b>	<b>64.7%</b>
Other contributors	728906887	35.3%
<b>Total</b>	<b>2063562285</b>	<b>100%</b>

## 3.1. Board of Directors

### Composition of the Board of Directors

Name	Position (executive/non – executive)	Number of shares	Joining date	Represented entity
Eng. Tarek Talaat Moustafa	Non-Executive	123,000	03/04/2007	TMG Real Estate and Tourism Investment Company
Mr. Hesham Talaat Moustafa	Executive	123,000	03/04/2007	TMG Real Estate and Tourism Investment Company
Eng. Hani Talaat Moustafa	Non-Executive	123,000	03/04/2007	TMG Real Estate and Tourism Investment Company
Eng. Yehia Mohammad Awad Bin Ladin	Non-Executive	512	03/04/2007	TMG Real Estate and Tourism Investment Company
Mr. Jehad Mohammad Mari Al Sawaftah	Executive		31/03/2022	TMG Real Estate and Tourism Investment Company
Mr. Ahmed Ashraf Ali Kajouk	Non-Executive		15/02/2023	Misr Insurance Company
Mr. Hossam El-Din Mohamed Abdallah Helal	Non-Executive		30/11/2007	Experienced
Dr. Hani Salah Sarie El-Din	Independent		04/03/2014	Independent
Mr. Mohammad Abdel Aziz El-Toukhy	Independent		01/03/2017	Independent
Mr. Mohamed Bahgat Ahmed Samih Talaat	Independent		31/03/2022	Independent
Ms. Siham Mohammed Al-Saeed	Executive		06/03/2022	Female component
Ms. Heba Samir Zaki Abdel Malak	Executive		31/03/2022	Female component

Mr. Ahmed Ashraf Ali Kajouk resigned in August 2024 as a board member as his excellency appointed as the Egyptian finance minister in the new Egyptian cabinet.



## About the Board of Directors

### **Eng. Tarek Talaat Moustafa**

#### **Chairman of the Board of Directors**

Eng. Tarek Talaat Moustafa, Chairman of Talaat Moustafa Group Holding Company and Alexandria for Construction Company, one of the largest contracting companies in Egypt and the Middle East, as well as other companies operating in the real estate and tourism sectors. He was a member of the People's Assembly for several past legislatures, and he was also a member of the Board of Directors of the Egyptian Federation of Construction and Building Contractors as well as of the General Federation of the Chambers of Commerce. He received a bachelor's degree in civil engineering from the University of Alexandria in 1975.

### **Mr. Hesham Talaat Moustafa**

#### **Chief Executive Officer & Managing Director**

CEO and Managing Director of Talaat Moustafa Group Holdings, He is also the Chief Executive Officer and Managing Director of the real estate and tourism companies that are controlled by the Group. He was a member of the Shura Council for several previous legislatures. He received a bachelor's degree in commerce from the University of Alexandria in 1980.

### **Eng. Hany Talaat Moustafa**

#### **Non-Executive Member**

President of the Alexandria Agricultural Company since the 2002, as well as other companies operating in the agricultural sector in which the Talaat Moustafa family has significant holdings. He is also board member of the real estate and tourism companies that are controlled by the Group. He received a bachelor's degree in civil engineering from the University of Alexandria in 1978.

### **Eng. Yehia Mohammed Awad Bin Ladin**

#### **Non-Executive Member**

Chairman of Bin Ladin Group, Member of the Board of Arab Cement Company Limited, Teba Company for Investment and Real Estate Developments, White Cement Company, Al-Azizia for Investment and Real Estate Developments, Jeddah Holding Company for Developments, and other companies, all controlled by the Bin Laden family. He received a bachelor's degree in industrial engineering from Northeastern University, Boston, Massachusetts.

### **Mr. Jihad Mohammad Mari Al Sawaftah**

#### **Executive Member**

Mr. Jihad Mohammad Mari Al Sawaftah is currently CFO of Real Estate and Hotel affairs at Talaat Mustafa Holding Group, and a member of the Board of Directors of several of the Group's companies. He worked as financial controller of the Kingdom Holding Group (Saudi Arabia) before joining TMG in 2004. He received his Bachelor of Commerce from Yarmouk University in 1993.

