



شركة أبو قير للأسمدة والصناعات الكيماوية

Alexandria, March 01, 2026

To: EGX
Disclosure Sector

Dear Sir,

Kindly find attached the following:-

Abu Qir Fertilizers Co.'s Corporate Governance Report for the Transitional Financial Period Ended December 31, 2025.

Yours faithfully,

Head, Investor Relations
& Media Sector (IRO)

Acc. Nervana Sabbah Oraby

الأسكندرية في: ٢٠٢٦/٣/١

السادة / البورصة المصرية
قطاع الإفصاح

تحية طيبة وبعد،،،

نتشرف بأن نرفق لسيادتكم طيه:-

تقرير مدى إلتزام الشركة بتطبيق قواعد الحوكمة عن
الفترة المالية الأنتقالية المنتهية في ٢٠٢٥/١٢/٣١ وتقرير
مراقب الحسابات عليه.

وتفضلوا سيادتكم بقبول فائق الإحترام والتقدير،،،

رئيس قطاع علاقات المستثمرين والإعلام
(مسئول علاقات المستثمرين)

محاسبة/ نرفانا صباح عرابي



الشركة حاصلة على شهادات أيزو ٩٠٠١ - أيزو ١٤٠٠١ - أيزو ١٨٠٠١ - أيزو ٢٥٠٥



مكتب الأسكندرية: ٩٥ طريق ٢٦ يوليو - برج السلسلة
تليفون: ٣/٤٨٧٩٩١١ - ٣/٤٨٤٧٢٢٩
مكتب القاهرة: ٥ شارع شريف الصغير
تليفون وفاكس: ٢/٢٣٩٣٤١٧٦

تليفون: ٣/٥٦٠٣٠٥٣ (سبع خطوط)
فاكس الإدارة: ٣/٥٦٠٣٠٣٢
فاكس المشتريات: ٣/٥٦٠٣٠٤٦
فاكس التسويق: ٣/٥٦٠٣٠٤٧
E-mail: afc@abuqir.com

الإدارة والمصانع:
الطابية - خط رشيد - إسكندرية
كيس بريدي مخصص
الرقم البريدي: ٢١٩١١
www.abuqir.com



Abu Qir Fertilizers Company

Governance Report - December 2025



Transparency, Compliance, and Corporate Responsibility



Governance Report in 31 December 2025

First: Company Data:

1- Company Name:

Abu Qir Fertilizers & Chemical Industries Co

2- Company Overview:

- Abu Qir Fertilizers, Industries and Chemicals Company was established as an Egyptian joint stock company under Ministerial decree No. 274 of 1976, issued on April 8, 1976, in accordance with Law No. 60 of 1971 (Public Institutions and Public Sector Companies) and Law No. 111 of 1975 amending certain provisions related to public sector companies.
- The company became subject to Law No. 203 of 1991 (Public Business Sector Law) effective from its enactment date.
- On May 15, 1996, the Ministerial Committee for Public Business Sector Affairs and the Privatization Program approved the the necessary legal measures to transfer the company from the umbrella of Law No. 203 of 1991 to Law No. 159 of 1981(Companies Law). This transition was ratified by the Ordinary General Assembly on May 16, 1996, and published In the Corporate Authority newspaper, Issue No. 1039, August 1996.

3- Legal Form:

An Egyptian joint stock company is subject to the provisions of the Joint Stock Companies Law No. 159 of 1981 and its executive regulations.

4- Commercial Registry:

Registered under no. 87560 at the Commercial Register on July 20, 1976.

5- Duration of the Company

The company commenced activity on July 20, 1976 for 30 years. The term was renewed in 2006 for an additional 30 years, ending on July19, 2036.

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6- Egyptian Stock Exchange Listing:

The company was listed on the Egyptian Stock Exchange on September 12, 1994.

7- Company Purpose:

Manufacturing all types of fertilizers and chemicals, particularly chemical fertilizers and other related materials, derivatives or those necessary for their production, packaging, purchase, sale, and trading within Egypt and abroad. Furthermore, the company may undertake all operations and activities directly or indirectly related to the aforementioned purpose. The company may have an interest or participate in any manner with, entities and companies that engage in similar activities or that may assist the company in achieving its purpose within Egypt or abroad. It may merge with, participate in, purchase, or annex such entities.

(pursuant to the latest amendment of Article (3) of the company's Articles of Association in accordance with the last entry in the Commercial Registry dated August 11, 1996).

8- Authorized, Issued and Paid-up Capital

A- Authorized Capital:

B- The Company's authorized capital is EGP 3 Billion (Three Billion Egyptian Pounds).

C- Issued and Paid-up capital, Number and Type of issued shares:

The issued and paid-up capital is EGP 1,892,813,580 (One Billion, Eight Hundred Ninety- Two Millions, Eight Hundred Thirteen Thousand, Five Hundred Eighty Egyptian Pounds), divided into 1,261,875,720 Shares (One Billion, Two Hundred Sixty- One Million , Eight Hundred Seventy -Five Thousand, Seven Hundred Twenty shares) all of which are cash shares and fully paid up

D- Nominal value per share:

E- The nominal value per share is 1.5 Egyptian Pounds.

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9- Shareholdin Structure as of December 31, 2025:

No.	Shareholder Name	Nationality	No. of Shares	Types of Shares	Ownership Percentage(%)
1	Alpha Oryx Limited Company	Emirates	271,573,655	Nominal	21.52%
2	Saudi Egyptian Investment Company	Saudi	257,405,245	Nominal	20.40%
3	Egyptian General Petroleum Corporation	Egyptian	241,153,540	Nominal	19.11%
4	Holding Company for Chemical Industries	Egyptian	92802709	Nominal	7.35%
5	Nasser Social Bank	Egyptian	74,477,970	Nominal	5.90%
6	Workers' Shareholders Union of Abu Qir Fertilizers Company	Egyptian	65,000,000	Nominal	5.15%
7	Other Shareholders		259462601	Nominal	20.56%
	Total		1,261,875,720		100%

Second: General Assembly:

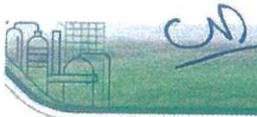
The General Assembly represents all shareholders and may only be convened in Alexandria, where the company's head office is located. The company may utilize any electronic systems to present General Assembly agenda items, enabling shareholders entitled to attend and vote to do so remotely.

