

**(Translated from Arabic)**  
**Board of directors' annual report Form Attached to**  
**The financial statements 31/12/2025**  
**(As per article 40 of Listing rules)**

The BOD annual report – presented to the general assembly – should be prepared in accordance with the data mentioned in Annex 1 attached to Executive Regulation of Law 159 of year 1981 in addition to this form:

<b>Company Name</b>	<b>Industrial Engineering Co. for Construction &amp; Development (ICON)</b>
---------------------	---

**General Information:**

<b>Company Purpose:</b> Manufacture and trade of machinery, equipment, vehicles, and architectural materials, and carrying out commercial work, agencies, and import and export work necessary to carry out its purpose of manufacturing the following: - Colored, galvanized and black iron sections, colored and galvanized corrugated sheet metal. Sandwich panels, aluminum doors and windows, caravans and prefabricated buildings, iron pipes of different lengths and diameters, galvanized and black. The company may invest, contribute and participate directly and indirectly in companies operating in all the industrial activities and engineering construction. Participation and participation in companies that work in the previous fields or that engage in businesses similar to their businesses or that may help them achieve their purpose in Egypt or abroad. They may also merge with, purchase, or annex companies to them in accordance with the provisions of the law, and all of the above except for activities stipulated in Article (27) of the Capital Market Law No. 95 of 1992 and Articles (120) and (122) of the executive regulations of the same law.			
<b>Duration of the company</b>	25 years starting from 2002	<b>Listing date</b>	2/3/1982
<b>The law under which the company is incorporated</b>	No: 159 Year: 1981	<b>Stock nominal value</b>	EGP 4.00
<b>Authorized capital</b>	EGP 1.5 billion	<b>Issued Capital</b>	EGP 582 million
<b>Paid-in Capital</b>	EGP 582 million	<b>Commercial registry number &amp; registration date</b>	182224 8/5/1977

**Investor relations:**

<b>Investor relations officer</b>	Tarek Mohamed Gonna		
<b>Head Office address</b>	ICON industrial zone – Wadi Houf, Helwan, Cairo		
<b>Telephone no.</b>	23671327	<b>Fax No.</b>	23671334
<b>Website</b>	<a href="http://www.iconeypt.com">www.iconeypt.com</a>		
<b>E-mail</b>	<a href="mailto:tarek.gonna@iconeypt.com">tarek.gonna@iconeypt.com</a>		

**Financial Auditor**

<b>Name</b>	Mr. Ahmed Shehab – PWC
<b>Date of appointment</b>	31/12/2024
<b>Listing in FRA Register</b>	
<b>Listing No.</b>	417



J.G

Industrial Engineering Co. for Construction & Development

Head Office  
Wady Hoof - Helwan - Cairo- Egypt .  
Tel. : 10 ) 23691531 02 2+ lines )  
Fax : 23692466 02 2+ - 23693955 02 2+

Alex. Office  
67, Sultan Hussein St. , El Shallalat  
Tel. : 4874496 03 2+  
Fax : 4848947 03 2+

Email : [info@iconeypt.com](mailto:info@iconeypt.com)  
Website : [www.iconeypt.com](http://www.iconeypt.com)

**Shareholder's Structure and BOD's ownership on the date of financial:**

**(a) Shareholders of 5% or more of company's' shares:**

Name	No. owned shares	Percentage of ownership
AIF HOLDING LIMITED	90529758	62.219%
Ahmed Mohamed Nabil Abdel Samad Sakr	8096588	5.565%
<b>Total</b>	<b>98626346</b>	<b>67.784%</b>

**(b) BOD's ownership in the company:**

Board member name	No. owned shares	Percentage of ownership
Arafat Mohamed Maged Abdel Samad Sakr	--	--
Hesham Mohamed Medhat Youssef El Far	--	--
Mona Mohamed Maged Abdel Samad Sakr	--	--
Ahmed Mohamed Nabil Abdel Samad Sakr	8096588	5.565%
Ahmed El Sayed Ahmed Enaba	--	--
Ahmed Lotfy Ali Mohamed Soliman	--	--
Omar Ahmed Refaat Ahmed	--	--
Maha Salem Eid Maalouf	--	--
Hatem Abdel Moneim Mohamed Montaser	--	--
<b>Total</b>	<b>8096588</b>	<b>5.565%</b>

**(c) Treasury stocks as of date of purchase:**

Date	Outstanding balance as of the last disclosure statement	Percentage%
N/A	N/A	N/A

