

تقرير تأكد مستقل

على تقرير مجلس إدارة شركة النعيم القابضة للاستثمارات "شركة مساهمة مصرية بنظام المناطق الحرة "

عن مدى الالتزام بتطبيق قواعد حوكمة الشركات

إلى السادة / مجلس إدارة شركة النعيم القابضة للاستثمارات

"شركة مساهمة مصرية بنظام المناطق الحرة "

المقدمة

قمنا بمهام التأكد المحدود بشأن إعداد وعرض تقرير مجلس الإدارة عن مدى الالتزام بقواعد الحوكمة المعد بواسطة إدارة شركة النعيم القابضة للاستثمارات "شركة مساهمة مصرية بنظام المناطق الحرة " عن السنة المالية المنتهية في ٢١ ديسمبر ٢٠٢٤ وذلك وفقاً لنموذج تقرير مجلس الإدارة الأسترشادي المشار إليه في خطاب البورصة المصرية إلى مجلس إدارة الشركة المؤرخ في ٢٥ ديسمبر ٢٠١٨.

مسئولية الإدارة

مجلس إدارة الشركة هو المسؤول عن إعداد وعرض تقرير عن مدى تطبيق قواعد الحوكمة وفقاً لنموذج تقرير مجلس الإدارة الأسترشادي المشار إليه في خطاب البورصة المصرية إلى مجلس إدارة الشركة المؤرخ في ٢٥ ديسمبر ٢٠١٨. كما أن مجلس إدارة الشركة هو المسؤول عن التأكد من تطبيق قواعد الحوكمة وفقاً للتعليمات الصادرة عن الهيئة العامة للرقابة المالية والدليل المصري لحوكمة الشركات الصادر بموجب قرار مجلس إدارة الهيئة العامة للرقابة المالية رقم ٨٤ بتاريخ ٢٦ يوليو ٢٠١٦، وكذلك مسئول عن تحديد نقاط عدم الالتزام ومبرراتها.

مسئولية المراجع

لنحصر مسؤوليتنا في إبداء استنتاج بنأكيد مناسب بشأن مدى التزام الشركة في إعداد وعرض تقرير مجلس الإدارة المشار إليه أعلاه وفقاً لنموذج تقرير مجلس الإدارة الأسترشادي المشار إليه في خطاب البورصة المصرية المؤرخ في ٢٥ ديسمبر ٢٠١٨، في ضوء الإجراءات التي تم أداؤها. وقد قمنا بمهام التأكد المناسب وفقاً للمعيار المصري لمهام التأكد رقم (٣٠٠٠) "مهام التأكد بخلاف مراجعة أو فحص معلومات مالية تاريخية" ويتطلب هذا المعيار الالتزام بمتطلبات السلوك المهني بما فيها متطلبات الاستقلالية.

ومن أجل التوصل لهذا الاستنتاج تضمنت إجراءاتنا الحصول بصورة أساسية على الأدلة من واقع الملاحظة والاستفسارات من الأشخاص المسؤولين عن إعداد وعرض تقرير مدى الالتزام بقواعد الحوكمة والإطلاع على المستندات عندما يكون ذلك مناسباً .

ونحن نعتقد أن الأدلة التي حصلنا عليها كافية ومناسبة لتوفير أساس لاستنتاجنا.

وفقاً لمتطلبات الفقرة ٤٩ (د) من معيار (٣٠٠٠) فقد إنحصرت إجرائتنا في الأمور القابلة للقياس بشكل دقيق ولم تتضمن الجوانب غير الكمية أو مدى فاعليتها أو صحتها أو اكتمالها ومنها إجراءات الإدارة للإلتزام بقواعد حوكمة الشركات وكذلك تقييم أداء مجلس الإدارة ولجانه والإدارة التنفيذية والمخالفات والأحكام ، ومن ثم لم تمتد مسئوليتنا أو إجرائتنا لأغراض هذا التقرير الى تقييم مدى فاعلية نظام الرقابة الداخلية والإلتزام بنظام الحوكمة وفاعليته .

وقد أعد هذا التقرير إستيفاء لمتطلبات المادة (٤٠) من قواعد قيد وشطب الأوراق المالية المصرية ، وأبس لأى غرض آخر ، وبالتالي فهو لا يصلح للإستخدام إلا للغرض الذى أعد من أجله.

