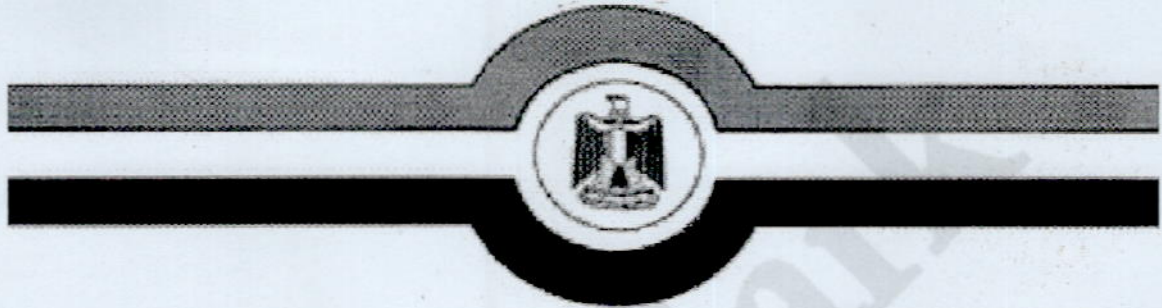


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50**

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**The Central Bank of Egypt
General Assembly Secretariat
Banque Misr General Assembly Decision
Dated 3rd October 2005**


The general assembly passed the following decision on 3rd October 2005::

1. Approving the amendments related to some articles of Banque Misr's statute as mentioned in the enclosed statute.
2. The above mentioned statute shall be published in the official journal

**General Assembly Secretary
Dr. Mohamed Kamal El Din Mounir**

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Banque Misr Statute

Chapter One Bank Incorporation

Article 1: Banque Misr is an Egyptian joint stock company incorporated by virtue of a decree issued on 3rd April 1920 then it became a public institution. Its title was transferred to the State pursuant to Law No. 39 of 1960 and was turned into an Arab joint stock company pursuant to Presidential Decree No. 872 of 1965. Currently, it becomes a public bank in the form of an Egyptian joint stock company subject to the provisions of the Central Bank, Banking Sector and Monetary Law promulgated by Law No. 88 of 2003.

In all cases, the bank and its employees are not subject to the provisions of laws and regulations applicable to public sector and business sector companies.

Article 2: The name of the company is Banque Misr, an Egyptian joint stock company and is referred to in this statute as the "Bank".

Article 3: The purpose of the bank is to perform all banking works related to commercial banks and in particular the following tasks:

- Accepting deposits, opening current accounts, obtaining internal and external finance of all forms, providing finance and facilities of various maturities against or without various guarantees.
- Issuing stocks and bonds, organizing public subscriptions and accepting them, and performing all works related to financial instruments in accordance with provisions of laws and regulations applicable in this regard.
- Collecting and paying order, disbursement orders and others of valuable papers.
- Issuing bonds, bills, cheques and orders whether to be paid in Egypt or abroad except for order payable to its holder on demand, as well as deducting and trading bills, cheques and promissory notes of any type payable in Egypt or abroad.
- Purchasing and selling securities in the stock market for its account or for the account of others, performing custodian activity of all forms, and performing all works related to securities.
- Investing funds in companies' capitals, contributing in the incorporation of investment and money companies.
- Performing financial derivatives works with the purpose of securing the bank and its customers from the risk of fluctuations of exchange rates and interest in accordance with the positions and rules determined by the Central Bank.
- Safe works
- Performing the role of investment trustees on behalf of others.
- Representing various banking entities.
- Performing foreign exchange works.

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- l) Performing investment fund business, financial leasing business and real estate financing in accordance with the rules issued by CBE Board of Directors.
- m) Performing other transactions required for banking business and in particular performing all banking and commercial transactions, investment for the account of the bank and for the account of others or in participation with others in addition to all that is commonly known in the banking customary as being of the banks business. The Bank may have interest or participate in any way with banks, companies, institutions or bodies that perform similar business or that it may assist it in realizing its purpose inside or outside Egypt, merge, purchase or affiliate them.

The performance of the purposes of the Bank included in this Article shall be in accordance with the provisions of laws and regulations related to the purpose which the Bank performs.

Article 4: The head office of the Bank and its legal domicile is the city of Cairo. The Board Directors may establish branches, offices, representation offices or agencies in Egypt or abroad. The Bank may appoint agents and correspondents inside or outside the country in accordance with the provisions of applicable laws.

Article 5: The term determined for the bank is fifty years starting from the Presidential Decree No. 872 of 1965.

Extension or shortening the term shall be by virtue of a decision made by the general assembly.

Chapter Two The Bank's Capital

Article 6: The authorized capital of the Bank is determined to be EGP 5000 Million. The Bank's issued capital is determined to be EGP 180 Million paid in full and distributed over 360 Million shares totally owned by the State with a nominal value of five pound per share.

Article 7: The share certificates shall be extracted from a coupon book with counterfeits and shall be given serial numbers and signed by two board members appointed by the Board of Directors and stamped by the Bank's stamp.

The share or deed shall bear, in particular, the name of the Bank, its legal form, head office address, a summary of its purpose, its term, number and place of its inscription in the commercial registry, the amount of authorized and issued capital, the number of shares, its type, characteristics and nominal value. The shares shall have coupons of serial numbers that show the number of share. Share certificates may be extracted in one or five shares or their multiplications.

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Article 8: The share shall rank pari passu with other shares of the same class without distinction as regards the distribution of dividends and the ownership of the Bank's assets upon liquidation.

Article 9: The authorized or issued capital may be increased by a decision of the general assembly. The Board of Directors may decide to increase the issued capital within the limits of the authorized capital.

In all cases, the issued capital may not be increased before it is fully paid except by virtue of a general assembly decision provided that subscribers shall pay in the increase what is not less than the percentage determined to be paid in the issued capital before its increase and to pay the remaining value in the same periods legally determined to pay the remaining value of the issued capital. The increase of the issued capital shall be actually made within the three years following the decision authorizing the increase or within the period of payment of the issued capital prior to its increase whichever is longer otherwise the decision authorizing the increase shall be void.

Chapter Three Bonds

Article 10: The general assembly, while observing the provisions of law and after approval of the Bank's Board of Directors may decide to issue bonds of any type. This decision shall show the value of the bonds, the terms of their issuance and their convertibility into shares.

Chapter Four The Board of Directors

Article 11: The bank shall be run by a board of directors that shall be formed as follow:

- Chairman
- Two Vice Chairman
- Six specialists in banking, monetary, financial, economic and legal issues who have previous experience in banking operations.

Article 12: The appointment of the Chairman and members of the board directors shall be by virtue of a decision made by the Prime Minister after consulting the Governor of the Central Bank for a term of three years liable for extension for one or more other terms. The two Vice Chairman shall be appointed by a decision made by the Prime Minister after securing the opinion of the bank's chairman.

Article 13: The Board of Directors shall convene in the head office whenever the interest of the Bank so requires upon the invitation of the Chairman, in his absence upon the invitation of whoever acts on his behalf, or the request of at least one-third of the members of the board. The Board of Directors shall convene at least once each month.

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The Board of Directors may convene outside the Bank's head office provided that the meeting shall be take place in Egypt.

