JPA
INTERNATIONAL

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(Translation from Arabic)

INDEPENDENT ASSURANCE REPORT ON COMPLIANCE WITH GOVERNANCE RULES

- **To The Chairman And Members Of The Board Of Directors**
  Misr For Oils And Soap Company
  "An Egyptian Joint Stock Company"
- **To The Financial Regulatory Authority**

SUBJECT

We have examined the compliance report with the governance rules prepared by the management of **Misr For Oils And Soap Company** "an Egyptian joint stock company" for the fiscal year ending **June 30, 2025**, according to the form issued by the financial regulatory authority, which was prepared in accordance with the Egyptian Corporate Governance Guide issued pursuant to Financial Regulatory Authority board of directors decision no. 84 dated **July 26, 2016**.

MANAGEMENT'S RESPONSIBILITY

The company's management is responsible for preparing and presenting the compliance report with the governance rules in accordance with the rules and standards of corporate governance and relevant laws and decisions, as stated in the company's report on compliance with the governance rules. management's responsibility also extends to identifying areas of non-compliance and their justifications.

AUDITOR's RESPONSIBILITY

Our responsibility is limited to examining the information contained in the governance compliance report prepared by the company's management and expressing a conclusion based on the tests performed. we examined the governance compliance report in accordance with Egyptian standard on assurance engagements no. (3000), "assurance engagements other than an audit or review of historical financial information." this standard requires compliance with professional ethical requirements, including independence requirements, and planning and performing the assurance engagement to obtain a conclusion that the governance compliance report is free from any material misstatement.

The examination of the preparation and presentation of the governance compliance report includes only the examination of evidence primarily through observation and inquiries of persons responsible for the preparation and presentation of the governance compliance report, and review of documents when appropriate.

we believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

This report has been prepared to meet the requirements of article (40) of the Egyptian securities listing and delisting rules and not for any other purpose. therefore, it is only suitable for use for the purpose for which it was prepared.

society and the environment. Among the most important initiatives in which :the company participated are
We participated in conferences and exhibitions held during the year on this topic and implemented their recommendations. The company is also working to preserve the environment by applying relevant laws and is .environmentally compatible

Executive Managing Director

Chemist / Mohamed El Sayed Mohamed Ibrahim

Egypt Oil and Soap Company
Egyptian joint stock company

تقرير الحوكمة باللغة الانجليزية
عن السنة المالية المنتهية في ٣٠/٦/٢٠٢٥

Governance Report

For the fiscal year ending June 30, 2025

Company information

Egypt Oil and Soap Company			Company Name
To work for itself and for others in Egypt and abroad in the ,manufacture and extraction of oils from all plant materials the manufacture of soap, artificial jelly, and fodder, and .trading in them			Company purpose
1996/8/4	Stock Exchange listing date	years 50	The company's fixed term
ten pounds	par value of the share	No. 159 of 1981	The law governing the company
60,000,000 pounds	last Issued capital	60,000,000 pounds	Last authorized capital
on 11/7/1938 28274 Under Law 159 on 6/22/1998 10833	Commercial Register number and date	60,000,000 pounds	Last paid-up capital
Ashraf Fawzy Ahmed Saleh			Contact Person Name
Adly Street - Opera Square - Cairo 6			Headquarter address
23918286 23930712	Fax numbers	01000937498 01147354692	Phone numbers
www.misroil.com			Website
info@misroil.com itmisroilsoap@yahoo.com			e -mail

Egypt Oil and Soap Company
Egyptian joint stock company

General Assembly of Shareholders

Ownership structure

%	Number of shares on the date of the financial statements	ultimate beneficiary	Holding 5% or more of the company's shares
%31.63	1897657	Holding Company for Food Industries	Holding Company for Food Industries
%16.67	1,000,000	Contributing Workers Union	Contributing Workers Union
%36.44	2186444	Al-Ahly Investment Company	Al-Ahly Investment Company
%84.73	5084101		Total

Board of Directors

Formation of the Board of Directors

The last formation of the Board of Directors until 6/30/2025 according to the :following model

