



## CIB Extra Ordinary General Assembly 12 June 2019

#### **Resolutions Summary**

# First Increasing the Authorized Capital from EGP 20 Billion to EGP 50 billion

The Extraordinary General Assembly discussed and approved increasing the Authorized Capital from EGP 20 billion to EGP 50 billion, and therefore amending Article 6 of the Bank's Statue to reflect the referred to increase.

Also, the Extraordinary General Assembly approved to Delegate the Chairman & Managing Director to undertake all related procedures to effect said increase, with the right to delegate others to execute the same in accordance to the Listing and Delisting Rules and their executive regulations issued by the Stock Exchange and Financial Regulatory Authority.

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Article	Before Amendments	After Amendments	
6	The Bank has an authorized capital	The Bank has an authorized capital	
	of EGP 20 billion (Twenty billion	of EGP 50 billion (fifty billion	
	Egyptian Pounds) with issued	Egyptian Pounds) with issued	
	capital of EGP 14,690,821,300	capital of EGP 14,690,821,300	
	(Fourteen billion, six hundred and	(Fourteen billion, six hundred and	
	ninety million, eight hundred and	ninety million, eight hundred and	
	twenty one thousand and three	twenty one thousand and three	
	hundred Egyptian Pounds) divided	hundred Egyptian Pounds) divided	
	into 1,469,082,130 common stocks	into 1,469,082,130 common stocks	
	(one billion, four hundred and sixty	(one billion, four hundred and	
	nine million, eighty two thousand	sixty nine million, eighty two	
	and one hundred and thirty	thousand and one hundred and	
	common stocks) at a face value of	thirty common stocks) at a face	
	ten Egyptian Pounds.	value of ten Egyptian Pounds	
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### CIB Extra Ordinary General Assembly 12 June 2019

#### Resolutions Summary Cont'd

#### Second Amending Article (4) of the Bank's Statute

The Extraordinary General Assembly approved amending Article (4) and delegating Mr. Mohi El Din El Tohamy Ibrahim, Head of the Bank's Legal Department, to sign the amendment agreements of the Bank's Statute at the respective Notary Office.

Article	Before Amendments	After Amendments
4	The legal domicile and headquarters of the Bank shall be in the City of Giza. The Board of Directors may establish branches, offices or agencies of the Bank in the Arab Republic of Egypt and abroad except in North and South Sinai Governorates and Qantara East that require a prior approval from the General Authority for Investment.	The legal domicile and headquarters of the Bank shall be
	mivestment.	MEAD OFFICE IS





CIB Extra Ordinary General Assembly 12 June 2019 Resolutions Summary Cont'd

### Third Amending Article (8) of the Bank's Statute

The Extraordinary General Assembly approved amending Article (8) and delegating Mr. Mohi El Din El Tohamy Ibrahim, Head of the Bank's Legal Department, to sign the amendment agreements of the Bank's Statute at the respective Notary Office.

Article	Before Amendments	After Amendments
8	With due consideration to the	With due consideration to the provisions
	provisions of Law No. 95 of 1992 and	of Law No. 95 of 1992 and its executive
	its executive regulations, the	regulations, it is the authority of the
	Extraordinary General Assembly is	Extraordinary General Assembly to
	empowered to approve increasing the	approve increasing the authorized capital
	authorized and issued capital. The	based on the recommendation of the
	Board of Directors is authorized to	Board of Directors. The Ordinary
	approve increasing issued capital	General Assembly is authorized to
	within the limits of the authorized	approve increasing the issued capital
	capital. In both cases, the decision	and may delegate the Bank's Board of
	should specify the number of increased	Directors to effect the required
	stocks and their nominal value.	increase. The decision of increasing the
		issued capital should specify the number
		of increased stocks and their face value.
	In all cases, the decision of increasing	In all cases, the decision of increasing the
	the issued capital shall not come into	issued capital shall not come into effect
	effect until it is fully paid or unless	unless it is fully paid. Otherwise, the
	otherwise approved by the	approval of the Extraordinary General
	Extraordinary General Assembly	Assembly is required provided that the
	provided that the subscribers have paid	subscribers have paid at least the
	at least the stipulated due portion of the	stipulated due portion of the present
	present issued capital prior to the	issued capital prior to the increase thereof
	increase thereof and that they abide to	and that they abide to the payment
	the payment schedule stipulated for	schedule stipulated for settling the
Ì	settling the remaining amount.	remaining amount.
	The increase of the issued capital	The increase of the issued capital should
	should be fulfilled within three years	be fulfilled within three years from the
	from the resolution date or within the	increase resolution date or within the
	permissible duration allowed for	permissible duration allowed for settling
	settling the value of the present issued	the value of the present issued capital;
	capital; whichever is longer.	whichever is longer. Otherwise the
	Otherwise, the capital increase	capital increase resolution shall become
	resolution shall become null and	null and invalid
	invalid.	nun and invand.