The company is committed to its Articles of Association, the requirements of Companies Law No. 159 of 1981, and all other laws and procedures issued by the regulatory authorities regarding the convening, conduct, management, and ratification of General Assembly meetings.

Third: Board of Directors

1- Composition of the Board of Directors

The Board of Directors is composed in accordance with Article (21) of the Company's Articles of Association. This article regulates the composition of the Board of Directors from an appropriate number of members in a way that enables it to carry out its functions and duties. It stipulates that the Board of Directors consists of a minimum of seven members and a maximum of thirteen members. The composition of the board may include up to two experienced members and up to two independent





members appointed by the Ordinary General Assembly, ensuring the representation of legal entities , experienced and independent figures .

The Board of Directors consists of thirteen members, composed as follows:

No. of members	Position	Representation	Classification
1	Chairman and the Managing Director	Experienced Member	Executive
2	Board Member	Alpha Oryx Limited Company	Non-Executive
2	Board Member	Saudi Egyptian Investment Company	Non-Executive
2	Board Member	Egyptian General Petroleum Corporation	Non-Executive
1	Board Member	Holding Company for Chemical Industries	Non-Executive
1	Board Member	Nasser Social Bank	Non-Executive
1	Board Member	Workers' Shareholders Union of Abu Qir Fertilizers Company (Head of Workers Snydicate)	Executive
1	Board Member	Experienced Member	Non-Executive
2	Board Member	Independent Member	Independent

The legal entity shall appoint a Board member to represent it during his membership term. The representative shall be re-appointed upon each renewal of the entity's membership. In the event of dismissal or replacement of the legal entity's representative, the company shall be notified via a registered letter identifying the successor. The new representative shall serve the remainder predecessor's term.

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The composition of the board of directors as of December 31, 2025 is as follows:

No.	Name	Nationality	Role	Representation
1	Eng. Hani Sayed Mohamed Dahi	Egyptian	Chairman and the Managing Director (Executive)	Experienced Member
2	Mr. Omar Mohamed Hassan Mehanna	Emirates	Board Member (Non-Executive)	Alpha Oryx Limited Company
3	Mr. Khalfan Saeed Mohamed Abdulla AlQemzi		Board Member (Non-Executive)	
4	Mr. Nasser Abdel Aziz Abd Allah Abanmi	Saudi	Board Member (Non-Executive)	Saudi Egyptian Investment Company
5	Mr. Ahmed Khalil Abdel Fattah Kordi		Board Member (Non-Executive)	
6	Eng. Ibrahim Abdel Kader Mekki Mahgoub	Egyptian	Board Member (Non-Executive)	Egyptian General Petroleum Corporation
7	Acc. Amal Mohamed Hassan Ali Tantawy		Board Member (Non-Executive)	
8	Chem. Saad Mohamed Mohamed Helal	Egyptian	Board Member (Non-Executive)	Holding Company for Chemical Industries
9	Mr. Osama ElSaid Abdo Mohamed Khalil	Egyptian	Board Member (Non-Executive)	Nasser Social Bank
10	Mr. Ahmed ElYamani Abdel Hay Abdel Dayem	Egyptian	Board Member (Executive)	Workers' shareholders Union Representative
11	Eng. Salah EIDin ElSaid Abdel Karim	Egyptian	Board Member (Experienced)	Experienced Member
12	Mrs. Salma Khalfan Salem Sahmi ElHajeri	Emirates	Board Member (Independent)	Independent Member
13	Mrs. Huda Ali Redha ElLawati	Omani	Board Member (Independent)	Independent Member

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Changes to the Board of Directors' composition from July 1, 2025- December 31, 2025:

- Nomination of Chem/ Saad Mohamed Mohamed Helal, representing the Holding Company for Chemical industries, as a member of the board of directors, succeeding Acc/ Emad EIDin Mostafa Khaled , effective from 3/9/2025 , in accordance with Board of Directors Notification Resolution No (11) at the session of 26/9/2025 .

2- Role and Responsibilities of the Board

The Board of Directors plays a vital and decisive role in setting the company's strategic objectives and approving the general plans and policies that govern its operations .It is responsible for monitoring the performance of executive management, ensuring the effectiveness of internal controls and risk management, and determining the optimal framework for corporate governance. Additionally, the Board adopts professional policies and standards to be followed by employees, directly influencing their performance and conduct. Therefore, the Board's decisions have a significant impact on performance, ensuring asset protection and the maximization of shareholders'wealth.

The Board of Directors operates under a mandate from the General Assembly. Therefore, each board member must act as a representative of all shareholders, committed achieving the company's overall interests and respecting the rights of other stakeholders, rather than serving the interests of a specific group or those who voted for their appointment.

The Board of Directors is responsible for managing the company's affairs, and establishing specialized committees from among its members to help in fulfilling its duties. The Board defines the powers and mandates of these committees and monitors their work to ensure effectiveness. While the Board may delegate certain tasks to other parties or individuals, it retains ultimate responsibility for the company. The Board is held accountable by the General Assembly for the management of the company. Board resolutions are passed by majority vote , however, in the event of urgent decisions made by circulation , all Board members must participate in the voting process.

3- Chairman and Managing Director

In view of the nature of the company's activity, as well as its ongoing developments and expansions, the Board of Directors and the General Assembly have resolved to entrust the responsibilities of both the



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Chairman of the board and the Managing director directly to the Chairman .This decision is based on the following :

- **The Articles of Association of the company:** stipulate that the Board of Directors elects the Chairman of the Board of Directors and may entrust him with the duties of the Managing Director.
- **Joint Stock Companies Law No. 159 of 1981:** Article 85 explicitly authorizes the Board of Directors to entrust the Chairman of the Board with the duties of the Managing Director.
- **The Administrative Court,** in its session held on 25/2/2023, the Court confirmed the permissibility of combining the roles of the Chairman of the Board of Directors and the Managing Director, in accordance with the Joint Stock Companies Law No. 159 of 1981.