**Mr. Ahmed Ashraf Ali Kajouk**

**Non-Executive & Misr Insurance Company Representative**

Mr. Ahmed Ashraf is the Deputy Minister of Finance for Fiscal Policies and Institutional Development since 2016, he obtained a bachelor's degree in economics from the American University in Cairo in 1998 in addition to a master's degree in economics from the University of York – England, in 2002, as well as a master's degree in public administration from Harvard University – USA, in 2010. He has worked in several international bodies such as the World Bank and the International Monetary Fund, in addition to his membership in the Board of Directors of the Central Bank of Egypt and the holding company for EgyptAir.

**Mr. Hossam El-Din Mohamed Abdallah Helal**

**Non-Executive & Chairman of the rewards & Compensation Committee**

Chairman of board of director of Baker Tilly Hilal & Abdel Ghaffar accountancy and business advisory firm in Egypt, and a member firm in Baker Tilly International. He worked for the Group and its predecessors and related companies since 1979. He received a Bachelor of Commerce Degree from the University of Cairo in 1975 and is a Fellow of the Egyptian Association of Accountants and Auditors, and the Egyptian Tax Association.

**Mr. Mohamed Bahgat Ahmed Samih Talaat**

**Non-Executive and Independent Member**

Mr. Mohamed Bahgat holds a Bachelor of Law from Cairo University and a Master of Laws from Chicago Law School - USA. He worked at Baker & McKenzie Legal Consultants and has progressed in his career until the becoming the Executive Director of Baker & McKinsey – Cairo. He also served as Chairman of the Legal Committee of the American Chamber of Commerce, and currently works as a founding partner at Talaat Law and is a cassation lawyer, specialized in arbitration operations, the capital market, subscriptions in securities, corporate operations and others.

**Prof. Dr. Hani Salah Sarie El-Din**

**Non-Executive, Independent Member & Chairman of the audit & governance Committee**

Prof. Dr. Hani Sarie El Din is a prominent legal practitioner in Egypt and the Middle East with over 25 years of experience in corporate, banking, and capital market. In addition to his private professional career, Dr. Sarie El Din has served in executive and non-executive public positions including, Chairman of Capital Market Authority, Board Member of the Central Bank of Egypt, General Authority for Investment, and the first official US-Egyptian Fund to promote investment in Egypt. Dr. Sarie El Din holds a Ph.D. in International Business Law from Queen Mary and Westfield College, University of London in 1995.

**Mohamed Abdel Aziz El Toukhy**

**Non-Executive & Independent Member**

Mr. Mohamed Abdel Aziz El Toukhy is Board advisor at CIB Bank and member of the Board of Directors at AXA Insurance Company. He has extensive experience of over 40 years in the banking sector, serving as Chief Executive Officer of Retail Banking and as Member of the Management Committee of CIB Bank until 2016. He obtained a bachelor's degree in accounting from Alexandria University in 1977.



**Ms. Siham Mohammed Al-Saeed****Executive Member**

Mrs. Siham Al Said obtained a Bachelor of Commerce from Alexandria University in 1984 and received a master's degree in finance (MBA) - from the Arab Academy of Marine Sciences in 2010. She worked with the Group's companies since graduating and currently holds the position of Chief Executive Officer of the Banking and Finance Sector of Talaat Mustafa Holding Group

**Mrs. Heba Samir Zaki Abdel Malak****Executive Member**

Mrs. Heba Samir Abdel Malak obtained a Bachelor of Commerce - Cairo University in 1999. She worked since graduating with the Egyptian Mobile Services Company Orange (formerly Mobinil) and progressed in the positions up to the position of head of the human resources sector. She now holds the position of Chief Executive Officer of the Human Resources Sector of Talaat Mustafa Holding Group

**Role and Responsibilities of the Board of Directors**

The Board of Directors shall be the main administrative entity of the Company, it shall manage the Company's affairs based on the mandate received by the General Assembly. The Board shall present the annual report of the Board of Directors regarding the results of the business for the ended fiscal year to the Ordinary General Assembly within three months following the end of the fiscal year.

