

16 December 2024

To: Mr. Hassan Nouh
Chairman and Managing Director
Ezz Steel

Greetings,

With reference to your request submitted to the Financial Regulatory Authority (FRA) on 8/12/2024, accompanied by the disclosure report for the purpose of proceeding with the invitation to the Extraordinary General Assembly meeting (EGM) to consider voluntary delisting, which was approved by the Company's Board of Directors on 7/12/2024, we would advise that, in accordance with Article (55) of the Egyptian Stock Exchange's (EGX) Listing & Delisting Rules, there is no objection that your Company publishes the aforementioned disclosure report (attached) on EGX screens and complete the procedures for inviting the EGM to consider the voluntary delisting of the Company's shares, provided the following conditions are adhered to:

First: The EGM must not be held until after publishing the executive summary of the Independent Financial Advisor (IFA), including the fair value of the share for the purpose of voluntary delisting, on EGX screens at least fifteen (15) days before the EGM. The draft resolutions of the EGM should also be attached. This summary and the draft resolutions to be presented to the EGM, together with all documents related to the implementation of the voluntary delisting, should be accessible to shareholders for review at the Company's headquarters at least fifteen (15) days before the EGM assembly, in accordance with Article (228) of the Executive Regulations of Law 159 of 1981. If these requirements are not met, the EGM should be postponed until the documents are made available to shareholders. It is important to emphasize that the executive summary of the fair value study of the share must be part of these documents. If a postponement occurs, legal deadlines for inviting the EGM and publishing the executive summary of the IFA and draft resolutions must be adhered to, with the executive summary and draft resolutions published at least fifteen days before the EGM date.

Second: Voting on the agenda items of the EGM related to voluntary delisting is limited to minority shareholders (free float shares), excluding the shares of the main shareholder and its related parties from voting. Physical attendance must be allowed for shareholders who wish to attend. Resolutions of the EGM related to voluntary delisting must be passed with the approval of a 75% majority of the shares held by minority shareholders (free float shares) who are present at the meeting, have the right to vote, and are not related to the Company's main shareholder, in accordance with the third paragraph of Article (55) of the Listing & Delisting Rules of EGX. This is in consideration of the possibility that the main shareholder, through their voting power, may acquire up to 100% of the company's shares without submitting a mandatory tender offer, where the right to respond is only for those addressed by the offer. This is particularly relevant given the typical attendance rates for the Company's general assemblies, which have ranged from 67.4% to 74.16% during the last ten assemblies held from 2018 to 2024.

Third: The Company must complete the implementation of all necessary procedures for voluntary delisting with the EGX, in accordance with the provisions of Article (55) and Article (55 bis) of the Listing & Delisting Rules of EGX, in addition to Article (74) of their Executive Procedures.

Fourth: The main shareholder is required to submit a request to the Authority to obtain an exemption from submitting a mandatory tender offer, in accordance with paragraph (c) of the second paragraph of Article (356) of the Executive Regulations of Law 95 of 1992, immediately upon the issuance of the EGM's decision approving the voluntary delisting and the purchase of affected shareholders' shares. This request must be submitted before starting the implementation of the purchase process.

Please accept our highest respect and appreciation.

Ahmed Labna

Supervisor of the Central Administration for Corporate Finance

Financial Regulatory Authority