The board also appointed a deputy and an assistant to the managing director to follow up on the performance of the company's executive management as follows in 31.12.2025:

No.	Name	Position
1	Eng. Mohamed Fawzy Mohamed Hussien	Deputy Managing Director for Factory Affairs
2	Eng. Ibrahim Momtaz Niazy Zaki Ali	Assistant Managing Director for Production Affairs

In his capacity as the Chairman and Managing Director, he is responsible for the proper functioning of the Board. He bears the responsibility of guiding and directing the Board to ensure its effectiveness. He leads the company's executive management. He must possess the required expertise, competencies and personal qualities that enable him to discharge his responsibilities

Chairman and Managing Director Responsibilities:

- Calling for Board meetings, preparing agendas and managing sessions.
- Calling for Ordinary and Extraordinary General Assembly based on Board resolutions.
- Ensuring that accurate and sufficient information is provided to Board members and shareholders in a timely manner.
- Encouraging discussion and constructive criticism, while ensuring that dissenting opinions are expressed and discussed within the decision-making process.
- Receiving reports and recommendations from all committees and presenting them periodically to the Board for necessary action.
- Ensuring that all Board members conduct self- assessments to measure their commitment and performance duties.
- Ensuring the Board fulfills its duties in the company's best interests while strictly avoiding conflicts of interest.
- Maintaining trust among Board members and strengthening the relationship between the Board and senior management.



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- Ensuring the effectiveness of the applied governance system as well as the effectiveness of the performance of the Board's committees.
- Implementing the company's strategy and annual plans approved by the Board.
- General Supervision of executive work, managing day-to-day affairs, and making decisions to ensure workflow and customer satisfaction.
- Enforcing all internal policies, regulations, and systems approved by the Board.
- Presenting periodic financial and non-financial reports, as well as corporate governance reports, and reviewing responses to auditors' inquiries for board action.
- Actively participating in building an ethical culture, and proposing incentive schemes and motivation schemes, and succession planning mechanisms to ensure loyalty and maximize company value.
- Defining the roles and responsibilities of all employees in accordance with labor regulations Board resolutions.
- Representing the company before the judiciary, third parties, and all governmental and administrative bodies, including the General Authority for Investment and Free Zones, the General Authority for Financial Control and the Egyptian Stock Exchange.
- Signing authority bank accounts, including opening accounts, signing checks, and making withdrawals.
- Signing credit facility agreements, letters of credit, loan and mortgage contracts, and all other banking transactions.
- The right to delegate or assign specific powers to other Board members or executive managers, including the right to grant Power of Attorney for all or part of the aforementioned tasks .

4- Role of the Board Secretary:

The Board Secretary holds an appropriate functional level within the company, enabling them to act as a liaison and mediator between Board members and senior management.

The following are some of their main tasks:

- Preparing and managing the logistics for Board and committees meetings; assisting the Chairman in drafting the meeting agenda; preparing relevant information, data and details on topics to be discussed, and communicating these to Board members well in advance.
- Assisting the Chairman in the preparation for General Assemblies of shareholders and managing the related logistics.
- Promoting corporate governance principles among Board members, top management, and all employees, in coordination with relevant departments.
- Following up on the issuance and implementation Board resolutions, communicating them to the relevant departments, and preparing periodic follow-up reports.





- Maintaining all documents related to Board resolutions and topics submitted to the Board, ensuring that Board members are furnished with vital information in a timely manner.
- Coordinating with all Board committees to ensure effective communication between these committees and Board.
- Coordinating with the relevant committees to provide necessary information that helps the Chairman in assessing Board and committees members, as well as proposals submitted to the General Assembly for the election or replacement of members.
- Ensuring that Board members are updated on any changes in the supervisory or legal frameworks relevant to the company's activities, within the scope of their assigned responsibilities.
- Organizing induction and orientation programs for newly appointed Board members.

5- Board of Directors Meetings:

The Board of Directors held six (6) meetings from July1, 2025 to december 31, 2025 as shown below:

Meeting No. (1) Dated 30.07.2025	Meeting No. (2) Dated 2.09.2025	Meeting No. (3) Dated 26.09.2025
Meeting No. (4) Dated 29.10.2025	Meeting No. (5) Dated 26.11.2025	Meeting No. (6) Dated 30.12.2025

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The attendance of the Board of Directors meetings from July1, 2025 to december 31, 2025 is as follows:

No.	Name	Role	Representation	Attendance	Apology without authorization	Apology with authorization	The authorized person
1	Eng. Hani Sayed Mohamed Dahi	Chairman and the Managing Director	Experienced Member	6			
2	Mr. Omar Mohamed Hassan Mehanna	Board Member	Alpha Oryx Limited Company	6			
3	Mr. Khalfan Saeed Mohamed Abdulla AlQemzi	Board Member		6			
4	Mr. Nasser Abdel Aziz Abd Allah Abanmi	Board Member	Saudi Egyptian Investment Company	6			
5	Mr. Ahmed Khalil Abdel Fattah Kordi	Board Member		5	1		
6	Eng. Ibrahim Abdel Kader Mekki Mahgoub	Board Member	Egyptian General Petroleum Corporation	6			
7	Acc. Amal Mohamed Hassan Ali Tantawy	Board Member		6			
8	Mr. Osama ElSaid Abdo Mohamed Khalil	Board Member	Nasser Social Bank Holding Company for	6			
9	Acc. Emad ElDin Mostafa Khaled	Board Member		2			
10	Chem. Saad Mohamed Mohamed Helal	Board Member	Chemical Industries	4			
11	Mr. Ahmed ElYamani Abdel Hay Abdel Dayem	Board Member	Workers' Shareholders Union	6			

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12	Eng. Salah EIDin ElSaid Abdel Karim	Board Member	Experienced Member	6			
13	Mrs. Salma Khalfan Salem Sahmi ElHajeri	Board Member	Independent Member	5		1	Mr. Omar Mohamed Hassan Mehanna 02.09.20 25
14	Mrs. Huda Ali Redha ElLawati	Board Member	Independent Member	3	2	1	Mrs. Salma Khalfan Salem Sahmi ElHajeri 29.10.20 25

6- Board Committees:

The Board of Directors has established the following committees: (Audit and Governance Committee; Executive and Investment Management Committee; Occupational Health, Safety, Social Responsibility, and Environmental Protection Committee; Nominations, Remuneration, and Benefits Committee; The Investment Projects Financial Indicators Committee). Committees with similar functions were merged in alignment with international corporate governance practices and in compliance with the laws and regulatory instructions governing the Board committees' work . These committees submit their reports and recommendations to the Board of Directors to take the necessary decisions.

