شركة الاسكندرية لتداول الحاويات والبضائع
ALEXANDRIA CONTAINER & CARGO HANDLING CO
شركة مساهمة مصرية (ش.م.م)
خاضعة لأحكام القانون (١٥٩) لسنة ١٩٨١

السادة / البورصة المصرية

تحية طيبة وبعد ،،،

بالإشارة الى الفترة المالية الانتقالية من ٢٠٢٥/٧/١ حتى ٢٠٢٥/١٢/٣١ .. نتشرف بأن نرفق لكم ما يلي:

١- تقرير مراقب الحسابات (مكتب السادة / صالح وبرسوم وعبد العزيز (GRANT THORNTON)عن تقرير الحوكمة طبقاً للمادة (٤٠) من قواعد القيد والشطب للفترة المالية الانتقالية من ٢٠٢٥/٧/١ ٢٠٢٥/١٢/٣١

٢- تقرير الحوكمة طبقا للمادة (٤٠) من قواعد القيد والشطب للفترة المالية الانتقالية من ٢٠٢٥/٧/١ ٢٠٢٥/١٢/٣١

وتفضلوا بقبول فائق الاحترام ،،،

To: EGX

Dear sir,

With reference to the Transitional financial period from 1/7/2025 till 31/12/2025 we are honored to enclose to you the following: -

1-Auditor's Report (Prepared by Messrs. Saleh, Barsoum & Abdel Aziz – Grant Thornton) on the Corporate Governance Report in accordance with Article (40) of the Listing and Delisting Rules for the Transitional financial period from 1/7/2025 till 31/12/2025

2- Corporate Governance Report in accordance with Article (40) of the Listing and Delisting Rules for the Transitional financial period from 1/7/2025 till 31/12/2025

Yours Faithfully,

محاسب / سلمى محمد سعد زغلول
Acct./ Salma Mohamed Saad Zaghlol

مدير علاقات المستثمرين
Investors Relations Manager

محاسب / أحمد محمد حموده
Acct./ Ahmed Mohamed Hamouda

رئيس القطاع المالي
Chief Financial Officer

Alex Cont

Saleh, Barsoum & Abdel Aziz
Grant Thornton

Saleh, Barsoum & Abdel Aziz
Nile City South Tower,
6th floor
2005A Cornish El Nil,
Ramlet Boulaq, Cairo, 11221
Egypt

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Independent Limited Assurance Report

on the Board of Directors report of Alexandria Container & Cargo Handling Company "S.A.E" on Compliance with the Corporate Governance Guidelines

issued by the Financial Regulatory Authority

Board of Directors Resolution No. (84) of July 26, 2016

To: The Board of Directors of Alexandria Container & Cargo Handling Company "S.A.E".

Introduction

We have performed an independent limited assurance engagement on the preparation and presentation of the attached report on compliance with corporate governance rules ("the Report") prepared by **Alexandria Container & Cargo Handling Company** S.A.E.'s Board of Directors ("the Board") for the period from July 1, 2025 to December 31, 2025, in accordance with the Indicative Report Format ("IRF") issued by the Egyptian Stock Exchange as addressed in a letter to the Chairman of the Company dated December 25, 2018.

Management's responsibility

The Board of Directors of the Company is responsible for the preparation and presentation of the Report and for ensuring compliance with the Corporate Governance rules, and the model Board Report referred to the letter from the Egyptian Stock Exchange addressed to the Chairman of the Company dated December 25, 2018, also the Board's responsible for ensuring compliance with the governance rules issued by the Financial Regulatory Authority, and the Egyptian Corporate Governance code issued by the Financial Regulatory Authority's board of directors' resolution No (84) dated July 26, 2016. The Board's responsibility includes the identification, disclosure and explanation of instances of non-compliance thereto. The Board is also responsible for the design, implementation and maintenance of adequate systems and internal controls processes relevant for the preparation of the Report.

Our responsibility

Our responsibility is to express a limited assurance conclusion on whether any matters has come to our attention that cause us to believe that the attached Board of Directors report has not been prepared and presented, in all material respects, in accordance with the Indicative Report Format ("IRF") issued by the Egyptian Stock Exchange as addressed in a letter to the Chairman of the Company dated December 25, 2018, based on the limited assurance procedures we performed.

We conducted our work in accordance with Egyptian Standard on Assurance Engagements no. (3000) "Assurance Engagements other than Audits or Reviews of Historical Financial Information". This standard requires that we comply with the applicable professional standards including independence requirements, and that we plan and perform our work to obtain limited assurance whether any matters have come to our attention that cause us to believe that the Board of Directors' report on compliance with corporate governance rules has not been prepared, in all material respects, in accordance with the Indicative Report Format ("IRF") issued by the Egyptian Stock Exchange as addressed in a letter to the Chairman of the Company dated December 25, 2018.

The extent of the procedures performed for evidence gathering in a limited assurance engagement are less than those performed for a reasonable assurance engagement, and therefore a lower level of assurance is provided.

The procedures performed were based on our own judgement, evidences were primarily obtained through inquiries of management, observations of certain procedures performed by management, reviewing selection of supporting documentations and, where applicable, matching with the Company's records.

Performing the above procedures included the following:

- Inquiries of management to gain an understanding of management's processes, to prepare and present the Report in accordance with the issued guidance, in addition to the procedures performed by management to ensure compliance with corporate governance requirements and management processes to evaluate compliance with issued guidance.
- Matching the Report's structure and content as prepared and presented by the Board of Directors with the indicative report format included in the IFR issued by the Egyptian Stock Exchange as addressed in a letter to the Chairman of the Company dated December 25, 2018.
- Where applicable, matching with the information included in the Report with the Company's records and supporting documentation.
- Review a sample of documentation supporting measurable information, where necessary, in the board of directors' report.

According to paragraph 49 (d) of ESAE (3000) "Assurance Engagements other than Audits or Reviews of Historical Financial Information", our procedures were limited to measurable matters that are capable of being assessed reliably. Such procedures did not cover non-quantitative matters nor the effectiveness, validity or completeness of matters such as management's procedures and processes to comply with Corporate Governance. It also does not cover evaluation of the performance of the Board of Directors, its committees or the management, nor the evaluation of instances of non- compliance, violations or rulings. Our procedures also did not cover evaluating the effectiveness of the Company's internal control systems, compliance and the effectiveness of its corporate governance. This report is solely prepared for the purpose of fulfilling our responsibility under the requirements of article (40) of the Egyptian Listing Rules and not for any other purpose. Accordingly, this report cannot be used except for the purpose it was prepared for.

Inherent limitations

Procedures performed by entities to comply with administrative and legal rules, in most cases, rely on the individuals performing them, their understanding of the procedures' objectives, and their evaluation of the effectiveness of performed procedures. In some instances, they cannot be evidenced. The absence of a significant body of established practice on which to draw allows for selection of different but acceptable compliance procedures that are not comparable.

Non-financial information, such as those included in the Report, are subject to more inherent limitations than financial information, given the more qualitative characteristics of the Board of Directors' report on the compliance with corporate governance and the methods used for preparing the Report.

Saleh, Barsoum & Abdel Aziz
Grant Thornton

Conclusion

Based on the limited assurance procedures performed, as described above, nothing has come to our attention that would lead us to believe that the attached Board of Directors' report of **Alexandria Container & Cargo Handling Company S.A.E** on compliance with corporate governance rules for the period from July 1, 2025 to December 31, 2025, has not been prepared and presented in accordance with the Indicative Report Format ("IFR") issued by the Egyptian Stock Exchange as addressed in a letter to the Chairman of the Company dated December 25, 2018.