The Board is informed of its responsibilities and duties in accordance with the Company's Articles of Association and the decisions of the Financial Regulatory Authority, through:

- Develop mechanisms and systems that ensure the commitment of all employees of the company to the laws, charters and internal policies of the company. Be responsible for the development of an early warning system to detect any deficiency or incongruity that may occur and ensure the speed in taking appropriate action. Such a system must include ways to protect sources of information and whistleblowers of corruption and delinquency.
- Develop a plan for the succession of power within the company for senior management positions as well as Board Members to ensure the sustainability of the Company and the effective continuation of its business.
- Determine the powers that it delegates to one of its members, committees or others. The Board must as well as determine the duration of the delegation, the periodicity of reports obtained from the committees and executive management and follow up the results of the exercise of those delegated powers.
- Develop preventive measures, tools and mechanisms that secure the flow of information and control the accuracy and integrity of data within the company and protect it from manipulation, whether from inside or outside the company, such as securing the use of the Internet and mobile devices against intrusions and piracy.
- General supervision of the disclosure of data and communication channels, ensuring the integrity of the financial and accounting reports issued by the company, as well as ensuring the independence of both internal audit activity and compliance with the company.

### Chairman of the Board of Directors

Eng. Tarek Talaat Mustafa, Chairman of the Board of Directors, performs his duties in accordance with the company's articles of association and the governing laws, and his primary tasks and responsibilities are the following:

1. Invitation to convene the Board of Directors and provision of the agenda.
2. To convene the Ordinary and Extraordinary General Assembly to discuss the agenda presented by the Board of Directors.

### Chief Executive Officer & Managing Director

Mr. Hesham Talaat Mustafa, CEO and Managing Director, the highest executive rank according to the organizational and functional structure of the Company, is primarily responsible for the executive management, and the development of strategies and general policies of the company.

The following are the primary responsibilities and functions of the CEO and Managing Director:

- 1) Chairing the company's executive management work and conducting its daily affairs, supervising the workflow in all departments and sections of the company, following up the performance of all activities, taking decisions aimed at the continuity of work and achieving goals, as well as working to increase customer satisfaction with the company.
- 2) Work on the implementation of all policies, regulations and internal systems of the company.
- 3) Proposing topics to be raised in the periodic meetings of the Board of Directors in consultation with the Chairman of the Board.
- 4) Supervise the preparation of periodic financial and non-financial reports on the results of the company's business and evaluate its performance, as well as the corporate governance report, and review all responses to auditors' inquiries before preparing these reports.
- 5) Active participation in building and developing a culture of ethical values within the company and proposing reward and motivation systems and mechanisms for the succession of authority adopted by the Board, to ensure the loyalty of employees and maximize the value of the company.
- 6) Determine the competencies and responsibilities of all employees of the company in accordance with the applicable work regulations and the decisions of the Board of Directors.

### Secretary of the Board of Directors

Mr. Abu Taleb Mahmoud is the Secretary of the Board of Directors. He coordinates between the members of the Board of Directors and the company's management through:

- 1) Preparing, and organizing the logistics of the meetings of the Board of Directors and the Committees, assisting the Chairman of the Board in preparing the agenda of the meetings, and preparing information, data and details related to these topics and sending them to the members well in advance of the meeting.
- 2) Assist the Chairman of the Board in the preparation and organization of the meetings of the General Assembly of Shareholders and manage its logistics.

- 3) Follow up the issuance and implementation of the decisions of the Board of Directors and inform the concerned departments thereof, as well as prepare follow-up reports on what has been done in this regard.
- 4) Keeping and documenting everything related to the decisions of the Board and the topics presented to it, while ensuring that the Council receives important information in a timely manner.
- 5) Coordinate with all committees of the Board to ensure effective communication between those committees and the Board of Directors.
- 6) Coordinate with the concerned committees in order to provide the necessary information to support the Chairman of the Board in the process of evaluating the Members of the Board and Members of the committees, and the proposals submitted by the Board to the General Assembly regarding the selection or replacement of one of the members.

