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Minutes of the Ordinary General Assembly Meeting
of Ferchem Masr for Fertilizers and Chemicals Co. (S.A.E.)
Held on 30/04/2026

Based on the invitation issued by Eng. Ali Maher Mohamed Ali Salem Ghoneim, Chairman of the Board of Directors, to the Company's shareholders, the Auditor, and the relevant administrative authorities, the Ordinary General Assembly of Ferchem Masr for Fertilizers and Chemicals (S.A.E.), subject to the provisions of Law No. 8 of 1997, with an issued capital of EGP 800,000,000, and registered at the Cairo Investment Commercial Registry under No. (5318), was convened at the Company's head office located at the fourth floor, 17 Qasr El Nile Street, Abdeen, Cairo Governorate, at 3:00 p.m. on Thursday, 30/04/2026.

In light of the decision of the Board of Directors of the Financial Regulatory Authority No. 150 of 2022 issued on 27/10/2022, the meeting was held and attended through physical presence in addition to modern means of communication using E-MAGLES technology, whereby shareholders voted electronically and remotely on the agenda items, as well as attended the meeting via electronic communication, which is deemed as actual attendance.

The meeting was chaired by Eng. Ali Maher Mohamed Ali Salem Ghoneim, Chairman of the Board of Directors.

The following members of the Company's Board of Directors attended the meeting:

Name	Position
1. Eng. Ali Maher Mohamed Ali Salem Ghoneim	Chairman of the Board (representing Polyserve for Fertilizers) – Non-Executive
2. Eng. Samir Ahmed Abdelnaby Hassan	Vice Chairman & CEO (representing Polyserve for Fertilizers & Chemicals)
3. Eng. Mohamed Abdelhamid El-Sayed Nasser	Board Member (representing Polyserve for Fertilizers)
4. Eng. Ahmed Abdelhamid El-Sayed Nasser	Board Member (representing Polyserve for Fertilizers)
5. Eng. Tarek Mohamed Montaser Fouad Ali Sabry	Managing Director (representing Polyserve for Fertilizers)
6. Ms. Nourhan Abdelsalam Abdelsalam Mostafa El-Gebaly	Board Member (representing Polyserve for Fertilizers)
7. Ms. Nahla Abdelsalam Abdelsalam Mostafa El-Gebaly	Board Member (representing Polyserve for Fertilizers)
8. Dr. Mohamed Abdelrahman Ahmed Zaid	Board Member (representing Polyserve for Fertilizers)
9. Eng. Mohamed Kamal El-Din Mohamed Nasser	Board Member (Independent)
10. Mr. Saleh Abou El-Yazid Saleh Nasif	Board Member (Independent)

lso attending the meeting was Mr. Tarek Salah – Auditor, *Baker Tilly – Mohamed Helal & Waheed Abdel Ghafar Office.*

The meeting was not attended by a representative of the Financial Regulatory Authority (FRA).

Mr. / Ibrahim Genaidy, representative of the General Authority for Investment and Free Zones, attended the meeting.

Secretary of the Meeting	Vote Counters	Auditor	Chairman of the Meeting

MOHAMED HILAL & WAHID ABDEL GHAFFAR
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محمد هلال & وحيد عبد الغفار

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At the beginning of the meeting, the Chairman proposed appointing the following persons:

- **Mr. Elsayed Hassan Mohamed Hassan– Secretary of the Meeting.**
- **Mr. Ahmed Mostafa Abdallah – Vote Scrutineer**
- **Mr. Ali Hassan Mohamed – Vote Scrutineer.**

The ordinary General Assembly unanimously approved these appointments.

The Chairman of the meeting requested the Auditor and the vote scrutineers to review the attendance percentage of the shareholders. It was found that shareholders holding 351,752,021 shares attended the meeting, representing 87.938% of the Company's total share capital of 400,000,000 shares (351,751,462 shares attended in person and 559 shares attended by proxy).