الاستنتاج

من رأينا أن تقرير مجلس الإدارة عن مدى إلتزام الشركة بقواعد الحوكمة المشار إليها أعلاه خلال السنة المالية المنتهية في ٣١ ديسمبر ٢٠٢٤ يتضمن المعلومات وتم إعداده وعرضه في جميع جوانبه الهامة وفقاً لنموذج تقرير مجلس الإدارة الأسترشادى المشار إليه في خطاب البورصة المصرية إلى مجلس إدارة الشركة المؤرخ في ٢٥ ديسمبر ٢٠١٨.

القاهرة في : ٣ مارس ٢٠٢٥



مراقب الحسابات

محمد هلال و وحيد عبدالغفار

عمر و وحيد عبدالغفار
سجل قيد مراقبي الحسابات لدى الهيئة
العامة للرقابة المالية رقم (٤٠٦)
BT محمد هلال و وحيد عبدالغفار



NAEEM HOLDING FOR INVESTMENT

Asset Management | Investment Banking
Brokerage | Investments

Corporate Governance Report of NAEEM Holding for Investment

Detailed Form

Information about the Company

Company Name	NAEEM Holding for Investment S.A.E		
Company Activities:	<p>a. Contribute to incorporation of companies or increasing their capital. The company may acquire stock and shares in different kinds of companies; therefore, it may prepare and evaluate feasibility studies necessary for projects, and provide financial, marketing and engineering consultations and technical support to them.</p> <p>b- Financial lease</p> <p>c- factoring</p> <p>d- Venture Capital</p> <p>e- Underwriting</p> <p>f. Custodian</p>		
Company Term	10 years	Listing Date	16/11/2006
Organizing Law	Law No. 8 of 1997 and Law No. 95 of 1992	Par value of the stock	0.70 \$ US
Latest authorized capital	600,000,000\$ US	Latest issued capital	245,290,246.60\$ US
Latest paid capital	245,290,246.60\$ US	Number and date of registration in Commercial Registry	881 15 th May 2006
Contacts	Walid Mohamed Adel & Haitham Salah Mohamed Qotb		
Head Office Address	Smart Village – Alex-Cairo Desert road – Building (B16)		
Telephone Numbers	0235316120 , 0235316113	Fax Numbers	0235316101
Website	www.naeemholding.com		
Email	Walid.adel@naeemholding.com haitham.kotb@naeemholding.com		



General Assembly of Shareholders

Each shareholder has the right to attend the general meetings of the company as the date and location of the general meetings will be published in two well-known daily newspapers. The company has amended its Articles of Association to allow the use of the "cumulative voting" method during the board of directors' elections, upon which the shareholders will have a proportional representation in the election process whenever possible. Board members were elected using the cumulative voting during 2023&2024. The shareholding structure, including the ultimate beneficiary, is as follows:

Ownership Structure

Shareholders owning 5% or more of Company's capital	Ultimate Beneficiary	Number share on the date of financial statements	Percentage %
Youssef Mohamed Youssef Elfar	Youssef Mohamed Youssef Elfar	114,125,189	32.56%
Nasser Ben Abdallah Ben Nasser Almuhawis	Nasser Ben Abdallah Ben Nasser Almuhawis	29,467,025	%8.40
Yehia Mounir Rizk Fityan	Yehia Mounir Rizk Fityan	22,052,009	%6.29

Board of Directors

Composition of Board of Directors

S N	Member Name	Member Capacity (executive/non-executive/independent)	Ownership shares	Membershi p Date	represents
1	Mr. Hussein Ben Ali Ben Hussein Shobokshy	executive	1,529,137	30/06/2016	himself
2	Mr. Youssef Mohamed Medhat Youssef Elfar	executive	114,125,189	04/09/2006	himself
3.	Regional Investment SPC represented by Mr. Mohamed Ali Elsayed	non-executive	13,942,200	24/03/2013	Regional Investment SPC
4.	Mrs. Omnia Saad kelig	executive	69,146	30/03/2020	herself



5.	Mr. Fahd Ben Faleh Ben Hussein El Damer	non-executive – non-independent	17,208,200	28/2/2022	himself
6.	Mrs. Nancy Waheeb Farag Saleeb	non-executive - independent	_____	2023/03/30	herself
7.	Mr.Mark Hakim	non-executive - independent	_____	31/03/2024	himself

There is a full separation between the two positions of the Chairman of the Board AND the Managing Director.