The following is a description of the Board of Directors' committees, in accordance with best international practices in corporate governance:

A- Audit and Governance Committee:

The Board of directors has established the Audit and Governance Committee, ensuring independence in the discharge of its duties. The committee is composed of Board members or external





members, provided that at least one member with knowledge and expertise in financial and accounting matters.

The composition of The Audit and Governance Committee under board Resolution No. (30) dated September 26, 2025 is as follows:

No.	Name	Representation	Role
1	Mrs. Maha Marwan Abdullah Arafa	Independent	Chairman
2	Mrs. Salma Khalfan Salem Sahmi ElHajeri	Independent	Member
3	Mrs. Huda Ali Redha ElLawati	Independent	Member
4	Acc. Amal Mohamed Hassan Ali Tantawy	Egyptian General Petroleum Corporation	Member
5	Mr. Omar Mohamed Hassan Mehanna	Alpha Oryx Limited Company	Member
6	Mr. Nasser Abdel Aziz Abd Allah Abanmi	Saudi Egyptian Investment Company	Member
<u>Company Administrative Members:</u>			
7	Acc. Mohamed Abdel Moniem Mohamed	Head of Financial Affairs Sectors	Rapporteur

The duties of The Audit and Governance Committee are as follows :

- Review the company's internal controls and draw up a written report on the committee's opinion and recommendations about such controls.
- Review financial statements before submission to the Board of Directors, and express opinion and make recommendations about such statements.
- Review the adopted accounting policies, and express opinion and make recommendations about such policies.
- Review the audit plan set by the External Auditor, and make remarks thereon.
- Consider the observations and recommendations of the External Auditor on the financial statements as well as the notes and recommendations set forth in the audit management letter received from the External Auditor, and follow up the measures taken in respect thereof.
- Ensure the company's compliance with internal and external systems, regulations and laws, as reported by the competent departments.
- Evaluate the External Auditor's performance, independence, experience, and efficiency and make recommendation to hire an External Auditor or more and determine his/her fees.

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- Recommend the approval for the External Auditor to provide nonaudit services, apart from auditing, and recommend the compensation for such tasks, taking in consideration his/her annual audit fees.
- Discuss and approve the annual plan of the internal audit department, and follow up its efficiency, and ensure that the plan cover all the company's departments and activities.
- Review the internal audit reports, and identify the weaknesses in the company and the reasons for such weaknesses, and follow up the corrective actions.
- Review and evaluate the security system of information and data, and means of protecting the same against any internal or external hackers.
- Examine the notifications or violations submitted by the regulatory bodies and follow up the actions taken to address them.
- Invite the company's External Auditor, Manager of the internal audit department, or any other individual inside or outside the company to attend the committee's meetings, when necessary.
- Review the accounting treatment and disclose each investment transaction and ensure its compliance with Egyptian accounting standards.
- Implement and follow up any other tasks that may be assigned to it by the Board of the Directors.

The Board of Directors issued Resolution No. (127) dated August 30,2020 , approving the merger of the functions of the Governance, Compliance and Risk Management Committees into the Audit and Governance Committee . This is accordance with the terms of reference of each committee as stipulated in the Egyptian code of Corporate Governance issued by the Financial Regulatory Authority.

The Audit and Governance Committee held Six (6) meetings from July1.2025 to December 31.2025 as shown below:

No.	Name	29/7/2025	25/8/2025	1/9/2025	28/10/2025	24/11/2025	29/12/2025	Total
<u>Current Members:</u>								
1	Mrs. Maha Marwan Abdullah Arafa	√	√	√	√	√	√	6
2	Mrs. Salma Khalfan Salem Sahmi ElHajeri		√	√	√		√	4
3	Mrs. Huda Ali Redha ElLawati	√		√		√		3





4	Acc. Amal Mohamed Hassan Ali Tantawy				√	√	√	3
5	Mr. Omar Mohamed Hassan Mehanna	√	√	√	√	√		5
6	Mr. Nasser Abdel Aziz Abd Allah Abanmi	√	√	√	√	√	√	6
<u>Company Administrative Members:</u>								
7	Acc. Mohamed Abdel Moniem Mohamed	√	√	√	√	√	√	6
<u>Previous Members:</u>								
8	Acc. Emad El Din Mostafa Khaled	√	√	√				3

B- Executive and Investment Management Committee:

The Board of directors has established the Executive and Investment Management Committee composed of Board members to ensure independence in the discharge of its duties. The committee is chaired by the Chairman and Managing Director to manage its work independently.

The composition of the Executive and Investment Management Committee under board Resolution No. (30) dated September 26, 2025 as shown below:

No.	Name	Representation	Role
1	Eng. Hani Sayed Mohamed Dahi	Chairman and the Managing Director	Chairman
2	Eng. Salah EIDin ElSaid Abdel Karim	Experienced member	Member
3	Eng. Ibrahim Abdel Kader Mekki Mahgoub	Egyptian General Petroleum Corporation	Member
4	Mr. Khalfan Saeed Mohamed Abdulla AlQemzi	Alpha Oryx Limited Company	Member
5	Mr. Ahmed Khalil Abdel Fattah Kordi	Saudi Egyptian Investment Company	Member
<u>Company Administrative Members:</u>			
6	Acc. Nervana Sabah Oraby	Head, Investor Relations and Media Sector	Rapporteur

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The responsibilities of Executive and Investment Management Committee are as follows :