The Chairman then announced that the legal quorum required for the validity of the meeting was met, and the General Assembly proceeded to discuss the agenda and unanimously adopted the following resolutions:

The Chairman declared that the legal quorum for the validity of the meeting was satisfied, after which the Assembly commenced discussions on the agenda and unanimously adopted the following resolutions:

<u>First Item:</u>

Approval of the Board of Directors' report on the company's activities for the financial year ended 31 December 2025, including a report on environmental, social, and governance (ESG) practices related to sustainability, as well as the financial impacts of climate change (TCFD), in implementation of the Authority's Resolutions No. (107) and (108) of 2021.

<u>Resolution:</u>

Approved unanimously the Board of Directors' report on the company's activities for the financial year ended 31 December 2025, including a report on environmental, social, and governance (ESG) practices related to sustainability, as well as the financial impacts of climate change (TCFD), in implementation of the Authority's Resolutions No. (107) and (108) of 2021.

<u>Second Item:</u>

Approval of the Auditor's report for the financial year ended 31 December 2025.

<u>Resolution:</u>

Approved unanimously the Auditor's report for the financial year ended 31 December 2025.

Third Item:

Approval of the company's financial statements for the financial year ended 31 December 2025, and presentation of the proposed profit distribution for the year 2025.

<u>Resolution:</u>

Approved unanimously the company's financial statements for the financial year ended 31 December 2025, and approved the proposed profit distribution for the year 2025 as follows:

Secretary of the Meeting	Vote Counters	Auditor	Chairman of the Meeting

MOHAMED HILAL & WAHID ABDEL GHAFFAR
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Statement	Amount
Retained earnings carried forward from 2024	175,790,346
Add: Net profit for the year ended 31/12/2025	2,184,285,878
Total retained earnings and current year profit	2,360,076,224
Less: 5% Legal Reserve	109,214,294
Less: 5% Statutory Reserve	109,214,294
Employees' share	55,268,412
Board of Directors' remuneration (2%)	38,517,146
Cash dividends to shareholders (EGP 1.25 per share) or its equivalent in USD at the exchange rate on the date of the General Assembly	500,000,000
Remaining balance (Retained Earnings)	1,547,862,078

Fourth Item:
Discharge of the members of the Board of Directors from liability for all acts related to the management of the company for the financial year ended 31 December 2025.

Resolution:
Approved unanimously the discharge of the members of the Board of Directors from liability for all acts related to the management of the company for the financial year ended 31 December 2025.

Fifth Item:
Determination of the remuneration and allowances of the members of the Board of Directors for the financial year ending 31 December 2026.

Resolution:
Approved unanimously the determination of the remuneration and allowances of the members of the Board of Directors for the financial year ending 31 December 2026, at an amount of EGP 5,000 only (Five Thousand Egyptian Pounds) per session. Half of this amount shall be paid to any person invited from outside the Board to attend the sessions. In addition, an amount of EGP 3,000 only (Three Thousand Egyptian Pounds) shall be paid for each Audit Committee session to each committee member, and half of this amount shall be paid to any person invited from outside the committee.

Secretary of the Meeting	Vote Counters	Auditor	Chairman of the Meeting
		MOHAMED HILAL & WAHID ABDEL GHAFFAR bakertilly 15 محمد هلال & وحيد عبد الغفار	FERCHEM MASR FERTILIZERS AND CHEMICALS C. R : 5318 CAIRO INVESTMENT

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<u>Sixth Item:</u>
Appointment of the Auditor for the financial year ending 31 December 2026 and determination of his fees.
<u>Resolution:</u>
Approved unanimously the appointment of Mr. Tarek Salah Sayed – Messrs. Baker Tilly Office (Mohamed Helal & Wahid Abdel Ghaffar) – as the company's Auditor, with fees amounting to EGP 1,437,500 only (One Million Four Hundred Thirty-Seven Thousand Five Hundred Egyptian Pounds), excluding Value Added Tax (VAT), for auditing the financial statements for the financial year ending 31 December 2026, including the fees for the limited review of the periodic financial positions for the financial year ending on that date.
Address: 61, Tenth Sector Street, Building No. 11, Zahraa El Maadi, Maadi, Cairo.
In addition, an amount of EGP 23,000 only (Twenty-Three Thousand Egyptian Pounds), excluding VAT, shall be paid for issuing the Corporate Governance Report.
Also, an amount of EGP 23,000 only (Twenty-Three Thousand Egyptian Pounds), excluding VAT, shall be paid for issuing the translated financial statements.
<u>Seventh Item:</u>
Authorizing the Board of Directors to approve donations exceeding EGP 1,000 and to set their limits during the year ending 31 December 2026, as well as approving the donations disbursed during 2025.

