

9 May 2026

Disclosure Sector

The Egyptian Exchange

Kindly find below Resolutions of the Extraordinary General Assembly of the Bank which held today, Saturday, May 9, 2026:

First Resolution:

Approval of the fair value report submitted by BDO Keys Financial Consulting S.A.E., the independent financial advisor registered with the Financial Regulatory Authority, which determined the fair value of the shares of Al Baraka Bank Egypt S.A.E. at EGP 26 per share, and the fair value of the shares of Al Tawfeek Leasing Company at EGP 4.988 per share, with a share swap ratio of 0.1919 shares in the capital increase of Al Baraka Bank Egypt S.A.E. in exchange for the acquisition of one share of Al Tawfeek Leasing Company, as well as the approval of the of the auditor's report on the aforementioned study.

Second Resolution:

Approval of the procedures undertaken in relation to the submission of a mandatory tender offer, in accordance with the provisions of Chapter XII of the Executive Regulations of Law No. 95 of 1992, for the shares of Al Tawfeek Leasing Company, with the aim of acquiring a complementary stake up to 90%, and not less than 51%, of the total shares of Al Tawfeek Leasing Company S.A.E. (the "Target Company"), by way of a share swap without a cash option, as well as notifying the General Assembly of the issuance of the approval of the Central Bank of Egypt for the Bank's acquisition of shares in Al Tawfeek Leasing Company.

Third Resolution:

Approval of the reasons and justifications regarding the acquisition of the shares of Al Tawfeek Leasing Company and the increase of the issued capital of Al Baraka Bank Egypt S.A.E. through a share swap, together with the auditor's report thereon.

Fourth Resolution:

Approval of the increase of the issued capital of Al Baraka Bank Egypt S.A.E. through the issuance of up to 63,225,652 shares with a nominal value of EGP 7 per share, to be fully allocated in favor of the shareholders of Al Tawfeek Leasing Company S.A.E., for the purpose of completing the acquisition of up to 329,471,871 shares of Al Tawfeek Leasing Company, representing up to 90% and not less than 51% of the total issued share capital of Al Tawfeek Leasing Company S.A.E. (the target company), by way of a mandatory tender offer in accordance with the provisions of Chapter XII of the Executive Regulations of Law No. 95 of 1992, through a share swap of the newly issued shares against the shares held by the shareholders of Al Tawfeek Leasing Company S.A.E. who elect to tender their shares in response to the mandatory tender offer in accordance with the swap ratio determined by the independent financial advisor, of 0.1919 newly issued increase share in the capital of Al Baraka Bank Egypt for each share in the capital of Al Tawfeek Leasing Company; provided that pre-emptive subscription rights of the existing shareholders shall not apply to the capital increase shares, and that the difference between the fair value and the nominal value of the share shall be transferred to reserves account.



Fifth Resolution

Approval of the authorization of the Board of Directors and/or the Chief Executive Officer and/or whomever the Board delegates to undertake all procedures related to the implementation of the acquisition of the shares of Al Tawfeek Leasing Company S.A.E. through a mandatory tender offer by way of a share swap without a cash option, and to sign all necessary documents, forms, undertakings, and declarations in this regard, as well as to complete the procedures for increasing the issued capital of the Bank in light of the shares tendered in response to the tender offer following the receipt of all required approvals from the relevant regulatory and administrative authorities, and to represent Al Baraka Bank Egypt S.A.E. before the Central Bank of Egypt, the Financial Regulatory Authority, the General Authority for Investment and Free Zones, the Egyptian Exchange, Misr for Central Clearing, Depository and Registry, custodians, brokerage firms, and all other administrative authorities to implement the acquisition and issue the shares of the Bank's capital increase resulting from the share swap, as well as to obtain the approval of the Financial Regulatory Authority for exemption from cash payment and any other approvals related to the implementation of the share swap and the acquisition of the shares of Al Tawfeek Leasing Company S.A.E., as a company operating in the field of non-banking financial sector, and to approve and publish any disclosure reports in accordance with the listing rules of the Egyptian Exchange and any disclosures required by the Financial Regulatory Authority, and to implement any requirements or amendments requested by the administrative authorities to execute the acquisition process through a mandatory tender offer by way of a share swap without a cash option.

Sixth resolution:

Approval of the authorization of the Board of Directors to undertake all procedures necessary to increase the issued capital of the Bank, in light of the number of shares tendered in response to the mandatory tender offer submitted by the Bank to acquire shares in the capital of Al Tawfeek Financial Leasing Company (S.A.E.), and to amend Articles (6) and (7) of the Company's Articles of Association in accordance with the number of shares issued pursuant to the capital increase corresponding to the execution of the acquisition of shares of Al Tawfeek Financial Leasing Company (S.A.E.), in accordance with the share swap ratio determined by the Independent Financial Advisor, the Board of Directors, or whomever it delegates, shall further be authorized to take all necessary actions in connection with the issuance of the new shares, their registration with Misr for Central Clearing, Depository and Registry (MCDR), their listing on the Egyptian Exchange, and to complete all procedures related to the capital increase before all administrative and governmental authorities, including obtaining all required approvals from the relevant authorities.

Investors relation
Hatem Abd El Ghany