Formation of the Board of Directors

Egypt Oil and Soap Company
Egyptian joint stock company

Representation authority	Date of joining	Number of shares owned	Membership status executive/non-) (executive/independent	Member name	M
Holding Company for Food Industries			Non-executive	Major General / Mohammed Ali Mahmoud Al-Mahrouqi	1
Holding Company for Food Industries		1897657	executive	Mohamed El Sayed / Chemist Mohamed Ibrahim	2
Holding Company for Food Industries			executive	Accountant / Nabil Mohamed Azab Abdel Rahim	3
Contributing Workers Union		1,000,000	executive	Engineer / Tariq Muhammad Muhammad Siddiq Al-Baghdadi	4
Contributing Workers Union			executive	Engineer / Mohamed Ahmed Abdel Majeed Hussein Abu Al-Ezz	5
Al-Ahly Investment Company		2186444	Non-executive	Professor Hassan El-Sayed Hussein Qanawi	6
Al-Ahly Investment Company			Non-executive	Dr. Mohamed Abdel Moneim Mohamed Ayad	7
Al-Ahly Investment Company			Non-executive	Ms. Yaman Ahmed Diaa El-Din Ali Hussein	8
Al-Ahly Investment Company			Non-executive	Professor / Omar Ahmed Diaa El-Din Mohamed	9

Responsibilities of the Chairman of the Board of Directors

1) **Calling for the Board of Directors to convene, setting its agenda and .managing its sessions**

2) **Calling the Ordinary General Assembly to convene to consider the .agenda presented by the Board of Directors**

3) **Ensure that sufficient and accurate information is made available in a .timely manner to Board members and shareholders**

4) **Ensure that decisions are made on a sound basis and based on comprehensive knowledge of the issues, while ensuring that there is an appropriate mechanism to ensure the effective implementation of these .decisions in a timely manner**

5) **Receive reports and recommendations from all committees and present them .to the Council periodically to take the necessary action**

6) **Ensuring that the Board is committed to carrying out its duties to the fullest extent possible in a manner that achieves the best interests of the .company, while avoiding conflicts of interest**

7) **Ensuring the effectiveness of the governance system applied by the company as well as the effectiveness of the performance of the board .committees**

:Responsibilities of the Executive Managing Director

1) **Implementing the company's strategy and annual plan developed and .approved by the Board of Directors**

2) **,Heading the company's executive work, managing its daily affairs supervising the workflow in all the company's departments and divisions, monitoring the performance of all activities, making any decisions he deems necessary to ensure regular work and achieve objectives, and working to increase customer satisfaction with the .company**

3) **Working to implement all the company's internal policies, regulations .and systems approved by the Board of Directors**

4) **Proposing topics to be raised at the Board of Directors' periodic .meetings in consultation with the Chairman of the Board**

5) **Supervising the preparation of periodic financial and non-financial ,reports on the company's business results and performance evaluation as well as the company's governance report and reviewing all responses .to auditors' inquiries before preparing these reports**

6) **Active participation in building and developing a culture of ethical values within the company, and proposing reward and incentive systems and authority transfer mechanisms adopted by the board to .ensure employee loyalty and maximize the company's value**

7) **Determine the duties and responsibilities of all company employees in accordance with applicable work regulations and Board of Directors .decisions**

Secretary of the Board of Directors

.There is a Secretary of the Council appointed by the Board of Directors

Egypt Oil and Soap Company
Egyptian joint stock company

Date of joining	Position on the committee	Membership status (non-(executive/independent	Member name	M
	president	Non-executive	Professor Ashour Nadi Nour Moussa	1
	member	Non-executive	Professor / Abdel Hamid Abdel Sadek Ali Salem	2
	member	Non-executive	Ms. Salma Zaki Mahmoud Ali	3

Audit Committee (1 : Board of Directors Committees

Date of joining	Position on the committee	Membership status (non-(executive/independent	Member name	M
	president	Non-executive	Professor / Ashour Nadi Nour Moussa	1
	member	executive	Professor / Ashraf Fawzy Ahmed Saleh	2
	member	executive	Professor / Mohamed Abu Al-Fath Hussein	3

2) Governance Committee

:The duties of the Audit Committee

1) Examining and reviewing the company's internal control procedures and the extent .of compliance with their implementation

2) Study the accounting policies followed and the changes resulting from the .application of new accounting standards

3) ,Examining and reviewing internal audit mechanisms, tools, procedures, plans and results .studying internal audit reports and following up on implementation
.Its recommendations

4) Examining and reviewing the company's compliance with internal and external systems and .regulations

5) ,Review and examine periodic administrative reports submitted to various administrative levels .their preparation systems, and the timing of their presentation

6) Reviewing the procedures followed in preparing and reviewing periodic and annual financial statements / public and private offering prospectuses
.For financial statements/budgets including cash flow statements and income statements

7) Reviewing the draft interim financial statements before submitting them to the Board of .Directors in preparation for sending them to the auditor

8) Proposing the appointment of auditors, determining their fees, and considering matters .related to their resignation or dismissal, provided that they do not violate the provisions of the law

