

**Suez Canal Bank
S.A.E**

**General Secretariat of
The Board of Directors**

**Translation of Procedural record
For the meeting of the Ordinary General Assembly
Of the Suez Canal Bank
(In an extraordinary Session)
Held on August 13, 2023
(Originally issued in Arabic)**

Procedural record
For the meeting of the Ordinary General Assembly
Of the Suez Canal Bank
Held on August 13, 2023

In accordance with what was included in the decision of the Bank's Board of Directors (issued on July 10, 2023) regarding the invitation of the Ordinary General Assembly to convene (in an extraordinary) , in a manner appropriate to the assembly's convening on August 13, 2023 to consider the issues on its agenda, and to authorize the Chairman of the Board of Directors and the Managing Director to proceed in Procedures for preparing for the assembly's convening and taking whatever it deems necessary when necessary in accordance (with the progress of the procedures).

and based on the invitation announced in Al-Ahram and Al-Akhbar newspapers. in their respective issues, issued on July 19, 2023 (first notification) and on July 25 (second notification), and also sent on July 19, 2023 to the authorities concerned who must be notified of the invitation (by hand delivery system).

And based on what was included in Article 73 of Law 159 of 1981 and Article 240 bis of its executive regulations regarding the use of any electronic platform to display the items of the General Assembly meetings and vote on them remotely by the shareholders who are entitled to participate and vote in the assembly.

And in implementation of the Prime Minister's decision No. 606 of 2020 and the decision of the Board of Directors of the Financial Regulatory Authority No. 150 of 2022 Issued on 10/27/2022 and the decision of the Chief Executive Officer of the General Investment Authority No. 160 of 2020 issued 3/18/2020 And the instructions of the Central Bank of Egypt issued in this regard.

Whereas, the legally stipulated data was placed at the disposal of the shareholders to inform them at the headquarters of the bank at least fifteen days prior to the meeting. as well as on the website of the meeting.

The Ordinary General Assembly of the Suez Canal Bank was held at exactly two thirty in the afternoon on Sunday, corresponding to August 13, in the main center of the bank, located at 7 Abdel kader Hamza Street, Garden City, Cairo, through the use of electronic systems, by E.magles technology, with the availability of a designated place in the main center. Equipped with computers for those shareholders who wish to actual attendance of the assembly meeting and participate in it in accordance with the established controls in this regard, as voting was done electronically on the agenda items .

Shareholder's Participation and voting through the electronic system is considered an actual attendance, in accordance with the aforementioned instructions and decisions to her .

This is headed by Mr. Hussein Ahmed Ismail Refaie - Chairman and Managing Director and President of the Assembly -

In the presence and participation all of :

Members of the Bank's Board of Directors

- Mr. Hussein Ahmed Ismail Refaie, Chairman and Managing Director.
- Mr. Admiral / Osama Mounier Mohamed Rabie (Member of the Board for the Suez Canal Authority Pension Fund) by video conference .
- Mr. Hussein Muharram Jawdat ElGretly (Member of the Board for Arab International Bank) .
- Mr. Dr. Abd ElAziz Mohamed Salah Nossier (Member of the Board for Arab International Bank) .

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2- Follow up the procedural minutes of the meeting of the Ordinary General Assembly of the Suez Canal Bank, held on August 13, 2023.

- Mrs. Maha Mohamed Farid Hafez (Member of the Board for Arab International Bank) .
- Mr. Dr. Mohamed Abd ElGlil Emhamed Abu Sneina (Member of the Board for Libyan Foreign Bank) .
- Mr. Adel Mohamed Fathy Abu Baker Borow (Member of the Board for Libyan Foreign Bank) .
- Mr. Dr. Saleh Abdullah Mohamad Bandy (Member of the Board for Libyan Foreign Bank) .
- Mr. Eng. Mohamed Mohsen Salah El-Din Abd ElWahab (Member of the Board for the Arab Contractors Company Pension Fund).

Bank Auditors

- Mr. Tamer Mohamed Mahia, **on behalf of** Mr. Mohamed Mortada Abd ElHamed (BDO Khaled & co. - Public Accountants & Advisors) .
- Mr. Ahmed Ibrahim Youssef - **on behalf of** Mr. Ahmed Abd ElAziz Helmy Abd ElRahman (KPMG Hazem Hassan - Public Accountants & consultants) , and Mr. Ahmed Yehia participated with him from KPMG (by video conference) .

Regulators

- Mr. Amr Sayed Nofal - Director of the Central Department of Corporate Governance - Financial Regulatory Authority.
- And no one attended or participated from the: Central Bank of Egypt (and) the General Authority for Investment and Free Zones (and) The Egyptian Stock Exchange.

Whereas, the following participated from the bank's management:

- Mr. Mohamad Al-Ahwany (Head of the Legal Sector).
- Mr. Yehia Hussein (Consultant of the technical office).
- Mr. Mohamed Darwish (Head of operations and Information Technology).