<u>Resolution:</u>
Approved unanimously the authorization of the Board of Directors to approve donations exceeding EGP 1,000 and to set their limits with a maximum amount of EGP 20 million during the year ending 31 December 2026, and approved the donations disbursed during 2025 in the amount of EGP 14,999,504 only (Fourteen Million Nine Hundred Ninety-Nine Thousand Five Hundred and Four Egyptian Pounds only).

<u>Eighth Item:</u>
Approval of the Corporate Governance Report for listed companies on the Stock Exchange for the year 2025.

<u>Resolution:</u>
Approved unanimously the Corporate Governance Report for listed companies on the Stock Exchange for the year 2025.

<u>Ninth Item:</u>
Approval of the Auditor's report regarding compliance with the Corporate Governance Rules for the year 2025.

<u>Resolution:</u>
Approved unanimously the Auditor's report regarding compliance with the Corporate Governance Rules for the year 2025.

Secretary of the Meeting	Vote Counters	Auditor	Chairman of the Meeting
		MOHAMED HILAL & WAHID ABDEL GHAFFAR bakertilly 15 محمد هلال & وحيد عبد الغفار	FERCHEM MASR FERTILIZERS AND CHEMICALS C. R : 5318 CAIRO INVESTMENT

Tenth Item:

Approval of the related party transactions/contracts for the year 2026.

Resolution:

Approved unanimously the related party transactions/contracts for the year 2026, detailed as follows:

1- International Fertilizers Company for the year 2026

Type of transaction	Value (EGP million)
a- Dealing in all products of Ferchem Masr Fertilizers & Chemicals	2000

Type of arrangement	Details
b- Marketing commission for local products	Up to 2% of the value of the items marketed by the company

2- International Agricultural Crops Company – Year 2026

Type of transaction	Value (EGP million)
a- Dealing in all products of Ferchem Masr Fertilizers & Chemicals	2000

3- Al Safa International Company – Year 2026

Type of transaction	Value (EGP million)
Dealing in all products of Ferchem Masr Fertilizers & Chemicals	2000

4- Global Fertilizers Company – Year 2026

Type of transaction	Value (EGP million)
Dealing in all products of Ferchem Masr Fertilizers & Chemicals	126

5- Sanabel Shipping & Transport Company – Year 2026

Type of transaction	Value (EGP million)
Transport, shipping & storage services	170

6- Polyserv Export & Import Company – Year 2026

Service Type	Export	Import
Export services	—	USD 3
Import services	USD 2	—

Secretary of the Meeting | Vote Counters | Auditor | Chairman of the Meeting

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7- Avofco Company – Year 2026

Type of transaction	Value (EGP million)
Warehouse rental	10
Sale of production supplies	5

8- C-Service Company – Year 2026

Type of transaction	Value (EGP million)
Unloading and transport of sulfur	50

9- Alltech Egypt Company – Year 2026

Type of transaction	Value (EGP million)
Supply of consumables and maintenance services	5

10- Agreen Serve Company – Year 2026

Type of transaction	Value (EGP million)
Dealing in all products of Ferchem Masr Fertilizers & Chemicals	151

11- Ibteda for Chemical Industries – Year 2026

Type of transaction	Value (EGP million)
Dealing in all products of Ferchem Masr Fertilizers & Chemicals	800

Eleventh Item:

Approval of the transactions carried out with related parties during the year 2025.

