

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.

If you have sold or otherwise transferred all of your Shares, please forward this document and any accompanying documents, other than any personalised documents) at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, neither this document nor any accompanying documents should be forwarded or transmitted in, into or from any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. If you have sold or otherwise transferred only part of your holding of Shares, you should retain these documents.

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# **INTEGRATED DIAGNOSTICS HOLDINGS PLC**

## **Proposed Delisting of Shares from the Egyptian Exchange**

### **Repurchase of Shares pursuant to the Delisting Share Buyback**

#### **Holding of Repurchased Shares as Treasury Shares**

### **CHAIRMAN'S LETTER AND NOTICE OF EXTRAORDINARY GENERAL MEETING 2024**

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**Shareholders should read the whole of this document. Your attention is drawn to the letter from the Chairman of the Company in Part 1 of this Circular which recommends that you vote in favour of the resolutions to be proposed at the EGM.**

Notice of the Extraordinary General Meeting of Integrated Diagnostics Holdings plc to be held at the headquarters of Integrated Diagnostics Holdings plc, Building B216-F7, Smart Village, Giza, Egypt on Wednesday, 12 June 2024 at 1.00 pm (BST) / 3.00 pm local time (EEST) is set out in Part 2 of this Circular.

Whether or not you propose to attend the EGM, please complete your proxy vote online at [www.signalshares.com](http://www.signalshares.com) by 1.00 pm (BST) / 3.00 pm local time (EEST) on Monday, 10 June 2024 (or, in the case of an adjournment, not later than 48 hours, excluding non-working days, before the time fixed for the holding of the adjourned meeting). Alternatively, you can vote via the LinkVote+ app, CREST or Proxymity. Please refer to pages 11 to 15 of Part 2 of this Circular for further instructions.

The Board remains keen to encourage engagement with Shareholders. To that end, the Directors would like to invite questions from Shareholders in advance of and during the EGM. Should Shareholders wish to submit questions to the Board prior to the deadline for proxy voting they can do so, and these will be responded to on an individual basis. In addition, the Board will offer Shareholders the opportunity to dial into the EGM, at which time they can also submit questions to the Board.

Shareholders wishing to access the dial-in facility or submit questions are asked to email Tarek Yehia at [tarek.yehia@idhcorp.com](mailto:tarek.yehia@idhcorp.com) by close of business on Wednesday, 5 June 2024.

This Circular is not a prospectus and does not constitute or form part of, and should not be construed as, an investment recommendation or any offer for sale or subscription of, or solicitation of any offer to buy or subscribe for, any securities of the Company in any jurisdiction, including (without limitation) the United States, nor should it or any part of it form the basis of, or be relied on in connection with,

any contract or commitment whatsoever in any jurisdiction, including (without limitation) the United States.

This Circular contains certain forward-looking statements. A forward-looking statement is any statement that does not relate to historical facts and events, and can be identified by the use of such words and phrases as “according to estimates”, “aims”, “anticipates”, “assumes”, “believes”, “could”, “estimates”, “expects”, “forecasts”, “intends”, “is of the opinion”, “may”, “plans”, “potential”, “predicts”, “projects”, “should”, “to the knowledge of”, “will”, “would” or, in each case their negatives or other similar expressions, which are intended to identify a statement as forward-looking. This applies, in particular, to statements containing information on future financial results, plans, or expectations regarding business and management, future growth or profitability and general economic and regulatory conditions and other matters affecting the Company and its subsidiaries (the “**Group**”).

Forward-looking statements reflect the current views of the Group’s management (“**Management**”) on future events, which are based on the assumptions of the Management and involve known and unknown risks, uncertainties and other factors that may cause the Group’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. The occurrence or non-occurrence of an assumption could cause the Group’s actual financial condition and results of operations to differ materially from, or fail to meet expectations expressed or implied by, such forward-looking statements.

The Group’s business is subject to a number of risks and uncertainties that could also cause a forward-looking statement, estimate or prediction to differ materially from those expressed or implied by the forward-looking statements contained in this Circular. The information, opinions and forward-looking statements contained in this Circular speak only as at its date and are subject to change without notice. Save as required by applicable law, the Group does not undertake any obligation to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this Circular.

The distribution of this Circular in certain jurisdictions may be restricted by law and persons into whose possession this Circular comes should inform themselves about and observe any relevant restrictions. In particular, subject to certain exceptions, this Circular is not for distribution, in whole or in part, directly or indirectly, in, into or from the United States, Canada, South Africa or Japan, or any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdictions. This Circular is and may be communicated only to (and is directed only at) persons to whom such communication may lawfully be made.