Agenda of the meeting which was included in the announced invitation to the shareholders and sent to each of the members of the Board of Directors, the bank's auditors, as well as to the Central Bank of Egypt, the General Authority for Investment and Free Zones, Financial Regulatory Authority, and the Egyptian Stock Exchange - on the following items:

- 1- Approval of increasing the bank's capital by an amount of 400 million Egyptian pounds - by distributing bonus shares - using each of the following:
 - The entire balance of the legal reserve formed on December 31, 2022 amounting to 175,391 million Egyptian pounds.
 - Part of retained earnings from previous years, amounting to 224.609 million Egyptian pounds.- Where the total issued and paid-up capital of the bank becomes 5 billion Egyptian pounds within the limits of the authorized capital.
- 2- Taking note of the changes that occurred in the composition of the Board of Directors since the last meeting of the Ordinary General Assembly of the Bank held on 30 March 2023.

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3- Follow up the procedural minutes of the meeting of the Ordinary General Assembly of the Suez Canal Bank, held on August 13, 2023.

The President of the Assembly started the meeting with a speech in which he welcomed, on behalf of the Board of Directors and in his personal name, the shareholders of the Bank, explaining the reasons for holding this urgent meeting to issue a decision to complete the increase in the issued and paid-up capital of the Bank to a total amount of 5 billion Egyptian pounds to comply with the requirements of the Central Bank of Egypt.

The proceedings of the meeting proceeded - in the name of God, the Most Gracious, The Most Merciful - as follows:

(Firstly)

Appointing secretary of the assembly and the votes collectors

Where they are appointed:

Mr. Tarek Shafei Mahran - Secretary of the Assembly.

Gentlemen: Mr. Mohamed Anwar Al-Ahwany, Mr. Yehia Hussein Mohamed, Mr. Hatem Hanna Iskandar - Votes Collectors.

And the assembly approved - through the shareholders entering the electronic system and registering their approval - this appointment.

(Secondly)

Announcing validity and legality of the assembly meeting

The auditors and the votes collectors (collectively) approved availability of the necessary legal quorum for validity of meeting, as the number of shares represented in the meeting (by electronic voting) reached 334,709,586 shares, (at a rate of about 92.97 % of the paid-up capital shares of the Bank 360,000,000 shares).

The two auditors also approved reviewing validity of the procedures for inviting the Ordinary General Assembly to a meeting, and ensuring integrity of these procedures and their compatibility with the provisions of the law, instructions and decisions issued by the concerned authorities.

As well as the presence of the necessary quorum for members of the Board of Directors at the meeting, and therefore the President of the Assembly can start at the meeting of the assembly.

(Thirdly)

Voting on the decisions required to be taken by the Assembly

Then the President of the Assembly read out to the shareholders represented in the meeting the draft resolutions required to be issued.

The Assembly issued the following decisions, after taking an opinion on them, decision by decision - by electronic voting:



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4- Follow up the procedural minutes of the meeting of the Ordinary General Assembly of the Suez Canal Bank, held on August 13, 2023.

Decision No. (1)

Approval of increasing the bank's capital by an amount of 400 million Egyptian pounds - by distributing bonus shares - using each of the following:

- The entire balance of the legal reserve formed on December 31, 2022 amounting to 175.391 million Egyptian pounds.
 - Part of retained earnings from previous years, amounting to 224,609 million Egyptian pounds.
- Where the total issued and paid-up capital of the bank becomes 5 billion Egyptian pounds within the limits of the authorized capital.

With the authorization of the Chairman of the Board of Directors and the Managing Director to take all necessary measures to implement this decision.

And it has been approved by 86.02% and disapproved by 13.98%



Decision No. (2)

Taking note and Approving the changes that occurred in the composition of the Board of Directors since the last meeting of the Ordinary General Assembly of the Bank held on March 30, 2023:

- Approval of the Central Bank of Egypt to nominate Mr. Saleh Abdullah Mohamad Bandy (Libyan) as a (non-executive) member of the Bank's Board of Directors for the current term (2021-2024) representing the Libyan Foreign Bank.
- Approval of the Central Bank of Egypt to nominate Mr. Ahmed Amr Ehab Ahmed Khalifa Tantawy as a (non-executive) member of the Bank's Board of Directors for the current term (2021-2024) representing the Arab International Bank (instead of Mr. Hussein Muharram Jawdat ElGretly).
- Approval of the Central Bank of Egypt to nominate Mr. Amr Mohamed Baha ElDin ElAmir Farrag as a (non-executive) member of the Bank's Board of Directors for the current term (2021-2024) representing the Arab International Bank , so that his membership will be activated after marking the addition of his name In the register of banks at the Central Bank of Egypt .

And it has been informed and approved by 86.02%, and informed and disapproved by 13.98%.

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5- Follow up the procedural minutes of the meeting of the Ordinary General Assembly of the Suez Canal Bank, held on August 13, 2023.

In this way, the Ordinary General Assembly of the Suez Canal Bank completed the consideration of the listed topics the agenda of its meeting - in an extraordinary session - held on August 13, 2023.

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The meeting ended, as it was exactly three o'clock in the afternoon...

Votes collectors



Secretary of The assembly



President of The assembly