9) Expressing an opinion on the authorization to assign auditors to perform services for the company other than reviewing the financial statements and on the matter of

.The estimated fees for them, without prejudice to the requirements of their independence

10) Studying the auditor's report on the financial statements, discussing the observations and .reservations contained therein, and following up on what has been done in this regard

Working to resolve differences in viewpoints between the company's management and the .auditor

Ensure that an independent financial advisor prepares a report to be submitted to the Board of (11 .Directors on transactions with related parties before approval

.These transactions

Ensure that a report is submitted to the Board of Directors by an unrelated specialized expert (12 .on the nature of the operations and deals that have been concluded

With the relevant parties and the extent to which it violates or harms the interests of the company .or its shareholders

Study and evaluate the company's information and data systems and how to protect them from (13 .internal and external breaches

Inviting the auditor to attend the committee meetings (whenever necessary) (4 1

Recommending approval for the auditor to perform additional operations other than auditing (15 the accounts, and recommending approval of what he is paid for

.that Operations in proportion to his annual fees

Legislation Committee **and its counterpart, the Personnel Affairs Committee**

.Nominations Committee There is a committee to select leaders

Remuneration Committee : None

Risk Committee None

Governance Committee There is a Governance Committee formed by the Board of .Directors

Occupational Safety and Health Committee There are committees, one in each factory, formed from the factory's workers, pursuant to a decision by the Executive Managing Director and

Egypt Oil and Soap Company
Egyptian joint stock company

.in implementation of the provisions of Labor Law No .of 2003 12

Other committees / **Executive Committee** / **Investment Committee** **Social Responsibility Committee** / **Protection Committee**

/ **Environment** / **Policyholder Protection Committee** **(None) Violations Committee**

Conduct of Board of Directors and Committee meetings

The number of times the Board of Directors will meet during the year 2024/2025 .is twelve sessions

Schedule for monitoring the attendance of Council members at Council and Committee meetings and General Assembly meetings

First: Follow up on the attendance of Board members at Board of Directors :meetings

comments	Representation authority	Board of Directors	Member name	M
	Holding Company for Food Industries	12/5	Professor / Mohamed Abdel Hamid Ezzat Desouky	1
	Holding Company for Food Industries	12/12	Chemist/Mohamed El-Sayed Mohamed Ibrahim	2
	Holding Company for Food Industries	12/12	Accountant / Nabil Mohamed Azab Abdel Rahim	3
	Holding Company for Food Industries	12/7	Major General/ Mohammed Ali Mahmoud Al-Mahrouqi	4
	Contributing Workers Union	12/1	Professor Ahmed El-Sayed Khader Ahmed	5
	Contributing Workers Union	12/12	Engineer/ Tariq Muhammad Muhammad Siddiq Al-Baghdadi	6
	Contributing Workers Union	12/11	Engineer / Mohamed Ahmed Abdel Majeed Hussein Abu Al-Ezz	7
	Al-Ahly Investment Company	12/5	Professor / Yemen Ahmed Diaa El-Din Ali Hussein	8

	Al-Ahly Investment Company	12/7	Dr. Mohamed Abdel Moneim Mohamed Ayad	9
	Al-Ahly Investment Company	12/6	Professor / Omar Ahmed Diaa El-Din Ali Mohammed	10
	Al-Ahly Investment Company	12/12	Professor Hassan El-Sayed Hussein Qanawi	11
	Al-Ahly Investment Company	12/1	Professor / Yasmine Ahmed Diaa El-Din Ali	12
	Al-Ahly Investment Company	12/7	Professor / Ahmed Hamdi Abu Al-Hamad	13
	Al-Ahly Investment Company	12/3	Dr. Mustafa Imam Abdo Othman	14
	Al-Ahly Investment Company	12/5	Professor / Mohamed Hashem Othman	15
	Al-Ahly Investment Company	12/2	Professor Essam Farag Rushdi	16

:Second: Follow-up on the attendance of the Board of Directors' committees

comments	Governance Committee	Review Committee	Member name	M
	1/1	4/4	**Professor Ashour Nadi Nour Moussa**	1
	-	4/4	**Professor / Abdel Hamid Abdel Sadek Ali Salem**	2
	1/1	-	Professor / Ashraf Fawzy Ahmed Saleh	3
	-	4/4	Ms. Salma Zaki Mahmoud Ali	4
	1/1	-	**Professor / Mohamed Abu Al-Fath Hussein**	5

Regulatory environment

Internal control system

The Internal Control Department is committed to monitoring the implementation of the financial and administrative regulations and instructions issued by the company in accordance with the provisions of .applicable laws