## PART 1

# INTEGRATED DIAGNOSTICS HOLDINGS PLC

## LETTER FROM THE CHAIRMAN

Registered Office Address:  
IFC 5, St Helier, Jersey, JE1 1ST, Channel Islands

Dear Shareholder,

Further to the announcement made by the Company on 16 May 2024 concerning the proposed delisting from the EGX (the **"EGX Delisting Announcement"**), I am pleased to enclose the Notice of the Extraordinary General Meeting (the **"EGM"**) of Integrated Diagnostics Holdings Plc (the **"Company"**) which will be held at the headquarters of Integrated Diagnostics Holdings plc, Building B216-F7, Smart Village, Giza, Egypt on Wednesday, 12 June 2024 at 1.00 pm (British Summer Time (**"BST"**)) / 3.00 pm local time (Eastern European Summer Time (**"EEST"**)) (the **"Notice of EGM"**).

The Notice of EGM is set out at Part 2 of this Circular. A copy of this Notice of EGM can be viewed on our website at [www.idhcorp.com](http://www.idhcorp.com).

### BUSINESS OF THE EGM

In the EGX Delisting Announcement, the Company announced that it was proposing to voluntarily delist its ordinary shares (**"Shares"**) from the Egyptian Exchange (the **"EGX"**) (the **"EGX Delisting"**), whilst maintaining its existing standard listing on the London Stock Exchange (the **"LSE"**). The EGX Delisting is subject to, among other things, approval from the holders of the Shares (the **"Shareholders"**) at the EGM and from the EGX.

#### 1. Background

On 17 November 2020, the Company announced it was contemplating a dual listing of its Shares on the EGX and, having received the approval of the Shareholders to facilitate the listing of the Shares on the EGX (the **"EGX Listing"**), on 20 May 2021 the Shares commenced trading on the EGX. Since that time, the Shares have been (i) admitted to listing on the Official List of the United Kingdom Financial Conduct Authority and to trading on the main market for listed securities of the LSE, and (ii) listed and traded on the EGX.

The rationale for putting in place the EGX Listing included improving the liquidity in the Shares and driving up trading volumes by offering Egypt-based investors an opportunity to capitalise on the Company's strong growth and prospects, and widening the Company's investor base across an enlarged pool of geographically diverse investors. It was hoped that this would lead to increased participation from Egyptian retail and institutional investors as well as global emerging markets specialists who invest via the EGX, thereby improving liquidity in the Shares and driving up trading volumes, while simultaneously increasing the Company's local visibility in a market where it generates the majority of its business. Regrettably, as explained further below, the EGX Listing has not led to all of the benefits that had been hoped for, and the board of directors of the Company (the **"Board"** or the **"Directors"**) has concluded that it would be in the best interests of the Company and of Shareholders generally to proceed with the EGX Delisting.

#### 2. Proposed Voluntary EGX Delisting – Resolution 1

Your Board has been reviewing the benefits of maintaining the EGX Listing, including whether the anticipated benefits envisaged in 2020 have been achieved. Whilst the Board considers that some of these benefits have been achieved, the Board now believes that maintaining the EGX Listing is no longer in the best interests of the Company and of Shareholders generally. In particular, since the completion of the EGX Listing the Company has seen continuing low liquidity and trading volumes of the Shares on the EGX and the absence of any investment potential in maintaining the listing on this secondary market.

Accordingly, as announced in the EGX Delisting Announcement, the Board has decided to proceed with the EGX Delisting. Consistent with Egyptian regulations and practice for Egyptian-incorporated companies seeking to delist from the EGX, the EGX Delisting is subject to certain conditions. These include, among others, that the Company obtain approval from the Shareholders for the EGX Delisting, as proposed by **Resolution 1**.

A copy of the EGX Delisting Announcement, including the summary of the resolutions passed by the Board on 15 May 2024 (the “**Board Resolution Date**”) in relation to the proposed EGX Delisting, along with the disclosure report containing various disclosures prescribed by certain applicable Egyptian legal and regulatory requirements, can be viewed on our website at [www.idhcorp.com](http://www.idhcorp.com).

The EGX Delisting will have no impact on the Company's day-to-day operations in Egypt, the Middle East and Africa, where the Company remains committed to being a leading consumer healthcare company. The EGX Delisting will also not impact the Company's existing standard listing on the LSE, and the Company will remain fully committed to meeting the disclosure requirements of companies listed on the LSE.

As set out in paragraphs 3 and 7 of this Letter, Shareholders who currently hold their interests in the Company's Shares on the EGX (EGX ticker code IDH.CA and ISIN code EGS99021C015) will be able to transfer those interests to the LSE (LSE ticker code IDHC and ISIN code JE00BLKGSR75).