## Board Committees

### Audit and Governance Committee

#	Member name	Function	Position	Join date
1	Hani Salah Sarie El-Din	Independent	Chairman of the Committee	04/03/2014
2	Hossam El-Din Mohamed Abdallah Helal	Non-executive, independent	Member	30/11/2007
3	Mohammad Abdel Aziz El-Toukhy	Independent	Member	01/03/2017

#### Key terms of reference of the Audit and Governance Committee:

1. Examination and review of the Company's internal control procedures.
2. Examination and review of accounting policies applied by the Company and changes resulting from application of new accounting standards.
3. Examination and review of internal audit function, procedures, plans and results.
4. Examination and review of periodic administrative information provided to different administrative levels, its preparation systems, and timing of its presentation.
5. Examination of procedures to be followed in preparation and review of the following:
  - a. Periodic and annual financial statements
  - b. Prospectuses of public or private offering of securities
  - c. Estimated budgets, including cash flow statement and estimated income statement.
6. Ensuring the application of necessary control methods to preserve the Company's assets and the periodic evaluation of those administrative procedures to ensure compliance with the rules and preparing reports to the Board of Directors.
7. The Committee is responsible to verify management's response to the recommendations of the Company's auditors and the Egyptian Financial Supervisory Authority.
8. Other powers that the Company's Board of Directors deems appropriate, and in accordance with the rules of listing and delisting securities on the stock exchange.

## Remuneration and Nominations Committee

#	Member name	Function	Position	Join date
1	Hossam El-Din Mohamed Abdallah Helal	Non-executive, independent	Chairman of the Committee	30/11/2007
2	Hani Salah Sarie El-Din	Independent	Member	04/03/2014
3	Mohamed Bahgat Ahmed Samih Talaat	Independent	Member	31/03/2022

### Key Terms of Reference of the Remuneration and Nomination Committee

1. Recommending the nomination of the Members of the Board of Directors in light of the criteria set by the Board and approved by the General Assembly of the Company.
2. Periodic and continuous review of the required skills, appropriate to the Members of the Board of Directors and the preparation of a statement of the qualifications required for membership of the Board of Directors.
3. Review the composition of the Board of Directors and make recommendations on the changes that can be made and notify the Board of this in preparation for submission to the General Assembly.
4. Continuously verify the independence of independent members and the absence of conflicts of interest if the member is a member of the board of directors of another company.
5. Proposing policies for remunerating board members and senior executives and using performance-related criteria in determining these rewards, within the framework of using performance-related criteria.
6. Proposing the financial compensation received by the Members of the company's Board and the company's key senior executives.

## Executive Committee

The Executive Committee is chaired by the CEO and Managing Director and includes in its membership the Deputy CEOs, it holds its meetings periodically in the presence of the directors of the key sectors and departments in order to follow up the work of the Group and follow up the implementation of executive and operational decisions through periodic follow-up reports, and to ensure the application of all policies, regulations and internal systems of the company.

## Schedule of meetings of the Board of Directors and Committees

Follow-up schedule and attendance of Members to the meetings of the Board, Committees and the General Assembly during 2024

#	Member Name	Board of Directors and General Assembly	Audit and Governance Committee	Remuneration and Nomination Committee
1	Tarek Talaat Mustafa	6	-	-
2	Hesham Talaat Mustafa	6	-	-
3	Hani Talaat Mostafa	6	-	-
4	Yehia Mohammad Awad Bin Ladin	6	-	-
5	Jehad Mohammad Mari Al Sawaftah	6	-	-
6	Ahmed Ashraf Ali Kajouk- Representative of Misr Insurance	6	-	-
7	Hossam El-Din Mohamed Abdallah Helal	6	4	-
8	Hani Salah Sarie El-Din	6	4	-
9	Mohammad Abdel Aziz El-Toukhy	6	4	-
10	Mohamed Bahgat Ahmed Samih Talaat	6	-	-
11	Siham Mohammed Al-Saeed	6	-	-
12	Heba Samir Zaki Abdel Malak	6	-	-