**Board of Directors**

**A) Current structure**

Name	Title	Entity represented	Description (Executive/ Non-executive – Independent)
Arafat Mohamed Maged Abdel Samad Sakr	Chairman	Himself	Executive
Ahmed Al Sayed Ahmed Enaba	CEO	Himself	Executive
Hesham Mohamed Medhat Youssef El Far	Board member	Himself	Non-executive
Mona Mohamed Maged Abdel Samad Sakr	Board member	Himself	Non-executive
Ahmed Mohamed Nabil Abdel Samad Sakr	Board member	Himself	Non-executive
Ahmed Lotfy Ali Mohamed Soliman	Board member	Himself	Independent
Omar Ahmed Refaat Ahmed	Board member	Himself	Independent
Maha Salem Eid Maalouf	Board member	Himself	Independent
Hatem Abdel Moneim Mohamed Montaser	Board member	Himself	Independent

J.6

Industrial Engineering Co. for Construction & Development

**Head Office**

Wady Hoof - Helwan - Cairo- Egypt .

Tel. : 10 ) 23691531 02 2+ lines )

Fax : 23692466 02 2+ - 23693955 02 2+

**Alex. Office**

67, Sultan Hussein St. , El Shallalat

Tel. : 4874496 03 2+

Fax : 4848947 03 2+

Email : info@iconeypt.com

Website : www.iconeypt.com



**Board of Directors Meeting: (no. of meetings during the year):**  
10 meetings during the year.

**Audit committee:**

**A) Current structure**

Member Name	Entity Represented
Hatem Abdel Moneim Mohamed Montaser	Chairman
Omar Ahmed Refaat Ahmed	Member
Hesham Mohamed Medhat Youssef El Far	Member

**B) Audit committee's responsibilities, and the assigned tasks:**

- The committee examines the financial statements and the company's auditors' report for each financial period.
- The committee reviews and examines the company's internal control procedures.
- The committee reviews the applicable rules and regulations.
- The committee reviews all the clarifications and analyzes that the committee deemed necessary to ensure the accuracy of the business results and financial position.
- The committee adopted these results and believed that they guarantee the integrity of the presentation and the credibility of what was stated therein.

**C) Audit committee achievements during the year:**

No. of meetings during the year	5 times
If the committee reports had been presented to the BOD?	Yes
If the committee reports mention any substantive observations that should be addressed?	No
If the BOD take actions to remedy the substantive observation?	No

**Company Employees:**

Average no of permanent employees during the year	4
Average income of employees during year	792000
Average no of temporary employees during the year	0
Average income of employees during year	0

**Employee Stock Ownership Plan (ESOP) (For employees and managers-if any):**

Total no. of shares available according to ESOP	N/A
Total no. of shares granted during the year	N/A
No. of beneficiaries from ESOP	N/A
Total no. of shares granted since the implementation of ESOP	N/A
Owner of 5% or more of shares according to ESOP shares, or 1% of company's shares	N/A

**Violations and Actions Taken related to Capital market law and Listing rules:**

List of all actions taken either by FRA or the stock exchange against the company, its board of directors, or any of its managers during the year due to violations and breaches related to capital market law and its executive regulations, or listing rules. In addition, their reasons, procedures of addressing and avoiding repeating them in the future "if any".

J.6

Industrial Engineering Co. for Construction & Development

Head Office

Wady Hoof - Helwan - Cairo- Egypt.

Tel. : 10 ) 23691531 02 2+ lines )

Fax : 23692466 02 2+ - 23693955 02 2+

Alex. Office

67, Sultan Hussein St. , El Shallalat

Tel. : 4874496 03 2+

Fax : 4848947 03 2+

Email : info@iconegypt.com

Website : www.iconegypt.com



- Financial liability from FRA with the amount of EGP 18,000 regarding the company's delay in submitting the financial statements for the period ending on 30/09/2024.
- Financial obligation from the EGX with the amount of EGP 15,000 regarding violation of Article 46 of the listing rules regarding the company's delay in submitting the financial statements for the period ending on 30/09/2025.

**Transactions with relevant parties:**

Mention all commutative contracts entered into by the company with one of its founders or major shareholders and associated groups during the previous year, the value of each contract, its terms and details, and the date of prior approval of each contract by the General Assembly.