The role and responsibilities of the Board of Directors

The Board of Directors manages the business of the company pursuant to the assignment issued by the General Assembly. The Board is accountable for the management of the company before Shareholders' General Assembly. The technique of the Board's decision making is according to its articles of incorporation and legal requirements. The Board also sets the company's strategic goals; develops general plans and policies which control the work flow, besides monitoring the performance of the Executive department, making sure the efficacy of the Internal Control System and Company's Risk Management, defining the most appropriate method to apply governance, and approving the professional policies and standards that should be followed by personnel in a way that reflects on their performance and actions. All these actions shall be for maximizing the benefit of the shareholders and in terms of the organizing law and regulations.

The Board shall take over its responsibilities and tasks, the most significant of which:

- Setting mechanisms and systems that guarantee all personnel working in the company follow the company's rules, conventions and internal policies, as well as the development of an early warning system to detect any defect or deviation that may occur, and to ensure taking the appropriate action. The system includes ways to protect sources of information and those who report corruption and deviation.
- Developing a plan to follow up the authority within the company for senior management positions as well as members of the board of directors in order to ensure the sustainability of the company and the effective flow of the business.
- Determining the powers, which it authorizes one of its members, committees or third parties, as well as determining the duration of authorization, periodic reports received from the committees and executive management, and following up the results of the exercise of those authorized powers.
- Establishing preventive measures, tools and mechanisms that ensure the flow of information and control on the accuracy and integrity of data inside the company, and protecting it from



manipulation and penetration both inside the company or from outside, such as securing the use of the Internet and mobile devices against hacking and piracy.

- Overseeing the process of disclosing data and communication channels, ensuring the integrity of financial and accounting reports issued by the company, as well as ensuring the independence of both the internal audit activity and the commitment in the company.
- Appointing a Secretary to the Board of Directors with adequate competence and understanding of all the company's work, and the Board can establish an organizational unit for the Secretariat according to the size and needs of the company.

Responsibilities of the Chairman of the Board or his Deputy

- Inviting the Board of Directors, setting its agenda and managing its meetings.
- Inviting the Ordinary and Extraordinary General Assembly to consider the agenda presented by the Board of Directors.
- Ensuring timely and adequate information is made available to Board members and shareholders.
- Ensuring that decisions are made on a sound basis and with a thorough understanding of the issues, with the need to ensure that an appropriate mechanism is in place to ensure the effective implementation of those decisions in a timely manner.
- Receiving reports and recommendations from all committees and submitting them to the Board periodically for necessary action.
- Ensuring that all members of the Board conduct an independent assessment that shows the extent to which the member complies with the duties of his job.
- Ensuring that the Board is committed to fulfilling its duties to the fullest extent in the best interest of the company while avoiding conflicts of interest.
- Making sure the governance system applied in the company is effective and the Board's committees' performance is effective.



Responsibilities of the Managing Director

- Implementing the company's strategy and annual plan as developed and approved by the Board.
- Supervising the work of the company's executive and managing its daily affairs, supervising the progress of work in all departments of the company, monitoring the performance of all activities, and making the decisions he sees as appropriate to regularize the work and achieve the objectives, as well as working to increase the satisfaction of customers about the company.
- Implementing all internal policies, regulations and rules of the company approved by the Board of Directors.
- Suggesting the issues to be presented at regular meetings of the Board of Directors in consultation with the Chairman of the Board.
- Monitoring the preparation of periodic financial and non-financial reports on the results of the company's business and performance evaluation, as well as the report on corporate governance, and reviewing all responses to the inquiries of auditors before the preparation of these reports.
- Participating actively in creating and developing a culture of ethical values within the company and proposing Remuneration and incentives systems and mechanisms of succession of authority adopted by the Board to ensure the loyalty of employees and maximize the value of the company.
- Defining the capacities and responsibilities of all the employees of the company in accordance with the applicable labor regulations and decisions of the Board of Directors.

Secretary of the Board of Directors

There is a secretary to the Company's Board of Directors, and he is an employee with an appropriate level of employment that enables him to play the role mediator between the members of the Board and senior management of the company. He has the appropriate and certified training courses that qualify him to carry out his important role which include:

- Preparing and managing the logistics of meetings of the Board and the committees, and assisting the Chairman in preparing the agenda of the meetings, and preparing information and data relevant to these subjects and sending them to members enough time before the meeting.