## 4. Regulatory Environment

### Internal Control System

The Board of Directors of the company is responsible for the internal control system of the Company and reviews it annually to ensure its effectiveness. This is done by adopting responsibilities and governance structures that will effectively achieve the tasks of internal control and ensure the efficiency and continuity of the Company's internal control, and adopting a set of policies, procedures and work ethics to work on:

- Full separation between the responsibilities and powers of all employees of the company.
- Ensure the accuracy and quality of information, so that it provides, whether for the company or others, correct and accurate information about the company.
- Protecting the company's physical assets from the risks to which they may be exposed, and documenting and recording such assets in the company's records.
- Increase the production efficiency of the company and achieve its goals at the lowest costs and maintaining or improving the quality.
- Ensure the accuracy of the execution of instructions, with the aim of ensuring that all instructions are carried out properly.
- Ensure the application of corporate governance rules, through the strict implementation of various governance instructions and rules.

The Audit Committee submits its report to the Board of Directors every three months, and the Committee has the right to request information from any management in the company and exercises its powers in accordance with the decision of the Board of Directors of the Financial Regulatory Authority.

### Internal Audit Department

There is an independent department for internal audit in the company headed by Mr. Tamer Shams and the role of the department is to evaluate and improve the effectiveness of internal control, and the company's management system to enable the achievement of the company's objectives, protect its assets and add value to the company.

### Scope of work of the internal audit department

Periodic inspection of departments, including control and risk management systems in the company, during appropriate periods to determine whether administrative, accounting and control tasks and functions are being performed effectively, in accordance with the policies, procedures and instructions adopted by the company and in accordance with the company's objectives and best management practices, including the following:

- The means and methods used to preserve and protect the company's assets, including information assets, from the risk of theft, damage, destruction, misuse, negligence, inefficiency, improper business practices, inappropriate disclosure or corruption.

- The extent to which the security and integrity of financial and operational information prepared within the company can be relied upon, and the means used to identify, measure, classify and report on that information.
- Systems in place to ensure compliance with policies, plans and procedures that have an impact on the company.
- The extent of effectiveness and efficiency in the use of resources at a reasonable cost.
- Inform the responsible employees in the department that has been examined of the results of the examination carried out by the internal audit and the opinions and recommendations reached in order to verify that the necessary measures have been taken to address the weaknesses found.
- Evaluate the plans and actions taken by the relevant departments to address the observations and recommendations contained in the audit report, and in case of insufficient actions taken, this matter is discussed with the responsible staff to ensure the adequacy of the measures taken.
- Assist in the planning, design and development of information systems in order to ensure that there is adequate control over the systems, and that all systems inspection procedures are carried out in a timely manner.
- Provide advisory services at the request of the Board of Directors, Audit Committee, or Executive Management to help improve the effectiveness and efficiency of the Company's operations. , and carry out investigations of cases of fraud, corruption, or any special examinations at the request of the Board of Directors, the Audit Committee or the Company's management, or if the internal audit has sufficient evidence to show the possibility of such cases.
- Develop an audit plan for the departments to be examined, based on an estimate of the risks in the Company as a whole, and the management provides quarterly and annual reports, in addition to reports on specific work and tasks.

## Auditors

The company's auditors are appointed by the Audit and Governance Committee and presented to the Board of Directors and subsequently to the General Assembly of the Company at the end of the fiscal year. Mr. Sherif Fathy El Kilani – Allied for Accounting and Auditing (EY) and Mr. Samir Anas Abdel Ghaffar RSM Egypt - Chartered Accountants (RSM Egypt), have been appointed as the Company's auditors in accordance with the decision of the Ordinary General Assembly on 20/3/2024. Due to the appointment of Mr. Sherif Fathy El-Kilani as Deputy Minister of Finance, Mr. Ashraf Mohamed Mohamed Ismail, the Chartered Accountant -Allied for Accounting and Auditing (EY), has been appointed as the company's auditor from the second quarter of the fiscal year ending on 31/12/2024.