In order to facilitate the EGX Delisting, certain approvals are being sought from Shareholders at the EGM to:

- (i) approve the EGX Delisting (as set out in this paragraph 2 of this Letter) (**Resolution 1**);
  - (ii) approve the buyback of EGX Shares (as defined below) (the “**Delisting Share Buyback**”) (further details are set out in paragraphs 4 and 5 of this Letter) (**Resolution 2**); and
  - (iii) approve the holding of EGX Shares repurchased pursuant to the Delisting Share Buyback as treasury shares (further details are set out in paragraph 6 of this Letter) (**Resolutions 3 and 4**),
- (collectively, the “**Delisting Resolutions**”).

Resolutions 1 and 2 will be proposed as special resolutions, which means that for them to be passed, three-quarters or more of the votes cast must be in favour of the resolutions.

Resolutions 3 and 4 will be proposed as ordinary resolutions, which means that for them to be passed, more than half of the votes cast must be in favour of the resolutions.

Each of the Delisting Resolutions will be decided by poll pursuant to the Company's Articles of Association. This is a more transparent method of voting as shareholder votes are counted according to the number of Shares held and this will ensure an exact and definitive result.

It should be noted that each of the Delisting Resolutions is conditional upon each other Delisting Resolution being approved, and the EGX Delisting will not proceed and become effective unless all the Delisting Resolutions are approved at the EGM.

Assuming the Delisting Resolutions are duly approved at the EGM, the EGX Delisting will be deemed completed upon (a) the issuance of a delisting decision in respect of the Shares by the Listing Committee of the EGX, and (b) the removal of the Company's information from the EGX's database (the date of such completion, the “**EGX Delisting Date**”). The Company is targeting to complete the EGX Delisting by the end of the third quarter of the year ending 31 December 2024 (“**Q3 2024**”). A further announcement confirming this will be made by the Company in due course.

In addition to the Delisting Resolutions, the EGX Delisting is subject to the completion of a number of steps and registrations, including, but not limited to, final approval from the EGX. There can be no guarantee that such approval will be received in a timely fashion or at all, in which case the EGX Delisting would not take place in accordance with the proposed timeframe.

If any of the Delisting Resolutions is not approved at the EGM (1) the EGX Delisting will not proceed, (2) the Company will continue to be dual listed on the LSE and the EGX, and (3) the Transfer Suspension (as defined below) will be lifted as of the conclusion of the EGM.

### 3. Transfer Suspension

In connection with the establishment of the EGX Listing in 2021, a share transfer mechanism was established pursuant to which:

- (i) Shareholders who hold Shares traded on the main market for listed securities of the LSE within CREST (as defined below) ("**LSE Shares**") can move their LSE Shares across to the EGX to be held as EGX Shares (an "**LSE to EGX Share Transfer**"); and
- (ii) Shareholders who hold Shares traded on the EGX held by Misr for Central Clearing, Depository and Registry ("**MCDR**") ("**EGX Shares**", and such Shareholders, "**EGX Shareholders**") can move their EGX Shares across to the LSE to be held as LSE Shares (an "**EGX to LSE Share Transfer**"),

(the "**Share Transfer Mechanism**").

Details of the Share Transfer Mechanism can be found on the Company's website at <https://investors.idhcorp.com/en/share-transfer-mechanism-and-documents>.

As announced in the EGX Delisting Announcement, in preparation for the EGX Delisting the Company suspended all LSE to EGX Share Transfers, and no further LSE to EGX Share Transfers have been or will be processed, with effect from 7.00 am (BST) on 16 May 2024 (the "**Stop Date**") (the "**Transfer Suspension**") (save as described below). **It should be noted that EGX to LSE Share Transfers have not been suspended and EGX Shareholders will continue to be able to move their EGX Shares across to the LSE to be held as LSE Shares.**

The Transfer Suspension will be in force until the earlier of:

- (a) the EGX Delisting Date, in which case the Share Transfer Mechanism will no longer be in operation;
- (b) in the event any of the Delisting Resolutions are not approved at the EGM, the conclusion of the EGM; and
- (c) in the event the EGX Delisting does not otherwise proceed, such other time and date as announced by the Company.

### 4. Delisting Share Buyback

Consistent with Egyptian regulations and practice for Egyptian-incorporated companies seeking to delist from the EGX, if the Delisting Resolutions are duly approved at the EGM, all EGX Shareholders, as well as any creditor who has the benefit of a mortgage over any EGX Shares ("**Mortgaged Creditors**"), as at the commencement date of the Delisting Buyback Period (as defined below), will have the ability to require the Company to acquire the EGX Shares held by them or mortgaged in favour of them (as the case may be) on the EGX during the specified period determined by the Company, as noted below (the "**Delisting Buyback Period**"), and subject to further terms and conditions (such persons, the "**Selling Shareholders**", and such EGX Shares acquired by the Company from the Selling Shareholders, the "**Delisting Sale Shares**").

