

Resolutions Outline**CIB Extraordinary General Assembly
15 July 2013****First Resolution****Amending Articles Six and Seven of the Bank's Statute
Based on the Resolution of the Ordinary General Assembly**

Based on the unanimous approval of the Ordinary General Assembly in its meeting of July 1st, 2013 for increasing the Bank's Issued and Paid-in Capital from EGP 6,001,623,790 to EGP 9,002,435,690 by transferring portion of the General Reserve into stocks and distributing, after fulfilling all required approvals, the resulting increase in stocks as free stock dividends to the shareholders (one free stock for every two stocks) at face value of ten Egyptian Pounds.

The Extraordinary General Assembly approved amending Articles Six and Seven of the Bank's Statute to reflect the above approved increase of the Issued and Capital and delegated the Chairman and Managing Director or his representative in finalizing all related procedures to effect the required amendment as stipulated hereunder:

Article Six (Before Amendment):

The Bank has an authorized capital of EGP 20 billion (Twenty billion Egyptian Pounds) with issued capital of EGP 6,001,623,790 (Six billion, one million, six hundred and twenty three thousand, and seven hundred and ninety Egyptian pounds) divided into 600,162,379 (six hundred million, one hundred and sixty two thousand, and three hundred and seventy nine) common stocks at a face value of ten Egyptian Pounds.

Article Six (After Amendment):

The Bank has an authorized capital of EGP 20 billion (Twenty billion Egyptian Pounds) with issued capital of EGP 9,002,435,690 (Nine billion, two million, four hundred and thirty five thousand, and six hundred and ninety Egyptian pounds) divided into 900,243,569 (nine hundred million, two hundred and forty three thousand, and five hundred and sixty nine) common stocks at a face value of ten Egyptian Pounds.

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Article Seven (Before Amendment):

The Issued Capital of the Bank is composed of (six hundred million, one hundred and sixty two thousand, and three hundred and seventy nine) distributed as follows:

Name & Nationality	No. of Shares	Value in EGP
Bank of New York Mellon (Foreign)	39,954,385	399,543,850
Actis LLP (Foreign)	54,602,244	546,022,440
Other Shareholders (Egyptians & Foreigners)	505,605,750	5,056,057,500
Total	600,162,379	6,001,623,790

The Egyptian subscription is 20.89% according to the approved shareholders' lists authenticated by Misr For Central Clearing, Depository and Registry on 30/9/2012.

The full nominal value of the issued capital amounting to EGP 5,972,275,410 (five billion, nine hundred and seventy two million two hundred and seventy five thousand, and four hundred and ten Egyptian Pounds) was fully paid and recorded in the Bank's Commercial Register. The amount of increase of EGP 29,348,380 (twenty nine billion, three hundred and forty eight thousand and three hundred and eighty Egyptian Pounds) was fully paid and deposited at the Commercial International Bank, Giza Branch as per the Bank's certificate dated 21/11/2012 and thus the issued capital has been fully paid.

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Article Seven (After Amendment):

The Issued Capital of the Bank is composed of (nine hundred million, two hundred and forty three thousand, and five hundred and sixty nine) common stocks distributed as follows:

Name & Nationality	No. of Shares	Value in EGP.
Bank of New York Mellon (Foreign)	188,662,784	1,886,627,840
Actis LLP (Foreign)	81,903,366	819,033,660
Other Shareholders (Egyptians & Foreigners)	629,677,419	6,296,774,190
Total	900,243,569	9,002,435,690

The Egyptian subscription is 20.39% according to the approved shareholders' lists authenticated by Misr For Central Clearing, Depository and Registry on 30/4/2013.

The full nominal value of the issued capital amounting to EGP 6,001,623,790 (Six billion, one million, six hundred and twenty three thousand, and seven hundred and ninety Egyptian pounds)) was fully paid and recorded in the Bank's Commercial Register. The amount of increase of EGP 3,000,811,900 (three billion, eight hundred and eleven thousand and nine hundred Egyptian Pounds) has been financed by capitalizing on a portion of the Bank's General Reserve and distributing free stock dividends.