Article 14: Meetings of the Board of Directors shall not be valid unless attended by at least the majority of the members and provided that the Chairman or however acts on his behalf is one of them.

Article 15: A member of the Board of Directors may delegate one member of the board director when voting in accordance with the procedures included in Article (77of Law No. 159of 1981.

Article 16: Decisions of the Board of Directors shall be issued by the majority of the attending votes. In the event of a tie-vote, the side of the Chairman or whoever acts on his behalf shall prevail.

Article 17: The Board of Directors shall have all the powers related to realizing the objective of the Bank, running and performing all works required to realize the purpose of the Bank except to the works or acts that the law or the statute of the Bank preserves or that are considered of the competences of the general assembly.

The Board shall have the right to approve all by-laws, determine the salary scale, incentives and allowances in accordance with what is stipulated din the Labor Code promulgated by Law No.12 of 2003 in this regard. The Board has the right to develop a system or more for deputizing the employees in light of the rate of their performance, size and level of their achievement in work without being restricted by the provisions of laws and regulations adopted with public sector and business sector companies.

The Board may form from within its members and the Bank's employees standing or temporary committees to assist in conducting its tasks. The Board shall determine their tasks, competences, work method and allowances determined to their members of the bank's employees. The Board shall form, in particular, internal auditing committee and executive committee in accordance with the provisions of the Central Bank, Banking Sector and Monetary Law promulgated by Law No. 88 of 2003 and its Executive Regulation.

Article 18: The Chairman or whoever acts on his behalf shall legally represent the Bank before judiciary and others.

Article 19: The right of signing on behalf of the Bank shall be individually vested in the Chairman, whoever acts on his behalf or any other member designated by the Board of Directors for this purpose.

The Board of Directors or whoever it delegates the right to grant some of the employees the right to sign on its behalf.

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Article 20: Members of the Board of Directors shall not be committed with any personal obligation with regards the Bank's undertaking due to their performance of their duties within their competences.

- Article 21:** The remunerations, allowances and bonuses of the Chairman, his two deputies, the bonuses of the Bank's non-employees specialized members as well as Board of Directors attendance allowance shall be determined by the body concerned with their appointment and in accordance with the provisions of laws, resolutions and executive rules in this regard.

Chapter Five The General Assembly

Article 22: The Bank shall have a general assembly formed in accordance with the above mentioned Law No. 88 of 2003 and the resolutions issued to execute it.

The Bank's general assembly shall handle the following in particular:

- Approving the financial statements and profit distribution.
- Amending the statute including the extension or shortening of the Bank's term and increasing or decreasing the authorized or paid up capital.
- Determining the merger or division of the bank. The decision issued in this regard shall be executed after the approval of the Cabinet.
- Approving the forecasted budget.

The general assembly shall be attended by the Chairman, the Bank's Board of Directors and the external auditors without having a counted vote.

Article 23: The ordinary general assembly shall be held every year within the three months following the end of the Bank's financial year to listen to the report of the Board of Directors about its activity, its financial position and the report of the external auditors and approving the Bank's financial statements and determining the profit share to be distributed.

The general assembly may not be held before receiving the remarks of the Central Bank on the report submitted by the external auditors on the financial statements.

Chapter Six The External Auditors

Article 24: The accounts of the Bank shall be audited by two external auditors that shall be appointed in accordance with the provisions of the law the Central Auditing Organization.

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Chapter Seven The Bank's Financial Year

Article 25: The Bank's financial year starts in first of July and ends by the end of June of each year.

Article 26: The Board of Directors shall prepare a draft of the following financial year in accordance with the provisions of law in order to be approved by the Bank's general assembly at least three months before the commencement of the financial year.

The Bank's Board of Directors shall also prepare at the closing of each financial year financial statements that comprise the balance sheet, income statement, cash flow statement and report about the activity of the Bank during the financial year within a date that allows submitting them to the general assembly within three months at most following the end of the financial year.

Article 27: The net annual profit of the Bank, after deduction of all general expenses, other costs, donations and retaining the provisions in accordance with the rules of preparation and presentation of financial statements and bases of assessment issued by the Central Bank, shall be distributed as follow:

- An amount equals to 10% of the profits shall be deducted to form the legal reserve until it reaches 100% of the paid up capital. In the event the reserve falls below the above percentage, deduction shall be resumed.
- An amount equals to 5% of the profits shall be deducted to form fixed asset price increase.
- An amount equals to 10% of the profits shall be deducted to form the general reserve.
- An amount equals to 5% of the profits shall be retained and designated for work system updating fund in public sector banks.
- An amount equals to 5% of the paid up capital shall be deducted for the distribution of a first dividend to shareholders and employees at the rate of 75% to 25% provided that in the event the profit of one year does not allow the distribution of this share, it shall not be claimed from the profits of coming years.
- Thereafter, an maximum amount equals to 10% shall be allocated for supervision and management.
- Thereafter, the remaining of the profit shall be distributed to shareholders and employees at the rate of 75% to 25% as an additional share of the profits or upon the proposal of the Board of Directors shall be carried forward to the following year or to form a reserve in a support of the Bank's capital base.

Reserves may be used to increase the capital by virtue of the approval of the general assembly upon the proposal of the Board of Directors.

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Article 28: The reserve shall be used by a decision of the general assembly upon the proposal of the Board of Directors in what benefits the interest of the Bank and within the purposes of the Bank.

- **Article 29:** Dividends shall be paid to shareholders at the place and dates fixed by the Board of Directors.

Chapter Eight Liability

Article 30: No decision taken by the general assembly shall result in dropping the criminal case filed against members of the Board of Directors due to the errors they make during executing their tasks.

If the act imposing liability is submitted to the assembly by a report from the Board of Directors or the external auditor, the case shall drop after the lapse of one year as of the date of the general assembly issuing a decision endorsing the report of the Board Directors. However, in the event the act attributed to the members of the Board Directors is a felony or misdemeanor, it shall not be dropped except by dropping the general case.

Chapter Nine Dissolution and Liquidation of the Bank

Article 31: In the event of losing half of the capital, the Bank shall be dissolved before the expiry of its term unless otherwise decided by the general assembly.

Article 32: At the expiry of the term of the Bank or in the event of its dissolution before the determined date, the general assembly, upon the request of the Board of Directors, shall determine the method of liquidation and appoint one or more liquidators and determine their powers.

The mandate of the Board of Directors shall cease upon the appointment of liquidators.

However, the authority of the general assembly shall survive throughout the period of liquidation until the liquidators are discharged.

Chapter Ten Closing Provisions

Article 33: The provisions of the Central Bank, Banking Sector and Monetary Law promulgated by Law No.88 of 2003 and its Executive Regulations shall apply where no special provision is provided for in the present statute. In general, the provisions of related enforcing laws and regulations shall apply.

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Article 34: The present statute shall be deposited and published in accordance with the law.

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The Central Bank of Egypt
General Assembly Secretariat
Banque Misr General Assembly Decision
In it Session Held on 21st March 2007
Regarding Banque Misr Capital Increase

The approval to amend Article Six of the Banque Misr statute to read as follow:

The authorized capital of the Bank is determined to be EGP 15,000 Million. The issued capital is determined to be EGP 2,400 Million fully paid and distributed over 680 Million shares totally owned by the State with a nominal value of Five Egyptian Pounds per share.