- Developing a strategy and investment policies for the company, including in particular the following:
 - Specific criteria for investment, including type of activity, internal rate of return, maximum and minimum contribution in light of the company's financial position and the directions of the Board of Directors.
 - Participation policy, whether in new investment projects or increasing the capital of existing companies.
 - Exit policy from existing investments.
 - The policy and procedures for the liquidation of companies that do not have the components of companies.
- Studying any future projects that contribute to improving performance and increasing the technical and competitive capabilities of companies or new investments proposed in the light of the investment strategy, investment policies and procedures approved by the Board of Directors.
- Follow up on the efficient use of the productive resources available to the company.
- Setting a method for using all the elements of the company's production requirements.
- Studying the method of marketing the company's products locally and abroad in order to achieve the largest possible return for the company.
- Studying the maximum utilization of the capabilities currently available to the company.
- Studying the company's needs for technical assistance in various activities and working to provide the company with it in order to improve performance.
- Studying the procedures for investing the surplus liquidity of the company, which is carried out by the financial department, in the light of what is available in the banking market, and issuing its recommendations in order to maximize the return on it.

The Board of Directors issued Resolution No. (127) dated August 30, 2020 , approving the integration of the Investment Committee's functions with the Executive Committee.

- **No meetings of The Executive and Investment Management Committee were held during the period from July 1, 2025 to December 31, 2025.**





C- Occupational Health, Safety, Social Responsibility, and Environmental Protection Committee:

The Board of directors has established the Occupational Health, Safety, Social Responsibility, and Environmental Protection Committee, comprising members of the Board, to ensure independence in the discharge of its duties .

The composition of the Occupational Health, Safety, Social Responsibility and Environmental Protection Committee under board Resolution No. (30) dated September 26, 2025 as shown below:

No.	Name	Representation	Role
1	Eng. Ibrahim Abdel Kader Mekki Mahgoub	Egyptian General Petroleum Corporation	Chairman
2	Eng. Salah EIDin ElSaid Abdel Karim	Experienced member	Member
3	Chem. Saad Mohamed Mohamed Helal	Holding Company for Chemical Industries	Member
4	Mr. Osama ElSaid Abdo Mohamed Khalil	Nasser Social Bank	Member
5	Mr. Ahmed EIYamani Abdel Hay Abdel Dayem	Workers' Shareholders Union Representative	Member
<u>Company Administrative Members:</u>			
6	Chem. Walid ElSayed Abdo	Chairman Consultant of occupational safety and health and environmental protection	Rapporteur

Occupational Health, Safety, Social Responsibility and Environmental Protection Committee is responsible for the following according to The Egyptian Corporate Governance Code:

- Reviewing compliance with social responsibility towards the community and the environment in which the company operates, thereby ensuring company's long term sustainability and enhancing its relationship with the community, and submitting its recommendations to the Board of Directors.
- Monitoring and following up on the implementation occupational safety and health recommendations for employees at the company's plants and field sites.



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- Overseeing the environment policies to be followed by the company within the framework of the environmental conservation.

The Occupational Health, Safety, Social Responsibility and Environmental Protection Committee held Two (2) meetings from July 1, 2025 to December 31,2025 as shown below:

No.	Name	22/7/2025	20/10/2025	Total
1	Eng. Ibrahim Abdel Kader Mekki Mahgoub	√	√	2
2	Eng. Salah EIDin EISaid Abdel Karim	√	√	2
3	Chem. Saad Mohamed Mohamed Helal		√	1
4	Mr. Osama EISaid Abdo Mohamed Khalil	√	√	2
5	Mr.Ahmed EIYamani Abdel Hay Abdel Dayem	√	√	2
<u>Company Administrative Members:</u>				
6	Chem. Walid EISayed Abdo	√	√	2
<u>Previous Members</u>				
7	Acc. Emad El Din Mostafa Khaled	√		1

D- Nominations, Remuneration and Benefits Committee:

The Board of Directors has established the Nomination, Remuneration and Benefits Committee, comprising members of the Board and the company's executive management in accordance with Resolution No. (12) dated July 31, 2024 .

The responsibilities of Nominations, Remuneration and Benefits Committee are as follows :

- Reviewing nominations for career progression regarding senior leadership position within the company.
- Considering proposals for policies and standards pertaining to financial and in-kind employee benefits.

The composition of the Nominations, Remuneration and Benefits Committee under Board Resolution No. (30) dated 26 September 2025 as shown below:

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No.	Name	Representation	Role
1	Eng. Ibrahim Abdel Kader Mekki Mahgoub	Holding Company for Chemical Industries	Chairman
2	Eng. Salah EIDin EISaid Abdel Karim	Experienced member	Member
3	Mr. Osama EISaid Abdo Mohamed Khalil	Nasser Social Bank	Member
4	Mr. Khalfan Saeed Mohamed Abdulla	Alpha Oryx Limited Company	Member
5	Mr. Ahmed Khalil Abdel Fattah Kordi	Saudi Egyptian Investment Company	Member
6	Acc. Amal Mohamed Hassan Ali Tantawy	Egyptian General Petroleum Corporation	Member
Company Administrative Members:			
7	Acc. Yasser Ibrahim Hossny ElAdawy	Head of Managerial Affairs Sectors	Rapporteur

The Nominations, Remuneration and Benefits Committee held three (3) meetings from July 1, 2025 to December 31,2025 as shown below:

No.	Name	21/7/2025	27/10/2025	28/12/2025	Total
Current Members					
1	Eng. Ibrahim Abdel Kader Mekki Mahgoub		√	√	2
2	Eng. Salah EIDin EISaid Abdel Karim		√	√	2
3	Mr. Osama EISaid Abdo Mohamed Khalil	√	√		2
4	Mr. Khalfan Saeed Mohamed Abdulla	√	√	√	3
5	Mr. Ahmed Khalil Abdel Fattah Kordi		√		1
6	Acc. Amal Mohamed Hassan Ali Tantawy	√	√	√	3
Company Administrative Members:					
7	Acc. Yasser Ibrahim Hossny ElAdawy	√	√	√	3
Previous Members					
8	Acc. Emad El Din Mostafa Khaled	√			1
9	Mr. Nasser Abdel Aziz Abd Allah Abanmi	√			1





E- The Investement projects Financial Indicators Committee:

The Board of directors has established Investment Projects' Financial KPIs Committee, comprising members of the Board and the Executive Management, pursuant to Resolution No. (77) dated January 15, 2025..