- **Assisting the Chairman of the Board** in the preparation for the meetings of the General Assembly of shareholders and management of its logistics.
- Following up the issuance and implementation of the decisions of the Board of Directors, and informing the concerned departments as well as the preparation of follow-up reports on what has been done.
- Keeping and documenting all matters related to the decisions of the Board and the issues before it, while ensuring that the Board receives important information in a timely manner.
- Coordinating with all committees of the Board to ensure effective communication between these committees and the Board of Directors.
- Coordinating with the relevant committees in order to provide the necessary information to support the Chairman of the Board in the process of evaluating the members of the Board and members of the committees, and the suggestions submitted by the Board to the General Assembly regarding the selection or replacement of a member.

The Committees of the Board of Directors

Composition of Committees

First: Audit Committee and Governance:

SN	Name of the Member	Member Capacity (Non-Executive/Independent)	Position in the Committee	Date of Membership
1	Mr. Mark Hakim	Non-executive	Member	13 November 2023
2	Mr. Nasser Aboelabbas	-	Member	10 November 2015
3	Mr. Mohamed Ali Elsayed	Non-executive	Member	14 May 2019
4	Ms. Omnia Saad Abdelrahman Kelig	Executive	Member	10 August 2022



Second: Risk Committee:

SN	Name of the Member	Member Capacity (Non-Executive/Independent)	Position in the Committee	Date of Membership
1	Ms. Omnia Saad Abdelrahman Kelig	Executive	Member	10 August 2022
2	Mr. Youssef Mohamed Youssef Elfar	Executive	Member	14 May 2019
3	Mr. Mohamed Ali Elsayed	Non-executive	Member	14 May 2019

Conduct of the meetings of the Board of Directors and its Committees

Four meetings of the Board were held during 2024 as follows:

Table of follow up of the attendance of the Board members of the Board meetings and committees and meetings of the General Assembly

SN	Name of the Member	Board of Directors	Audit Committee	Risk Committee
1	Mr. Hussein Ben Ali Ben Hussein Shobkshy	5/5	-	-
2	Mr. Youssef Mohamed Medhat Youssef Alfar	5/5	-	4/4
3	Regional Investment SPC – represented by Mr. Mohamed Ali Elsayed	5/5	4/4	4/4
4	Mrs. Omnia Saad Kelig	5/5	4/4	4/4
5	Mr. Fahd Ben Faleh Ben Hussein El Damer	5/0	-	-
6	Mrs. Nancy waheeb Farag Saleeb	5/4	-	-
7	Mr. Mark hakim	5/4	4/4	-
8	Mr. Nasr Abo El Abbas	-	4/4	-



Audit Committee and governance

Tasks of Audit and Governance Committee include the following:

- Studying the internal control system, submitting its observations and recommendations regarding it, and proposing any amendments if it deems necessary.
- Examining the internal audit reports, developing corrective actions, and proposing recommendations regarding them.
- Submitting proposals to the Board of Directors regarding the appointment and dismissal of the auditor, determining his fees, and setting controls that guarantee his independence and continuity of independence.
- Study the scope of the audit with the auditor, express any observations thereon, and express an opinion on assigning any other work to him other than the audit and suggesting his fees.
- Study the draft interim financial statements before submitting them to the board of directors for issuance in preparation for sending them to the auditor.
- Studying the auditor's report on the financial statements and discussing the observations or reservations contained therein, and working on resolving differences of opinion between the company's management and the auditor.
- Study the accounting policies used and express opinion and recommendations to the Board of Directors in this regard.
- Preparing a periodic report at least every 3 months or when the need arises and presenting it to the council.
- Periodic evaluation of the company's corporate governance system and drafting of manuals, charters and internal policies on how to implement the company's corporate governance rules.
- Preparing an annual report on the company's compliance with corporate governance rules, along with setting appropriate procedures to complete the implementation of those rules.
- Review the annual report of the company and the report of the Board of Directors, especially with regard to the provisions of disclosure and other items related to corporate governance.
- Documenting and evaluating the performance of the Board of Directors.



Study the observations of the supervisory authorities on the application of corporate governance rules and take them into account, and follow up on what has been done in this regard.

