

**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 6 billion (Only EGP Six billion) and issued and paid-in capital of EGP 3,843,091,115 (Only three billion eight hundred forty three million ninety one thousand one hundred fifteen Egyptian Pounds), registered under no. 12665 at 6<sup>th</sup> October Commercial Registry of Giza, kindly invites its shareholders to attend the Company's Annual General Meeting at 2:30 PM on 21<sup>st</sup> April 2019 at "Joy Club" Ballroom of the Steigenberger Cairo Pyramids Hotel (previously Mövenpick), Giza, in order to consider the following items on the agenda:

1. Approve the Board of Directors report on the Company's activities for the fiscal year ended 31/12/2018;
2. Approve the auditor's report on the financial statements for the fiscal year ended 31/12/2018;
3. Ratify the financial statements for the fiscal year ended 31/12/2018;
4. Approve the corporate governance report for the fiscal year ended 31/12/2018;
5. Approve the proposed dividend distribution for the fiscal year ended 31/12/2018;
6. Discharge the Chairperson and Members of the Board from all liabilities with regard to the activities during the fiscal year 2018, and ratify the changes in the Board which occurred during the fiscal year 2018
7. Approve the Board of Directors' attendance and travel allowances for the fiscal year 2019;
8. Approve the re-appointment of the Company's auditors for the fiscal year 2019 and delegate the Board of Directors for determining their fees;
9. Ratify all donations during 2018 and authorize the Board of Directors to approve donations during the fiscal year 2019.

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 on 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 the 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 thereat.

**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