The responsibilities of the Investement projects Financial Indicators Committee are as follows :

- Establishing the benchmarks for peer projects and determining the minimum reference internal rate of return (IRR) for such Projects.
- Determining the minimum IRR threshold for the company's investement projects.

The composition of the Investement projects Financial Indicators Committee under board Resolution No. (30) dated September 26, 2025 as shown below:

No.	Name	Representation	Role
1	Chem. Saad Mohamed Mohamed Helal	Holding Company for Chemical Industries	Chairman
2	Mr. Osama ElSaid Abdo Mohamed Khalil	Nasser Social Bank	Member
3	Mr. Nasser Abdel Aziz Abd Allah Abanmi	Saudi Egyptian Investment Company	Member
4	Mr. Khalfan Saeed Mohamed Abdulla	Alpha Oryx Limited Company	Member
5	Acc. Amal Mohamed Hassan Ali Tantawy	Egyptian General Petroleum Corporation	Member
<u>Company Adminisrative Members:</u>			
6	Acc. Mohamed Abdel Moniem Mohamed	Head of Financial Affairs Sectors	Rapporteur

The Investement projects Financial Indicators Committee held one (1) meeting from July 1, 2025 to December 31,2025 as shown below:

No.	Name	21/7/2025	Total
1	Chem. Saad Mohamed Mohamed Helal		
2	Mr. Osama ElSaid Abdo Mohamed Khalil	√	1
3	Mr. Nasser Abdel Aziz Abd Allah Abanmi	√	1
4	Mr. Khalfan Saeed Mohamed Abdulla	√	1
5	Acc. Amal Mohamed Hassan Ali Tantawy	√	1
6	<u>Company Adminisrative Members:</u>		
	Acc. Mohamed Abdel Moniem Mohamed	√	1
<u>Previous Members</u>			
7	Acc. Emad ElDin Mostafa Khaled	√	1



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Fourth: The Control Environment:

1- The Internal Control System

The company maintains an effective internal control system comprising a comprehensive set of policies, procedures, manuals, and regulations. These are developed by the relevant departments and formally approved by the Board.

The internal control system includes the following:

- **Defined Authorities & Segregation of Duties:** Establishing clear roles and responsibilities for all employees while ensuring a strict segregation of duties to prevent conflicting functions.
- **Data Integrity & Information Quality:** Ensuring the accuracy and quality of company data and information, guaranteeing its availability to the company or third parties in a timely manner.
- **Asset Protection:** Safeguarding the company's physical assets against risks and ensuring all assets are properly documented and recorded in the company's ledgers.
- **Operational Efficiency:** Enhancing the company's productive efficiency and achieving corporate objectives at the lowest possible cost while maintaining quality standards.
- **Compliance With Work Instructions:** Ensuring precise execution of operational instructions and verifying that they are implemented optimally.
- **Governance Adherence:** Ensuring the application of corporate governance rules and the rigorous implementation of various governance regulations and guidelines.

2- The Internal Audit and Governance Departments:

The company has an Internal Audit and Governance Sector, comprising the General Department of Internal Audit, and the General Department of Governance, Compliance, and Risk. The Sector reports functionally to the Audit and Governance Committee and administratively to the Chairman and Managing Director.

A- The Internal Audit Department

Internal audit systems and procedures are established based on a comprehensive assessment and study of the risks facing the company. This process is informed by the insights and reports of



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the Board of Directors, External Auditors, and Company management. Furthermore, these risks are updated, monitored, and evaluated on a periodic basis.

The most significant responsibilities of the internal audit department include:

- Preparing the Internal Audit Plan and supervising its implementation across all departments and sectors of the company.
- Periodically evaluating the efficiency of the company's Internal Control System and regulations, reporting findings and observations to the Audit and Governance Committee.
- Assessing the extent to which the audited departments comply with established work procedures and policies, ensuring no conflict of interest with the functions of other relevant departments, and staying within the limits of the approved budgets.
- Ensuring the integrity of the maintenance processes for assets and the procedures for their preservation, as carried out by the designated entity, in accordance with the established plan.
- Following up on rectification of observations contained in internal audit reports as well as external reports received from regulatory authorities.

B- Governance, Compliance, and Risk Management

Driven by a firm belief in the importance of Governance, Compliance, and Risk Management as pivotal activities for implementing corporate governance principles.

✚ The Governance Department

The Company is committed to consolidating and establishing governance principles, monitoring their application, and enhancing their effectiveness.

The role of the Governance Department includes the following:

- **Monitoring** the availability of core principles and elements that foster performance development and improvement, thereby contributing to the achievement of the strategic objectives set by the Board of Directors.
- **Overseeing** the implementation of disclosure and transparency principles, as well as promoting a culture of governance across all Company operations and activities.

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- **Enhancing** and developing the company's general framework and operating principles through the code of ethics, while defining its social responsibilities towards employees and society as a whole.
- **Monitoring** the application of the Conflict of Interest Policy across all company employees.
- **Promoting** the concepts of transparency, clarity and fairness in dealing with all shareholders.
- **Ensuring** clarity in the relationships between Board members and stakeholders.
- **Contributing** to the development of the company's internal governance manuals and the formulation of various internal policies that regulate relationship among all employees, as well as preparing the corporate governance compliance report.

The Compliance Department

The Compliance Department is responsible for identifying, assessing, advising, monitoring, and reporting on compliance risks regarding laws, and regulatory instructions issued by various authorities. This aims to avoiding any damage to the company's reputation or exposure to penalties resulting from non-compliance.

Compliance is a comprehensive and multi-faceted responsibility; therefore, it cannot be left solely to a specific group of specialists. Rather, it extends to all company employees as a whole, starting from the Board of Directors and the Senior Management down to all staff members.