- Supervising the attendance of the Board of Directors members of a training course provided by the governance Institute of the DIFC Authority - once every two years, the session was attended on November 11, 2022.

Risk Committee

Tasks of Risk Committee include the following:

- Establishing the regulatory frameworks, procedures and rules necessary to deal with all types of risks other than the strategic risks that the Board deals with, such as: operational risk, market risk, credit risk and reputation risk.
- Assisting the Board of Directors in identifying and assessing the level of risks the Company may accept, and ensuring that the Company does not exceed this limit of risk.
- Verify that effective systems for keeping records and information are in place and ensure that they are operating efficiently.
- Preparing a periodic report at least every three months or when the need arises and presenting it to the council.

The regulatory environment

The internal control system of the company is efficient and effective, and consists of a set of policies, procedures, evidences and regulations prepared by the relevant departments in the company, and approved by the Board of Directors to achieve the following:

- Complete separation between the responsibilities and powers of all employees of the company.
- Ensuring the accuracy and quality of the information, providing both the company and others with the correct and accurate information about the company.
- Protecting the physical assets of the company from the potential risks, and documenting and recording those assets in the company records.
- Increasing the productive efficiency of the company and achieving its objectives at the lowest costs and the same quality.



- Ensuring that instructions are strictly implemented, in order to make sure that all instructions have been properly implemented.
- Ensuring that corporate governance rules are applied, by strictly implementing the various rules and regulations of governance.

In addition, proving that this system specifies the terms of reference and the complete separation between responsibilities and tasks, which are taken into consideration when preparing the organizational structure of the company.

Internal Audit Department

The Company has internal audit activity as an independent and objective activity, designed to add value and improve the performance of the Company's operations to assist it in achieving its objectives by adopting a systematic and systematic approach aimed at assessing the internal controls and procedures and risk management procedures of the Company and ensuring proper application of its governance in all operational, financial and legal departments and activities. The Internal Audit department is headed by a full-time official from its administrative leadership, is technically subordinate to the Audit Committee, and is administratively report to the Managing Director or CEO.

The responsibilities of the Internal Audit Department include:

- Evaluating the efficiency of the Company's Internal Control System and report to the Audit Committee on the observations reached.
- Evaluating the commitment of all company departments to carry out their work in accordance with the developed work procedures and policies without any conflict with the competencies of other concerned departments.
- Evaluating the efficiency of procedures and policies developed and their suitability with business and market developments.
- Following up the correction of the observations contained in the internal and external audit reports, and others reports received from the regulatory authorities.





Risk Management Department:

The Board is responsible generally for the risk management in way compliant with the nature of the company's activity and size, and the market in which it operates. There is a separate department for Risks compliant with the company's needs.

The responsibilities of Risk Management Department include the following:

- Developing a policy for the risks and definite indexes to measure and follow the risks that face the company.
- Ensuring that appropriate and effective information and communication systems are in place for the risk monitoring and controlling process so that senior management and risk committee can receive periodical reports from Risk Management that reflect the company's compliance with the defined risk limits, and clarify the excesses of these limits and reasons, and the proposed plan for addressing them.

Compliance Department

The company has Compliance Department as an independent function that identifies, assesses, advises, monitors and reports on the risks of non-compliance with the laws, regulations and regulatory instructions issued by the various entities, in order to avoid harming the company's reputation or exposure to penalties resulting from non-compliance.

The Senior Management shall be responsible for developing the policies related to the function of compliance management, and the Board of Directors in turn approves these policies, and the employees' familiarity with of these policies is ensured. The Compliance Officer (CO) shall report to and be subordinate technically to the Audit Committee, while the CO shall administratively report to the Managing Director, CEO or Chairman of Board of Directors.

Compliance Department responsibilities include:

- Continuous follow-up and ensuring that all employees comply with binding laws, controls and regulatory directives issued by the various authorities, including Governance systems and policies.
- Ensuring and following up the extent to which all employees comply with internal regulations, policies and charters, including the Code of Ethics and Business Conduct.
- Ensuring that the Customer Data Update Plan is in place and reviewed.
- Ensuring that there are no illegal or immoral practices in the company, including money laundering, corruption and terrorist financing practices, receiving and investigating the reports objectively and confidentially, and present them to the Audit Committee and following up while ensuring the protection of reporting persons.