Resolution:

Approved unanimously the transactions carried out with related parties during the year 2025, detailed as follows:

No.	Company Name	Nature of Relationship	Sales (31/12/2025)	Purchases / Services (31/12/2025)
1	International Company for Fertilizers and Chemicals	Related Party	1,988,162,310	75,132,800
2	Al Safa Company for Fertilizers and Chemicals	Related Party	12,955,278	377,697
3	Semad Misr Company	Related Party	14,979,168	--
4	International Company for Agricultural Crops	Related Party	1,112,471,287	5,461,868
5	Global Fertilizers Company	Related Party	84,712,807	--
6	Olytech Egypt Company	Related Party	--	2,003,212
7	Sanabel Shipping, Transport and Trade Company	Related Party	--	141,074,359
8	Poly Serve Import, Export and Trade Company	Related Party	--	1,209,517
9	Al Safa International Company	Related Party	622,967,387	955,500
10	Sea Services for Shipping and Unloading Company	Related Party	--	34,355,884
11	Agrin Serve Company	Related Party	374,853	--

Secretary of the Meeting   Vote Counters   Auditor   Chairman of the Meeting

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The following were authorized: Mr. Mohamed Abdel Fattah Mohamed, Ms. Engy Hussein El-Ashiry, Mr. Khaled Abdel Wahab Hashem, Mr. Mohamed Galal Kamel, Mr. Mohamed Abdel Meguid Ahmed, Ms. Heba Abdel Kawi Mohamed, Mr. Mohamed Hany Said, Mr. Youssef Tamer Tawfik, Mr. Ahmed Ayman Abdel Halim, Mr. Omar Abou Bakr Mohamed, and Mr. Marwan Wael Aziz, lawyers at Matouk Bassiouny & Hennawy – Attorneys at Law & Legal Consultants, each individually, to take all necessary actions to ratify the minutes of the Company's Ordinary General Assembly before the General Authority for Investment and Free Zones (GAFI). They are vested with full authority in this regard, including receiving and delivering documents, signing the amendment contract before the Notary Public, representing the Company before the relevant authorities for authentication, and completing all procedures required to finalize the ratification of the minutes and registration of its resolutions in the Commercial Register.
At 3:30 p.m., the meeting was concluded after the Chairman of the Meeting extended his thanks to all attendees.

Secretary of the Meeting	Vote Counters	Auditor	Chairman of the Meeting
	مصطفى نادر محمد	MOHAMED HILAL & WAHID ABDEL GHAFFAR bakertilly 15 محمد هلال & وحيد عبد الغفار	FERCHEM MASR FERTILIZERS AND CHEMICALS C. R : 5318 CAIRO INVESTMENT

Declaration

I, Ali Maher Mohamed Ali Salem Ghoneim, in my capacity as Chairman of the Board of Directors of the Company and Chairman of the Meeting, hereby declare my full legal responsibility for the accuracy of the data, facts, procedures of convening, and signatures contained in these minutes, vis-à-vis third parties, shareholders, and the General Authority for Investment and Free Zones (GAFI).
I further declare that all documents and supporting records referred to during the meeting are retained at the Company's headquarters, in compliance with the provisions of the law, the Company's Articles of Association and its amendments, and undertake to provide them whenever requested.
Chairman of the Meeting

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Eng. Ali Maher Mohamed Ali Salem Ghoneim

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Declaration

I, Ali Maher Mohamed Ali Salem Ghoneim, Non-Executive Chairman of the Board of FERCHEM Masr for Fertilizers & Chemicals S.A.E., registered in the Commercial Registry under No. 5318, Cairo Investment Commercial Registry Office, hereby declare that:

- **The Company does not conduct any activities in the Sinai Peninsula region and does not have any sites, branches, offices, agencies, or representatives therein.**
- **The Articles of Association submitted with the document file relating to the minutes of the Extraordinary General Assembly held on 30/04/2026 represent the latest version applicable to the Company.**

This declaration is made by me, and I assume full legal responsibility for the accuracy of the information contained herein, vis-à-vis all parties, without any liability whatsoever on the General Authority for Investment and Free Zones (GAFI).

Declarant:

Non-Executive Chairman of the Board

Name: Ali Maher Mohamed Ali Salem Ghoneim

Signature:

Date: **30/04/2026**

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