Cairo, March 18, 2026

Kamel Magdy Saleh FCA,
FESAA (R.A.A. 8510)
FRA Register No. "69"

Saleh, Barsoum, Abdel Aziz & Co.
Accountants
&
Auditors

Alex Cont

شركة الإسكندرية لتداول الحاويات والبضائع
Alexandria Container & Cargo Handling Company

Egyptian Joint Stock Company (S.A.E.) Subject to the Provisions of Law No. (159) of 1981

Corporate Governance Report of Alexandria Container & Cargo Handling Company (S.A.E.) For the Transitional Financial Period from 01/07/2025 to 31/12/2025

EL-DESTINO for Hotels N Translation CR #24411 Tax card #757 641 172 Signature: YASSER A.BEAIS Date: 17/03/2026

First: Basic Company Information

Company Name	Alexandria Container & Cargo Handling Company (S.A.E.)
Company Overview	The Company was established as an Egyptian Joint Stock Company subject to the provisions of Law No. 159 of 1981 and its Executive Regulations. It was registered in the Commercial Register on 09/05/1984 under No. 111502 and was listed on the Stock Exchange on 16/08/1995. On 16/01/2005, Resolution No. 460 of 2005 was issued by the Deputy Chairman of the General Authority for Investment and Free Zones, licensing the conversion of the Alexandria Container & Cargo Handling Company branch to operate under the Free Zone system at the Alexandria and El-Dekheila Container Terminals, in addition to managing multi-purpose terminals. On 10/06/2020, the license to carry out container vessels loading and unloading activities was renewed for a period of fifteen years commencing on 24/06/2020 and ending on 24/06/2035. On 23/06/2022, the Extraordinary General Assembly convened and approved the transfer of the Company's affiliation from the framework of the Public Business Sector Law No. 203 of 1991 and its amendments to operate under the framework of the Joint Stock Companies Law No. 159 of 1981.
Company Purpose:	The purpose of the Company is to handle containers and cargo at the ports of Alexandria and El-Dekheila at the location allocated by the Alexandria Port Authority; to transport containers and cargo to the designated depots and to provide transportation to and from the port for such cargo; to manage and operate multi-purpose terminals at various ports and outside such ports; to carry out customs clearance activities; and to engage in real estate investment activities in all their forms, whether directly or by agency, either independently or in partnership with others. For the purposes of carrying out its activities, the Company may obtain the necessary licenses to conduct such activities and may contract with engineering consultancy offices, contracting companies, and all companies operating in this field. The Company may also participate in companies operating in other fields. The license granted to the Company to carry out container and cargo loading and unloading activities has been extended for a period of fifteen years commencing from the expiry of the previous license on 24/06/2020. The activity of storage has also been added to the Company's objects as stated in the Commercial Register and the Company's Tax Card. The Company's financial year originally commenced on 01/07 and ended on 30/06 of each year. Pursuant to the resolution of the Extraordinary General Assembly dated 28/06/2025, the Company's financial year was amended to commence on 01 January and end on 31 December of each year. Accordingly, Article (54) of the Articles of Association was amended and all necessary legal procedures were taken in accordance with the provisions of the law, and transitional financial statements were issued for a six-month period commencing on 01/07/2025 and ending on 31/12/2025.
The Specified Duration of the Company	Fifty (50) years commencing from 11/06/1984 until 24/06/2035
The Law Governing the Company	Law No. 159 of 1981 and its Executive Regulations
Stock Exchange Listing Date	Stock Exchange Listing Date: 16/08/1995
Nominal Value of Share	Nominal Value of Share: Fifty Piastres (0.50 EGP)
Latest Authorized Capital	Latest Authorized Capital: EGP 2,000,000,000
Issued and Paid-Up Capital	Issued and Paid-Up Capital: EGP 1,489,753,400 divided into 2,979,506,800 shares
Name of Contact Officer	Name of Contact Officer: Salma Saad Zaghloul – Hazem Mahmoud Abu El-Neel
Company Address	Company Address: Pier 23, within the Customs Area – Port of Alexandria
Telephone Numbers	4800633-03/4800634-03

EL-DESTINO for Hotels N Translation CR #24411 Tax card #757 641 172 Signature: YASSER A BEAIS Date: 17/03/2026

Fax Numbers	4862124-03
Website	www.alexcont.com
Email Address	alexcont@alexcont.com

Pursuant to the Resolution of the Extraordinary General Assembly held on Thursday, 06/06/2024:

- **Approval of the increase of the authorized capital from EGP 1,000,000,000 to EGP 2,000,000,000.**
- **Approval of the increase of the issued and paid-up capital from EGP 744,876,700 to EGP 1,489,753,400 (One Billion Four Hundred Eighty-Nine Million Seven Hundred Fifty-Three Thousand Four Hundred Egyptian Pounds only), divided into 2,979,506,800 shares (Two Billion Nine Hundred Seventy-Nine Million Five Hundred Six Thousand Eight Hundred shares only), representing an increase of EGP 744,876,700, by distributing 1 free share for every 1 existing share with a nominal value of fifty piastres per share, financed from the statutory reserve shown in the audited financial statements for the fiscal year ended 30/06/2022.**

Approval was obtained from the Economic Performance Sector at the General Authority for Investment and Free Zones and from the Financial Regulatory Authority. The capital increase shares were issued, Articles No. (6 and 7) of the Articles of Association were amended, and the Commercial Register was updated to reflect the capital increase on 13/08/2024.

Second: General Assembly of Shareholders:

The General Assembly of the Company is held in the city of Alexandria, where the Company's headquarters are located. Each shareholder has the right to attend the General Assembly. The Company shall comply with the provisions of the Articles of Association, the requirements of the Companies Law No. 159 of 1981, and the rules and procedures issued by the regulatory authorities regarding the invitation, procedures for convening the General Assembly, managing its meetings, and ratifying its resolutions.

The following is a statement of the shareholders' structure and their percentage of the issued and paid-up capital:

Shareholders Structure as of 31/12/2025

Shareholder	Number of Shares	Ownership Percentage (%)
The Holding Company for Maritime & Land Transport	**1,053,830,080**	**35.37%**
Alexandria Port Authority	**227,357,824**	**7.63%**
Alfa Oryx Limited	**953,442,176**	**32%**
Black Caspian Logistics Holding Limited	**575,901,360**	**19.32%**
Free Float	**168,975,360**	**5.68%**
Total	**2,979,506,800**	**100%**

The Company's shareholder data has been updated based on the report issued by Misr for Central Clearing, Depository & Registry (MCDR) dated 31 December 2025.

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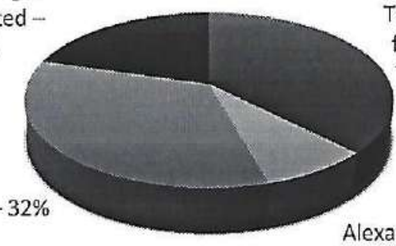
Shareholders Holding 5% or More



Significant Events and Changes in Ownership Structure:

- On Thursday, 20/11/2025, Saudi Egyptian Investment Company executed the sale of its entire shareholding in Alexandria Container & Cargo Handling Company to Black Caspian Logistics Holding Limited, in accordance with the rules and regulations of the Financial Regulatory Authority.

Third: Board of Directors

- **The Company is managed by a Board of Directors composed of twelve (12) members, including a Chairman and a Vice Chairman of the Board, both of whom are non-executive.**

Current Board of Directors Composition

a) Board Composition as of 01/07/2025 and Subsequent Changes:

- **Dr. Maha Marwan Abdullah Arafa was appointed, representing The Holding Company for Maritime & Land Transport, as a member of the Company's Board of Directors in place of Dr. Abeer Wael Sadiq Lahita, by Board Resolution No. (9) circulated on 01/09/2025. The Board composition became as follows:**

No.	Member Name	Position	Represented Entity
1	Mr. Ahmed Ibrahim Ali Mohamed Al-Mutawa	Chairman of the Board, Non-Executive	Alfa Oryx Limited
2	Major General (Naval) / Alaa Mohamed Ibrahim Ahmed	Board Member and Executive Managing Director	The Holding Company for Maritime & Land Transport
3	Prof. Islam Mohamed Abdel Fattah Al-Naqeeb	Non-Executive Board Member	The Holding Company for Maritime & Land Transport
4	Mr. Saif Mohamed Khalfan Saif Al-Mazrouei	Non-Executive Board Member	Alfa Oryx Limited
5	Mr. Mohamed Eida Saleh Bin Hadra Al-Tamimi	Non-Executive Board Member	Alfa Oryx Limited
6	Dr. Nagwa Gaber Shehata Zaghmour	Non-Executive Board Member	The Holding Company for Maritime & Land Transport
7	Dr. Maha Marwan Abdullah Arafa	Non-Executive Board Member	The Holding Company for Maritime & Land Transport
8	Mr. Ahmed Bin Khalil Abdel Fattah Kurdi	Non-Executive Board Member and Vice Chairman	Saudi Egyptian Investment Company
9	Mr. Hamdi Bin Ali Bin Mohamed Nadera	Non-Executive Board Member	Saudi Egyptian Investment Company
10	Major General (Naval) / Ihab Mohamed Salah Mahmoud	Non-Executive Board Member	Alexandria Port Authority
11	Eng. Asim Mohamed Fahmy Ragab	Independent Board Member with Expertise	Independent
12	Prof. Mohamed Mossad Moharram	Independent Board Member with Expertise	Independent

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(B) Board of Directors Composition According to the Resolution of the Ordinary General Assembly Held on 15/10/2025 and Subsequent Changes:

Pursuant to the decisions of the Ordinary General Assembly held on 15/10/2025, a new Board of Directors was formed for a three-year term starting from 15/10/2025, consisting of twelve (12) members, including two independent members with expertise, as follows:

- **The following individuals were appointed effective 15/10/2025 in accordance with Company Board Resolution No. (33) dated 30/10/2025:**

1- Mr. Ahmed Ibrahim Ali Mohamed Al-Mutawa – Chairman of the Board, Non-Executive

2- Major General (Naval) / Alaa Mohamed Ibrahim Ahmed – Executive Managing Director of the Company

- **Eng. Mohamed Fathy Zaki Fathy was appointed, representing The Holding Company for Maritime & Land Transport, as a member of the Company's Board of Directors to complete the representation of the Holding Company, effective 13/11/2025. The Board composition became as follows:**

No.	Member Name	Position	Represented Entity
1	Mr. Ahmed Ibrahim Ali Mohamed Al-Mutawa	Chairman of the Board, Non-Executive	Alfa Oryx Limited
2	Not Specified	Non-Executive Board Member, Vice Chairman during absence of Chairman	Saudi Egyptian Investment Company
3	Major General (Naval) / Alaa Mohamed Ibrahim Ahmed	Board Member and Executive Managing Director	The Holding Company for Maritime & Land Transport
4	Mr. Saif Mohamed Khalfan Saif Al-Mazrouei	Non-Executive Board Member	Alfa Oryx Limited
5	Mr. Mohamed Eida Saleh Bin Hadra Al-Tamimi	Non-Executive Board Member	Alfa Oryx Limited
6	Dr. Nagwa Gaber Shehata Zaghmour	Non-Executive Board Member	The Holding Company for Maritime & Land Transport
7	Dr. Maha Marwan Abdullah Arafa	Non-Executive Board Member	The Holding Company for Maritime & Land Transport
8	Eng. Mohamed Fathy Zaki Fathy	Non-Executive Board Member	The Holding Company for Maritime & Land Transport
9	Major General (Naval) / Ihab Mohamed Salah Mahmoud	Non-Executive Board Member	Alexandria Port Authority
10	Not Specified	Non-Executive Board Member	Saudi Egyptian Investment Company
11	Eng. Asim Mohamed Fahmy Ragab	Independent Board Member with Expertise	Independent
12	Prof. Mohamed Mossad Moharram	Independent Board Member with Expertise	Independent

- **Changes in the Board of Directors Composition According to the Ordinary General Assembly Resolution Dated 18/01/2026**

Pursuant to the decisions of the Ordinary General Assembly held on 18/01/2026, two representatives of Black Caspian Logistics Holding Limited were appointed to the Board of Directors for the remainder of the current Board's term, in accordance with the outcome of the election process conducted during the Ordinary General Assembly held on 15/10/2025. The appointments are as follows:

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1- **Mr. Abdullah Hameed Rashed Jaber Al-Hamali – Non-Executive Board Member, Vice Chairman during the Chairman's absence**
2- **Mr. Omar Salah Eldin Hassan Basyouni – Non-Executive, Non-Executive Board Member**

The Board composition became as follows:

No.	Member Name	Position	Represented Entity
1	Mr. Ahmed Ibrahim Ali Mohamed Al-Mutawa	Chairman of the Board, Non-Executive	Alfa Oryx Limited
2	Mr. Abdullah Hameed Rashed Jaber Al-Hamali	Non-Executive Board Member, Vice Chairman during Chairman's Absence	Black Caspian Logistics Holding Limited
3	Major General (Naval) / Alaa Mohamed Ibrahim Ahmed	Board Member and Executive Managing Director	The Holding Company for Maritime & Land Transport
4	Mr. Saif Mohamed Khalfan Saif Al-Mazrouei	Non-Executive Board Member	Alfa Oryx Limited
5	Mr. Mohamed Eida Saleh Bin Hadra Al-Tamimi	Non-Executive Board Member	Alfa Oryx Limited
6	Dr. Nagwa Gaber Shehata Zaghmour	Non-Executive Board Member	The Holding Company for Maritime & Land Transport
7	Dr. Maha Marwan Abdullah Arafa	Non-Executive Board Member	The Holding Company for Maritime & Land Transport
8	Eng. Mohamed Fathy Zaki Fathy	Non-Executive Board Member	The Holding Company for Maritime & Land Transport
9	Major General (Naval) / Ihab Mohamed Salah Mahmoud	Non-Executive Board Member	Alexandria Port Authority
10	Mr. Omar Salah Eldin Hassan Basyouni	Non-Executive, Non-Executive Board Member (Non-Executive/Non-Full-Time)	Black Caspian Logistics Holding Limited
11	Eng. Asim Mohamed Fahmy Ragab	Independent Board Member with Expertise	Independent
12	Prof. Mohamed Mossad Moharram	Independent Board Member with Expertise	Independent

3-1 Board of Directors' Role and Responsibilities

The Board of Directors holds the broadest authority to manage the Company, except for matters explicitly reserved by the Company's Articles of Association for the General Assembly. The Board is responsible for defining the Company's key objectives and strategic plans to achieve its vision and mission, approving long- and medium-term plans, and establishing the Company's general policies. The Board exercises its duties in accordance with the Company's laws and regulations and the authorities granted thereto to ensure that the Executive Management performs the tasks assigned to it in line with the established plans and policies. This includes monitoring the performance of the Executive Management, ensuring the effectiveness of the internal control system and the Company's risk management, determining the optimal approach to applying corporate governance, and approving professional policies and standards to be followed by employees, which reflects on their performance and conduct, thereby safeguarding the interests of the Company, its shareholders, and its social responsibilities.

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CR #24411
Tax card #757 641 172
Signature: YASSER A BEAIS
Date 7/03/2026

In addition to the above, the Board of Directors assumes the following duties and responsibilities:

- **Approving the Company's internal regulations, policies, and bylaws.**
- **Defining the responsibilities and authorities delegated to any of its members or committees, and approving the Company's delegation of authority schedules.**
- **Appointing the Managing Director and the Board Member supervising business sectors, and determining the remuneration and benefits for each.**
- **Approving the Company's budgets, monitoring their implementation, and approving the Company's financial statements and official reports.**
- **Establishing procedures, tools, and mechanisms to ensure the flow of information, control the accuracy and integrity of data, oversee the disclosure process and communication channels, ensure the integrity of the Company's financial and accounting reports, and guarantee the independence of internal audit activities and compliance within the Company.**
- **Approving financial, banking, contractual, and administrative actions and decisions that exceed the authority of the Managing Director.**
- **Appointing a Board Secretary with the necessary expertise and competence.**

3-2 Responsibilities of the Chairman of the Board:

The Chairman of the Board assumes the following duties and responsibilities:

- **Representing the Company before the judiciary and third parties.**
- **Convening the Board of Directors, setting its agenda, and presiding over Board meetings.**
- **Calling the Ordinary and Extraordinary General Assemblies in accordance with the law.**
- **Ensuring that sufficient and accurate information is made available in a timely manner to Board members and shareholders.**
- **Ensuring that decisions are made on a sound basis and with comprehensive understanding of the matters, while confirming that appropriate mechanisms are in place to guarantee the effective implementation of such decisions in a timely manner.**
- **Receiving reports and recommendations from all committees and presenting them to the Board periodically for necessary action.**
- **Ensuring the effectiveness of the corporate governance system applied in the Company, as well as the effectiveness of the Board committees' performance.**
- **Ensuring that the Board fulfills its duties in a manner that achieves the best interest of the Company, while avoiding any conflicts of interest.**
- **Pursuant to the resolution of the Company's General Assembly held on 18/01/2026, the authorities of the Chairman shall be transferred to the Vice Chairman in case of his absence. This position is assumed by Mr. Abdullah Hameed Rashed Jaber Al-Hamali (Non-Executive Board Member – Vice Chairman of the Board during the absence of Mr. Ahmed Ibrahim Ali Mohamed Al-Mutawa, Chairman of the Board, Non-Executive).**

3-3 Duties and Responsibilities of the Executive Managing Director:

The Executive Managing Director assumes the following duties and responsibilities:

- **Implementing the Company's strategy and its annual plan as approved by the Board of Directors.**
- **Supervising all executive operations of the Company in accordance with the delegation of authority schedule approved by the Board of Directors.**
- **Leading the Company's executive operations, managing its daily affairs, overseeing the workflow across all Company departments and divisions, monitoring the performance of all operational, investment, and financial activities, and taking necessary decisions to ensure smooth operations and achievement of objectives.**
- **Proposing topics to be discussed in the periodic Board meetings in consultation with the Chairman.**
- **Executing all policies, regulations, and internal systems of the Company as approved by the Board of Directors.**
- **Actively contributing to the development and promotion of ethical values within the Company, proposing incentive and reward systems, and implementing mechanisms approved by the Board to ensure employee loyalty, engagement, and the maximization of Company value.**
- **Defining the duties and responsibilities of all Company employees in accordance with the applicable work regulations and Board of Directors' resolutions.**

3-4 Board Secretary

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CR #24411
Tax card #757 641 172
Signature: YASSER A.BEAIS
Date: 17/03/2026

The Company's organizational structure includes an independent Board Affairs Department reporting directly to the Board of Directors, headed by Mr. Hazem Sherif Ali at the level of Director of the Board Affairs Department.