Auditor

The Company's auditor is appointed to meet the terms described in the Accounting and Auditing Act, including competence, reputation and experience, and has expertise, competence and abilities commensurate with the size and nature of the company's activity and those who deal with them.

On the recommendation of the Board of Directors and after the recommendation of the Audit Committee, the General Assembly appointed an auditor for the Company. The Auditor is also completely independent of the Company and its Board of Directors, and does not permanently perform any technical, administrative or advisory work in it. Of his views, and his work is immune to the intervention of the Board of Directors.

The Company commits that the Auditor shall provide a copy of the Audit Report on the report prepared by the company on its commitment to the governance rules and shall forward it to the Administrative Authority according to the applicable rules of Governance and Disclosure. This report shall be presented to the General Assembly of Shareholders.

Disclosure and transparency

The Company discloses the business results, the Shareholders' structure and the members of the Board of Directors on a regular basis every three months compared to the previous period. The Company shall disclose to the Exchange and the Authority within the definite timeframe, and this disclosure shall be clear and not misleading to its users. It shall also be published on the Company's website. As for material news, the Company discloses all material events immediately as they occur.

Material Information and Financial and Non-financial Disclosure

The company shall use the Online Disclosure System (ODS) of the Disclosure Department - the Egyptian Exchange. The Company also undertakes to upload the statement on the stock Display ticker, including all the material information, financial and non-financial disclosure of news and date of interest for shareholders and Stakeholders, such as Yearly and Periodical Financial Statements, Yearly and Periodical Auditor Report, as well as Board of Directors Report and Profit Distributions.

While, for the company's non-financial information, which is of interest for the current and potential Shareholders and Investors, including:

- Disclosure of material news related to the company performance, goals, vision, and nature of activities, the company's plan and future strategies.
- Transactions with the relevant parties and netting agreements.



- Disclosure of any material change in investment policies.
- Disclosure to its Shareholders and Regulatory Authorities of Treasury Stock, and in the case of the purchase of a subsidiary of the shares of the holding company, the shares shall be applied to the shares of all treasury stock rules and is not counted in the quorum of shareholders and do not participate in the vote on the resolutions of the General Assembly.
- Submitting to the relevant authorities the resolutions of the Ordinary and Extraordinary General Assembly upon their expiry, no later than the commencement of the first trading session following the end of the meeting. The Company shall also submit to the Exchange within one week from the date of the General Assembly the Minutes of Meetings approved by the Chairman.
- Submitting the minutes of the meetings of the General Assembly approved by the competent administrative authority within a period not exceeding three working days from the date of receipt.
- Providing the relevant authorities with a summary of decisions containing significant events issued by its Board of Directors immediately after their expiry and at the latest before the start of the first trading session following the end of the meeting.
- Providing the relevant authorities with a statement approved by the Board of Directors of the company on the most important results of its work compared to the corresponding period according to the form prepared for that purpose by the Exchange immediately after the Board of Directors approval on the annual financial statements in preparation for transmission to the auditor to issue his report, provided that such disclosure shall be made after the end of the meeting and at the latest before the beginning of the trading session following the end of the meeting.
- Announcing the decision of the competent authority for cash distributions or free shares or both.
- Disclosure, at the time of any Arbitration awards or judicial rulings at any stage of litigation, of these rulings that affect its financial position or rights of holders of securities or that have an impact on the prices of trading or on the investment decision of the customers.
- Disclosure immediately after the issuance of any final judicial rulings a penalty of deprivation of liberty against a member of the Board of the issuer or one of its Main responsible Officers.
- Violations and rulings issued against the company during the year, through the following table:

SN	Rulings, violations and fines imposed on the company during the year	Notes
1	None	

Investor Relations

Mrs. Iman Ayman Sadek and Mr. Haitham Qotb shall act as Investor Relation Officers in the company, as it's an independent strategic position that aims at refreshing and reinforcing the relations with current and prospective investors, opening communication channels with relevant entities in the stock and investment market, providing the necessary disclosure and transparency which shall has a positive impact on the investor's vision of the current performance of the company and their expectations for future performance, achieving the appropriate liquidity for the company's shares trading on the Exchange, and finally increasing the confidence of customers with the company and stakeholders.

- The Investor Relations Officer participates in the development of the company's communication strategy in the investment market, opens channels of communication with investors, transfers the market views and investors' concerns to the Board of Directors on an ongoing basis.

