

**The Extra - Ordinary General Assembly Minutes of Meeting  
Of the shareholders of  
GB Corp SAE  
Held on Wednesday 27.03.2024**

On Wednesday, March 27, 2024, at exactly 2:30 pm, and based on the invitations sent by Mr. Mohamed Naguib Ibrahim, Chairman of the Board of Directors, which was published in Al-Borsa and Al-Mal newspapers on March 3, 2024 (first notification) and on March 10, 2024 (second notification), The Extra Ordinary General Assembly of the shareholders of GB Corp SAE was held in the main meeting hall - in the GB Academy Building - at Kilo 28, Cairo Alexandria Desert Road - Abu Rawash – Giza, through modern electronic means of communication in accordance with the decision of the Board of Directors of the Financial Regulatory Authority No. 150 of 2022, and based on the company's concern for the health of shareholders, employees and members of the Board of Directors, the company has contracted with the Egypt Information Dissemination Company (EGID), affiliated with the Egyptian Stock Exchange, using E-Magles is specially designed for remote attendance and voting procedures and events, in order to consider the following agenda:-

1. Approving the amendment of article (5) of the company's article of association.
2. Approving the issuance of guarantees in favor of the related Companies.

The meeting was headed by Mr. Mohamed Naguib – Non -Executive Chairman, and the following board members have attended:

1. Mr. Nader Ghabbour - Managing Director – Executive - Shareholder
2. Mr. Mansour Kabbany - Director - Non- Executive – Shareholder
3. Mr. Abbas El Sayed - Director – Executive
4. Mr. Mounir Abdel Nour - Director – Independent

**Absent:**

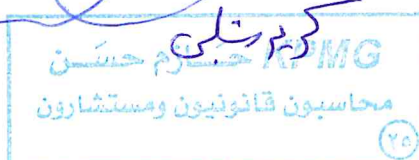
1. Mrs. Marwa El Ayouti - Director – Independent
2. Mrs. Lobna El Desouky - Director – Independent

**Board Secretary/ Ms. Samar Salah Ali**

Also Mr. Karim Shalaby attended representing Mr. Khaled Mahmoud Samir, the company's auditor from KPMG's office, "Hazem Hassan."

No representative of the General Authority for Investment and Free Zones attended, nor did a representative of the Financial Regulatory Authority attend.

At the beginning of the meeting, Ms. Samar Salah Ali was nominated as secretary of the meeting, Mr. Atef Abdel Malak Shenouda, and Mr. Mohamed Samir Mohamed Salama, vote sorter, and the assembly approved their appointment by unanimous vote. The auditor reviewed the procedures for issuing the invitation to this meeting and announced the



appointment. Its validity. The vote sorters also announced that the total number of shares present and represented at the meeting reached 698,863,563 shares. Of the company's total shares, which amount to 1,085,500,000 shares, 64.382% of the company's total shares, as shown in the attendance sheet.

Accordingly, the Chairman announced the validity and legality of the assembly and opened the session, welcoming the shareholders and the board of directors' members. He announced the opening of discussion on the agenda items in accordance with their order, as follows:

**1st: Approving the amendment of article (5) of the company's article of association.**

The Chairman reported that the company was registered in the commercial registry under No. 3422, and it was stated in the contract that the company's term is 25 years, starting from the date of its registration in the commercial registry. looking at the data contained in the commercial registry, we find that the company's term begins on 15/7/1999 and ends on 14/7/2024, which requires amending the Article (5) of the company's bylaws by renewing the company's term for another similar period starting from 14/7/2024.

Therefore, what is presented to you is approval to amend the Article (5) of the company's bylaws to renew the company's term for another similar period to become as follows:

**Article (5) before amendment:**

The specified period for this company is twenty-five years starting from the date the company acquires legal personality.

**Article (5) after amendment:**

The company's term is set for twenty-five years, starting from 14/7/2024, and it may be renewed for another similar period with the approval of the company's extraordinary general assembly and the approvals of the competent administrative authorities.

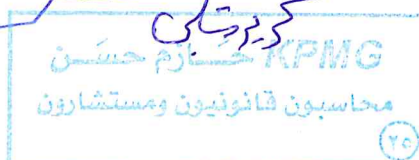
**The Decision**

After discussion the General Assembly unanimously approved to amend Article (5) of the company's bylaws as well It is mentioned above, and the authorization of Mr. Mr. Mohamed Naguib Ibrahim, Chairman of the Board, or his authorized representative, to manage necessary procedures and amendments in this regard.