Duties and Responsibilities of the Board Secretary:

No.	Member Name	Represented Entity	Attendance in Person	Proxy Attendance	Total Meetings Attended
1	Mr. Ahmed Ibrahim Ali Mohamed Al-Mutawa	Alfa Oryx Limited – Appointment Date: 30/03/2023	6/7		6/7
2	Mr. Ahmed Bin Khalil Kurdi	Saudi Egyptian Investment Company – Appointment Date: 23/10/2022	4/7		4/7
3	Major General (Naval) / Alaa Mohamed Ibrahim Ahmed	The Holding Company for Maritime & Land Transport – Appointment Date: 19/04/2023	5/7		5/7
4	Prof. Islam Mohamed Abdel Fattah Al-Naqeeb	The Holding Company for Maritime & Land Transport – Appointment Date: 17/09/2022	4/7		4/7
5	Ms. Abeer Wael Sadiq Lahita	The Holding Company for Maritime & Land Transport – Appointment Date: 23/02/2023	2/7		2/7
6	Mr. Saif Mohamed Khalfan Saif Al-Mazrouei	Alfa Oryx Limited – Appointment Date: 30/03/2022	5/7		5/7
7	Mr. Mohamed Eida Saleh Bin Hadra Al-Tamimi	Alfa Oryx Limited – Appointment Date: 31/08/2024	6/7		6/7
8	Dr. Nagwa Gaber Shehata Zaghmour	The Holding Company for Maritime & Land Transport – Appointment Date: 02/10/2023	7/7		7/7
9	Dr. Maha Marwan Abdullah Arafa	The Holding Company for Maritime & Land Transport – Appointment Date: 01/09/2025	5/7		5/7
10	Eng. Mohamed Fathy Zaki Fathy	The Holding Company for Maritime & Land Transport – Appointment Date: 13/11/2025	2/7		2/7
11	**Major General (Naval) / Ihab Mohamed Salah Mahmoud** **Authorized by Alexandria Port Authority: Captain Mohamed Safwat Mohamed Omar** **Authorized by Alexandria Port Authority: Major General (Naval) Essam Farouk Sayed Hassan**	Alexandria Port Authority – Appointment Date: 27/05/2025	2/7 3/7 2/7		2/7 3/7 2/7
12	Mr. Hamdi Bin Ali Bin Mohamed Nadera	Saudi Egyptian Investment Company – Appointment Date: 27/04/2022	3/7		3/7
13	Eng. Asim Mohamed Fahmy Ragab	Independent – Appointment Date: 01/05/2024	6/7		6/7
14	Prof. Mohamed Mossad Moharram	Independent – Appointment Date: 14/07/2024	7/7		7/7

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CR #24411
Tax card #757 641 172
Signature: YASSER A.BEAIS
Date: 17/03/2026

- Preparing, organizing, and managing the logistics of Board and committee meetings, assisting the Chairman in setting the meeting agenda, preparing the relevant data, information, and details, and distributing them to members well in advance of the meeting.
- Assisting the Chairman in preparing for the General Assembly meetings of shareholders, managing the follow-up on issuance and implementation of Board resolutions, notifying the relevant departments, and preparing logistical reports for these meetings.
- Following up on Board resolutions, maintaining and documenting all matters related to Board decisions and topics presented, ensuring that the Board receives critical information in a timely manner, and coordinating with Board committees to ensure effective communication between these committees and the Board.

3-5 Board Meetings Procedures

- The Board of Directors holds its meetings once a month, either upon the Chairman's invitation or at the request of one-third of the Board members.
- The Board must meet at least four times during each financial year, and no more than four full months may pass without convening a Board meeting. Extraordinary meetings of the Board may be held if special circumstances justify such exceptions.
- Board resolutions are passed by a majority of votes of members attending in person or by proxy. In case of a tie, the side of the Chairman prevails.
- A 75% approval, in person or by proxy, is required for resolutions proposing capital increase or decrease, extension or reduction of the Company's term, merger with another company, changing the loss ratio leading to compulsory dissolution, or using reserves for purposes other than those designated.

  In this context, the Board of Directors held seven (7) meetings during the financial period from 01/07/2025 to 31/12/2025. The following table tracks the attendance of Board members during this period:

Fourth: Board Committees

The Board of Directors of the Company manages its affairs based on the mandate issued to it by the General Assembly. According to the Company's Articles of Association, the Board may form one or more committees from among its members, granting them some of its authorities or assigning them to monitor the Company's operations and implement Board resolutions. In accordance with the rules for listing and delisting securities on the Egyptian Exchange, the Audit Committee has been formed by a Board resolution, and it assumes the responsibilities of both the Audit and Governance Committees as set forth in the Egyptian Corporate Governance Code issued by the Egyptian Directors' Center at the Financial Regulatory Authority.

4-1 Formation of the Audit, Governance, and Risk Committee

The Audit, Governance, and Risk Committee consist of three experienced members, as follows:

No.	Name	Position/Capacity
1	Eng. Asim Mohamed Fahmy Ragab	Chairman & Non-Executive Board Member (Independent)
2	Mr. Tarek Al-Wakeel Ahmed Abdelwahab	Vice Chairman of the Committee – Member with Experience
3	Mr. Ahmed Bin Khalil Kurdi	Member & Non-Executive Board Member "Representing Saudi Egyptian Investment Company"
4	Mr. Shahab El-Din Mohamed Ali Tayeh	Member with Experience **"Representing Alfa Oryx Limited"**
5	Mr. Mohamed Hany Saif El-Nasr	Member with Experience

EL-DESTINO for Hotels N Translation CR #24411 Tax card #757 641 172 Signature: YASSER A.BEAIS Date 17/03/2026

It was also decided to appoint Mr. Ahmed Wagdy Abdel Moneim as the Committee Secretary.

- **The Board of Directors, in its session held on 30/10/2025, approved the reformation of the Board's subcommittees. According to the previously approved Committee Charter, the composition of the Audit, Governance, and Risk Committee shall be as follows:**

No.	Name	Position/Capacity
1	Eng. Asim Mohamed Fahmy Ragab	Chairman & Non-Executive Board Member (Independent)
2	Mr. Tarek Al-Wakeel Ahmed Abdelwahab	Vice Chairman of the Committee – Member with Experience
3	Representative of Saudi Egyptian Investment Company	Member
4	Mr. Shahab El-Din Mohamed Ali Tayeh	Member with Experience "Representing Alfa Oryx Limited"
5	Mr. Mohamed Hany Saif El-Nasr	Member with Experience

It was also decided to appoint Mr. Ahmed Wagdy Abdel Moneim as the Committee Secretary.

- Responsibilities of the Audit, Governance, and Risk Committee:
  1. Review the Company's internal control system and prepare a written report on its opinions and recommendations regarding it.
  2. Review the financial statements before presenting them to the Board of Directors and provide opinions and recommendations thereon.
  3. Review the accounting policies applied and provide opinions and recommendations thereon.
  4. Recommend to the Board the appointment of one or more external auditors for the Company, including their qualifications, competence, and independence; the decision to appoint them and determine their fees lies within the authority of the Ordinary General Assembly of the Company.
  5. Review the audit plan of the external auditor and provide observations thereon.
  6. Examine the external auditor's comments and recommendations on the financial statements and other matters included in the management letter from the auditor, and follow up on their implementation.
  7. Ensure the Company's compliance with internal and external laws, regulations, and policies, based on reports submitted by the Compliance Department or other relevant departments.
  8. Recommend approval for the external auditor to undertake additional non-audit assignments and approve the fees for such assignments in accordance with their annual compensation.
  9. Discuss and approve the annual plan of the Internal Audit Department, monitor its effectiveness, and ensure it covers all Company departments and activities.
  10. Review internal audit reports, identify shortcomings or deficiencies within the Company, and follow up on corrective actions.
  11. Study and evaluate the Company's early warning system and propose measures for its improvement and effective implementation.
  12. Review and assess the Company's information and data security systems and measures to protect against internal or external breaches.
  13. Examine observations or violations reported by regulatory authorities and follow up on their resolution.
  14. Invite the external auditor, the Head of Internal Audit, or any other person inside or outside the Company deemed necessary to attend committee meetings whenever required.
  15. Execute and follow up on any other tasks assigned by the Board of Directors.
  16. Periodically evaluate the Company's governance system and draft internal manuals, charters, and policies on the application of governance rules within the Company.
  17. Prepare an annual report on the Company's compliance with corporate governance rules, including proposing measures to ensure full implementation of these rules.
  18. Review the Company's annual report and the Board of Directors' report, particularly regarding disclosure items and other governance-related matters.
  19. Maintain, document, and follow up on reports evaluating the Board's performance.
  20. onsider regulatory observations on the application of corporate governance in the Company and follow up on their implementation.
  21. Perform any other tasks assigned by the Board of Directors.
  22. The Committee shall meet regularly at least twice a month; the Chairman or the majority of core Committee members may call for a special meeting.