Issued on: 27.03.2007

General Assembly Secretary
Dr. Mohamed Kamal El Din Mounir

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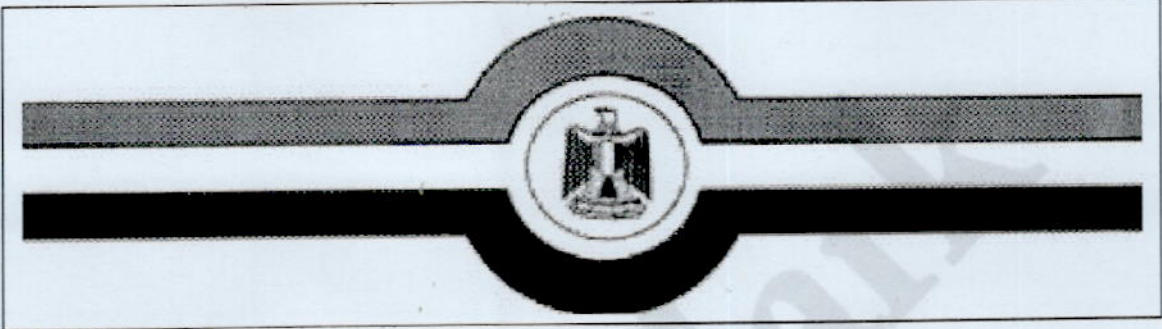


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Central Bank of Egypt
General Assemblies Secretariat
Banque Misr Extraordinary General Assembly Decision
In its session held on 20th June 2011
Regarding Banque Misr Request to Approve the Issued & Paid Up
Capital Financed from the Reserves

The extraordinary general assembly passed the following decision:

1. Increasing the fully paid issued and paid up capital from EGP 3,400 Millions to become EGP 500 Millions financed from the reserves.
2. Amending the text of Article Six of the Bank's statute to read:
"The Bank's authorized capital is determined to be EGP 15,000 Millions and the Bank's issued capital to EGP 5,000 Millions fully paid and distributed over 1,000 Million shares totally owned by the State with a nominal value of Five Egyptian pounds per share."

Secretary
Extraordinary General Assembly
Ahmed Noshy

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Chairman

Eng. Saad Hemdan Hussein

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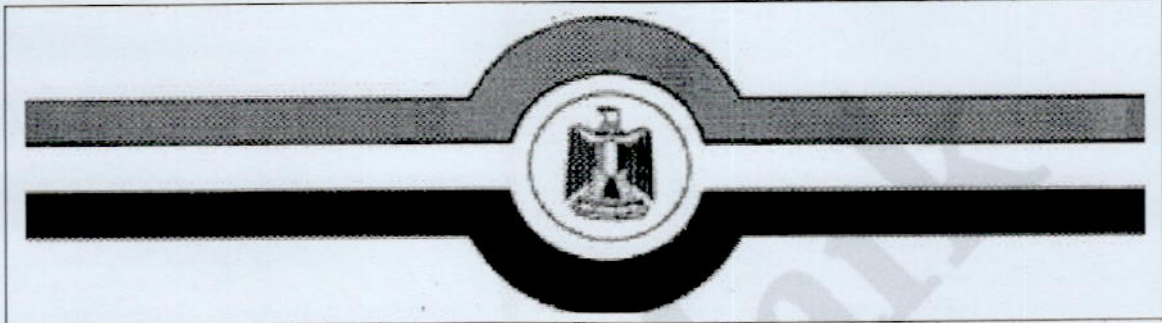


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**Year
155**

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Banque Misr Board Secretariat Sector**Decision****Related to Increasing Banque Misr Issued and Paid Up Capital**

The Chairman submitted to Banque Misr Board of Directors a memo dated 26th June 2012 related to increasing the Banque Misr issued and paid up capital to reach EGP 11,277,692,030 instead of EGP 5,000,000,000.

Banque Misr Board of Directors approved in its session held on 27th June 2012 endorsing the increase of the Bank's issued and paid up capital by 6,277,692,030 (Six Billion Two Hundred Seventy Seven Million Six Hundred Ninety Two Thousand and Thirty Egyptian Pounds to become EGP 11,277,692,030 (Eleven Billion Two Hundred Seventy Seven Six Hundred Ninety Two Thousand and 30 Egyptian Pounds instead of EGP 5,000,000,000 (Five Billion Egyptian Pounds and the number of shares becomes 2,255,538,406 shares totally owned by the State the nominal value of each is Five Egyptian pounds. It is worth mentioning that this increase is within the authorized capital that is determined to be EGP 15 Billions.

Issued on: 27.06.2012

Board of Directory &
Top Management General Secretary
(signature)

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Chairman

Eng. Saad Hemdan Hussein

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Central Bank of Egypt
General Assemblies Secretariat
Decision of the Extraordinary General Assembly
of Banque Misr
In its session held on 15th July 2012
Regarding Banque Misr Request
to Increase the Issued and Paid Up Capital

Banque Misr extraordinary general assembly approved in its session held on 15th July 2012 the following decision:

1. Approving the increase of Banque Misr fully paid issued and paid up capital by the amount of EGP 6,277,692.030 to become EGP 11,277,692,030 instead of EGP 5,000,000,000.
2. Increasing the fully paid issued and paid up capital from EGP 11,277,692.030 to become EGP 11,400,000.000 financed from fixed asset price increase reserve.
3. Amending the text of Article Six of the Bank's statute to read as follow:
"The Bank's authorized capital is determined to be EGP 15,000 Millions and the issued capital to be EGP 11,400,000,000 fully paid and distributed over 2,280,000,000 shares totally owned by the State with a nominal share value of Five Egyptian pounds per share"

Extraordinary General Assembly Secretary
Ahmed Noshy

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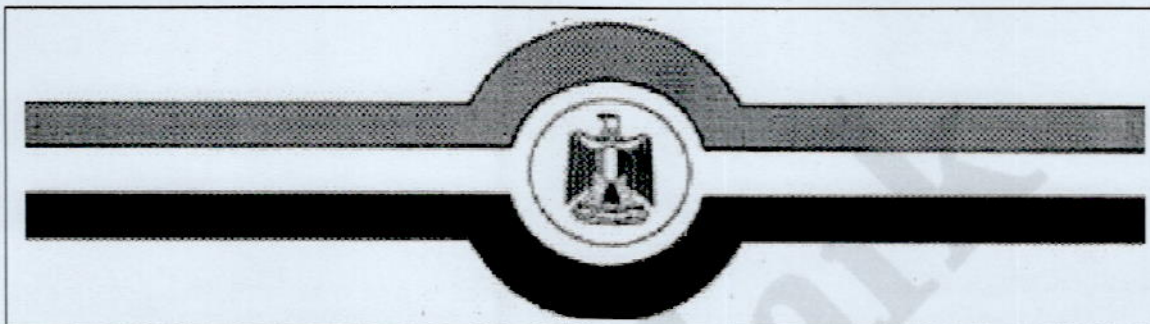


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**Year
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The Central Bank of Egypt
General Assembly Secretariat
Banque Misr Extraordinary General Assembly Decision
In it Session Held on 24th February 2013
Regarding Banque Misr Request
To Approve Amendment of Article No. (27) of the Banque Statute

Banque Misr extraordinary general assembly passed in its session held on 24th February 2013 the following decision:

Amending Article Twenty Seven of the Banque's Statute related to the Bank's annual profit distribution by annulling both of::

- Para B: Deducting an amount equals to 5% of the profit to form fixed asset price increase reserve.
- Para D: Retaining an amount equals to 5% of the profit to be designated to work systems updating in public sector banks.

