

The Sovereign Fund of Egypt for Investment and Development (TSFE)

Board of Director's Decision No. 8 of 2022

Promulgating TSFE Pre-IPO SubFund

Chairperson of The Sovereign Fund of Egypt for Investment and Development (TSFE)

After reviewing Law No. 177 of 2018 on the Establishment of The Sovereign Fund of Egypt for Investment and Development (TSFE), as amended by Law No. 197 of 2020;

The Prime Minister's Decree No. 555 of 2019 promulgating the Articles of Association of The Sovereign Fund of Egypt for Investment and Development (TSFE), as amended by the Prime Minister's Decree No. 1938 of 2022; and

The Approval of TSFE Board of Directors (Decision No. 16/2/6/6/2022) on the Establishment of TSFE Pre-IPO Subfund at its meeting held on June 6, 2022.

DECIDED

(Article One)

A subfund entirely owned by The Sovereign Fund of Egypt for Investment and Development shall be established under the name "TSFE Pre-IPO Subfund".

(Article Two)

The Sovereign Fund of Egypt for Investment and Development shall issue a certificate of registration for TSFE Pre-IPO Subfund including the data set forth in Article (32) of the Prime Minister's Decree No. 555 of 2019 Promulgating the Articles of Association of The Sovereign Fund of Egypt for Investment and Development, as amended by the Prime Minister's Decree No. 1938 of 2022.

(Article Three)

The term of the Fund shall be ninety (99) years starting from the day following the date of publishing the Establishment Decree in the Official Gazette and on the website of TSFE, which term may be extended by a decision from TSFE Board of Directors. The Fund shall have an independent legal personality, benefit from financial and administrative independence, and shall be deemed a private entity.

(Article Four)

The Fund is aimed at restructuring the state assets and contributions to maximize the return therefrom and realize the best exploitation thereof; and enhance transparency and governance in managing, exploiting, restructuring, registering, and offering such contributions, in whole or in part, on Egypt Exchange and/or foreign stock exchanges in public and/or private offers, either in the form of stocks and/or certificates of deposit, selling them to investors, or otherwise any other method referred to in the Articles of Association.

(Article Five)

In order to achieve its purposes, the Fund shall carry out all economic and investment activities, in particular the following:

1-conclude management contracts and/or sale promise contracts and/or sale contracts for the entire or a portion of the state contributions to investors and/or sovereign funds and/or any other entities at times deemed appropriate by the Fund; and receive, invest, and manage funds deposited by potential investors in agreement therewith.

2- manage and restructure the assets, the title of which is to be transferred thereto and the management of which is to be vested therein; and realize the best exploitation thereof by entering into sale, usufruct, or exploitation agreements with third parties or otherwise by any other means the Fund might may appropriate.

3- establish or own all kinds of companies, funds, or any other entities alone or jointly with third parties or increase their capital, in accordance with the purposes of the Fund, inside or outside the Arab Republic of Egypt;

4- conclude all contracts, arrangements, and agreements required to achieve the purposes of the Fund with potential investors of whatsoever jurisdiction according to the agreement reached therewith.

5- borrow, obtain credit facilities and issue bonds, funding instruments and other debt instruments;

6- purchase, sell, rent, lease, exploit, utilize and possess immovable and movable assets;

7- lend or guarantee investment funds or subsidiaries thereof;

8- carry out all investment, financial and administrative transactions of the assets entrusted thereto; and

9- carry out on its own or through contracting with local and/or international investment banks promotions to offer the state contributions.

10- carry out all other activities necessary to implement the its purposes and obligations.

(Article Six)

The Fund's headquarters shall be in Greater Cairo Governorate, and shall establish branches and offices in any other city within or outside the Arab Republic of Egypt in order to serve the Fund's objectives and the nature of work thereof.

(Article Seven)

The Fund's resources shall be composed of the following:

1- the Fund's capital;

2- returns of the investment in the Fund's money and exploitation of its assets and the state assets or contributions the Fund is entrusted with their management;

- 3- fees accrued to the Fund;
- 4- loans and facilities obtained by the Fund; and
- 5- other resources approved by the Egypt Fund's Board of Directors.

(Article Eight)

The authorized capital of the Fund shall be EGP 10,000,000,000 (only ten billion Egyptian Pounds), and the issued capital shall be EGP 50,000,000 (only fifty million Egyptian Pounds), of which EGP 12,500,000 (only twelve million five hundred thousand Egyptian Pounds) shall be paid by TSFE in the Fund's bank account, and the remainder shall be paid in cash or in kind within three (3) years of its establishment, according to the decision adopted by the Board of Directors.

The Fund's money is private property. The issued capital of the Fund is divided into 12500 (twelve thousand five hundred) units of the issued capital, each having a value of only 1000 pounds.

(Article Nine)

The currency of the Fund's capital shall be the Egyptian Pound. The Fund's assets in other currencies shall be valued in equivalence to the Egyptian Pound according to the Egyptian Accounting Standards. An evaluation may, when necessary, be made in accordance with the Egyptian Accounting Standards at the discretion of the Fund's Board of Directors.

(Article Ten)

The bodies constituting the Fund are the General Assembly, the Higher Executive Committee of TSFE, and the Board of Directors of the Fund.

The Higher Executive Committee shall oversee the functions of the Fund, the realization of its purposes, and the consistency of such functions with the objectives and policies of TSFE.

The Board shall be the higher authority concerned with the management of the Fund and supervision of its functions in a manner that ensures realization of its objectives.

(Article Eleven)

The management of the Fund shall be carried out by a Board of five members, whose appointment shall be by a decision from TSFE Board of Directors, for three (3) renewable years for further terms. The Board shall have the terms of reference set forth in the Articles of Association of the Fund.

(Article Twelve)

The Fund shall have a full-time Chief Executive Officer with practical experience in the field of investment relevant to the activity of the Fund, whose appointment, terms of reference, and financial treatment shall be determined by a decision from the Board of the Fund for a term of three (3) renewable years for further terms.

The Chief Executive Officer shall represent the Fund in its relationships with third parties and before the courts. The Chief Executive Officer shall have executive powers necessary to conduct the day-to-day business of the Fund, including signing contracts, representing the Fund in banking and financial transactions and delegating to third parties such powers as provided in the internal regulations of the Fund.

(Article Thirteen)

The fiscal year of the Fund shall commence on the first of January and end at the end of December. The first fiscal year shall include the period starting from the Fund Establishment Date until the end date of the following fiscal year, provided that such period shall not exceed twenty-four months.

(Article Fourteen)

The present Decision shall be published in the Official Gazette and on the website of TSFE, and shall enter into force as of the following day of its publication.

Issued on 4/09/2022.

The Minister of Planning and Economic Development

Chairperson of Egypt Fund's Board of Directors

Prof. Dr. Hala Helmy El-Said