ممارة برج النبيان المراقب الجيزة سابقاً - الجيزة سابقاً - الجيزة ص.ب: ٣٥٠٠٣١٧٢ س.ت: ٦٩٨٢٦ الجيزة-فاكسميلي: ٣٥٠٠٣١٧٦ - ٣٥٠٠٣١٧٦ س.ت: ٦٩٨٢٦ الجيزة-فاكسميلي: ١٩٨٢٦ الجيزة ص.ب ١٩٥٠ - ١٩٥٠٠ القاهرة - ت: ١٩٨٢٠ الجيزة-فاكسميلي: ١٩٥٠ - ١٩٥٠ - ١٩٥٠ الجيزة ص.ب ١٩٥٤ - ١٩٥٠ - ١٩٥٠ الجيزة على الجيزة سابقاً - الجيزة -





## CIB Extra Ordinary General Assembly 12 June 2019 Resolutions Summary Cont'd

### Forth Amending Article (25) of the Bank's Statute

The Extraordinary General Assembly approved amending Article (25) and delegating Mr. Mohi El Din El Tohamy Ibrahim, Head of the Bank's Legal Department, to sign the amendment agreements of the Bank's Statute at the respective Notary Office.

	Before Assembly so Statute at 1	1 ,
Article	Before Amendments	After Amendments
25	The Board shall hold its meetings	The Board shall meet upon an
	at the Bank's Headquarters or at	extended invitation by the Chairman
	any of its branches upon an	or the request of one-third of the
	extended invitation by the	directors and as need arises. The
	Chairman or upon the request of	board shall convene regularly in
	one-third of its members. The	accordance with the prevailing
	Board shall meet annually at least	laws and regulations and in the
	once every four months. The Board	best interest of the shareholders.
	may also convene outside the	The meetings shall be held at the
	Bank's Headquarters, whether in	Bank's Headquarters or at any of its
	Egypt or abroad, provided that all	branches. The Board may also
	members are present or represented	convene outside the Bank's
	at the meeting.	Headquarters, whether in Egypt or
		abroad. <u>Virtual participation is</u>
		also allowed, where a director may
		attend the meeting via audio or
		video conferencing and such
		attendance shall be authenticated
		via electronic signature or through
		any other system to be approved by
		the General Authority of
		<u>Investment</u> .
	If unable to attend, a director may	If unable to attend, a director may
	appoint another director to attend	appoint another director to attend the
	the board meeting and vote on	board meeting and vote on his/her
	his/her behalf by proxy to be	behalf by proxy to be endorsed by the
	endorsed by the Chairman. In such	Chairman. In such case, the
	case, the appointee shall have two	appointee shall have two votes.
	votes.	
	Any appointee shall not act as	Any appointee shall not act as proxy
	proxy for more than one director.	for more than one director. The
	The quorum shall not be considered	quorum shall not be considered valid
	valid if the appointees exceed one	if the appointees exceed one third of

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#### **CIB Extra Ordinary General Assembly** 12 June 2019 Resolutions Summary Cont'd

#### **Fifth** Amending Article (39) of the Bank's Statute

The Extraordinary General Assembly approved amending Article (39) and delegating Mr. Mohi El Din El Tohamy Ibrahim, Head of the Bank's Legal Department, to sign the amendment agreements of the Bank's Statute at the respective Notary Office.