Ordinary & Extraordinary
General Assembly Secretary
Rafaheya Hussein

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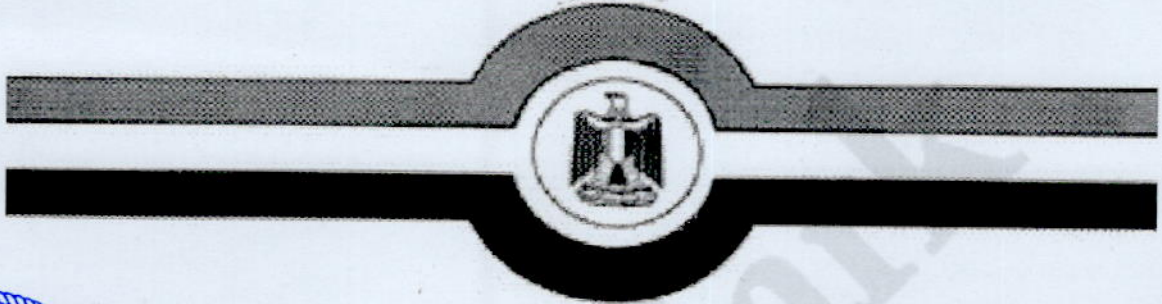


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Al Waqa'i al-Misriyya

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Issue
49

Issued on Sunday, First Jumada Awal 1435
Corresponding to (2nd March 2014)

Year
187

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The Central Bank of Egypt
General Assembly Secretariat
Banque Misr Extraordinary General Assembly Decision
In it Session Held on 30th January 2014
Regarding Banque Misr Request
To Approve Amendment of Article Five of the Banque Statute

Banque Misr extraordinary general assembly passed in its session held on 30th January 2014 the following decision:

Amending Article Five of the Banque's Statute to read as follow:

The term determined for Banque Misr is One Hundred Year starting from the date of the Presidential Decree No. 872 of 1965. The extension or shortening of the term of the bank shall be pursuant to a decision by the general assembly.

Ordinary & Extraordinary
General Assembly Secretary
Rafaheya Hussein

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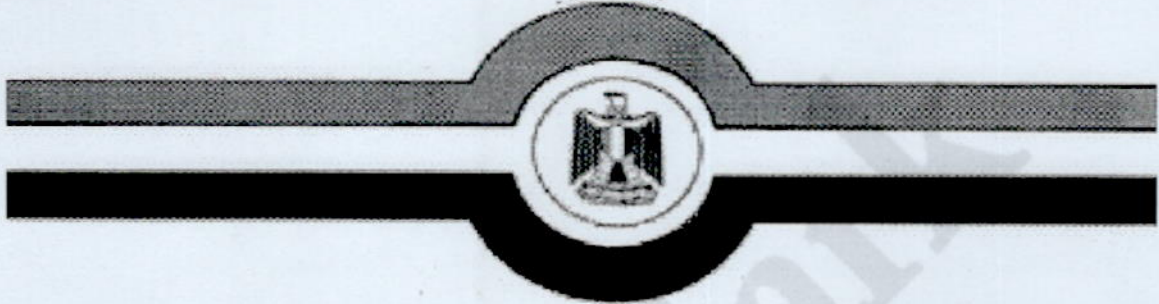
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Issue
84

Year
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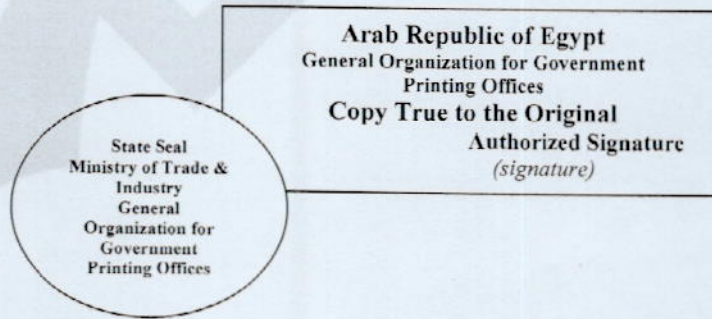


The Central Bank of Egypt
General Assembly Secretariat
Banque Misr Extraordinary General Assembly Decision
In its Session Held on 22nd March 2015
Regarding Banque Misr Request
To Approve Amendment of Article Six of the Banque Statute

Banque Misr extraordinary general assembly passed in its session held on 22nd March 2015 the following decision:

1. Increasing the authorized capital of Banque Misr from EGP 15,000 Million to become EGP 30,000 Million.
2. Increasing the issued and the fully paid up capital from EGP 11,400 Million to become EGP 15,000 Million financed from the reserves as follow:

	EGP Thousand
Supportive Reserve	1,938,205
Capital Reserve	280,466
Fixed Asset Price Increase Reserve	40,795
General Reserve	669,202
Legal Reserve	671,332
Total	3,600,00



3. Amending the text of Article Six of the Bank's statute become the following final text:

Before Amendment	After Amendment
The Bank's authorized capital is determined to be EGP 15,000 Million and the Bank's issued capital is determined to be EGP 11,400,000,00 fully paid and distributed over 2,280,000,000 shares totally owned by the State. The nominal value of the share is Five Egyptian pounds.	The Bank's authorized capital is determined to be EGP 30,000,000,000(Thirty Billions and the Bank's issued capital is determined to be EGP 15,000,000,000 fully paid and distributed over 3,000,000,000 (Three Billion shares totally owned by the State. The nominal value of the share is EGP 5 (Five Egyptian pounds.

