

**Orascom Investment Holding S.A.E.**

Established pursuant to the provisions of Law 95/1992

Head Office: Nile City Towers, South Tower,

2005 A corniche El Nile, Ramlet Beaulac, 11221, Cairo, Egypt

Commercial register number: 394061 Cairo

**Summary of Board of Directors Resolutions**

June 02, 2025

On Monday, June 02, 2025, upon the invitation of the Chairman, Eng. Naguib Onsi Sawiris, the following resolutions were taken by the below members of the Board, at the company's premises:

- Mr. Marwan Hussein Mohamed, OTMT Acquisition S.à r.l representative, Managing Director;
- Eng. Akil Beshir, Non-Executive Expert Board Member;
- Mr. Ashraf Abdel Tawab Salman, Non-Executive Expert Board Member;
- Mr. Mohamed Hamdan Ashmawy, Non-Executive Expert Board Member (independent);
- Mrs. Wafaa Shoukry Zaklama, Board Member;
- Mrs. Manal Abdel Hamid; Executive Board Member;
- Dr. Ahmed Mahmoud Darwish, Non-Executive Expert Board Member (independent); and
- Dr. Khaled Ezz El Din Ismail, Non-Executive Expert Board Member (independent);

Mr. Oussama Daniel Nassif was appointed Secretary of the Board.

**The Resolutions:**

1- The non-executive expert directors and independent directors approved, with the remaining Board Members abstaining from voting, approved IFA's fair market value report of the Target Companies' Shares/Quotas, which are as follows:

- Misr for Entertainment Investments S.A.E.
- The Egyptian Company for Food and Services (Abela Egypt) S.A.E.
- Pier 88 Cairo for Touristic restaurants S.A.E.
- Misr for Touristic Establishments S.A.E.
- Pier 88 Touristic Establishment LLC.
- Abela for Trains Services Egypt S.A.E.

Considering the Target Companies performance, which exceeded in average circa 52% of its expected results. And they also approved to delegate Eng. Akil Hamed Beshir, to negotiate the acquisition conditions, the final purchase price and the appropriate structure to conclude the transaction, and

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هاتف: ٧٣٠٠ ٢٤٦١ ٢٠٢ فاكس: ٧٣٥٥ ٢٤٦١ ٢٠٢

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رأس المال المرخص به: ٢,٨٨٥,١٢٩,٨٤١ جنيه مصري - رأس المال المصدر: ٥٧٧,٠٢٥,٩٦٨,٢٠٠ جنيه مصري (مسدد بالكامل)

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sign the primary contracts, after following the procedures stipulated in Art. 44 of EGX Listing and Delisting Rules.

- 2- The Board, with Mr. Marwan Mohamed Hussein and Mrs. Wafaa Zaklama abstaining from voting, resolved to approve the non-interest-bearing loan agreement provided to the Company by its subsidiary “CHEO Technology”, with a value amount of 29,939,381 Euros and that such loan amount shall be transferred to and kept in OIH bank account as per the applicable laws and regulations and to ratify the signature of the loan agreement by Mr. Marwan Hussien.
- 3- To accept the resignation of Mr. Mohamed Hamdan Mahmoud Ashmawy, Independent Board Member, as of June 03, 2025, and appointed Eng. Tarek Ahmed Abdelkader Elmollah as an Independent Board Member in his place, until ratified by the General Assembly.
- 4- To approve the restructuring of the Audit Committee to be as follows:
  - a. Dr. Ahmed Mahmoud Osman Darwish, Chairman;
  - b. Eng. Akil Hamed Beshir, member; and
  - c. Eng. Tarek Ahmed Abdelkader Elmollah, member.

Furthermore, the Board entrusted the Audit Committee to continue carrying out the responsibilities of the Governance and Risk Committees in accordance with the FRA decree No. 100 for year 2020.

- 5- To appoint Eng. Iskandar Shalaby Naguib Rizk Shalaby, as an Executive Board Member, subject to ratification by the General Assembly.
- 6- To delegate the Chairman to invite the shareholders to convene on Tuesday, 1<sup>st</sup> of July 2025, to discuss and vote on the following agenda items:
  - Acquiring 100% of the shares of Misr for Entertainment Investments S.A.E. (“MEI”), which are owned by a related party, in addition to its subsidiaries, and any shares/quotas held directly by the main shareholder in MEI in any subsidiary.
  - Issuance of the required authorization for the acquisition of the Target Companies’ Shares/Quotas.
  - Approving the appointment of an Executive Board Member.
  - Ratification of the changes made on the composition of the Board of Directors.



Head of Investors Relations

Ali Khaled Shohayeb

A. Shohayeb

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