Article	Before Amendments	After Amendments
39	Every shareholder has the right to	Every shareholder has the right to
	attend the General Assembly	attend the General Assembly either
	either in person or by a written	in person or by a written proxy or a
	proxy issued to any other	written delegation but not to a
	shareholder other than a director of the Board.	director of the Board.
	Any appointee by means of a proxy, other than an appointee	Any appointee by means of a proxy or delegation, other than an
	representing a juristic entity, can not represent more than 10% of	appointee representing a juristic
	the Bank's issued stocks and not exceeding 20% of the stocks	entity, can not represent more than 10% of the Bank's issued stocks and not exceeding 20% of the stocks
	represented at the assembly.	represented at the assembly. Every
	Every ten stocks represented at	ten stocks represented at the
	the assembly shall be considered	assembly shall be considered as one
	as one vote.	vote.
	All directors should be present at the General Assembly, unless an admissible excuse has been	All directors should be present at the General Assembly, unless an admissible excuse has been
	presented. In all cases, the board must be represented in the	presented, and a number of directors
	General Assembly by not less	that constitutes a quorum of the board should represent the board at
	than the number that constitutes a	the Assembly. Nevertheless, the
	quorum of the board.	Assembly shall be considered valid if
	Nevertheless, the Assembly shall	attended by at least three directors,
	be considered valid if attended by	one of them is the chairman or his
	at least five directors, including	delegated director or the managing
	the chairman or his delegated	director, provided that the assembly
	director, and provided that the	has satisfied all other required legal
	assembly has satisfied all other	logistics as stipulated in the
	required legal logistics as	prevailing law and its executive

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regulations.

and its executive regulations.

stipulated in the prevailing law





### CIB Extra Ordinary General Assembly 12 June 2019

Resolutions Summary Cont'd

## Sixth Amending Article (44) of the Bank's Statute

The Extraordinary General Assembly approved amending Article (44) and delegating Mr. Mohi El Din El Tohamy Ibrahim, Head of the Bank's Legal Department, to sign the amendment agreements of the Bank's Statute at the respective Notary Office.

Article	Before Amendments	After Amendments
44	The invitation to the General Assembly meeting should be published twice in two dailies, one of them at least in Arabic. The second announcement is to be published at least five days following the first announcement and prior the date of the assembly by at least fifteen days.	The invitation to the General Assembly meeting should be published twice in two dailies, one of them at least in Arabic. The first announcement is to be published at least (21) twenty-one days prior the Assembly date and the second announcement is to be published at least (5) five days following the first announcement.
		If the Assembly's quorum is not attained in the first meeting, an invitation to the second meeting is to be published, following the same above mentioned procedures, at least (7) seven days prior the second meeting date.
	The invitation is to be mailed to the shareholders at their addresses registered at the Bank. Same time, a copy of the invitation is to be sent to the General Authority for Investment and Free Zones, the Financial Regulatory Authority, and the Bondholder Group same day of the published announcement. The Bank's External Auditors are to be invited via registered mail.	A copy of the invitation is to be sent to the General Authority for Investment, the Financial Regulatory Authority, and the Bondholder Group same day of the published announcement. The Bank's External Auditors are to be invited via registered mail.