EL-DESTINO for Hotels N Translation CR #24411 Tax card #757 641 172 Signature: YASSER A BEAIS Date 7/03/2026

23. Committee meetings may be held in person or via online communication methods.
24. Minutes of Committee meetings shall be recorded, maintained, and presented to the Board of Directors.
25. The Committee may form working groups for any purpose it deems appropriate and may delegate authority to subcommittees if deemed suitable.
26. Departments responsible for internal audit, financial and administrative inspection, and quality shall report technically to the Audit, Governance, and Risk Committee. Their reports, including management responses and proposed corrective actions, shall be presented to the Committee for preparation of reports to the Board. The above-mentioned departments shall not delete or alter any observations in the reports, even if corrective measures have been taken.
27. The Managing Director may assign the above-mentioned departments additional unplanned tasks related to operations, and these departments shall take necessary actions and prepare reports as outlined above.

4-2 Committee Meetings of the Audit, Governance, and Risk Committee

The Committee holds regular meetings. During the period from 01/07/2025 to 31/12/2025, seven (7) meetings were held as follows:

No.	Name	Number of Meetings Attended
1	Eng. Assem Mohamed Fahmy Ragab	7/7
2	Mr. Tarek El-Wakeel Ahmed Abdelwahab	7/7
3	Mr. Ahmed bin Khalil El-Kurdi	4/7
4	Mr. Shehab El-Din Mohamed Ali Taiy	5/7
5	Mr. Mohamed Hany Seif El-Nasr	6/7

- The Audit, Governance, and Risk Committee has consistently adhered to its agenda, which includes disclosure reports on key activities, recommendations issued by the committee, and follow-up on responses from the executive management, which are forwarded to the company's auditors and the Financial Regulatory Authority.
- The committee informs the Board of Directors of its reports and results periodically, and these observations are discussed and presented to the Board.
- The committee has issued its recommendations based on the reports issued.
- These reports included recommendations regarding the following:

1. Monitoring the update of the internal control and internal audit systems, reviewing the organizational structure of the Internal Audit Department to ensure its effectiveness and independence, and emphasizing the importance of using the Enterprise Resource Planning (ERP) system as a primary control tool to enhance the efficiency of control systems. The committee also recommended accelerating the update of the company's cost system according to the contracted system, with the necessary training for the relevant human resources to ensure effective oversight and improve the accuracy of financial information, especially considering the changes in the internal audit sector during the fiscal year, which affected the timely issuance of reports and the sustainability of sector performance.
2. Activating the Internal Audit Department by preparing a clear and methodological annual audit plan, including organizing audit processes, examining and evaluating internal control systems, identifying and assessing risks, preparing audit reports, and monitoring the implementation of issued recommendations. This aims to ensure operational efficiency and strengthen the internal control framework while improving corporate governance practices. The committee also recommended supporting the Internal Audit Department with a qualified professional leader with sufficient experience to head the department, with the department reporting directly to the Chairman of the Board to enhance independence and oversight.
3. Developing the structure and policies of the Finance Department through a comprehensive review of its policies, procedures, and organizational structure to ensure integrated control and activate the department's different roles, including financial planning, budget preparation, financial control, financial reporting, liquidity and cash flow management, and investment management.
4. Ensuring the executive management establishes a comprehensive enterprise risk management framework that identifies operational, financial, and strategic risks the company may face, assesses their likelihood and impact, and sets clear mechanisms for managing and monitoring them periodically, with regular reporting to the Audit, Governance, and Risk Committee.

EL-DESTINO
CR #24411
Tax card #757 641 172
Signature: YASSER A.BEAIS
Date 17/03/2026

5. Continuing training and qualification programs for employees to support the enhancement of human resource capabilities and their ability to handle modern systems and regulatory requirements.
6. Strengthening compliance with the company's governing laws and regulations, including rules for companies listed on the Egyptian Exchange, disclosure requirements, and corporate governance standards.
7. Enhancing oversight of operational performance and productivity, monitoring key performance indicators for trading volumes and operational productivity regularly, analyzing gaps between actual and targeted performance, and taking necessary measures to improve performance.
8. Emphasizing the importance of strengthening the company's marketing role and continuous communication with shipping lines and clients to support increased trading volumes and enhance competitiveness in the port sector.
9. Recommending that the Commercial Department prepare a comprehensive marketing plan based on a detailed market and competition analysis, including evaluating the impact of current tariffs, assessing their suitability for market conditions, and exploring opportunities to attract additional clients and diversify services to strengthen competitiveness and increase trading volumes.
10. Recommending that executive management complete the review and update of existing company policies and regulations to ensure alignment with regulatory and operational developments, enhance procedural clarity, and strengthen the corporate governance system.
11. Recommending that executive management promptly take the necessary measures to close and settle the crane incidents that occurred during 2012–2013, to determine the final financial impact and take appropriate actions to safeguard the company's rights.

3-4 Institutional Development Committee:

The Institutional Development Committee consists of four non-executive Board members and one experienced member.

The Board of Directors, by resolution passed via circulation on 15/8/2024, approved the reconstitution of the Institutional Development Committee as follows:

No.	Name	Position / Role
1	Mr. Ahmed bin Khalil Kurdi – Representative of the Egyptian-Saudi Investment Company	Chairperson & Non-Executive Board Member
2	Eng. Asim Mohamed Fahmy Ragab	Member & Non-Executive Board Member (Independent)
3	Mr. Hamdy bin Ali bin Mohamed Nadrah	Member & Non-Executive Board Member – Representative of the Egyptian-Saudi Investment Company
4	Ms. Abir Wael Laheyta	Member & Non-Executive Board Member – Representative of the Holding Company for Maritime and Land Transport
5	Mr. Shihab El-Din Tayeh	Member – Experienced

EL-DESTINO for Hotels N Translation CR #24411 Tax card #757 641 172 Signature: YASSER A.BEAIS Date 7/03/2026

It was also decided to appoint Mr. Ahmed Wagdy as the Secretary of the Committee.

- **The Board of Directors, in its session held on 30/10/2025, approved the reformation of the committees emanating from the Board, and according to the previously approved Committee Charter, the composition of the Institutional Development Committee shall be as follows:**

No.	Name	Position
1	Representative of the Egyptian-Saudi Investment Company	Member with expertise, "representing Alfa Orix Limited"
2	Eng. Assem Mohamed Fahmy Ragab	Member and Non-Executive Board Member (Independent)
3	Mr. Mohamed Eida Saleh bin Haidara Al-Tamimi	Member and Non-Executive Board Member, "representing Alfa Orix Limited"
4	Dr. Nagwa Gaber Shehata Zghmor	Member and Non-Executive Board Member, representing the Holding Company for Maritime and Land Transport
5	Dr. Mohamed Massad Mahmod Moharem	Member and Non-Executive Board Member, representing the Holding Company for Maritime and Land Transport
6	Representative of the Egyptian-Saudi Investment Company	Member

It was also decided to appoint Mr. Ahmed Wagdy Abdel Monem as the Committee Secretary.

Committee Responsibilities:

1. Study the company's current situation and operational system to identify development needs in technical, administrative, and operational areas to achieve optimal utilization of the company's resources and assets.
2. Propose performance measurement standards for the company based on internationally applied practices.
3. Evaluate ongoing digital transformation projects within the company and propose a plan for the required future development.
4. Review all company contracts for ongoing projects, assess their status, and provide recommendations to the Board of Directors for decision-making.
5. The committee shall be responsible for assessing the current status of the company's marketing and investment activities, as well as customer relations, and provide development proposals.
6. Propose the company's needs regarding engagement of an external consultant (for preparing the overall company strategy, conducting a comprehensive restructuring study, implementing the institutional transformation, and identifying required technical development areas) and submit to the Board of Directors for approval to proceed with contracting the consultant as deemed appropriate.
7. The committee shall be responsible for liaising with the consultant appointed by the Board to implement the study referred to in item 6 above.
8. Establish the Institutional Development Office and coordinate and follow up with the office created by Board resolution.
9. The committee may form sub-working groups according to topics and agenda items discussed in the committee.
10. The committee has the right to propose recommendations regarding executive and operational procedures and submit them to the Board of Directors for approval; these decisions become effective immediately upon Board approval, and the executive management shall implement them promptly.
11. The committee's role is organizational, supervisory, and advisory to the Board, supporting the executive management in achieving the objectives of the company's development and strategic plan.
12. The committee does not diminish the responsibilities or duties of the Executive Managing Director and serves as an advisory body complementing the executive system to guide the company toward achieving the transformation plan targets.