**Related parties transaction**

	Nature of relationship	Nature of transactions	Value of transactions	
			2025	2024
Acrow Misr for Metal Scaffolding and Formwork (S.A.E)	Subsidiary	Wire Transfer	7,002,784	(48,861,434)
		Lease of lands revenue	7,140,784	7,628,260
		Revaluation	(1,500)	49,592,968
Acrow Building Products (S.A.E)	Subsidiary	Wire Transfer	-	(350,000)
Tanmiya for real estate investments (S.A.E)	Affiliate	Wire Transfer	(358,402)	(1,453,321)
		Lease of lands revenue	-	87,510
Sun Infinite East Energy	Affiliate	Leases	24,090	24,090
ICON Prefabricated Buildings and Caravans	Subsidiary	Wire Transfer	(337,866)	494,976
		Wire Transfer	(31,955,284)	6,757,180
		Purchases	(3,508,632)	(52,029,790)
		Leases	2,243,032	1,930,940
		Sales	-	10,013,856
		Revaluation	803	(9,728)
ICON Panels	Subsidiary	Sales	-	13,917,223
		Purchases	(385,739)	(116,187)
		Wire Transfer	(196,520,371)	(26,671,520)
		Leases	4,126,803	3,577,480
		Revaluation	-	(12,690)
Prefabricated Buildings Development Industrial Co.- KSA	Subsidiary	Wire Transfer	25,271,450	43,941,770



J.G

Industrial Engineering Co. for Construction & Development

Head Office

Wady Hoof - Helwan - Cairo- Egypt .

Tel. : 10 ) 23691531 02 2+ lines )

Fax : 23692466 02 2+ - 23693955 02 2+

Alex. Office

67, Sultan Hussein St. , El Shallalat

Tel. : 4874496 03 2+

Fax : 4848947 03 2+

Email : info@iconegypt.com

Website : www.iconegypt.com

Capital Increase	(268,106,667)	-
Revaluation	9,689,124	30,350,272

**Related parties' contracts approved by the General Assembly on April 07, 2025 as follows:**

1. A lease contract for a part of plot 39 in the industrial zone in Wadi Hof Helwan - Cairo, with an area of 900 square meters, from 01/01/2025, for a period of nine years, with a monthly value of EGP 11.66 per square meters (not including VAT), cumulatively increasing by 8% at the beginning of each a contractual year between "ICON" as a lessor and ICON Panels as a lessee.

**The company's contributions in the field of community development and environmental preservation:**

- The group's companies continue to train students of technical institutes and university students (faculties of commerce and engineering) during the annual summer vacation periods.
- The company has donated to a number of charities that work in the fields of community development, education, orphan child sponsorship, and the company donated to a number of hospitals that work in the field of oncology treatment.
- The group's companies are committed to implementing the environmental requirements contained in the Environmental Protection Law, and there weren't any environmental violations during the year 2025.
- **The overall status of the company and the outcome of the business and its future plans.**
  - The overall status of the company is stable.
  - **First: Standalone financial statements:**

	31/12/2025	31/12/2024	change %
Revenue	66,416,486	306,907,506	(78.36)%
Gross profit	62,839,300	256,405,139	(75.49)%
Gross profit margin	94.61%	83.54%	13.25%
Net Income before tax	55,255,854	237,517,256	(76.74)%
Net profit	51,016,020	220,138,499	(76.83)%
EPS	0.35	1.26	(72.22)%
Shareholders' Equity	731,504,569	899,032,429	(18.63)%

○ **Second: Consolidated financial statements:**

	31/12/2025	31/12/2024	change %
Revenue	7,346,786,484	6,172,220,696	19.03%
Gross profit	2,651,618,358	2,324,982,694	14.05%
Gross profit margin	36.59%	37.67%	(2.87)%
Net Income before tax	1,418,993,329	1,837,142,532	(22.76)%
Net profit after deducting minority interests	822,527,230	1,022,748,688	(19.58)%
EPS	5.01	6.25	(19.84)%
Total equity attributable to owners	2,904,207,570	2,427,335,160	19.65%

**Commenting on the consolidated financial results of the Company**, the Metal Formwork and Scaffolding segment achieved revenue of EGP 5.85 billion, representing an increase of 43.21% compared to the corresponding period, driven by the growth of Acrow Misr's operations in the Gulf region, particularly in the United Arab Emirates.

Industrial Engineering Co. for Construction & Development

Head Office

Wady Hoof - Helwan - Cairo- Egypt .