All EGX Shareholders and Mortgaged Creditors will have the ability to require the Company to acquire their Delisting Sale Shares during the Delisting Buyback Period pursuant to the Delisting Share Buyback regardless of whether they have voted on the Delisting Resolutions and, if they did, irrespective of how they voted.

The Delisting Share Buyback will be administered by a broker to be engaged by the Company (the "**Broker**"), and it is currently anticipated that the Delisting Buyback Period will commence in July 2024 and extend for a period of approximately 30 calendar days. The Company will announce the Delisting Buyback Period in due course. The price to be paid by the Company to the Selling Shareholders is 18.62 Egyptian pounds per Delisting Sale Share (exclusive of expenses) (the "**Delisting Buyback Price**", and the total amount to be paid by the Company for all Delisting Sale Shares acquired pursuant to the Delisting Share Buyback (exclusive of expenses), the "**Total Buyback Consideration**").

The Company will pay all brokerage commissions and administrative fees/costs on the EGX for the acquisition of the Delisting Sale Shares pursuant to the Delisting Share Buyback. Each Selling Shareholder shall be responsible for its own expenses relating to the sale of its Delisting Sale Shares pursuant to the Delisting Share Buyback.

Any Shareholder who is in any doubt as to their tax, legal or financial position or liabilities in relation to their EGX Shares, the Delisting Share Buyback, or any other matter set out in this Circular, should consult their own independent professional adviser(s) without delay.

Further details of the Delisting Share Buyback, including the relevant timeline, the Delisting Buyback Period and the actions an EGX Shareholder or Mortgaged Creditor needs to take to sell its EGX Shares (or EGX Shares mortgaged in favour of it), will be announced by the Company in due course.

## **5. Repurchase of Shares at the Delisting Buyback Price – Resolution 2**

At the annual general meeting of the Company for the year ended 31 December 2023, which is scheduled to be held on 29 May 2024, the Company will seek customary Shareholder authority to, among other things, make market purchases of up to 60,000,000 Shares in the capital of the Company (being approximately 10% of the Company's current issued share capital) at prices not less than the nominal value of an ordinary share and not exceeding 105% of the average of the middle market quotations for the five business days before each purchase (exclusive of expenses) ("**AGM Resolution 15**"). Your Directors have no current plans to make any such purchases, but the ability to repurchase the Company's Shares is one of the options for the effective management of the Company's capital which they keep under review. It is envisaged that such purchases would only be made after considering the effect upon earnings per Share and the benefits for Shareholders generally of doing so.

However, as noted above, and consistent with Egyptian regulations and practice for Egyptian-incorporated companies seeking to delist from the EGX, EGX Shareholders and Mortgaged Creditors will have the ability to require the Company to acquire their Delisting Sale Shares pursuant to the Delisting Share Buyback. Accordingly, pursuant to **Resolution 2**, and in addition to any and all existing authorities (whether pursuant to AGM Resolution 15 or otherwise), the Company is seeking a separate authority to be able to repurchase its own Shares at the Delisting Buyback Price in order to complete the Delisting Share Buyback should the Company be required to purchase any Delisting Sale Shares in connection with the EGX Delisting.

The Delisting Buyback Price was approved by the Board and determined using an approach that is consistent with Egyptian regulations and practice for Egyptian-incorporated companies seeking to delist from the EGX. More specifically, the Delisting Buyback Price was calculated based on the highest of:

- (i) the highest closing price of the Shares on the EGX during the month preceding the Board Resolution Date;
- (ii) the highest closing price of the Shares on the LSE during the month preceding the Board Resolution Date (converted into Egyptian pounds based on the prevailing US dollar to Egyptian pound exchange rate on the date of such highest closing price);
- (iii) the average closing prices of the Shares on the EGX during the three months preceding the Board Resolution Date; and
- (iv) the average closing prices of the Shares on the LSE during the three months preceding the Board Resolution Date (after converting into Egyptian pounds based on the average US dollar to Egyptian pound exchange rate for the same period),

and will be paid to Selling Shareholders in Egyptian pounds. Accordingly, the Delisting Buyback Price may be higher than 105% of the average of the middle market quotations for the five business days before the date of the relevant purchase (exclusive of expenses).

The maximum number of Shares that could be repurchased by the Company pursuant to **Resolution 2** would be 30,104,435 Shares, representing the total number of EGX Shares as at 16 May 2024, being the Stop Date. In practice, the Company expects that a proportion of the EGX Shares will be transferred across to the LSE and will not be required to be repurchased by the Company.



