

**TRANSLATION FROM ARABIC**  
**Invitation to**  
**The Second 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 Second Extraordinary General Meeting at 9:00 AM on Sunday 31<sup>st</sup> of May 2015 at "Joy Club" Ballroom of the Mövenpick Pyramids Hotel Giza. Note: This invitation is for a second meeting due to a lack of legal quorum in the first meeting convened on Sunday 17<sup>th</sup> of May 2015.

The EGM will 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 if attended by shareholders representing a minimum of 25% of the Company's capital.

**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:**

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