

## TRANSLATION FROM ARABIC Invitation to The Annual General Meeting EFG Hermes Holding S.A.E.

The Chairperson of the Board of Directors of EFG Hermes Holding S.A.E., an Egyptian joint stock company with authorized capital of EGP 3.2 billion (EGP three billion and two hundred million) and issued and paid-in capital of EGP 2,867,422,500 (Two billion eight hundred sixty seven million, four hundred twenty two thousand and five hundred Egyptian Pounds), registered under no. 12665 at 6th October Commercial Registry of Giza, kindly invites its shareholders to attend the Company's Annual General Meeting at 3:00 PM on Sunday 17<sup>th</sup> of May 2015 at "Joy Club" Ballroom of the Mövenpick Pyramids Hotel Giza, in order to deliberate upon the following items on the agenda:

- 1. Presentation and approval of the Board of Directors report on the Company's activities for the financial year ended 31/12/2014;
- 2. Approve the auditor's report on the financial statements for the fiscal year ended 31/12/2014;
- 3. Ratify the financial statements for the fiscal year ended 31/12/2014;
- 4. Approve the transfer of EGP533,279,183 from other reserves account to legal reserves account;
- 5. Approve the appropriations account for the fiscal year ending 31/12/2014;
- 6. Approve the transfer of EGP 391,833,000 (EGP three hundred ninety one million and eight hundred thirty three thousand) from the retained earnings account as at 31/12/2014 to the capital increase account, to distribute (1.460) bonus shares for every 10 shares held by each shareholder;
- 7. Discharge the Chairperson and Members of the Board from all liabilities with regard to the activities during the fiscal year 2014, and ratify the changes in the Board which occurred during the fiscal year 2014;
- Approve the Board of Directors' attendance and travel allowances for the fiscal year 2015;
- 9. Approve the re-appointment of the Company's auditors for the fiscal year 2015 and determining their fees;
- 10. Ratify all donations during 2014 and authorize the Board of Directors to approve donation amounts greater than EGP1,000 during the fiscal year 2015.



In this respect, please note the following:

**First:** Each shareholder has the right to attend the General Meeting either in person, or by delegating another shareholder who is not a Board member. Delegation, to be valid, must be stated in a written proxy, and no shareholder, except for juridical persons, shall be entitled to represent, by proxy, a number of votes exceeding 10% of the total shares of the Company's capital and not to exceed 20% of the shares represented in the meeting.

**Second:** Shareholders who wish to attend the General Meeting must submit a statement of account for their shares deposited with a custodian, confirming that the balance of shares deposited have been temporarily blocked for the purpose of attending the meeting.

**Third:** Any questions regarding the issues to be reviewed by the Ordinary General Meeting must be submitted in writing to the Company's management at the Head Office, either by registered mail or by hand delivery against receipt, at least three days prior to date of the General Meeting. Discussion in the General Meeting shall be limited to the issues listed in the agenda.

**Fourth:** Resolutions of the Ordinary General Meeting shall be issued by absolute majority of the shares represented in the meeting.

**Fifth:** This meeting is considered valid with the representation of 25% of the Company's total outstanding shares. In the event of a lack of legal quorum, a second meeting will be convened on the next day at the same time and place and will be valid irrespective of the percentage of shares represented.

**Sixth:** Attendance of the meeting is restricted to shareholders with no accompanying guests. We would like to request the shareholders to arrive half an hour before the designated meeting time to allow for registration of attendance upon submission of identification documents and proxies.

Mona Zulficar Chairperson of the Board of Directors



## TRANSLATION FROM ARABIC Invitation to The Extraordinary General Meeting EFG Hermes Holding S.A.E.

The Chairperson of the Board of Directors of EFG Hermes Holding S.A.E., an Egyptian joint stock company with authorized capital of EGP 3.2 billion (EGP three billion and two hundred million) and issued and paid-in capital of EGP 2,867,422,500 (Two billion eight hundred sixty seven million, four hundred twenty two thousand and five hundred Egyptian Pounds), registered under no. 12665 at 6th October Commercial Registry of Giza, kindly invites its shareholders to attend the Company's Extraordinary General Meeting at 3:30 PM on Sunday 17<sup>th</sup> of May 2015 at "Joy Club" Ballroom of the Mövenpick Pyramids Hotel Giza, in order to deliberate upon the following items on the agenda:

- 1. Approve the increase of the company's authorized capital from EGP 3,200,000,000 to EGP 6,000,000,000;
- 2. Approve the increase of the company's issued and paid in capital from EGP 2,867,422,500 to EGP 3,259,255,500 through the transfer of EGP 391,833,000 from the retained earnings account as at 31/12/2014 to the capital increase account and distributing 78,366,600 bonus shares, (1.460) bonus shares for every 10 shares held by each shareholder. The distribution will exclude 36,956,522 shares;
- 3. Amending Articles (6) and (7) of the Company's Statutes in light of the proposed corporate actions above;
- 4. Amending Article (24) of the Company's Statutes, regarding the Board of Directors meeting's methods of convening and its location.

In this respect, please note the following:

**First:** Each shareholder has the right to attend the General Meeting either in person, or by delegating another shareholder who is not a Board member. Delegation, to be valid, must be stated in a written proxy, and no shareholder, except for juridical persons, shall be entitled to represent, by proxy, a number of votes exceeding 10% of the total shares of the Company's capital and not to exceed 20% of the shares represented in the meeting.

**Second:** Shareholders who wish to attend the General Meeting must submit a statement of their shares deposited with a custodian, confirming that the balance of shares deposited have been temporarily blocked for the purpose of attending the meeting.

**Third:** Any questions regarding the issues reviewed by the Extraordinary General Meeting must be submitted in writing to the Company's management at the Head Office, either by registered mail or by hand delivery against receipt, at least three days prior to date of the General Meeting. Discussion in the General Meeting shall be limited to the issues listed in the agenda.



**Fourth:** Resolutions of the Extraordinary General Meeting shall be issued by a majority of three quarters of the shares represented in the meeting regarding the first, second, and third points; and a majority of two-thirds of the shares represented in the meeting regarding the fourth point.

**Fifth:** This meeting is considered valid with the representation of 50% of the Company's total outstanding shares. In the event of a lack of legal quorum, a second meeting will be called for within 30 days of the first meeting. The second meeting will be considered valid with the representation of 25% of the Company's total outstanding shares.

**Sixth:** Attendance of the meeting is restricted to shareholders with no accompanying guests. We would like to request the shareholders to arrive half an hour before the designated meeting time to allow for registration of attendance upon submission of identification documents and proxies.

Mona Zulficar Chairperson of the Board of Directors

## For further information: Investor Relations Department

Email: investor-relations@efg-hermes.com Tel: +20 (0)2 35356710 Fax: +20 (0)2 3535 7017

## Head of Investor Relations - Hanzada Nessim

Email: hnessim@efg-hermes.com Tel: +20 (0)2 35356502 Fax: +20(0)2 3535 7017

www.efg-hermes.com