General Assembly Secretary
Rafaheya Hussein

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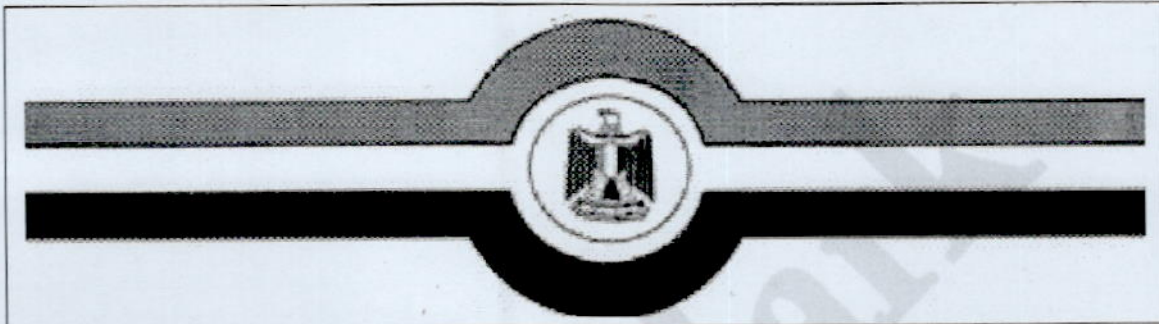
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Issue 94	Issued on Sunday, 26 th Rajab 1438 Corresponding to (23 rd April 2017)	Year 190
		

Central Bank of Egypt
General Assemblies Secretariat

Banque Misr Extraordinary General Assembly Decision

In its session held on 27th February 2017

Regarding Banque Misr Request to Approve the
Amendment of Article No. (27) of the Bank's Statute

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Banque Misr extraordinary general assembly passed on its session held on 27th February 2017 the following decision:

Amending Article Twenty Seven of the Bank's statute to read as follow:

The annual net profit of the bank shall be distributed (in accordance with the independent financial statements) after deducting all expenses, costs, donations and retaining the provisions in accordance with the rules of preparation and presentation of financial statements and bases of recognition and assessment issued by the Central Bank as follow:

- An amount equals to (10%) of the profit shall be deducted to form the legal reserve until it reaches (100%) of the paid up capital. Once the reserve is reduced, deduction shall be resumed.
- An amount equals to (10%) of the profits shall be deducted to form the general reserve.
- Afterwards, an amount not less than (10%) of the profits determined to be distributed in cash – by virtue of a decision of the general assembly – that would not exceed the total annual salaries of the bank's employees shall be deducted in accordance with the applicable laws as a share for the employees in the profits provided that in the event the profits of one year does not permit the distribution of this share, it may not be claimed from the profits of the coming years.

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The bank's board of directors shall determine – annually – the rules of profit distribution determined to be distributed in cash to the employees.

- What exceeds the percentage of (10%) of the profits determined to be distributed in cash provided it shall not exceed the total annual salaries of the Bank's employees may be allocated for disbursement over social services, health care, housing and other services of benefit to the employees.
- The remaining profits shall be distributed over the shareholders.

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- f) The general assembly shall have the right to distribute all or part of the profits that the bank's periodic financial statements reveal provided that a report from the two external auditors shall be enclosed while observing the what the general assembly determines to form other reserves or carry forward all or part of the profits upon a proposal made by the board of directors to the following year in support of the bank's capital base.

Reserves may be used in increasing the capital by virtue of a decision made by the bank's general assembly upon a recommendation made by the board of directors.

**Ordinary & Extraordinary
General Assembly Secretary
Mai Abul Naga**

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Chairman

Eng. Emad Fawzy Farag Mohamed

Registration No. at Dar El Kotob 268 of 2017

25638/2016 – 23.04.2017 - 1428

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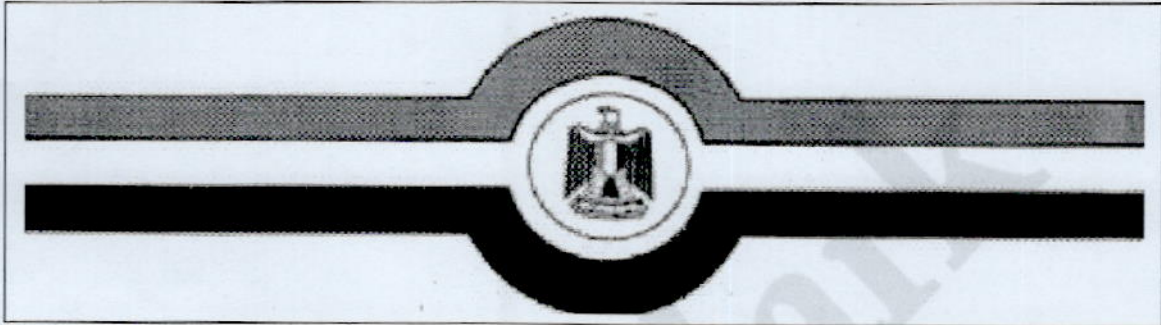
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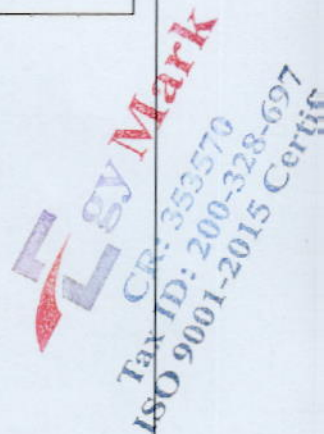
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Issue
180

Issued on Thursday, 14th Dhul Hijja 1440
Corresponding to (15th August 2019)

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Year
192



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Central Bank of Egypt

General Assemblies Secretariat

Management Committee Decision Of the CBE Board of Directors No. 3/24/LA/2019

In its session held on 24th July 2019

Regarding Approving the Amendment of
Some of Banque Misr Statute

“Approval to replace the provisions of Articles (7, 13, 23) of Banque Misr Statue with the provision enclosed”

Secretary of Board of Directors
(signature)



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Central Bank of Egypt
Control & Supervisory Sector
Banque Misr

Articles Nos. (7, 13, 23) of the Bank's Statute

Article (7)

The share certificates or the deeds representing the certificates shall be extracted from a coupon book and shall be given serial numbers and signed by two Board members appointed by the Board and stamped by the Bank's seal.

The share or the deed representing it, in particular, shall bear the name of the bank, its legal status, head office address, a summary of its purpose, its duration, date, number and place of its inscription in the commercial register, the authorized and issued capital, the number of shares, their type, characteristics and nominal value. The share shall have coupons with serial numbers. Share certificated may be extracted in the category of one or five shares or their multiplication.

Article (13)

Whenever the bank's interest shall so require, the Board shall hold its meetings at the bank's head office upon the invitation of the chairman or the majority of its member in the event the position of the chairman is vacant or upon a written request of at least one-third of its members.

The Board may convene outside the head office provided that the meeting shall be held in Egypt.

In the event the actual attendance the members is not possible, participation in the board meeting could be done via telephone call or video conference after securing the approval of the chairman and notifying the board secretary and provided that the majority of the board members shall physically appear in the meeting.

This is in addition to observing the supervisory instructions issued by the Central Bank in this regard.



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Article (23)

The general assembly every year with the first three months following the end the end of the financial year of the bank to hear the report of the board about the bank's business and its financial position as well as the report of the external auditors, endorse the bank's financial statements and determine the profit share to distributed.

The minutes shall be drafted in a sufficient summary of all discussions held in the meeting, all that has occurred during the meeting and the decisions taken, the number of approving votes as well as dissenting votes.

The names of attendants shall be recorded in a register to be signed by both the external auditor and vote tellers before the commencement of the meeting. The minutes of general assembly meetings shall be recorded on regular basis following each session in a special book. The book shall follow the provisions related to commercial books in terms that no paces shall be left vacant, writing footnotes, scratching or writing between words and lines. The pages of the book shall be marked with serial number and each page shall be stamped with the seal of the Real Estate Publicity and Documentation and shall be signed by the competent notary. Numbering and the seal of the Real Estate Publicity and Documentation shall be dated in the front of each page before using it.

The general assembly of the bank may not convene before receiving the remarks of the Central Bank on the report submitted by the external auditors on the financial statements.