The auditors submit their quarterly report on the periodic financial statements of the Company, and their annual report on the independent reviewing of the financial statements to the members of the general assembly of the company. The auditors are provided with responses to their inquiries regarding the company's financial statements and all procedures related to audit and governance work in a timely manner.

## 5. Disclosure and transparency

### Material information, financial and non-financial disclosure

The company is committed to the disclosure requirements set by the Financial Supervisory Authority and the Egyptian Exchange, and the company seeks to achieve the goal of transparency by disclosing the company's financial and non-financial information through the disclosure of its annual and periodic financial statements, annual and periodic auditor's reports, as well as the Board of Directors' report, accounting policies, estimated budgets, material information and information about the Board Members, shareholders' structure and dividends, through the company's website, and handing them over to the Disclosure Department of the Egyptian Stock Exchange, as well as publishing in daily newspapers regarding the periodic and annual financial statements and the executive management report.

The company also discloses through periodic and annual financial reports, the Egyptian Exchange and the company's website the following information:

- Internal information that includes the company's objectives, vision, nature of activity, company plans and future strategy.
- Ownership structures of sister companies and subsidiaries.
- Related party transactions and netting contracts.
- Disclosure to its shareholders and regulators about treasury shares.
- Providing the Authority and the FRA with the resolutions of the Ordinary and Extraordinary General Assembly immediately upon its termination and no later than before the start of the first trading session following the end of the meeting, and the company is obligated to provide the FRA within a week at most from the date of the General Assembly with the minutes, provided that they are approved by the Chairman of the Board of Directors.
- Provide the FRA with the minutes of the meetings of the General Assembly approved by the competent administrative authority within a period not exceeding three working days from the date of receipt.
- Provide the Authority and the FRA with a summary of the resolutions containing material events issued by its Board of Directors immediately upon its termination and no later than before the start of the first trading session following the end of the meeting.
- Provide the Authority and the FRA with a statement approved by the Company's Board of Directors of the most important results of its business compared to the corresponding period in accordance with the form prepared for this purpose by the FRA, as soon as the Board of Directors completes the approval of the annual or quarterly (periodic) financial statements in preparation for referring them to the auditor to issue his report. Such disclosure shall be made after the end of the meeting and no later than before the beginning of the trading session following the end of the meeting.
- Announcing the decision of the competent authority on cash distributions, bonus dividends or both.
- Disclosure when the ownership of a shareholder and its related parties exceeds or decreases below 5% of the total number of securities representing the capital of the



company listed on the EGX, or representing the voting rights therein, including shares that were subscribed for by purchasing the subscription rights.

- Disclosure of the future investment plan and the shareholder's directions regarding the management of the company if the purchased percentage by it and by associated parties reaches 25% or more of the company's capital or voting rights.
- Disclose immediately after the issuance of any judicial rulings depriving freedom against a Member of the Board of Directors of the Company or one of its main officials.

## 6. Investor Relations

The Company's Investor Relations Department, led by Mr. Jehad Mohammad Mari Al Sawaftah, is committed to improving the quality of investor relations services by ensuring regular communication between the Company and the investment market. The department actively works on establishing effective communication channels with investors while conveying market views and investors' inquiries to the Board of Directors on an ongoing basis. This is achieved through continuous engagement with portfolio managers, financial analysts, brokers and other key market participants, while also strengthening and fostering the relationship with existing and prospective investors through the following initiatives:

1. Participate regularly in investment conferences and meetings in Egypt and abroad.
2. Conduct meeting with potential investors and develop strategies to target and attract new long-term investors.
3. Enhance the company's image in the financial markets and in the financial media.
4. Establish lasting relationships with financial analysts through private and public meetings, conferences, forecast studies, feedback inquiries and analysis.
5. Prepare and distribute periodic and annual financial reports and press releases.
6. Coordinate internal financial reporting sources and ensure appropriate interpretation of data.
7. Collaborate with the Company's financial department on matters requiring disclosure.
8. Enhance engagement on the Company's website, prepare the required disclosure reports and continuously update the investor relations webpages.
9. Retain existing investors and attract new investors by increasing market awareness about the Company's operations and future growth opportunities while identifying the factors that might affect its profitability.
10. Communicate with analysts, investors and media representatives to provide information to counteract rumors and incorrect data that could lead to fluctuations in stock prices and trading volumes.
11. Organize the dissemination of the Company's information in compliance with the applicable disclosure rules and regulations.
12. Establish and maintain a database of investors, financial analysts and portfolio managers.

During 2024, the Group's management and the Investor Relations team managed the department carrying out the following activities:

- Participation in many major investment conferences in Egypt and abroad, organized by local and regional investment banks. These conferences were attended in person and virtually, to

keep the investment community informed of the Company's progress in implementing its investment strategy and to communicate the company's outstanding financial and operational performance.

- Organized dedicated investment roadshows for institutional investors and high-net-worth individuals in Saudi Arabia.
- Active engagement with investors and financial analysts, providing existing and prospective investors, with insights into the Group's flagship developments, including residential neighborhoods, the Open Air Mall, sports clubs, and other assets, as well as the Group's hotels in Cairo. These field visits played a crucial role in demonstrating the potential for creating more value in sectors generating recurring income, supported by the large affluent population residing in the company's cities.
- Maintain regular communication with investors and analysts to keep them informed of all relevant developments related to the Company's performance and ensuring an accurate investor relations narrative for Talaat Moustafa Group. The team engaged with buy-side and sell-side analysts monitoring the company and the broader market. Furthermore, the team tracked new reports issued by research houses and other market participants and carried proactive investor outreach and awareness activities. The team prepared periodic reports for the Group's management, analyzing the Company's stock performance, the capital market activity and relevant news updates.
- The team was also heavily involved in the renewal of the company's corporate and investor relations website.
- Closely tracked the company's stock price movements, overall market trends, and relevant news updates.
- During the fiscal year 2024, TMG Holding's share price saw an increase of 130.2%, significantly outperforming its peers (the performance of EGX 30 index increased by 16.6% and EGX RE index increased by 74.5%).

## 7. Disclosure Tools

### Board of Directors Report

The company issues an annual report in accordance with the Companies Law No. 159 of 1981 and its executive regulations, to be presented to the General Assembly of Shareholders and the regulatory authorities, in addition to the executive management's report on the periodic financial statements.

### Disclosure Report

The company issues a quarterly disclosure report on the structure of shareholders and members of the board of directors prepared by the company's management with the assistance of its investor relations department, in addition to other disclosure statements about the company's activities.

### Website

The company's website [www.talaatmoustafa.com](http://www.talaatmoustafa.com), divided into Six main sections that include the financial and non-financial statements of the company and its various projects:

1. Company Profile
2. Cities and urban communities
3. Hotels & Resorts
4. News and Events
5. Investor Relations
6. Contact Us

## 8. Codes & Policies

### Code of Ethics and Professional Conduct

It is for the employee to perform his job duties honestly, fairly and objectively, and to work continuously to achieve the objectives of the group, and that his exercise is within the limits of the powers vested in him, and that he performs his work in good faith, free from bad intention, negligence, violation of the law, or damage to the public interest, to achieve a private interest for him or others. The company carries out its business with honor and integrity, respecting the interests of the business partners while adhering to the Group's policies and prevailing business principles. All members of the company are always committed to maintaining the company's good reputation and should focus on the following points of the company's policies such as: conflict of interest, dealing with others, maintaining the confidentiality of information, accepting and giving gifts, bribery and corruption, non-discrimination, compliance with laws and regulations, and preventing sexual harassment.

## Succession planning

Preparing a career ladder and emphasizing the values of commitment and scalability at all administrative levels of the group. The preparation of the system of building a Succession Plan in order to ensure the continuation of work of the Group, where alternatives must exist for vital leadership positions to ensure the sustained implementation of the vision of senior management (without association or influence with people in the event of any accident), from existing employees or by hiring new employees.