The authority set out in **Resolution 2** will unless previously renewed, varied or revoked by the Company in general meeting) expire at the earlier of (a) the conclusion of the next annual general meeting of the Company following the date of the EGM, and (b) at close of business on the day falling 15 months after the date of the EGM.

For illustrative purposes only, based on 30,104,435 EGX Shares, being the total number of EGX Shares as at 16 May 2024, and the Delisting Buyback Price of 18.62 Egyptian pounds per Delisting Sale Share, the maximum Total Buyback Consideration payable by the Company would be 560,544,579.7 Egyptian pounds.

The Delisting Share Buyback will be funded using the Company's existing financial resources and/or new financing. The Directors have, prior to making the decision to proceed with the EGX Delisting and the Delisting Share Buyback, considered the effect upon earnings per Share and the benefits for Shareholders generally of the Delisting Share Buyback.

There were no options over Shares outstanding as at the date of this Circular.

## **6. Treasury Shares – Resolutions 3 and 4**

**Resolution 3** proposes that the Company may hold any of its own Shares that it purchases pursuant to the authority conferred by **Resolution 2** as treasury shares. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base.

**Resolution 4** proposes that the Company be enabled to execute and deliver all such documents as necessary to hold the Shares it purchases pursuant to the authority conferred by **Resolution 2** as treasury shares.

The Board unanimously recommends that you vote in favour of each of the Delisting Resolutions, as the Directors intend to do in respect of their own beneficial shareholdings where applicable.

## **7. Options available to EGX Shareholders**

If the Delisting Resolutions are duly approved at the EGM, the EGX Shareholders will have the following options:

### ***Option 1: Conduct EGX to LSE Share Transfers pursuant to the Share Transfer Mechanism***

EGX Shareholders will continue to have the ability to conduct EGX to LSE Share Transfers pursuant to the Share Transfer Mechanism, **provided that** such EGX to LSE Share Transfers are initiated before the EGX Delisting Date.

Such Shares will thereafter be capable of settlement in the system for the paperless settlement of trades in securities and the holding of uncertificated securities in accordance with the Uncertificated Securities Regulations 2001 (SI 2001 No.3755) operated by Euroclear UK & International Limited ("**CREST**").

EGX Shareholders should note that electing this option would require them to have access to the facilities of a CREST member / participant to receive the Shares in CREST (usually by way of having a brokerage account with a custodian that is a CREST member / participant).

### ***Option 2: Sell EGX Shares to the Company pursuant to the Delisting Share Buyback***

As set out in paragraphs 4 and 5 of this Letter, EGX Shareholders will have the ability to require the Company to acquire their EGX Shares during the Delisting Buyback Period pursuant to the Delisting Share Buyback, and receive the Delisting Buyback Price of 18.62 Egyptian pounds for each such EGX Share sold. Further details are set out in paragraphs 4 and 5 of this Letter.

### ***Option 3: Sell EGX Shares to one or more third parties***

Before the EGX Delisting Date, EGX Shareholders will, subject to market conditions and prevailing demand, be able to sell their EGX Shares to one or more third party buyers on the EGX.

### ***EGX Shareholders who do not take any of the three options set out above***

Following the EGX Delisting Date, any EGX Shares not moved across to the LSE pursuant to an EGX to LSE Share Transfer or sold to the Company pursuant to the Delisting Share Buyback will no longer be capable of being traded on the EGX (such Shares, the "**Remaining Shares**").

The Company will, in accordance with the Company's Articles of Association and the laws of Jersey, take such steps as necessary to ensure that the Remaining Shares are no longer held by MCDR, and instead are held directly by such Shareholders (the "**Remaining Shareholders**") as indicated in the register maintained by MCDR as at the EGX Delisting Date. These steps include, among others, making the relevant entries in the Company's share register to reflect the Remaining Shareholders as the holders of their respective Remaining Shares in place of MCDR, and issuing share certificates to the Remaining Shareholders in respect of their holdings of Remaining Shares. Thereafter, the Remaining Shareholders can, provided that they take all necessary steps and actions as prescribed by the rules and procedures of CREST and the LSE, hold their Remaining Shares as LSE Shares that can be traded on the main market for listed securities of the LSE.

Any such actions by the Company shall be without prejudice to the Company's obligations (if any), remaining outstanding as at the EGX Delisting Date, to settle amounts owed to any Shareholder, including any Remaining Shareholder.

Shareholders are required to come to their own decisions in respect of their EGX Shares, the Delisting Share Buyback, and any other matter set out in this Circular, and are recommended to consult their own legal, financial or taxation advisers, stockbroker, bank manager, solicitor, accountant and/or other independent professional advisers.