The responsibility for establishing policies related to the Compliance Department's functions rests with Senior Management, while the Board of Directors, in turn, approves these policies. It must be ensured that all employees are fully informed of these policies.

The most significant responsibilities of the Compliance department include the following:

- **Continuous Monitoring:** Ensuring that all company employees comply with mandatory laws, controls, and regulatory instructions issued by various authorities, including corporate governance systems and policies.
- **Internal Oversight:** Monitoring the extent of all employees' adherence to internal regulations, policies, and charters, including the Code of Ethics.
- **Data Integrity:** Ensuring the existence and review of the "Know Your Customer" data update plan.
- **Combating Malpractice:** Verifying the absence of illegal or unethical practices within the company, including money laundering, corruption and the financing of terrorism.





- Receiving and investigating reports (whistleblowing) objectively and confidentially.
- Presenting findings to the Audit and Governance Committee, following up on actions taken, and ensuring whistleblower protection.

The Risk Management Department

The Company manages risks in a manner consistent with the nature of its activities, size, and the market in which it operates. The Board of Directors is responsible for establishing the strategy to identify the risks facing the Company and how to deal with them, as well as determining the Company's risk appetite (the acceptable level of risk).

Responsibilities of the risk management department include the following:

- **Risk Analysis:** Conducting accurate, timely, and early analysis of the risks to which the Company may be exposed.
- **Defining Risk Appetite:** Determining the level of risk the Company can accept across various types of risks, based on their potential impact and likelihood of occurrence.
- **Policy Development:** Establishing risk policies and specific indicators to measure, follow up on, and monitor the risks surrounding the company.
- **Policy Evaluation:** Measuring the ongoing adequacy and effectiveness of policies regarding risk measurement and monitoring, and making any necessary adjustments in accordance with market developments and the internal and external environment.
- **Information Systems:** Ensuring the availability of appropriate and effective information and communication systems for risk monitoring. These systems should enable Senior Management and the Audit and Governance committee to receive periodic reports reflecting the Company's adherence to established risk limits, while highlighting any breaches, their causes, and the proposed mitigation plans.
- **Reporting:** Providing accurate and meaningful reports that enable stakeholders to make appropriate decisions.

3- The External Auditor

The General Assembly, based upon the Board of Directors' nomination and the recommendation of the Audit and Governance Committee, shall appoint one or more external auditors for the company, in addition to the Central Auditing Organization. The appointment decision and the determination of





the external auditor's remuneration fall within the exclusive jurisdiction of the Company's Ordinary General Assembly.

The External Auditor must meet the following criteria:

- Compliance with the conditions stipulated in the Law of Practice the Accounting and Auditing Profession.
- Possession of necessary competence, reputation and sufficient experience.
- Complete independence from the company and the members of its Board of Directors.
- The External Auditor shall not perform any technical, administrative or consultancy work for the company.

The General Assembly has appointed Acc. / Mohamed Hassan Mohamed Youssef – the Engagement partner at (Hazem Hassan KPMG Office) - as the company's external auditor.

Any additional work that is not directly or indirectly related to the statutory audit shall be subject to the prior approval of the Audit and Governance Committee, provided that such services are not among those prohibited services for the auditor to undertake. When considering the approval for the External Auditor to provide additional services and determining the related fees, the Audit and Governance Committee must ensure that such engagement does not impair the External Auditor's independence, with the necessity of disclosing this to the General Assembly and in the Annual Report.

The company's auditor has been engaged to provide the General Assembly with a copy of their report regarding the company's compliance with corporate governance principles, in accordance with applicable governance and disclosure rules.

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Fifth: Disclosure and Transparency:

1- Material Information and Financial and Non-Financial Disclosure:

The Company utilizes various communication channels to disclose material financial information that is of key interest to shareholders and stakeholders. This includes annual and interim financial statements, the auditor's report, the Board of Directors' report, accounting policies, and dividend distributions.

The Company also discloses non-financial information of significance to existing and potential shareholders and investors including but not limited to:

- **Corporate information:** Information including the Company's objectives, vision, the nature of business activity, future plans, strategic directions, and the composition of the Board of Directors and its committees.
- **Human Capital Development:** Systems for competency enhancement, professional training, incentive schemes, and employee welfare programs.
- **Ownership Structure:** A detailed breakdown of the Company's ownership, including major shareholders and significant stakeholders, clearly identifying direct and indirect Ultimate Beneficial Owners.
- **Related Party Transactions:** Disclosure of transactions with related parties and commutative contracts.
- **Risk Management:** Identification of the most significant risks facing the Company and the adopted mitigation strategies.
- **Investment Policy:** Any material changes or amendments to the Company's investment policy.
- **Governance Compliance:** An annual report assessing the Company's compliance with the principles of corporate governance.
- **Treasury Shares:** Disclosure to shareholders and regulatory authorities regarding the purchase of treasury shares (if any).
- **Material External Factors:** External material information or developments that significantly impact the Company's operations or position.

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2- Investor Relations

The company has established an Investor Relations Sector that reports to the Chairman and Managing Director. This reflects the Company's commitment to Investor Relations as a core pillar for implementing corporate governance principles.

Key responsibilities of the Investor Relations Sector function:

- **Strategic planning:** Developing an investor relations program strategy based on market analysis Company requirements. The Head Investor Relations determines priority activities and collaborates with the Board of Directors on their implementation.
- **Disclosure Policy:** Participating in drafting the Company's disclosure policy and obtaining formal approval from the Board of Directors.
- **Investor Retention & Acquisition:** Maintaining relationships with existing investors and attracting new ones by enhancing market awareness of the Company's activities, future growth prospects, and key profitability drivers.
- **Stakeholder Communication:** Engaging with analysts, investors, and media representatives to provide accurate information, aimed at mitigating rumors and preventing market surprises that lead to volatility in trading volumes and prices.
- **Information Management:** Organizing and streamlining Company's disclosure in full compliance with applicable regulatory disclosure rules.
- **Database Management:** Establishing and monitoring an investor database, categorized by investor type or geographical location.
- **Market Updates:** Introducing new Board members or senior management to the market to maintain transparency.
- **Roadshows & Events:** Organizing promotional roadshows, analyst meetings, and Company events according to a pre-approved plan, and facilitating investor site visits.
- **Multi-Channel Engagement:** Communicating with investors via various channels, including Company's website, social media, and press releases, and participating in the preparation of the Annual Report tailored for current and prospective investors.
- **Reporting & Web Management:** Preparing the Company's mandatory disclosure report and managing the Investor Relations section of Company website, ensuring it is updated on a continuous basis.