## Whistleblowing Policy

Whistleblowing is the process used to report unethical matters within the company and can include wrong acts, illegal behavior, wrong financial practices, or risks to employees or the group. Talaat Moustafa Group is keen to provide the policy to protect the person who made the report to ensure that the group's employees and others are encouraged to take the initiative to detect and report violations while ensuring complete confidentiality for the reporting person, taking into account that the reporting process is based on objective documents or information.

## Insiders, related and related parties dealing policy.

The company takes the necessary measures aimed at controlling insiders' trading operations on the company's shares, regulating relations with related parties and concluding netting contracts in accordance with the rules of the Financial Regulatory Authority through:

1. Not to allow any of the insiders or related parties to deal on the company's shares within 5 working days before and one working day after the publication of any material news, with the notification of the FRA.
2. Notify the Banking Stock Exchange Disclosure Department immediately after changes to the composition of the Board of Directors or Executive Directors.
3. Not allowing the period of dealing of insiders to exceed one month from the date of delivery of the FRA notification of dealing.
4. A schedule is made to follow up the insiders' transactions on the company's shares during the year.

## Follow-up schedule of insiders' transactions on the company's shares

Name	Date	Transaction Type	Balance	Transaction	%
<b>Eng. Mohamed Atef Heriba: Vice president for technical affairs</b>					
	01/01/2024	Balance	277,999		
	10/01/2024	Sell	50000	227,999	0.01%
	18/1/2024	Sell	50000	177,999	0.01%
	28/1/2024	Sell	25000	152,999	0.01%
	14/2/2024	Sell	152999	-	0.01%
<b>Hesham Talaat Moustafa: CEO and Managing Director</b>					
	01/01/2024	Balance	123000		0.01%
	25/3/2024	Buy		100000	0.01%
	28/3/2024	Buy		200000	0.02%
	24/4/2024	Buy		200000	0.03%
<b>Jehad Mohammad Mari Alsawaftah: Vice president for financials, real estate affairs and Investor Relations Manager</b>					
	11/06/2024	Buy	475000		0.02%
<b>Treasury Shares</b>					
	30/4/2024	Buy		60,000	0.00291%
	03/06/2024	Buy		546,000	0.02646%
	04/06/2024	Buy		100,000	0.00485%
	05/06/2024	Buy		750,000	0.03634%
	06/06/2024	Buy		375,000	0.01817%
	10/06/2024	Buy		530,000	0.02568%
	11/06/2024	Buy		500,000	0.02423%
	12/06/2024	Buy		32,000	0.00155%
	13/6/2024	Buy		15,500	0.0008%

## Social and Environmental Responsibility Policy

Talaat Moustafa Holding Group is keen to continue to play its role in achieving social balance in the Egyptian Society. Based on the premise that good investments stem from the surrounding community environment, the Group's companies have provided moral and material support for many charitable activities and funds, out of the Group's enthusiasm in embodying social responsibility as an ethical and professional value, so to achieve real development of society and the improvement of citizens' quality of life. During the last 5 years, the Group has allocated more than EGP5 billion in supporting local communities, and the Group has implemented a concept of social responsibility based on embarking into long-term investments that will ensure sustainable benefits, through the adoption and implementation of initiatives centered on the people's well-being, creating strong bases for the future and serving the community in all fields, especially in the sectors of education, health, economic empowerment, to educate students in the servicing and improving the community.

During 2024, the Group's companies donated EGP353 million to contribute to developmental, social and health projects, managed and implemented through government agencies and various publicized community associations for the benefit of the Egyptian people. The most important of these development projects are:

- Decent Life Initiative
- Egyptian Food Bank
- National Academy of Sciences and Skills
- Ahl Masr Foundation
- Al-Rehab Foundation
- Magdi Yacoub Hospital

**Hesham Talaat Mustafa**

**Chief Executive Officer & Managing Director**