Second Resolution

**Delegate Board of Directors in Amending
Articles Six and Seven of the Bank's Statute**

The Extraordinary General Assembly approved to attribute to the Board of Directors the power to amend Articles Six and Seven of the Bank's Statute with respect to the Bank's Issued and Paid-in Capital based on any future resolution of the Board of Directors to increase issued capital within the limits of the approved Authorized Capital as stipulated by the provisions of the prevailing laws: The Companies Law 159 for 1981, the Capital Market Law 95 or 1992 and CBE Law 88 for 2003 and their executive regulations. Also, the Assembly approved to delegate the Chairman & Managing Director or his representative in finalizing all procedures in relation to effecting such amendments with the administrative and governmental parties.

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Third Resolution

**Delegate Board of Directors to issue Financial Instruments
to finance the Bank's expansion plans when required**

Based on CIB Board of Directors' resolution in its meeting of May 15, 2013 and in light of Article (19) of the Bank's Statute, the Extraordinary General Assembly approved to delegate the Board of Directors the power to issue financial instruments (bonds and/or loans) to finance Bank's expansion plans. The terms of issuance could include all needed guidelines to include the financial instruments in Tier II capital if required. The financial instruments could be tradable, and also, it could be convertible into shares and have to be subordinated (the bondholder and/or lender has to waive his repayment priority right) according to the discretion of the Board of Directors in accordance to the CBE regulations. The Extraordinary General Assembly also approved to delegate the Board of Directors in determining the date and all terms of issuance, and in amending any term as requested by the governing authorities or as viewed necessary by the Board in light of the market perceived conditions and in compliance with the prevailing laws. The Board of Directors is also to be delegated in fulfilling all related issuance procedures during the two years following the Extraordinary General Assembly's approval in accordance with the Companies Law No. 159 for the year 1981, Capital Market Law No. 95 for the year 1992 and Central Bank of Egypt Law 88 for 2003 and their executive regulations. Following is the issuance structure:

1) Value of Bonds and/or loans to be issued:

A maximum of 5 billion Egyptian Pounds or its equivalent in Foreign Currencies to be issued in one or more tranches through a public offering or a private placement either through local or international markets.

2) Purpose of Issuance:

The proceeds are to be used to finance the Bank's expansion plans.

3) Par Value per Bond and/or Loan:

The Board of Directors to determine the par value per bond and/or loan for each issuance locally and internationally.

4) Issuance fees and commission:

The Board of Directors is to set the fees and commissions for each bond and/or loan issued in Egyptian Pounds or foreign currency and in case of issuing the bond and/or loan in international markets, fees and commissions are to be set in accordance with the applicable international rules.

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5) Bond Denomination:

The bonds may be in denominations of one bond, ten bonds, one hundred bonds and one thousand bonds.

6) Bonds and/or Loan Tenor:

The bonds and/or loans are to be issued for a tenor of no less than five years and no more than ten years as determined by the Board of Directors in each issuance provided that the bonds and/or subordinated loan will be fully amortized by the end of the issuance tenor and the Bank has the right to repay prior to the final maturity date. Also, the Bank has the right to issue the bonds and/or loans, provided that, the bondholder and/or lender shall waive his repayment priority as determined by Board of Directors and the redemption value of bonds and/or loan is in a following priority after debts and any other financial liabilities.

7) Convertibility of Bonds and/or Loans into Shares:

A maximum of two billion Egyptian Pounds or its equivalent in foreign currency of bonds and/or loans may be converted into stocks according to the terms determined by the Board of Directors and in compliance with the prevailing laws.

8) Rate of Return for Bonds and/or Loans:

A fixed or floating rate of return is to be determined by the Board of Directors for each issuance.

9) Coupon Tenor:

To be determined by the Board of Directors for each issuance.

10) Minimum Subscription Value:

To be determined by the Board of Directors for each issuance.

11) Bonds and/or Loans Offering:

Bonds and/or loans to be offered in local and/or international markets and in one or more public offering or private placement as determined by the Board of Directors for each issuance.

12) Other Terms for Bonds and/or Loans Issuance:

Delegate the Board of Directors in fulfilling all necessary steps and procedures in relation to bonds and/or loans issuance, determining the convertible and non-convertible tranches, dates and methods of issuance, currency for each tranche, returns, related fees commissions, determining fees and commissions to be paid to foreign banks involved in the issuance in accordance of the international standards, determining any other terms for the issuance of the bonds and/or loans, whether over one or more tranches and in amending any term as necessary provided that it is in compliance with the prevailing laws. Also, delegate the Chairman and Managing Director or his representative in finalizing all related procedures with the administrative and governmental parties in relation to the issuance of the aforementioned financial instruments.

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