- "Investor Relations" is a mean to enable the Board of Directors to understand the reasons for the performance of the Company's shares and to reflect that performance on its fair value in accordance with the available information provided by the company on its performance, potentials and future, and the Company's compliance with the rules of disclosure and communication with investors, and how clear is their vision and evaluation of the investment market.

- The Investor Relations Officers shall attend the meetings of the General Assembly of the Company and the meetings of the Board of Directors to identify the internal matters of the Company and its strategic directions.

The company highlights the most important activities of the Investor Relations Officer during the year including:

- Implementing the provisions of registration and disclosure rules.
- Maintaining current investors, attracting new investors through market outreach of the company's business and future growth opportunities, and identifying the factors that affect its profitability.



- **Communicating with analysts, investors and media representatives and providing information to reduce rumors and surprises that lead to fluctuations in prices and trading volumes.**
- **Organization of information issued by the company in accordance with the applicable disclosure rules.**
- **Establishment and follow-up of investor database, both in terms of investor quality and geographical location.**
- **Introducing the market to new members of the Board of Directors or Senior Management.**
- **Communicating with investors through various communication tools, such as website and press releases, and participating in the preparation for the annual report that is of interest for current and prospective investors.**
- **Preparing the disclosure report required from the company, and preparing the investor relations pages on the company's website and updating them on a continuous basis.**

Disclosure Tools

Annual Reports

The Company issues an annual report, including a summary of the Board of Directors' report and financial statements, as well as all other information of interest for shareholders, current and prospective investors and other stakeholders as the most important sources of information for the current and prospective investor about the company and its activity and financial position. The annual report is a report from the management of the company to all those interested in the events that took place during the last year, and what the company aims to achieve during the next year. The annual report includes at least the following:

- **Chairman's and/or Managing Director's Statement**
- **Information about the Company's businesses and performance compared to previous years**
- **Information about the Company's investments and growth compared to previous years**
- **Senior Management, Composition of the Board, and Governance in the Company.**
- **Current and Future projects of the Company**
- **Analysis of the company's Financial Statement**
- **Report about the Social and Environmental Responsibility of the Company**
- **Auditor's Report and Financial Statement compared to the same previous periods**

No annual report has been prepared for the year 2022.



The Board's Report

The Company shall issue an annual report in accordance with the Companies Law No. 159 of 1981 and its executive regulations, to be presented to the General Assembly of Shareholders and the regulatory authorities, and it shall be sent by the Chairman to the Shareholders, including at least the following:

- Discussion of the financial results and material subjects.
- Major achievements of the company during the year.
- Major changes in the company's management structure.
- The composition of the Board of Directors and the number of its meetings.
- The composition of the committees of the Board and the number of their meetings.
- The average number of employees during the year and the average income of the worker during the same period.
- Reward and Incentive Policies for employees of the company, such as offers of ownership of shares and others.
- What has been done about the netting agreements concluded in the previous year, as well as the netting agreements proposed for the coming year.
- Actions taken against the company or its Board or directors by regulatory or judicial entities.
- Report on the company's compliance with Corporate Governance, and social and environmental responsibility.

Disclosure Report

The Company issues a quarterly Disclosure Report prepared by the Company's management with the assistance of its Investor Relations Department, which includes at least the following:

- Contact details.
- Investor Relations Officer and contact details.
- Structure of shareholders who own 5% or more of the company's shares.
- The structure of total shareholders with the free trading stocks.
- Details of the Company's treasury stocks.
- Changes in the Board of Directors and the latest composition of the Board.
- Composing committees subordinate to the Board of Directors.
- Changing the Auditor in the coming period.



The company does not issue reports about sustainability

Website

Through the website, the financial and non-financial information is disclosed in a user-friendly manner. The website is updated with information on a continuous basis and it provides easy communication with the company, with a commitment to follow up on the messages and inquiries received by the company.

Company's Website: <http://www.naeemholding.com/>

Disclosures are available in Arabic at: <http://www.naeemholding.com/investor-relations/disclosures/>, and addresses in Arabic and English

Codes and Policies

Code of Ethics and Business Conduct

We believe that our integrity and reputation depend on our ability to make the right choice, even when it is not the easiest.

Code of Conduct is a set of rules and policies developed to help employees and managers make decisions related to the company's business. The Code of Conduct is based on our fundamental understanding that integrity is vital to the sustainable growth of Al Naeem Group of companies.