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Chairman

Eng. Emad Fawzy Farag Mohamed

Registration No. at Dar El Kotob 268 of 2017

25638/2016 – 23.04.2017 - 1428



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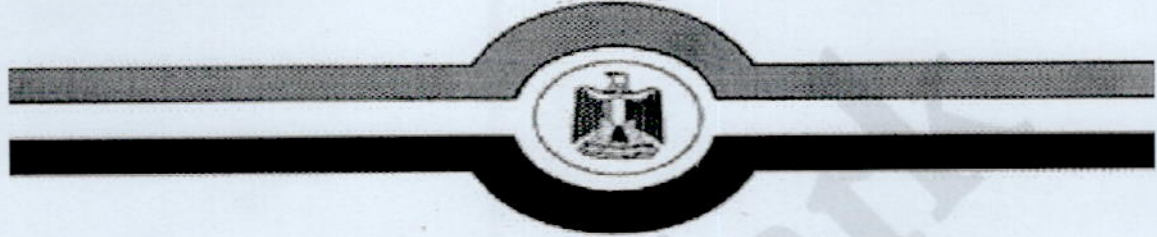
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51**

Issued on Wednesday, 19th Rajab 1442
Corresponding to (3rd March 2021)

**Year
194**

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Central Bank of Egypt

Secretary of the Board of Directors

Decision of the Management Committee reporting to

The Board of Directors of the Central Bank of Egypt
No. (2/1/L.A/2021)
issued on its session held on 4th February 2021

on Amending the Provisions of Article No. (25)
of the Articles of Association of Banque Misr

(Approval for the replacement of the provision of Article No. (25) of the articles of association of Banque Misr with the provisions of the final draft in the enclosed table)

Secretary of the Board of Directors
(Signature)

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Central Bank of Egypt**Control & Supervisory Sector****Banque Misr****Article No. (25) of the Bank's Articles of Association****Article (25)**

The financial year of the bank starts from the first of January and ends on the end of December of each year

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CENTRAL BANK OF EGYPT

An Extract of the Central Bank of Egypt Management Committee Resolution

No. 2/8/L.A./2021

Dated 23.06.2021

Regarding the Amendment of Some Articles of Banque Misr

Articles of Association

Approving of replacing the provision of Articles No. (1,3,11,12,13,15,17,22,24,26,31,32) of Banque Misr Articles of Association with the final draft in the enclosed table and repealing the two Articles No.(33,21) of same Articles of Association

Board Secretary

(signature)

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Central Bank of Egypt
Control & Supervision Sector
Banking Affairs Department

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BANQUE MISR
Amendment of Articles No. (1, 3, 11, 12, 13, 15, 17, 21, 22, 24, 26, 31, 32, 33)
of The Bank's Articles Of Association
(Final Draft)

Article One

Banque Misr is an Egyptian joint stock company incorporated under the Decree issued on 3rd April 1920 then became a public institution which title was passed to the State under Law No. 39 of 1960 and converted to an Arab joint stock company as per Presidential Decree No.872 of 1965. Currently, the shares of the bank are fully owned by the State in a form of an Egyptian joint stock company subject to the provisions of the Central Bank and the Banking Sector Law promulgated by Law No. 194 of 2020.

In all cases, the bank and its employees are not subject to the provisions of laws, regulations and resolutions applicable to public and business sector companies including Law No.47 of 1973 regarding legal departments in public institutions, bodies and affiliated units and Law No. 117 of 1958 on the reorganization of the Administrative Prosecution Authority (APA) and disciplinary trials in the Egyptian region.

Article Two

The purpose of the bank is to perform all of the banking transitions related to commercial banks in particular the following transactions:

- Accepting deposits, opening current accounts, obtaining all types of domestic and external financing, providing financing and credit facilities of various maturity dates with or without collaterals of all types.
- Issuing shares and bonds, regulating and accepting public subscriptions, and performing all works related to securities and financial instruments in accordance with relevant applicable regulations.
- Collecting and paying disbursing notices and orders as well as other valuable papers.
- Issuing bonds, bills of exchanges, cheques and notices to be paid whether inside or outside Egypt except for notices which shall be paid to their holder on demand, and deducting and trading bills of exchanges, cheques and notices for others of any type that are paid inside or outside Egypt.
- Purchasing and selling securities in the stock market for its own account or for the account of others, performing custody businesses of all types as well as all works related to securities.
- Investing moneys in companies' capitals and contributing in establishing the investment companies and financial institutions.

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- (g) Performing financial derivatives works for the purpose of securing the bank and its customers against exchange rates, interest, energy fluctuations risks in accordance with situations and rules determined by the Central Bank.
- (h) Safe works
- (i) Performing investment trustees duties in behalf of others.
- (j) Representing various banking bodies.
- (k) Performing foreign exchange works.
- (l) Performing investment funds activity, financial leasing activity, mortgage, securitization, payment systems and services as well as the financial technology in accordance with the rules issued by CBE Board of Directors.
- (m) Performing other operations required by the bank's business. In general, performing all banking and commercial works and investing for the interest of the bank, for others' interest or by participating with others as well as all works that are considered of banking norms. The bank may have interest, merge, purchase, affiliate, or acquire other banks, companies, institutions, bodies that perform similar business or which assist the bank to achieve its purpose inside or outside Egypt. The bank's performance of its purpose as included in the Article shall be in accordance with the provision laws and the regulations related to the type of purpose performed by the bank.

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Article Eleven

The bank shall be managed by a board of directors comprised of a number of members of various experience in accordance with control rules issued by the Egyptian Central Bank.

Article Twelve


The chairman and members of the board of directors shall be appointed for a term of three years by a Prime Minister's decree after securing the approval of the Governor of the Central Bank.

Article Thirteen

The board of directors shall periodically convene upon an invitation by the chairman, by the majority of its members in the event the position of the chairman is vacant or by a written request submitted to the chairman by two third of board members.

The board of directors may convene outside the head office provided that such meeting shall be held inside Egypt.

Participating in the meeting of the board of directors may be via visual or audio secured communication means. This participation shall be calculated within the attendance and vote quorum as per the control rules issued by the Central Bank of Egypt.

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Article Fifteen

Members of the board of directors may deputize each other to attend the meetings provided that proxy shall be in writing and approved by the chairman. A board member shall not represent more than one member according to the control rules issued by the Central Bank of Egypt.

Article Seventeen

The board of directors shall have all powers related to realizing the objectives of the bank and the management and performance of all necessary works to achieve its purpose except for what is excluded by a special provision in the law or the system of the bank that is concerned of the business and acts that are within the competences of the general assembly.

The board shall have the power to approve the by-laws according to provisions of Labor Law promulgated by Law No. 12 of 2003 in this regard. The board shall endorse the payroll, incentives and allowances of employees. The board of director shall develop a system or more than a system to remunerate them in light of their performance, volume and level of their achievements at as well as interrogating them and reprimanding the without the need to be restricted to the provisions of laws and regulations adopted in public and business sectors.

The board may form what it sees of committees; determine their competences and regulations in accordance with the disciplines set forth in the Central bank and Banking Sector Law promulgated by Law No.194 of 2020 and its executive instructions.