**2nd: Approving the issuance of guarantees in favor of the related Companies.**

Mr. Chairman stated that the purpose of discussing this item is to approve the issuance of solidarity guarantees for the benefit of companies, whether they are sister, subsidiary, or related companies, or with which our company is linked to special commercial transactions, according to which our company guarantees these companies. He also explained that our company is GB Corp SAE owns many companies and it contributes to many companies, whether direct or indirect contributions, which requires the company to issue guarantees guaranteeing these companies in their work with banks, whether operating in Egypt or abroad, in order for it to be able to carry out its work in accordance with the law. The fullest face

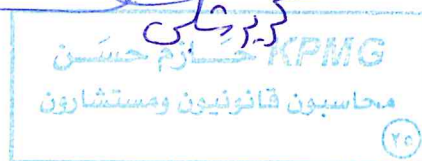
His Excellency also clarified that among the companies to which GB Corp SAE will issue guarantees are related companies that carry out special work for the benefit of the GB Corp





SAE group of companies only and with which some compensation contracts are issued and the companies for which the company will issue guarantees. Its solidarity is as follows:-

1. GB Capital for Financial Investments SAE
2. Capital Securitization.
3. GB Capital SUKUK SAE.
4. Mashroey Trading SAE
5. Tasaheel Finance
6. Raseedy for Electronic Payments Co (Raseedy) S.A.E
7. Raseedy for collection solutions SAE
8. Halan Consumer Finance SAE
9. GB Lease and Factoring Co SAE
10. Drive Finance and Non Banking Services SAE
11. Drive Auto Trade S.A.E.
12. GB Auto Rental Transport SAE.
13. SMEs Financing Company "KREDIT" SAE
14. MNT Tech Holding for Financial Investments S.A.E
15. Haram Transport & Trade Company S.A.E.
16. R G Investment S.A.E
17. GB Bus SAE.
18. International Trade Agencies & Marketing Corporation SAE "ITAMCO"
19. Ghabbour Continental Trading Company free zones Alexandria SAE.
20. Egyptian Vehicles Manufacturing Company SAE "Ghabbour Egypt".
21. Masters Automotive Company S.A.E.
22. Egypt Pre-Owned Auto Mall "FABRIKA"
23. Tire & More Auto Services "360" S.A.E.
24. GB Import & Export SAE
25. Ready Parts S.A.E.
26. GB Logistics S.A.E.
27. Engineering Co for Vehicles maintenance "El Mikanecky" SAE
28. Egyptian International Co for Cars Manufacturing & Maintenance "IAAC" SAE
29. Automobilak Car Trading Co S.A.E
30. Transport Vehicles Distribution Company "TVD" S.A.E
31. International Company for Auto Components Manufacturing "ICACM" SAE
32. International Group for Automotive Trading "GK Auto" – Jordan
33. Ghabbour El Qalam Automotive Trading "GQ Auto" – Jordan
34. GB Allab
35. GBR Services
36. GB El Bostan
37. Ghabbour General Trade – Jordan
38. GBR Auto – Algeria
39. GB Global – Luxembourg
40. GB Global B.V
41. GB Finance – Luxembourg



42. SALEXIA – Syprus
43. Gulf for Car Trading
44. MNT Investments B.V – Netherland
45. GB Capital BV – Netherland
46. BBAL – Cyprus
47. GB Real Estate Mortgage Finance B.V – Netherland
48. SME's Credit Facilities Company B.V
49. GB Micro Credit B.V – Netherland
50. GB Lease B.V - Netherland
51. GB Operational Lease B.V – Netherland
52. GB Consumer Finance B.V – Netherland
53. GB Auto Kenya
54. GB Tanzania
55. Al-Faaika International Car Trading Company “Private Joint Stock Limited”

### The Decision

After discussion the General Assembly unanimously approved issuing solidarity guarantees for the benefit of the subsidiaries, sister companies, related companies, and the previously mentioned, with the authorization of Mr. Nader Raouf Kamal Ghabbour, The Managing Director, to take all necessary measures to issue and sign these guarantees.

### Authorization to Approve the Minutes

The board unanimously authorized each of: Mrs. Samar Salah Ali, Mr. Karim Mohamed Fathy, Mr. Mohamed Samir Mohamed Salama and Mr. Atef Abdel Malak Shenouda, collectively or severally, to take all necessary legal procedures to approve this board at the General Authority for Investment and Free Zones and the registration in the Commercial Register and in front of the Chambers of Commerce, also signing and ratification the amendment contract at the Public Notary and Lawyers Syndicate

At the end of reviewing and discussing the agenda, the Chairman asked the attendees whether there were any questions that needed to be answered. Since it seemed that there were no other matters to discuss, he thanked all attendees: the shareholders, the board of directors, and representatives of the various parties for their good cooperation and wished everyone Good Luck and prosperity and success to the company. The meeting ended at 3:00 pm.

**The Chairman**

**Board Secretary**

**Vote Sorter**

**External Auditor**

### Acknowledgment

I, **Mr. Mohamed Naguib** as a meeting head, hereby acknowledged that I bear full responsibility on the validity of the content, data and facts hereof before third parties, shareholders or partners in the company and General Authority for Investment and Free Zones, I also acknowledge to keep all documents and papers supporting what was stated at the meeting at the company's headquarters, and its agreement and the provisions of the law, the company's bylaws and its amendments, or the company's contract and its amendments, and to commit to submitting them upon request.

**Meeting Head**