EL-DESTINO Hotels & Translation
CR #24411
Tax card #757 641 172
Signature: YASSER A.BEAIS
Date 17/03/2026

13. The committee meets periodically with the Executive Managing Director to align, agree on priorities, monitor progress, and request necessary support if any obstacles arise.
14. In case of any disagreement between the committee and the Executive Managing Director, the matter shall be escalated to the Board of Directors for resolution.
15. The Director of the Institutional Development Office is responsible for executing daily tasks and reporting to this committee to request any requirements needed to achieve the vision; the committee coordinates with the Executive Managing Director to facilitate the office's work and presents matters to the Board as needed.
16. The Institutional Development Office is managed by the committee, and its work is monitored jointly by the committee and the Executive Managing Director.
17. The committee may form working groups for any purpose it deems appropriate and may delegate powers to sub-committees if considered necessary.
18. Committee meetings may be held in person or via any online communication method.
19. Minutes of committee meetings shall be recorded, preserved, and presented to the Board of Directors.
20. Regarding committee recommendations and proposals submitted to the Board, committee decisions shall be made by majority vote; in case of a tie, the committee chair shall have the deciding vote.
21. Any decision or recommendation issued by the committee shall be communicated to the Executive Managing Director for submission to the Board of Directors for approval.

4-4 Institutional Development Committee Meeting Attendance

The committee holds regular meetings. A total of 3 meetings were held during the period from 1/7/2025 to 31/12/2025, as follows:

No.	Name	Number of Meetings Attended
1	Mr. Ahmed bin Khalil Kurdi – Representative of the Egyptian-Saudi Investment Company	3/3
2	Eng. Assem Mohamed Fahmy Ragab	3/3
3	Mr. Shehab Eldin Tayeh	2/3
4	Ms. Abeer Wael Lheita	3/3
5	Mr. Hamdy bin Ali Nadera	3/3

The committee informs the Board of Directors of its issued reports and the results of its activities on a regular basis, and these observations are discussed and presented to the Board.

The committee has issued its recommendations based on the reports as follows:

- Follow-up on the steps taken regarding the restructuring of company positions in light of the recommendations of the contracted international consulting firm, with emphasis on completing the updates to the job structure and linking it to the actual tasks and responsibilities of each position.
- Follow-up on the measures taken to implement the outputs of the international consulting expert regarding the company's restructuring and operational process development project, including reviewing the steps taken in preparing the Business Plan and mechanisms for monitoring its implementation.
- Follow-up on the management of the investment portfolio and the steps taken in this regard to ensure optimal use of cash surpluses and maximize returns in coordination with the Audit, Governance, and Risk Committee.
- Follow-up on the implementation of the 12-hour shift system (Ward System) and the organizational and operational steps taken to ensure optimal utilization of human resources and improve operational efficiency.
- Follow-up on the status of contracting with a Third-Party Administrator (TPA) for providing medical insurance services to the company's employees, and the measures taken to ensure an adequate medical network and improve the quality of healthcare services provided.

EL-DESTINO
Tax card #757 641 172
Signature: YASSER A.BEAIS
Date 17/03/2026

- Follow-up on measures taken regarding the review of travel, unplanned training, and training bonus allocations, with emphasis on directing financial resources allocated for training towards programs that support the company's institutional development plans.
- Follow-up on measures taken to implement the restructuring of the reward system and performance management system, emphasizing the importance of completing necessary studies to support the development of the company's incentive and performance framework.
- Status of implementation and activation of the company's Whistleblowing Policy, reviewing proposed mechanisms for receiving complaints and reporting violations while ensuring secure and confidential channels for reporting.
- Follow-up on external appointments of several leadership and technical staff as part of the restructuring plan and completion of the organizational structure of strategic company sectors, in line with the company's direction to enhance institutional efficiency and support operational structures with the necessary competencies, consistent with work priorities and major projects forming the backbone of the company's administrative and technological infrastructure.
- The Nomination and Remuneration Committee has emerged from this committee and operates under the supervision of the Institutional Development Committee.

The Committee for Taking Actions to Fill Vacant Leadership Positions from among the nominated company employees has been reconstituted as follows:

No.	Name	Position	Role
1	Major General / Alaa Mohamed Ibrahim Mohamed	Chief Executive Officer	**Chairman**
2	Accountant / Al-Sayed Al-Sayed Ibrahim Shehata	Head of Supply Chain Sector	**Member**
3	Engineer / Mohamed Salah El-Din Abdelkader	Head of Human Resources Sector	**Member**
4	Accountant / Ahmed Abdelhamid Hamouda	Head of Finance Sector	**Member**
5	Engineer / Amr Mohamed Abdullah Mohamed	Acting Chief Operating Officer	**Member**
6	**Mr. / Hazem Essam Mohamed**	**Researcher – Personnel Affairs, General Statistics & Employee Records**	**Secretary**

The committee aims to achieve the following:

1. Reorganize and assign the company's administrative structure, review the status of leadership positions, evaluate their performance, and assess the personnel and leadership within the company's approved structure by the Board of Directors, including newly created or vacant positions. The selection of leaders should be based on a set of criteria ensuring the appointment of qualified and effective individuals in terms of (practical competence – leadership abilities – communication and team-building skills – integrity and transparency).
2. Each committee member is responsible for evaluating the leaders reporting to them in coordination with the Human Resources Department.

EL-DESTINO
for Hotels N Translation
CR #24411
Tax card #757 641 172
Signature: YASSER A.BEAIS
Date 17/03/2026

4-5 The Senior Financial Budgeting Committee

The Board of Directors, by circulation resolution, approved the formation of the Senior Financial Budgeting Committee for the fiscal year 2024/2025 pursuant to Resolution No. (24) Issued by circulation on 10/3/2025. The Senior Financial Budgeting Committee consists of three non-executive Board members, one experienced member, and one member from the company's executive management as follows:

No.	Name	Position / Capacity
1	Mr. Mohamed Eida Saleh bin Haidara Al-Tamimi	Chairman & Non-Executive Board Member (Representing Alfa Oryx Limited)
2	Rear Admiral / Alaa Mohamed Ibrahim Ahmed	Member & Executive Managing Director (Representing The Holding Company for Maritime and Land Transport)
3	Mr. Ahmed bin Khalil Kurdi	Member & Non-Executive Board Member (Representing Saudi Egyptian Investment Company)
4	Captain / Ali Assem Ibrahim	Member & Chief Executive Officer of Operations
5	Mr. Shehab Eldin Mohamed Ali Taiy	Member, Experienced (Representing Alfa Oryx Limited)

It was also decided to appoint Mr. Ahmed Hamada El-Sharkawy as the Secretary of the Committee. According to the changes in the composition of the High Financial Budget Committee pursuant to the Board of Directors' resolution by circulation dated 1/9/2025, the committee was reconstituted as follows:

No.	Name	Position / Status
1	**Mr. Mohamed Eyadah Saleh Bin Haidrah Al-Tamimi**	**Chairman & Non-Executive Board Member "Representing Alpha Oryx Limited"**
2	**Admiral / Alaa Mohamed Ibrahim Ahmed**	**Member & Executive Managing Director "Representing the Holding Company for Maritime and Land Transport"**
3	**Mr. Ahmed Bin Khalil Kurdi**	**Member & Non-Executive Board Member "Representing the Saudi Egyptian Investment Company"**
4	**Eng. / Amr Mohamed Abdullah**	**Member & Chief Executive Officer of Operational Affairs of the Company**
5	**Mr. Shehab El-Din Mohamed Ali Tayeh**	**Member with Expertise "Representing Alpha Oryx Limited"**

It was also decided to appoint Mr. Hazem Sherif Abdullah as Secretary of the Committee.
The Board of Directors, in its session held on 30/10/2025, approved the reformation of the committees emanating from the Board. In accordance with the previously approved Committees' Charter, the composition of the Financial Budget Committee shall be as follows:

No.	Name	Position / Capacity
1	Mr. Mohamed Eida Saleh Bin Haidra Al-Tamimi	Chairman and Non-Executive Board Member "Representing Alfa Oryx Limited"
2	Vice Admiral / Alaa Mohamed Ibrahim Ahmed	Member and Executive Managing Director "Representing the Maritime & Land Transport Holding Company"
3	Prof. Dr. Maha Marwan Abdullah Arafa	Member and Executive Managing Director "Representing the Maritime & Land Transport Holding Company"
4	Representative of the Saudi Egyptian Investment Company	Member
5	Mr. Shehab Eldin Mohamed Ali Tayeh	Member with Expertise "Representing Alfa Oryx Limited"
6	Eng. Amr Mohamed Abdullah	Member and Chief Executive Officer of Operational Activities

EL DESTINO Hotels N Translation Tax Card 757 641 172 Signature: YASSER A. BEAIS Date 17/03/2026

It was also decided to appoint Mr. Hazem Sherif Ali Abdullah as the Committee Secretary.