## **8. Costs and Expenses**

In addition to the Total Buyback Consideration to be paid by the Company to Selling Shareholders pursuant to the Delisting Share Buyback, the Company expects to incur costs and expenses in relation to the EGX Delisting. These include (i) fees payable to the Egyptian Financial Regulatory Authority and the EGX, including the administrative fees/costs relating to the Delisting Share Buyback, (ii) any fees, expenses and brokerage commissions payable to the Broker, and (iii) the fees and expenses of the Company's advisers, including Clifford Chance LLP (English counsel to the Company), Ogier (Jersey) LLP (Jersey counsel to the Company) and Matouk Bassiouny & Hennawy (Egyptian counsel to the Company).

## **9. Timeline**

The EGM will take place on Wednesday, 12 June 2024 at 1.00 pm (BST) / 3.00 pm local time (EEST).

Assuming the Delisting Resolutions are duly approved by Shareholders at the EGM, it is expected that the Delisting Share Buyback will commence in July 2024 and extend for a period of approximately 30 calendar days, and the EGX Delisting will complete by the end of Q3 2024. The Company will announce the Delisting Buyback Period in due course.

## **VOTING, RECOMMENDATION & QUESTIONS**

The Board unanimously recommends that you vote in favour of each of the Delisting Resolutions, as the Directors intend to do in respect of their own beneficial shareholdings where applicable.

The Board remains keen to encourage engagement with Shareholders. To that end, the Directors would like to invite questions from Shareholders in advance of and during the EGM. Should Shareholders wish to submit questions to the Board prior to the deadline for proxy voting they can do so, and these will be responded to on an individual basis. In addition, the Board will offer shareholders the opportunity to dial into the EGM, at which time they can also submit questions to the Board.

Shareholders wishing to access the dial-in facility or submit questions are asked to email Tarek Yehia at [tarek.yehia@idhcorp.com](mailto:tarek.yehia@idhcorp.com) by close of business on Wednesday, 5 June 2024.

If you are unable to attend the EGM but would like to vote on the Delisting Resolutions, I kindly request for you to submit your proxy vote online at [www.signalshares.com](http://www.signalshares.com) or in accordance with the instructions set out in note 2 of the Notice of EGM on pages 11 to 15. All proxy instructions must be received no later than 1.00 pm (BST) on Monday, 10 June 2024.

Yours faithfully,

**LORD ANTHONY ST JOHN, CHAIRMAN**

Dated: 24 May 2024



## PART 2

# INTEGRATED DIAGNOSTICS HOLDINGS PLC

(Incorporated in Jersey with registered number 117257)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of Integrated Diagnostics Holdings Plc (the “**Company**”) will be held at the headquarters of Integrated Diagnostics Holdings plc, Building B216-F7, Smart Village, Giza, Egypt on Wednesday, 12 June 2024 at 1.00 pm (BST) / 3.00 pm local time (EEST), for the following purposes:

### SPECIAL RESOLUTIONS

1. To consider and, if thought fit, pass the following special resolution which, in accordance with Article 3 of the Company’s Articles of Association will require a majority of three-fourths of the members voting in person or by proxy on this resolution to be passed:

THAT, subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed, the Company is hereby generally and unconditionally authorised to delist voluntarily the Company’s Equity Securities from the Egyptian Exchange (the “**EGX**”), and to take all necessary steps and procedures with all governmental and non-governmental authorities, including but not limited to the Egyptian Financial Regulatory Authority, Misr for Central Clearing, Depository and Registry and the EGX to effect the voluntary delisting from the EGX.

2. To consider and, if thought fit, pass the following special resolution which, in accordance with Article 3 of the Company’s Articles of Association will require a majority of three-fourths of the members voting in person or by proxy on this resolution to be passed:

THAT, subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed, and in addition to any and all existing authorities, the Company is hereby generally and unconditionally authorised pursuant to Article 57 of the Companies (Jersey) Law 1991 to make market purchases of Equity Securities admitted to trading on the EGX as at 16 May 2024 on such terms and in such manner as the Directors shall determine, **provided that:**

- (i) the maximum number of Equity Securities authorised to be purchased is 30,104,435, representing up to approximately 5.02% of the sum of the total issued ordinary share capital of the Company and being 100% of the Equity Securities admitted to trading on the EGX as at 16 May 2024; and
- (ii) the price (exclusive of expenses) which may be paid for each Equity Security is 18.62 Egyptian pounds being both the minimum and maximum price for the purposes of Article 57 of the Companies (Jersey) Law 1991,

and this authority will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or, if earlier, at close of business on the day falling 15 months after that date, save that the Company may make a contract to purchase Equity Securities under this authority before this authority expires which will or may be executed wholly or partly after its expiration.