It performs its work within this framework by using a set of control procedures and methods necessary to carry out its work to protect the company's assets and use them efficiently to achieve the greatest benefit from that. The Control Department has been strengthened recently so that it can .carry out the duties placed upon it in the most complete manner

Internal Audit Department

The Audit Department is committed to reviewing the company's documents ,before and after disbursement in accordance with the accounting rules standards, and regulations related to cash or check disbursements, as well as applying the provisions of sovereign laws, such as tax laws, in accordance with the latest amendments thereto, in order to preserve the company's funds .and assets

Periodic reports	Name of internal audit officer/or external audit firm	Is it a permanent management within the company or a private external ؟audit firm	Scope of work	The role of the audit department
Periodic throughout the year	**Ahmed Abu Al-Qasim Ahmed**	**permanent management**	**Inside the company**	**Ensuring the implementation of regulations and laws**

Risk Management None

nothing **Compliance Management**

Governance Management None

auditor

There is an independent auditor for the company in performing his ,work (the office of Messrs. Youssef and Mahmoud Salah El-Din who were appointed as auditors for the company by a decision of

the company's general assembly. All submitted comments are

Clarifications	Judgments, violations and fines imposed on the company during the year	series
	nothing	

responded to and addressed (if any), in addition to monitoring the accounts of the food industries (the Central Auditing Organization) .for public funds

Disclosure and transparency

Material information and financial and non-financial disclosure

1) **All material information is disclosed by sending all forms to the .Egyptian Stock Exchange for uploading on the company's website**
2) **It is done Download all the essential information and financial statements on the company's websitewww.misroil.com**
3) **In addition to the availability of means of communication with the company through the website, email, and the investor relations manager to communicate with current and potential investors and .shareholders to answer all inquiries**

Investor Relations

The company has a General Manager of Investor Relations to strengthen and enhance relations with current and potential investors. His main responsibilities include communicating with the stock exchange and .responding to inquiries from shareholders and investors

Disclosure tools

Annual Report

The company issues an annual report that includes a summary of the Board of Directors' report and the financial statements, in addition to all other information of interest to shareholders, current and potential investors, and . other stakeholders

Board of Directors Report

The company issues an annual report in accordance with the provisions of Companies Law No. 159 of 1981 and its executive regulations for presentation .to the General Assembly of Shareholders and regulatory authorities

Quarterly Disclosure Report **A quarterly disclosure report on the shareholder structure and changes in**

The Board of Directors and shareholders holding more . than 5% and treasury shares

Sustainability Report **nothing**

Website
The company has a website in Arabic that discloses financial and non-.financial information in a user-friendly manner

Charters and Policies

Code of Ethics and Professional Conduct

The company has a staff system that provides a code of ethics and professional conduct within the company. It includes a set of values that work to control and regulate the rules of professional conduct and ethics within the . company

Succession Planning Policy

The company has a follow-up authority policy that aims to create procedures and evaluate selection, appointment and promotion processes within the framework of securing the best qualified elements in the company in .appropriate positions

Whistleblowing Policy

The company has a whistleblowing policy that aims to encourage employees or clients to report any practices that violate the code of ethical conduct or .any illegal acts

Internal dealing policy Related parties and associated parties

The company has a policy for dealing with insiders, related parties and associated parties, which aims to control insider trading operations on the company's shares, regulate relations with related parties and conclude if) exchange contracts in accordance with the rules of regulatory authorities .(any

Schedule for monitoring insider trading on the company's shares

Stock balance at the end of the year	Shares sold during the year by date (deducted)	Shares purchased during the year by date (added)	Number of shares owned at the beginning of the year	Member name	series
					1
					2
				There is noooo	3
					4
					5
					6

Social and Environmental Responsibility Policy

The company has a social and environmental responsibility policy and is committed to contributing to economic and societal development towards

Qualified Opinion And Reasons
Auditor's Reservation

Some committees emanating from the company's board of directors were not formed in accordance with the requirements of the third chapter of the Egyptian Code of Corporate Governance issued by the Financial Regulatory Authority, namely:

- Nominations Committee.
- Remuneration Committee.
- Risk Management Committee.
- Violations Committee.

Except for the above, the above-mentioned report on compliance with governance rules fairly and clearly expresses, in all its significant aspects, the company's compliance with governance rules during the fiscal year ending **June 30, 2025,** based on the rules and standards of corporate governance and relevant laws and decisions.

(Mahmoud Salah Eddin)
RAA 2693, CBE 115, FRA 77

Cairo, September 25, 2025.