Tel. : 10 ) 23691531 02 2+ lines )

Fax : 23692466 02 2+ - 23693955 02 2+

Alex. Office

67, Sultan Hussein St. , El Shallalat

Tel. : 4874496 03 2+

Fax : 4848947 03 2+

Email : info@iconegypt.com

Website : www.iconegypt.com



The Panel Manufacturing segment, meanwhile, recorded revenue of EGP 1.027 billion, reflecting a decline of 8.49% compared to the corresponding period, attributable to competitive pricing pressures in the domestic market, despite achieving record production volumes.

The Prefabricated Buildings segment reported revenue of EGP 465.75 million, representing a decrease of 51.73% compared to the corresponding period, owing to a reduction in work scope across projects in the NEOM development zone in the Kingdom of Saudi Arabia.

Furthermore, the Company achieved a net profit after minority interest deductions of EGP 822.52 million, reflecting a decline of 19.58% despite the increase in revenues relative to the corresponding period. This decrease is primarily attributable to the presence of non-recurring foreign exchange gains that had been recognized during the prior comparative period.

o **Future plans:**

- Continuing to modernize the company's products through research and development.
- Continuing the plans towards geographical expansion and strengthening the position of the company and its subsidiaries regionally and globally.

o **Proposed profits to be distributed on the shareholders.**

The Company's dividend distribution policy is principally guided by its overall financial position, liquidity requirements, expansion plans, minimum capital adequacy requirements, and future outlook.

Accordingly, the Board of Directors proposes to carry forward the profits of the current period to the following period, after the deduction of the legal reserve.

o **Proposals for transfer of profits to provisions.**

Only the legal reserve (5% of the net profit).

o **The main activities of the company and its affiliates and any changes in ownership of affiliates during the year.**

Company	Activity	2025	2024
ICON Panels	Manufacturing sandwich panels, corrugated sheets, and accessories.	99.99%	99.99%
ICON Prefabricated Buildings and Caravans	Manufacturing prefabricated buildings, and caravans.	99.99%	99.99%
Prefabricated Buildings Development Industrial Co.- KSA	Manufacturing prefabricated buildings, and caravans.	100%	100%
Dalmine Egypt Logistic Solutions	Manufacturing racks systems, storage units, metal structures, shelves, warehouses, providing logistical services.	99.92%	99.92%
ACROW Misr for Scaffolding & Formwork	manufacturing premium formwork and scaffolding products and systems, customizing smart engineering solutions	78.766%	78.768%

J.G



Industrial Engineering Co. for Construction & Development

Head Office

Wady Hoof - Helwan - Cairo- Egypt .

Tel. : 10 ) 23691531 02 2+ lines )

Fax : 23692466 02 2+ - 23693955 02 2+

Alex. Office

67, Sultan Hussein St. , El Shallalat

Tel. : 4874496 03 2+

Fax : 4848947 03 2+

Email : info@iconegypt.com

Website : www.iconegypt.com

- **Present value of assets – if the book value is significantly different from the current market value**  
The evaluation was carried out in accordance with international evaluation standards and in accordance with recognized evaluation methods and the first edition of the Egyptian standards for real estate evaluation, using the method of similar land sales, and the cost method in evaluating buildings and constructions. The fair value of lands and buildings classified under the real estate investments item was within the range of market value, which exceeds the book value for those assets.
- **Statement of Voluntary contributions:**  
The total value of donations disbursed during the year 2025 amounted to EGP 600,000, out of a total approved amount of EGP 750,000 that was ratified at the Ordinary General Assembly meeting held on 07 April 2025.  
The donations encompassed a number of charitable organizations operating across the following fields: community development, education, and the sponsorship of orphaned children. In addition, a contribution was made toward financing the construction of the Emergency Building and the Intensive Care Unit at Al-Tibbin Central General Hospital.
- **Statement of shares and bonds issued during the year:**  
N/A

The Company has complied with the provisions of Article 66 of Law No. 159 of 1981 and Article 220 of its Executive Regulations. The Company has also prepared the Board of Directors' report on the extent of application of the corporate governance principles set forth in the Corporate Governance Guide issued pursuant to Resolution No. 84 of 2016 of the Financial Regulatory Authority.

Furthermore, the Company has adhered to the provisions of Financial Regulatory Authority Board Resolution No. 108 of 2021, concerning disclosures related to the Task Force on Climate-related Financial Disclosures (TCFD) practices, as well as disclosures pertaining to Environmental, Social, and Governance (ESG) sustainability practices

Company legal representative

Name: Arafat Sakr

Signature: 