### ORDINARY RESOLUTIONS

3. To consider and, if thought fit, pass the following ordinary resolution which will require a simple majority of the members voting in person or by proxy on this resolution to be passed:

THAT, subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed, and pursuant to Article 58A (1)(b) of the Companies (Jersey) Law 1991, the Company is hereby generally and unconditionally authorised to hold the Equity Securities purchased pursuant to the authority conferred by Resolution 2 as treasury shares in accordance with the provisions of the Companies (Jersey) Law 1991.

4. To consider and, if thought fit, pass the following ordinary resolution which will require a simple majority of the members voting in person or by proxy on this resolution to be passed:

THAT, subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed, the Company is hereby generally and unconditionally authorised to execute and deliver any documents that are necessary or expedient in connection with the Company holding, as treasury shares, the Equity Securities purchased pursuant to the authority conferred by Resolution 2.

By order of the Board of Directors of Integrated Diagnostics Holdings Plc

**LORD ANTHONY ST JOHN, CHAIRMAN**

Dated: 24 May 2024

Registered Office Address:

IFC 5, St Helier, Jersey, JE1 1ST, Channel Islands

## EXPLANATORY NOTES TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

### 1. DEFINITIONS

<b>“Annual Accounts”</b>	the annual report of the Company for the year ended 31 December 2023
<b>“Articles of Association”</b>	the Articles of Association of the Company
<b>“Board” or “Directors”</b>	the directors of the Company, whose names and biographical details are set out on pages 94 to 97 of the Annual Accounts, and “Director” shall mean any of them
<b>“BST”</b>	British Summer Time
<b>“Chairman”</b>	the chairman of the Company, as set out on page 94 of the Annual Accounts
<b>“Company”</b>	Integrated Diagnostics Holdings Plc
<b>“Companies Law”</b>	the Companies (Jersey) Law 1991 (as amended), and every order, regulation or other subordinate legislation made under it
<b>“EEST”</b>	Eastern European Summer Time
<b>“Extraordinary General Meeting” or “EGM”</b>	the extraordinary general meeting of the Company to be convened at the headquarters of Integrated Diagnostics Holdings plc, Building B216-F7, Smart Village, Giza, Egypt on Wednesday, 12 June 2024 at 1.00 pm (BST) / 3.00 pm local time (EEST)
<b>“Notice of EGM”</b>	the notice convening the EGM which is included with this document
<b>“Register of Members”</b>	the register of members of the Company
<b>“Equity Securities”</b>	ordinary shares in the Company, or rights to subscribe for, or to convert securities into, ordinary shares in the Company
<b>“Resolutions”</b>	the resolutions set out in the Notice of EGM and <b>“Resolution”</b> shall mean any of them
<b>“Shareholders”</b>	the holders of the Shares
<b>“Shares”</b>	ordinary shares of US\$0.25 in the capital of the Company
<b>“US\$”</b>	United States dollars, the lawful currency of the United States of America

### 2. PROXY INFORMATION

- 2.1. Only Shareholders, or their duly appointed representatives, are entitled to attend and vote at the Extraordinary General Meeting. A Shareholder so entitled may appoint one or more proxies (whether they are Shareholders or not) to attend and, on a poll, to vote in place of the Shareholder.
- 2.2. To appoint a proxy, the form of proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be:
  - submitted electronically via Link Group portal, [www.signalshares.com](http://www.signalshares.com) by following the on-screen instructions, in particular at the “Proxy Voting” link, by no later than the deadline set out below. In order to appoint a proxy using the Website, members will need to log into their Signal Shares account or register if they have not previously done so. To register, members will need to identify themselves with their Investor Code which is detailed on their share certificate or available from our Registrar, Link Group;
  - submitted electronically via LinkVote+, which is a free app for smartphone and tablet provided by Link Group (the Company’s registrar). It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their

shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



GooglePlay



- lodged using the CREST Proxy Voting Service in accordance with the procedure set out below; or
- submitted in hard copy form to Link Group in accordance with the procedures set out below, by first requesting a hard copy form of proxy directly from the registrars, Link Group, by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30 BST, Monday to Friday excluding public holidays in England and Wales,

in each case so as to be received no later than 1.00 pm BST on Monday, 10 June 2024.

