

Commercial International Bank (Egypt) S.A.E.

Authorized Capital: EGP 50 Billion

Issued and Paid-in Capital: EGP 14,690,821,300

Head Office: Nile Tower Building

21/23 Charles de Gaulle St., Giza,

C.R. 69826 Giza

Invitation to the Ordinary General Assembly

The Bank's Board of Directors cordially invites the shareholders to attend the **Ordinary General Assembly** to be held **Sunday, 15 March 2020 at 02:30pm** at the Bank's premises in the Financial District, Smart Village, Zone F10, Building B-2019, (Km 28 Cairo-Alex. Desert Road) to discuss and resolve on the following issues of the Agenda:

- (1) The Board of Directors' Report for the financial year ended 31/12/2019.
- (2) The Auditors' Report on the financial statements for the year ended 31/12/2019.
- (3) Endorsement of the financial statements for the year ended 31/12/2019.
- (4) Approval of the Appropriation Account for the year 2019 and delegating the Board to set and approve the guidelines for the staff profit share distribution.
- (5) Ratification of the Board of Directors' decision resolved in its meeting of 5 January 2020 that was approved for disclosure by the Financial Regulatory Authority (FRA) on 23 January 2020 for increasing the issued capital by EGP 85,992,100 representing 8,599,210 shares at face value of EGP 10 per share and amend Articles "Six" and "Seven" of the Bank's Statute to reflect such increase as delegated by the General Assembly in its meeting of 10 March 2019. By virtue of this decision, the issued capital will increase from EGP 14,690,821,300 to EGP 14,776,813,400 to fulfill the ESOP "Promise to Sell Program" (Year 11) in accordance to the resolutions of the Extraordinary General Assembly in its meeting of 13 April 2011 and 21 March 2016.
- (6) Approval for capitalizing on general reserves to increase the issued capital from EGP 14,776,813,400 to EGP 19,702,417,900 and delegating the Board of Directors to amend Articles "Six" and "Seven" to reflect said increase in the issued capital. The resulting increase in stocks are to be awarded to shareholders as a one-for-three bonus issue. Such decision is to be executed after finalizing the capital increase pertaining to the ESOP (Year 11) release, referred to in item (5).
- (7) Discharge the Members of the Board of Directors for the financial year ended 31/12/2019.
- (8) Appoint the External Auditors for the financial year ending 31/12/2020 and determine their fees.



- (9) Elect the Members of the Board for the upcoming term (2020-2022). The following comprises the list of the only nominees who submitted their directorship forms and requirements and were accepted by the Governance and Nomination Committee and the Board to be presented to the General Assembly to be voted for individually:

Mr. Amin Hisham Ezz Al-Arab	Executive Board Member
Mr. Hussein Mohamed Maged Abaza	Executive Board Member
Mr. Bijan Khosrowshahi	Non-Executive Board Member Representing the interest of Fairfax International
Dr. Amani Mohamed Abou-Zeid	Independent, Non-executive Board Member
Mrs. Magda Raafat Habib	Independent, Non-executive Board Member
Mr. Paresh Dattatraya Sukthankar	Independent, Non-executive Board Member
Mr. Rajeev Krishan Kakar	Independent, Non-executive Board Member
Mr. Sherif Samir Mahmoud Samy	Independent, Non-executive Board Member

- (10) Determine the annual remuneration of the members of the board for the financial year 2020.
- (11) Advise the Assembly of the annual remuneration of the Audit Committee for the year 2020 as approved by the Board of Directors according to the recommendation of the Compensation Committee.
- (12) Advise the Assembly of 2019 donations and authorize the Board of Directors to effect donations during 2020.

Please note the following:

First: Each shareholder is entitled to attend the General Assembly meeting in person or by a power of attorney or written authorization to another shareholder, other than CIB's Board Members. Except for juristic individuals, any shareholder is not entitled to represent in the form of proxies more than 10% of the total Bank shares and 20% of the shares represented at the Meeting.

Second: For attendance purposes, each shareholder is requested to present a certificate accompanied by statement of shares issued by an authorized bookkeeper confirming blocking of shares at least three days prior the meeting date.

- Third:** Detailed statements and documents – as stipulated in articles 219, 220, and 221 of the Executive Regulations of Law No. 159/1981 will be available at the Bank's Financial Controls Department, Head Office, during the Bank's official working hours for the perusal of all shareholders.
- Fourth:** Any inquiry concerning the items listed in the General Assembly Agenda should be addressed in writing to the Bank's Financial Controls Department, Head Office, via registered mail or hand delivered against a receipt, at least three days prior the Assembly date. Only items pertaining to the stated agenda shall be discussed during the meetings.
- Fifth:** If the legal quorum of the Ordinary General Assembly is not attained, a second meeting will take place **Thursday, 26 March, 2020 at 2:30 pm at the same venue**. The second meeting of the Ordinary General Assembly shall be considered valid regardless of the number of stocks represented therein.
- Sixth:** The resolutions of the Ordinary General Assembly shall be issued by the absolute majority of the shareholders' votes represented in the meeting.
- Seventh:** Meeting attendance is restricted to the Bank's shareholders, i.e. no escorts are allowed.

For registration purposes, you are kindly requested to be present one hour prior to the Assembly commencement. We are pleased to provide bus transportation from and to the assembly venue. Buses will leave H.O. premises at 12:00 noon.

With the compliments of the Commercial International Bank (Egypt).



Amin Hisham Ezz Al-Arab
Chairman & Managing Director