

6- Consider the proposal submitted by the Board of Directors regarding the distribution of the company's profits

Approve the distribution of a portion of the retained earnings distributable by the Company, as of the financial year ending on 31 December 2024, and which amounts to EGP 618,557,620, in the form of shares in the share capital of, the Company's subsidiary, U Consumer Finance (*in lieu* of a cash dividend distribution), representing 20.488% of the share capital of U Consumer Finance, based on the book value per share of U Consumer Finance, amounting to EGP 0.777 per share, based on the consolidated financial statements of U Consumer Finance for the financial year ending on 31 December 2024.

Whereas, EGP 335,322,346 of the retained earning distributable by the Company, as of the financial year ending on 31 December 2024, will be used to settle the distribution of 431,546,918 shares in the share capital of U Consumer Finance, representing 20.488% of the share capital of U Consumer Finance, on the EGX, on a *pro rata* basis, to the shareholders of the Company as of the record date, such that, as of the record date, each shareholder holding 3.3273 Company share will be entitled to 1 U Consumer Finance share (with fractional shares allocated to minority shareholders), for the purposes of trading the shares of U Consumer Finance on the EGX.

Delegate the Managing Director and Chief Executive Officer of the Company to determine the record date, which will be announced at later date on the EGX screens, in coordination with the relevant authorities.

The shareholders of the Company, as of the record date, including the Employee Stock Option Program (the "**ESOP**"), pursuant to Paragraphs 7 & 8 of Article 2 of the ESOP Statues, will be entitled to shares in the share capital of U Consumer Finance, it being noted that the terms and conditions of the ESOP Statues will also apply to the shares received by the ESOP in the share capital of U Consumer Finance.

Delegate the Managing Director and Chief Executive Officer to take such actions and to sign such documents, as is necessary, to execute the resolutions related to the restructuring and related to the distribution of the U Consumer Finance shares to the shareholders of the Company, as are further detailed above.

Informing The Ordinary General Assembly of the Shareholders of the Company that the fair value of U Consumer Finance has been determined at EGP 15,586,000,000 based on the fair value report prepared by the Independent Financial Advisor (IFA), Keys Financial Consulting S.A.E. (BDO), dated 17 March 2025, which was prepared in accordance with the financial valuation standards for corporations, which are stipulated in Decree No. 1 of 2017, issued by the Board of Directors of the Financial Regulatory Authority, it being noted that such fair value report is indicative.