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3- Disclosure Tools:

A- The 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 existing and potential shareholders, investors, and other stakeholders. The Company ensures that the annual report is written in clear and accessible language to be easily understood by the general reader .

The annual report is considered one of the most important sources of information about the company, its activities and its financial position for the existing and potential investor. It serves as a report from the company's management to all interested parties on the events of the past fiscal year and the company's future objectives.

The Annual Report contains the following.

- Chairman and Managing Director's message.
- Vision and Mission.
- Company Strategy.
- Company History and key milestones.
- Ownership Structure.
- Board of Directors Composition .
- Market Aanalysis of the sectors in which the Company operates.
- Current and Future Projects.
- Financial Position Analysis .
- Corporate Governance Report.
- Corporate Social Responsibility (CSR) and Environmental Report.
- External Auditor's Report and Comparative Financial Statements (relative to previous periods).

B- Board of Directors' Report

The company issues an annual report to be submitted to the General Assembly and the regulatory authorities. The report is addressed by the Chairman of the Board of Directors to the shareholders, and includes the following:

- Discussion Financial Results and material matters .
- Key Achievements of the Company during the fiscal year.

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- An analysis of the Business Environment and the Company's primary markets.
- Company Strategy.
- Major Changes in the company's organizational and administrative structure.
- Board Composition and the frequency of its meetings.
- Board Committees' Composition and the frequency of its meetings.
- Workforce Statics: The average number of employees during the year and the average employee income during the same period.
- Employee Incentive and Reward Policies, such as Employee Stock Ownership Plans and other schemes.
- Cummutative Contracts : A status report on commutative contracts concluded in the previous year, as well as those proposed for the following year.
- Legal and Regulatory Actions: A disclosure of any actions taken against the Company, its Board members, or its senior management by regulatory or judicial authorities.
- Compliance Reports: A report on the Company's compliance with corporate governance, as well as its social and environmental responsibilities (CSR).

C- The Disclosure Report:

The Company prepares and issues a quarterly disclosure report in accordance with the rules and regulations issued by the Financial Regulatory Authority (FRA) and the Egyptian Exchange (EGX) .

The report includes the following:

- Company Contact Information.
- Investor Relations Officer: Full name and relevant contact details.
- Significant Shareholders: Ownership structure of shareholders holding 5% or more of the Company's shares.
- Total Ownership Structure: A detailed breakdown of the total shareholding, specifying the free float shares.
- Treasury Shares: Details of the Company's treasury shares (if any).
- Board of Directors Updates: Any changes to the Board's composition and the latest Board structure.

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D- Sustainability Report

The company issues a biennial sustainability report, highlighting its economic, environmental and social achievements. The report reflects the company's values and principles, and clarifies the alignment between its strategies and its social responsibilities. This approach aims to enhance the company's reputation, continuously improve its performance, and ensure full compliance with environmental and social regulations.

The fourth sustainability report (2022/2024) has been completed and is now available on the Company's website.

E- Website

The Company has an official website on the world wide web. Recognizing its leading position as a cornerstone of industry in Egypt and the region ,and as a part of its ongoing commitment to enhancing disclosure and transparency values , the Company has completely developed and upgraded its website. This upgrade aims to provide an integrated digital platform ,enabling shareholders , investors ,and stakeholders to have easy and direct access to all annual reports , the governance structure , financial statements,and the latest company news . Furthermore, the website has been enhanced with the latest technologies to ensure information security and seamless navigation , reflecting the Company's corporate identity .

The Company's Website: www.abuqir.net

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Sixth: Corporate Governance Codes, Charters and Policies:

1- Code of Ethics and Business Conduct

The Company has established a Code of Ethics and Business Conduct for its employees. This code outlines the behavioural and professional standards to which all staff members must adhere. These standards apply to all transactions and work locations, ensuring a positive impact on the Company's reputation, credibility, and the integrity of its employees. The Code is designed to safeguard the rights of shareholders and all other stakeholders. Adherence to these core values and principles is mandatory for all Company employees.

2- Succession Planning Policy

The company develops and evaluates its selection, recruitment, and promotion procedures to ensure securing the best qualified candidates for the right positions. At the same time, the company fosters professional development and advances the skills of existing employees. The policy aims to develop a succession plan for executive management for emergencies, as well as the short and long terms. Special emphasis is placed on succession planning for key personnel to fill vital roles effectively, achieving added value and ensuring the company's sustainability.

3- Whistleblowing Policy

The company encourages its employees and stakeholders of the company to report any practices, that violate the code of ethics or any illegal acts. It implements effective procedures regarding accountability and responsibilities, thereby enhancing the standards of honesty and integrity across all company activities. Furthermore, the company provides protection for whistleblowers to encourage employees and others to take the initiative in disclosing and reporting violations. Complete confidentiality is guaranteed for the whistleblower, provided that the report is based on objective information or supporting documentation.

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4- Conflict of Interests Policies

A-Insider Trading Policy:

The Company monitors and regulates trading by insiders on the company's shares, in accordance with the rules of the regulatory authorities.

B-Related Party Transactions and Affiliates Policy:

The company regulates all related- party transactions and commutative contracts involving board members or major shareholders .The Board of Directors ensures that prior approval is obtained from the General Assembly for these contracts. Additionally, the General Assembly reviews and approves all such contracts executed during the previous year.

The interested party in the commutative contracts is not entitled to vote on the resolution in the General Assembly.

5- Corporate Social Responsibility Policy:

The company maintains a clear policy on social and environmental responsibility,reflecting its ongoing commitment to economic and social development. The company's developments and initiatives in the field of social and environmental responsibility are disclosed in the Board of Directors' Report.

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Eng. Hany Dahy
Chairman & CEO