The Committee aims to achieve the following:

1. Ensure the application of the highest standards of integrity and transparency in procurement, tendering, and related practices.
2. Verify that procurement activities are aligned with the company's overall strategy as well as its operational and financial objectives.
3. Provide an effective control mechanism that contributes to improving operational efficiency and mitigating risks associated with procurement.
4. Enhance decision-making mechanisms concerning major and strategic procurements and tenders.

Committee Authorities and Responsibilities:

1. The Committee's maximum authority for approving procurements, tenders, practices, and purchase orders shall not exceed USD 1,200,000 (One Million Two Hundred Thousand U.S. Dollars only) or its equivalent in Egyptian Pounds according to the exchange rate announced by the Central Bank on the date of approval of any procurement procedures or purchase orders. Amounts exceeding this ceiling shall be referred to the Board of Directors for approval.
2. The Committee has the authority to execute budget reallocations between items for the company's best interest and make prompt decisions, provided that a study of objectives and justifications for canceling, adding, or supporting other budget items is presented to the Board in the subsequent follow-up report.
3. In certain urgent and exceptional cases, and upon presenting justifications to the Chairman of the Board, the Committee may reconsider the implementation of some decisions previously submitted to the Board if the Committee deems rapid action necessary.
4. The Committee shall make decisions by majority vote. In the event of a tie, the Committee Chair shall have the casting vote.
5. Any Board member may request a review or appeal of the Committee's decisions if there are objective justifications, and the matter shall be decided by the Board of Directors.
6. Review and approve the company's procurement and tendering plans and policies to ensure compliance with applicable laws and regulations.
7. Oversee the tendering and awarding processes to ensure transparency and fair competition among suppliers.
8. Review and approve purchase orders that exceed the approved executive authority limits.
9. Review strategic contracts and agreements to ensure compliance with legal and procedural requirements.
10. Monitor contract implementation and ensure suppliers and partners comply with the agreed contractual terms.
11. Review any exceptions or amendments to contracts and take appropriate decisions thereon.
12. Ensure adherence to good governance principles in all procurement and contracting processes.
13. Coordinate with the Finance Department to submit periodic (quarterly) reports monitoring the implementation of the financial budget to the Board, including recommendations and observations regarding procurement and tender performance.

Committee Charter:

- The Committee shall hold periodic meetings according to an approved schedule, and extraordinary meetings may be convened when necessary.
- All meetings and deliberations shall be accurately documented in official minutes.
- The Committee shall regularly submit its recommendations and outcomes to the Board of Directors for review.
- The Committee shall adhere to governance and transparency standards and ensure compliance with applicable laws and regulations.
- The Committee shall periodically review supplier performance to ensure compliance with the agreed quality standards and requirements.

EL DESTINO for Hotels N Translation
CR #24411
Tax card #757 641 172
Signature: YASSER A.BEAIS
Date: 17 / 03 / 2026

4-6 Proceedings of the Senior Financial Budget Committee Meetings

The Committee holds its meetings on a regular basis. Seven meetings were held during the period from 01/07/2025 to 31/12/2025 as follows:

No.	Name	Number of Meetings Attended
1	Mr. Mohamed Ayedah Saleh Bin Haidara Al-Tamimi	6/7
2	Admiral / Alaa Mohamed Ibrahim Ahmed	7/7
3	Prof. Dr. Maha Marwan Abdullah Arafa	3/7
4	Mr. Ahmed Bin Khalil Kurdi, Representative of the Saudi-Egyptian Investment Company	4/7
5	Mr. Shahab El-Din Mohamed Ali Tayeh	6/7
6	Captain / Ali Asim Mahmoud	2/7
7	Eng. / Amr Mohamed Abdullah	4/7

Fifth: Control Environment

5-1 Internal Control System

The Company has an internal control system comprising a set of policies, procedures, manuals, and regulations prepared by the relevant departments and approved by the Board of Directors. The system aims to achieve the following:

- Clearly define the duties and responsibilities of all company personnel while ensuring complete segregation of conflicting responsibilities.
- Ensure the accuracy and quality of data and information, and verify its availability to the Company or third parties in a timely manner.
- Protect the Company's tangible assets from potential risks and ensure proper documentation and recording of these assets in the Company's records.
- Enhance the Company's operational efficiency and achieve its objectives at minimal cost while maintaining the highest possible quality standards.
- Ensure accurate implementation of work instructions and procedures, verifying their optimal execution, and guarantee the application of corporate governance principles through strict adherence to all governance rules and procedures.
- The Internal Audit Department conducts periodic evaluations of the implemented internal control system to verify the adequacy, effectiveness, and efficiency of control procedures. The results are submitted to the Audit Committee, which provides recommendations, if any, for improving the internal control system to the Board of Directors.

5-2 Internal Audit Department

- Believing in the importance of the Internal Audit function in achieving the Company's objectives through a systematic and organized approach to evaluating and improving the effectiveness of governance, risk management, and control processes, the Company's organizational structure includes an independent Internal Audit Department. This department reports functionally and technically to the Audit Committee and administratively to the Managing Director, with the aim of providing sufficient information on the applied control systems and supplying the Audit Committee and Executive Management with all relevant information regarding the Company's performance and achievement of its main objectives.
    a) Role of the Internal Audit Department:
    - Objectively and independently examine and evaluate the adequacy and effectiveness of internal control systems.
    - Maintain the quality and development of internal control processes and procedures.
    - Ensure accurate identification, management, and mitigation of risks.
    - Verify the accuracy of financial and operational information.

EL DESTINO Hotels N Translation
CR #24411
Tax card #757 641 172
Signature: YASSER A.BEAIS
Date: 2/03/2026

- Ensure that resources are acquired economically, used efficiently, and adequately protected.
- Review the means of safeguarding assets and confirm their existence.
- Review operations to ensure that outcomes align with objectives and that processes are executed as planned.
- Ensure compliance with approved policies, procedures, standards, systems, laws, and regulations.
- Work to prevent and detect fraud and manipulation.
- Review and assess information systems and electronic platforms.
- Verify the Company's adherence to corporate governance rules and standards.
- Provide advisory services and technical support to senior management and various departments.

(b) Scope of Work of the Internal Audit Department: Review all aspects of activities and operations and all departments and sections of the Company, as well as perform all necessary audit procedures, whether related to records, personnel, or assets, with complete independence from executive operations.

(c) Execution of Internal Audit Tasks: The Internal Audit function is carried out by a permanent department within the Company, consisting of an adequate number of auditors who are scientifically and professionally qualified.

(d) Responsible for the Internal Audit Department: The Board of Directors, in its meeting held on 27/11/2025, approved the appointment of Mr. Khaled Mohy El-Din Said Saleh as Head of the Internal Audit Sector.

(e) Reporting Frequency: Periodic reports are prepared on the results of audit activities, including audit observations, recommendations, and proposed solutions, and are sent to the audited entities and executive management to address findings and implement corrective actions. Additionally, quarterly reports are prepared for submission to the Audit Committee, summarizing the results of internal audit activities during the period.

5-3 Risk Management

The Company's Board of Directors is responsible for risk management in a manner consistent with the nature and scale of the Company's activities. The Internal Audit Department, which reports functionally and technically to the Audit Committee and administratively to the Managing Director, coordinates between the executive departments regarding the analysis and assessment of risks, determining the level of risk the Company can accept from the various risks it may face based on their impact and likelihood, and proposing control measures and risk management methods to ensure that the Company does not exceed this risk threshold.