Repealed

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Article Twenty One**Article Twenty Two**

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The bank shall have a general assembly the formation of which shall be by a decree issued by the Prime Minister from among banking, financial, economic, legal, and accounting experienced personnel.

The general assembly of the bank shall in deal in particular with the following:

- Endorsing the financial statements, profit distribution and auditor's report.
- Amending the articles of association.
- Endorsing merging or division of the bank. The issued decision shall only be enforced after the approval of the Cabinet.
- Approving the forecasted budget.



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- e) Determining salaries, allowances and remunerations of the chairman and the board of directors.

The chairman, board members, the two external auditors and a representative or more of the Central Bank shall attend the general assembly without a counted vote.

Article Twenty Four

The bank's accounts shall be audited by two external auditors. One of the external auditors shall be appointed from among members of the Accountability State Authority and the other shall be appointed by the bank's board of directors as per the nomination of the auditing committee from among the external auditors registered in the Central Bank.

Article Twenty Six

The bank's board of directors shall prepare the draft of the balance sheet for the following financial year in accordance with the provision of Law in order to be approved by the bank's general assembly at least three months before the commencement of the financial year.

The bank's financial statements shall be quarterly prepared in accordance with the Egyptian Accounting Standards. A summary of the report of the external auditor shall be enclosed to these statements in accordance with the Egyptian Accounting Standards and report of the bank's board of directors.

These statements shall be published in one of the daily newspapers and the website of the bank.

Chapter (Nine) Bank Dissolution & Liquidation

Article (Thirty One)

In event of losing half of shareholders' equity as per the latest annual financial statements, the board of director shall call for an extraordinary general assembly meeting to consider dissolution or continuation of the bank.

Article Thirty Two

Upon the expiry of the term of the bank or in the event of its dissolution before its term, the provisions of the Central Bank and Banking Sector Law promulgated by Law No.194 of 2020 shall apply.

Article Thirty Three

Repealed



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Remark:

The phrase “Central Bank, Banking Sector and Money Law No.88 of 2003” whenever it appears in the Articles of Association regulation shall be amended to read “the Central Bank and Banking Sector Law promulgated by Law No.194 of 2020”

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Chairman
Accountant. Ashraf Emam Abd Elsalam

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Banque Misr
Amendment to Articles Nos. (06) and (13)
of the Bank's Articles of Association

Article (06)

Banque Misr's Authorized Capital is determined to be EGP 120,000,000,000 (Only One Hundred Twenty Billion Egyptian Pounds) and the Issued Capital is determined to be EGP 15,000,000,000 (Only Fifteen Billion Egyptian Pounds) fully paid and divided into 3,000,000,000 (Only Three Billion Shares) fully owned by the State, the nominal value of each is Five Egyptian Pounds.

Article (13)

The Board of Directors shall meet periodically in the head office based upon the invitation of the Chairman, the majority number of Board Members if the Chairman's position is vacant, or upon a written request from one third of Board Members to the Chairman.

The Board of Director may convene outside the head office. However, the meeting shall be inside Egypt. Participating in the meeting may be by using one of the secured video or audio communication means. Such participation must be counted among the attendance and voting quorum. The foregoing must be subject to the supervisory rules issued by the Central Bank of Egypt.

Without prejudice to the period convening of the Board of Directors, the Board of Directors may, in emergency events, pass decisions by circulation. However, this must be confined to important subjects where it is impossible for the meeting of the Board of Directors to wait provided that all Board Members shall agree on such decisions. In all cases, these decisions must be endorsed in the first subsequent meeting of the Board of Directors.

Approvals issued by circulation must not be considered as a meeting of the Board of Directors.

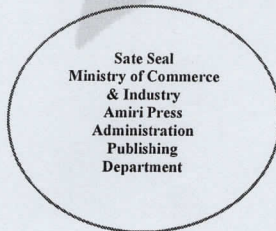
Amiri Press General Administration

Chairman

Acct. Ashraf Emam Abdelsalam

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Amiri Press General Administration

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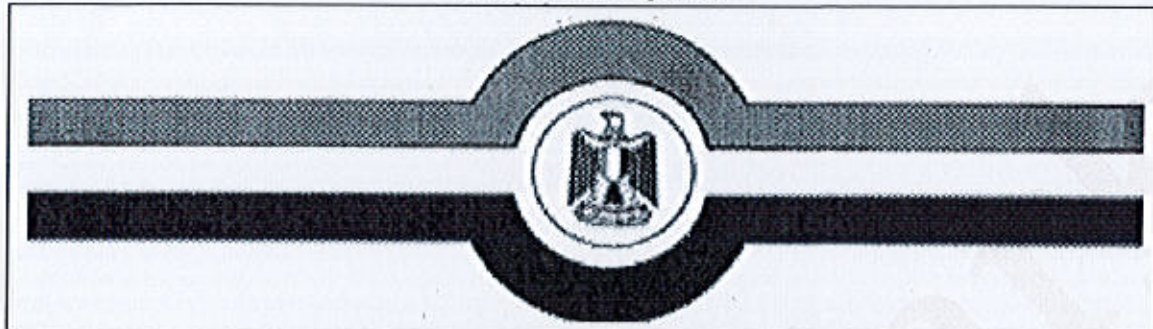


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In the Name of God



Arab Republic of Egypt

Republic Presidency

Al Waqa'I' al-Misriyya

Official Gazette

Price: EGP 15

Issue 204 Continue (B)	Issued on Thursday, 29 th Safer 1445 Corresponding to (14 th September 2023)	Year 197 H
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Banque Misr
Banque Misr's General Assembly Resolution
 Issued in its meeting held on 22 August 2023
 Concerning the Ratification of Banque Misr's Financial Statements
 For the financial year ending on 31 December 2022

As well as the amendment of Articles No. (3 and 6) of the Bank's Articles of Associations as follows:

Article (3):

The Bank's purpose is to undertake all banking transactions of commercial banks, in particular:

- a) Accepting time deposits, opening current accounts, receiving internal and external fund of all types, providing fund and credit facilities of various maturity dates against all types of security or without security.
- b) Issuing shares and bonds, organizing and accepting general subscriptions, undertaking all works related to securities and financial instruments in accordance with all laws and regulations applicable in this regard.
- c) Collecting and paying payment orders and disbursement notes and other valuable papers.
- d) Issuing bonds, exchange notes, cheques, bills of exchange whether to be paid inside or outside Egypt except for bills payable to bearer at request, as well as debiting and trading bills of exchange, cheques and bonds of any types payable inside or outside Egypt.
- e) Purchasing and selling securities at the stock exchange for the Bank's or third party interest, exercising the activity of custodians of all types as well as performing all security related works.
- f) Investing in corporate capitals and contributing to establish investment and money companies.
- g) Exercising financial derivative works to secure the Bank and its clients against volatility of foreign exchange, interest rates, and energy prices in accordance with situations and rules determined by the Central Bank of Egypt.
- h) Safes works.
- i) Performing investment custodian functions on behalf of others.
- j) Representing various banking institutions.
- k) Exercising foreign exchange works.
- l) Engaging in investment funds activity, financial lease activities, real estate financing, securitization, Sukuks, payment services and systems and financial technology in accordance with all rules issued by the Central Bank of Egypt.
- m) Undertaking other operations required by the Bank's business and in general, performing all banking, commercial and investment business for the account of the Bank or others, in addition to what the banking customary considers as banking business. The Bank may have interest or participate by any means, with banks, companies, institutions or bodies that perform similar business or assist the Bank in realizing its purposes inside Egypt or abroad. The bank may merge, purchase or affiliate them.
- n) Exercising Islamic banking works.