عمارة برج النيل ۲۳/۲۱ شارع سابل منعل - الجيزة سابقاً - الجيزة ص.ب: ۴۵۷۰۳۱۷۳ - تا ۱۹۸۲۲ الجيزة-فاکسميلي: ۲۳۵۰ ۱۳۵۲ ۱۹۸۳ - ۳۵۷۰۳۱۷۲ الجيزة سابقاً - الجيزة - الجيزة





## CIB Extra Ordinary General Assembly 12 June 2019 Resolutions Summary Cont'd

### Seventh Amending Article (47 bis) of the Bank's Statute

The Extraordinary General Assembly approved amending Article (47 bis) and delegating Mr. Mohi El Din El Tohamy Ibrahim, Head of the Bank's Legal Department, to sign the amendment agreements of the Bank's Statute at the respective Notary Office.

amendment agreements of the Bank's Statute at		
Article	Before Amendments	
47 bis	The names of the shareholders who attend the General Assembly shall be recorded in a special register indicating whether in person or via proxy. The register shall be signed by the auditors and the assigned vote collectors prior the commencement of the assembly.	The special or the prior
	Any attending shareholder has the right to discuss matters presented on the assembly agenda and address questions to the Directors of the Board and the Auditors in this respect. These questions are to be submitted in writing at the Bank's Headquarters either via registered mail or delivered in person and should reach the Bank at least three days prior the Assembly date.	An disconnection
	The Board of Directors are to respond to the questions presented by the shareholders in a manner that does not impair the interests of either the Bank or the public. If the response is considered insufficient, the shareholder may refer to the General Assembly to decide on the matter and such resolution shall be binding and enforceable.	The que man eith resp share Ass
	Voting in the General Assembly shall be conducted in the manner determined by the Assembly Chairman. Secret ballot is to be used for the resolutions relating to the election of directors, their dismissal or instituting a civil liability against them, or upon the request of the Chairman or at least one-tenth of the attending shareholders.	be the may item is to elect institution one-
	Directors are to refrain from voting on the resolution relating to their appointment, their remuneration or discharging their liability.	Director resortheir liabi

#### **After Amendments**

The names of the shareholders who attend the General Assembly shall be recorded in a special register indicating whether in person or via proxy. The register shall be signed by the auditors and the assigned vote collectors prior the commencement of the assembly.

Any attending shareholder has the right to discuss matters presented on the assembly agenda and address questions to the Directors of the Board and the Auditors in this respect. These questions are to be submitted in writing at the Bank's Headquarters either via registered mail or delivered in person and should reach the Bank at least three days prior the Assembly date.

The Board of Directors are to respond to the questions presented by the shareholders in a manner that does not impair the interests of either the Bank or the public. If the response is considered insufficient, the shareholder may refer to the General Assembly to decide on the matter and such resolution shall be binding and enforceable.

With due consideration to the prevailing laws, voting in the General Assembly shall be conducted in the manner determined by the Assembly Chairman. Electronic means may also be used in conveying the agenda items and for voting purposes. Secret ballot is to be used for the resolutions relating to the election of directors, their dismissal or instituting a civil liability against them, or upon the request of the Chairman or at least one-tenth of the attending shareholders.

Directors are to refrain from voting on the resolutions relating to their appointment, their remuneration or discharging their liability.

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## CIB Extra Ordinary General Assembly 12 June 2019 Resolutions Summary Cont'd

### Eighth Amending Article (55 bis) of the Bank's Statute

The Extraordinary General Assembly approved amending Article (55 bis) and delegating Mr. Mohi El Din El Tohamy Ibrahim, Head of the Bank's Legal Department, to sign the amendment agreements of the Bank's Statute at the respective Notary Office.

Article	Before Amendments	After Amendments
Article 55 bis	Without prejudice to the shareholders' rights determined by law legal action which affects the public and joint interest of the Company against the Board of Directors or against any one or more of its members may only be instituted in the name of all the shareholders, by virtue of a resolution of the General Assembly.  Any shareholders who wish to institute such an action should notify the Board of Directors accordingly at least one month before the convocation of the General Assembly and the Board shall be bound to include such proposal in the agenda of the General Assembly.  Without Prejudice to Articles 51 to 61 of Law No. 95 of 1992, the disputes arising out of the administrative decision rendered in accordance with the said law and its Executive Regulations shall be settled through appeal before the Committee formed in accordance with Article 50 of the Law and the proceedings outlined in its	file dispute that may affect the public and joint interest of the bank against the
	Executive Regulations.	