5-4 Compliance Management

An independent organizational unit has been established to undertake the tasks and responsibilities related to compliance management by monitoring all Company departments for adherence to laws, regulations, and supervisory instructions issued by various authorities, through the following tasks and responsibilities:

- Continuous monitoring and ensuring that all Company employees comply with binding laws, regulations, and supervisory instructions issued by various authorities, including governance systems and policies.
- Ensuring that all employees adhere to internal regulations, policies, and codes, including the Code of Ethics and Professional Conduct.
- Ensuring that no illegal or unethical practices exist within the Company, cooperating with the Legal Department to investigate any reports of practices or violations objectively and confidentially, presenting investigation results to the Audit Committee, and following up on actions taken while ensuring whistleblower protection.

EL-DESTINO for Hotels N Translation CR #24411 Tax card #757 641 172 Signature: YASSER A.BEAIS Date 17/03/2026

5-5 Governance Management
The Company's Governance Department is responsible for consolidating and establishing governance principles, monitoring their implementation, and enhancing their effectiveness, through the following:

- Monitoring the availability of essential principles and elements that help develop and improve the Company's performance, contributing to achieving the strategic objectives set by the Board of Directors.
- Monitoring the application of the principles of disclosure, transparency, and governance culture across all Company activities and operations.
- Improving and developing the overall framework and operational principles of the Company through the Company's Code of Professional Conduct, including defining its social responsibility towards employees and society as a whole.
- Monitoring the application of the conflict-of-interest policy for all Company employees.
- Ensuring the application of transparency, disclosure, and fairness in dealings with all shareholders.
- Ensuring clarity in the relationships between the Board of Directors and stakeholders.
- Developing the Company's internal governance manuals and formulating various internal policies that regulate employee relationships, as well as contributing to the preparation of a report on the Company's compliance with corporate governance rules across all companies.

5-6 Statutory Auditors

- In accordance with the Company's Articles of Association, the Company may have a statutory auditor, who is appointed by the General Assembly along with the determination of their fees. Based on this, the Company's General Assembly, in its meeting held on 27 November 2025, appointed:
- The statutory auditor Mr. Khaled Magdy Khaled Saleh – Executive Partner at Saleh, Barsoum & Abdel-Aziz (Grant Thornton) – to carry out the audit of the Company's financial statements for the fiscal period from 1/7/2025 to 31/12/2025 (transitionary budget due to the change of the Company's fiscal year), and he is registered in the Statutory Auditors Register at the Financial Regulatory Authority.
- Additionally, the Central Auditing Organization (Marine Transport Accounts Department) shall carry out auditing and oversight of the Company's accounts in accordance with applicable laws and regulations.
- The Company commits to the following when appointing statutory auditors:
- Follow the necessary procedures in appointing the statutory auditor, as approved by the General Assembly.
- Ensure compliance with the conditions stipulated in the Accounting and Auditing Profession Law, including competence, reputation, and sufficient experience of the Company's statutory auditors.
- Ensure the independence of statutory auditors from the Company and its Board members. The Audit Committee must approve assigning statutory auditors any additional work unrelated to their role as the Company's auditor, provided such work is not prohibited for the auditor.

Sixth: Disclosure and Transparency

The Company discloses, through various means, financial information relevant to shareholders and stakeholders, including annual and periodic financial statements, Board of Directors' reports, and all material and urgent events. Annual financial statements are published in two widely circulated newspapers in accordance with the law, in addition to publication on the Company's website and disclosure to the Egyptian Exchange, the Financial Regulatory Authority, and other media outlets.
The Company also discloses non-financial information of interest to current and prospective shareholders and investors, including:

- Information about the Company, such as its objectives and vision, nature of its activities, and future plans and strategy.
- Ownership structures in sister and subsidiary companies.
- Transactions with related parties and compensation agreements.

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- Disclosure to shareholders and regulatory authorities regarding treasury shares.
- Disclosure of any judicial rulings that may affect the trading price or investment decisions of stakeholders.
- Providing the Financial Regulatory Authority and the Egyptian Exchange with the decisions of the Ordinary and Extraordinary General Assemblies immediately after their conclusion, and no later than before the start of the next trading session. The Company shall also provide the Exchange within one week of the General Assembly meeting with the minutes approved by the Chairman of the Board.
- Providing the Exchange with General Assembly meeting minutes certified by the competent administrative authority within no more than three working days from receipt from the General Authority for Investment and Free Zones.
- Providing the Financial Regulatory Authority and the Egyptian Exchange with a summary of decisions including material events issued by the Board immediately upon issuance, and no later than before the start of the next trading session.
- Announcing the decision of the competent authority regarding cash dividends, stock dividends, or both.

Seventh: Investor Relations

Believing in the importance of investor relations as an activity aimed at activating and strengthening relations with current and prospective investors, the Company has included within its organizational structure the position of Investor Relations Officer. Key responsibilities include:

- Developing a strategy for the investor relations program in line with market requirements and Company needs, whereby the Investor Relations Officer prioritizes required activities and formulates the strategy to implement these activities in cooperation with the Board of Directors.
- Participating in the formulation of the Company's disclosure policy and obtaining Board approval.
- Maintaining existing investors and attracting new investors by raising market awareness of the Company's operations, growth opportunities, and factors affecting profitability.
- Communicating with analysts, investors, and media representatives to provide information that mitigates rumors and news that may cause fluctuations in trading prices and volumes.
- Organizing Company information according to applicable disclosure rules.
- Creating and monitoring a database of investors by type or geographic location.
- Introducing the market to new Board or senior management members.
- Organizing promotional campaigns and Company events according to a pre-prepared plan and facilitating investor visits to Company sites.
- Communicating with investors through various communication channels, such as the Company website and press reports.
- Preparing required disclosure reports and maintaining the Investor Relations pages on the Company's website, updating them continuously.

Eighth: Disclosure Tools

8-1 Annual Report

The Company issues an annual report in Arabic containing information relevant to shareholders, investors, and stakeholders, including:

- The Company's vision and objectives.
- The Company's strategy.
- Ownership structure.
- Senior management and Board composition.
- Market analysis in which the Company operates.
- Future Company projects.
- Financial performance.
- Corporate social and environmental responsibility activities.

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8-2 Board of Directors Report

The Company issues an annual Board of Directors report for presentation to the General Assembly and regulatory authorities in accordance with Companies Law No. 159 of 1981, its executive regulations, and Egyptian Exchange listing and delisting rules. The report includes:

- General status of the Company and results achieved during the year.
- Discussion of financial results and material matters.
- Board composition.
- Transactions with related parties.
- Proposed dividend distributions.
- Company workforce structure and average employee income.
- Technological efficiency and development.
- Human resources development.
- Support for employee sports activities.
- Compliance with governance rules.
- Corporate social and environmental responsibility report.
- Report on the executive management's discussion of financial performance.
- Statutory auditor's report and comparative financial statements with prior periods.

8-3 Disclosure Report

The Company prepares and issues a quarterly disclosure report in accordance with the rules issued by the Financial Regulatory Authority and the Egyptian Exchange. The disclosure report includes:

- Company contact information.
- Investor Relations Officer and contact details.
- Shareholders owning 5% or more of the Company's shares.
- Overall shareholder structure, including free-floating shares.
- Latest Board composition.
- Board committees composition.

8-4 Sustainability Report

The Company has a clear policy for social and environmental responsibility and demonstrates ongoing commitment to economic and community development. Achievements and initiatives in social responsibility are presented in the annual Board of Directors report.

The Company prepares and issues a balanced sustainability report, which includes accomplishments in economic, environmental, and social areas. The report presents the Company's values and principles and illustrates the link between its strategy and obligations toward the community in which it operates.

In preparing this report, the Company ensures transparency, accuracy, completeness, comprehensiveness, and neutrality. Data and figures are comparable, and the information provided meets stakeholders' needs and is provided in a timely manner to assist in decision-making.

Sustainability disclosure provides benefits including supporting the Company's reputation, continuous performance improvement, compliance with environmental and social regulations, risk management, employee motivation, and attracting capital.

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CR #24411
Tax card #757 641 172
Signature: YASSER A BEAIS
Date 17/03/2026

The sustainability report covers the following aspects:

- Governance policy and oversight of professional conduct.
- Company policy regarding the environment in which it operates and its impact.
- Government relations and political participation.
- Company policies on employee relations, human rights, and anti-discrimination.
- Quality of products and services and complaint handling system.
- Business continuity, risk and crisis management, and information protection.
- Anti-fraud and anti-corruption policy.
- Corporate social and environmental responsibility policy.

The Company submits the annual disclosure report on environmental, social, and governance practices related to sustainability in compliance with the Financial Regulatory Authority's directives, attaching it within the annual Board of Directors report.

Asim Ragab
Chairman of the Audit and Governance Committee
Alexandria Containers & Cargo Handling Company

This is to certify that the English target report is a true translated version from the attached official Arabic source.
Translated on: 17th of March 2026

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