Or if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 1.00 pm BST on Monday, 10 June 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

- 2.3. The form of proxy and the power of attorney or other authority, if any, under which it is executed, or a copy of it certified by a notary, shall be delivered to PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 1.00 pm BST on Monday, 10 June 2024, being 48 hours, excluding non-working days before the time appointed for holding the Extraordinary General Meeting or adjourned meeting or the taking of a poll (as the case may be) at which the person named in such form of proxy proposes to vote.
- 2.4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Extraordinary General Meeting to be held on Wednesday, 12 June 2024 at 1.00 pm (BST) / 3.00 pm local time (EEST) and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 2.5. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Link Group (CREST Participant ID: RA10), no later than 1.00 pm BST on Monday, 10 June 2024 being 48 hours, excluding non-working days, before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

- 2.6. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 2.7. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 2.8. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
- 2.9. Delivery of a form of proxy shall not preclude a Shareholder from attending and voting in person at the Extraordinary General Meeting or poll concerned and, in such event, the form of proxy shall be deemed to be revoked.
- 2.10. Any corporation which is a Shareholder may, by resolution of its directors or other governing body or in accordance with its governing law or constitutional documents, authorise such person as it thinks fit to act as its representative at the Extraordinary General Meeting, and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation which they represent as that corporation could exercise if it were a natural person who is a Shareholder. A Director, the Secretary or other person authorised for the purpose by the Secretary may require a representative to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers.

### **3. CLOSURE OF REGISTER**

- 3.1. The Company specifies that only those Shareholders registered in the Register of Members of the Company as at close of business on Monday, 10 June 2024 (being 48 hours, excluding non-working days, before the Extraordinary General Meeting in accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999) are entitled to attend or vote at the Extraordinary General Meeting in respect to the number of Shares registered in their name at that time.
- 3.2. Changes to entries on the Register of Members after that time shall be disregarded when determining the rights of any person to attend or vote in the Extraordinary General Meeting.

### **4. COMPANY'S SHARE CAPITAL**

- 4.1. As at the date of this document, the Company's issued share capital comprised 600,000,000 Shares. Each Share carries the right to one vote at a general meeting of the Company and therefore the total number of voting rights in the Company as at the date of this document is 600,000,000. As at the date of this document, the Company does not hold any Shares in treasury.

### **5. VOTING BY POLL**

- 5.1. Article 88 of the Articles of Association provides that at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Law, a poll may be demanded:
  - (i) by the Chairman; or
  - (ii) (except on the election of the chairman of the meeting or on a question of adjournment) by not less than 3 Shareholders present in person or by proxy and entitled to vote; or
  - (iii) by a Shareholder or Shareholders present in person or by proxy and representing not less than 10% of the total voting rights of all the Shareholders having the right to vote on the resolution; or



- (iv) any Shareholder or Shareholders present in person or by proxy holding shares conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the shares conferring that right.

The appointment of a proxy to vote on a matter at a meeting authorises the proxy to demand, or join in demanding, a poll on that matter. In applying the provisions of this Article, a demand by a proxy counts (a) for the purposes of paragraph (ii) above, as a demand by the shareholder, (b) for the purposes of paragraph (iii) above, as a demand by a shareholder representing the voting rights that the proxy is authorised to exercise, and (c) for the purposes of paragraph (iv) above, as a demand by a shareholder holding the shares to which those rights are attached.

Article 89 of the Articles of Association further provides that unless a poll is so demanded (and the demand is not duly withdrawn), a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Article 90 of the Articles of Association provides that the demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result on a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. If the demand for a poll is withdrawn, the Chairman or any other member entitled may demand a poll.

- 6. Article 78 of the Company's Articles of Association permits the right of a member to participate in the business of any general meeting shall include, without limitation, the right to speak, vote on a show of hands, vote on a poll, be represented by a proxy and have access to all documents which are required by the Companies Law or these Articles to be made available at the meeting.
- 7. Article 72 of the Company's Articles of Association provides that, where so requested in the manner set out in section 527(4) of the United Kingdom's Companies Act 2006 by holders representing at least five per cent of the total voting rights of all the holders who have a right to vote at the general meeting at which the Company's annual accounts are laid, or by at least 100 holders who have such right to vote and hold shares in the Company on which there has been paid up an average sum, per member, of at least £100, the Company shall publish on its website a statement setting out any matter relating to the audit of the Company's accounts or any circumstances connected with an auditor of the Company ceasing to hold office, and the Company shall comply with all the obligations relating to the publication of such statement contained in the provisions of sections 527 to 529 (other than section 527(5) and excluding the reference to "See also section 153 (exercise of rights where shares are held on behalf of others)" in section 527(2)) of the United Kingdom's Companies Act 2006 as if it were a company incorporated in the United Kingdom to which such provisions apply, provided always that the Company shall not be required to comply with the obligation set out in section 527(1) of the United Kingdom's Companies Act 2006 where the Board believes in good faith that the rights conferred by this article are being abused.

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