Using and implementing these rules

Ethical rules of practice express about the values and responsibilities that are important aspects of the financial services profession. It aims to help Al Naeem Group to work ethically in its professional practices and protect the rights and responsibilities of customers, other financial service providers, colleagues, workplaces and the community.

The Code of Business Conduct provides instructions in areas that may be morally problematic for some, for which professional judgment must be applied to identify best practices in each case.

Conflict of Interests

Our transactions are characterized by the highest principles of honesty and integrity in order to achieve the benefit of Al NAEEM Group client, and prioritize its needs to others (for example, creditors or employers). Our group commits to resolve disputes as soon as they are discovered.

We seek to reach to the highest standards of professional practice by consistently improving the efficiency, training and experience of our employees. We are keen to cooperate with professional colleagues to share knowledge and resources, as well as to demonstrate professionalism, integrity, reliability, originality and transparency in professional relationships.

Group's Compliance Policy

Commitment is a responsibility shared by every employee regardless of their position within the company. This means full commitment, responsible behavior according to the global basics and standards. Each employee is expected to play his role, under the supervision of his management and compliance officers.

The management is responsible for recruiting the Compliance Officer and creating Compliance position on all levels inside Al Naeem Group. As a regional group, we are subject to multiple laws according to the countries in which we operate. We are committed to doing our business in a manner consistent with all applicable laws.

As a member of the Naeem Group, it is expected at all times to conduct business in accordance with all applicable national, regional, local and foreign laws and Al Naeem Group policies. Al Naeem Group condemns all acts that violate any applicable law, rule or regulation, even when it appears to be in the interest of Al Naeem Group.

Speak Up policy

We are committed to doing the business of the Al Naeem Group in honesty and integrity, and we expect all employees to maintain high standards in accordance with our policies and procedures. However, all organizations face the risk of existent illegal or immoral behavior without knowledge. A culture of openness and accountability is necessary to prevent such illegal and immoral behaviors and to address them immediately if they occur.

Speak Up Policy Objectives:

- Encouraging employees to report suspicious violations immediately, informing them that their concerns will be investigated and their confidentiality will be respected and providing guidance to employees on how to raise these concerns.
- Reassuring employees that they must be able to raise real concerns without fear of retaliation, even if they are found to be wrong



Anti-Money Laundering Policy

As a regional group, we are committed to the highest standards of Anti-Money Laundering (AML) / Counter-Terrorism Financing (CTF). We ask our Departments and employees to strictly adhere to these standards to prevent any money laundering. The policy sets forth the general common standards for the control of AML / CFT to mitigate financial, regulatory, reputation and subsequent financial risks.

A framework of policies, controls and procedures for effective ML / TF risk management has been developed. These policies, controls and procedures must be commensurate with the nature and size of the Group. This policy is mandatory for AI NAEEM Group, as well as all individuals acting on behalf of the Group such as consultants, trainees and temporary employees.

Business Continuity Plan (BCP)

Our policy sets a fast return and resumption of business operations in case of significant disruptions. AI NAEEM Group responds by protecting our employees and properties, conducting financial and operational evaluations, protecting the Group's records, and allowing our customers to do business. Our BCP is designed to allow us to resume operations as quickly as possible, given the scale and severity of the major business disruption.

Our BCP includes data backup for all applicable systems.

Policy of Insider Trading, related and relevant parties

The policy aimed at controlling the insider trading of the Company's shares according to the rules of the regulatory authorities. It shows the commitment of the insiders, founders, investors, the key shareholders and their related groups not to be a party to any of the netting agreements without the approval of the General Assembly, including the price and quantity prior to the disposal of the transaction, without the right of the party to the netting contract to vote in the General Assembly. It shall ensure the understanding of all concerned parties of the definition of insider trading and the rules of its regulation. All transactions that violate the rules of listing and delisting of securities issued by the Egyptian Exchange and approved by the General Authority for Financial Supervision and the rules governing the markets in which the share is listed.

Social and Environmental Responsibility Policy

Since its establishment, AI NAEEM Holding has paid great interest to its role in corporate social responsibility (CSR) activities. It has participated in several charity projects and has been keen to fulfill its role towards society.

Vice Chairman & Chief Executive Officer

Youssef ElFar