The Bank shall exercise its purposes included in this article in accordance with the provisions of all laws and regulations related to the type of the purpose the bank exercises

Article (6):

The Authorized Capital of the bank is determined to be EGP 120,000,000,000 (Only One Hundred Twenty Billion Egyptian Pounds) and the Issued Capital is EGP 50,000,000,000 (Only Fifty Billion Egyptian Pounds) divided over 10,000,000,000 shares (Only Ten Billion shares) fully owned by the State, the nominal value of each is Five Egyptian Pounds.

Issued on: 12.09.2023

Printed in General Authority for Amiri Printing Press Affairs
Chairman

Acct: Asharaf Emam Abdelsalam
National Library Filing No.: 268 of 2023
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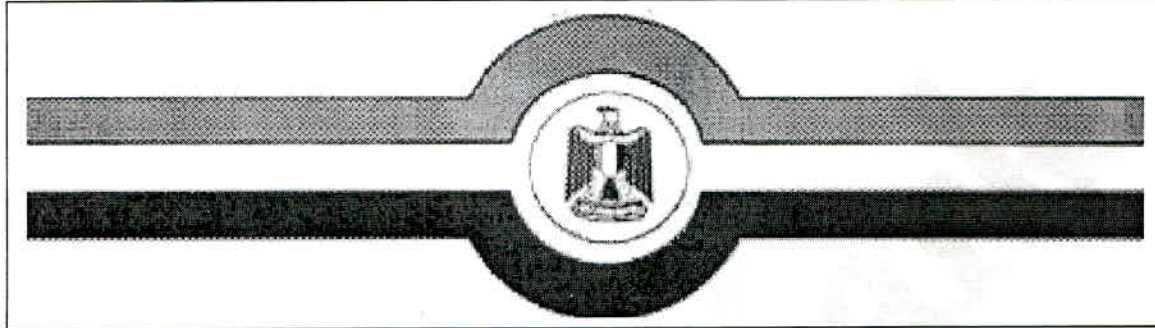


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*In the Name of God
Most Merciful, Most Compassionate*



Arab Republic of Egypt

Republic Presidency

Al Waqa'i' Al-Misriyya

Supplement to the Official Journal

Price: EGP 15

Issue 215 (Continued)	Issued on Monday, First Rabie 1446 Corresponding to (30 September 2024)	Year 198 H
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Banque Misr

Banque Misr General Assembly decision issued in its session held on 19th September 2024 regarding the approval of the financial statements of the financial year ending on 31st December 2023 as well as the amendment of articles (13, 14, 16, 18 and 19) of the bank's articles of association to be as follows:

Article 13 – The board of directors shall periodically convene in its head office as per an invitation of the Chairman or the majority of its board members. The Chief Executive Officer (Managing Director) has the right to request the Chairman to call the board to convene provided that the agenda shall be enclosed to invitation that he desires to present.

The principal is the physical presence of the members and in the event it is impossible, participation may be via video, audio or one of other secured audio or video means. This participation shall be counted in the attendance and voting quorum.

The board may convene outside the head office provided that this meeting is in the Arab Republic of Egypt.

Without prejudice to the periodicity of the board meeting, the board may – in case of urgent cases – issue the decision by circulation provided that this shall be limited to important issues for which the board cannot wait to convene and provided that all the board members shall approve these decisions and that such decisions shall be authenticated in the first subsequent board meeting.

Approvals issued by circulation shall not be considered as meetings of the boards.

All in accordance with supervisory rules issued by the Central Bank of Egypt and in particular governance instructions.

Article 14 – The board meeting shall not be considered valid except if attended by the majority of members and provided that the majority of members include the Chairman and Chief Executive Officer (Managing Director) or whoever represent them in case of absence of one or both of them.

Article 16 – Decisions of the board of directors shall be issued by the majority of attending votes and in the event of equal votes, the side of the Chairman or his representative shall prevail.

Article 18 – The Chief Executive Officer (Managing Director) shall represent the bank before judicial entities and other.

Article 19 – The Chief Executive Officer (Managing Director) individually shall have the right to sign on behalf of the bank or any other executive member authorized by the board for this purpose.

The Chief Executive Officer (Managing Director) shall have the right to delegate many directors or agents to sign on behalf of the bank severally or jointly.

Issued on 29.09.2024

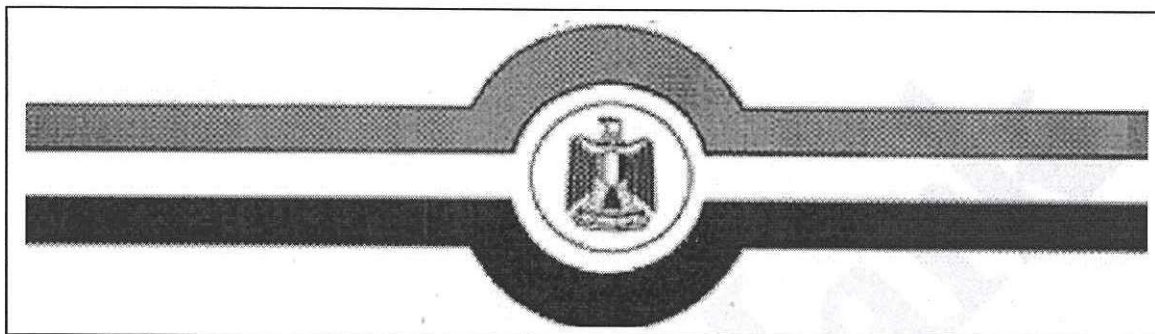
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Arab Republic of Egypt



Republic Presidency

Al Waqa'I' al-Misriyya

The Official Journal

Price: EGP 15

Issue 19 Follow (B)	Issued on Thursday, 23rd Ragab 1446 Corresponding to (23rd January 2025)	Year 198
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Tax ID: 200-328-697
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Banque Misr
Banque Misr General Assembly Resolution
Issued in its meeting held on 26.12.2024
Endorsed by CBE BoD Senior Management committee
No. (2/1/L.A/2025) in its meeting held on 15th January 2025
Regarding amendment of Article (6) of Banque Misr Article Of Association

To be as follow:

Article (6)

The Authorized Capital of the bank is EGP 300,000,000,000 (Only Three Hundred Billion Egyptian Pounds). The Issued Capital of the bank is EGP 110,000,000,000 (One Hundred Ten Billion Egyptian Pounds) fully paid distributed over 22,000,000,000 Shares (Only Twenty Two Billion Shares) fully owned by the State at a nominal value of Five Egyptian Pounds.

Chairman

Accountant: Ashraf Emam Abdelsalam
National Library Deposit No. 268 of 2025
25553/2024 – 23.01.2025 - 514

