Dice Sport & Casual Wear S.A.E.

شـركة دايـس للمـلابس الجـاهـزة (ش.م.م)

Board of Directors' Annual Report form attached to

The Financial Statements

(As per article 40 of Listing rules)

The BOD annual report – presented to the general assembly – should be prepared in accordance with the data mentioned in Annex 1 attached to Executive Regulation of Law 159 of year 1981 in addition to this form:

Company Name	**Dice Sports & Casual Wear**

General Information:

Company Purpose: Production and manufacturing of ready-made garments			
Duration of the company	25 years	Listing date	02/07/2008
The law under which the company is incorporated	No:159 Year: 1981	Stock nominal value	EGP 0.20
Authorized capital (updated)	2.5 billion	Issued Capital (updated)	535,993,434.20
Paid-in Capital (updated)	535,993,434.20	Commercial registry number & registration date	306985 21/08/1997

Investor relations:

Investor relations officer	George Gamal Girgis		
Head Office address	5,6 Petrol St. from Gessr El Suez St. – Industrial Area – Heliopolis		
Telephone no.	02- 21820055	Fax No.	02-21820041
Website	dice.eg		
E-mail	george.gamal@dicefactory.net		

Financial Auditor

Name	Bisher Sherin Nour El Din		
Date of appointment	28-07-2025		
Listing in FRA Register			
Listing No.	**407**	Listing Date	09-04-2023
Name	Hesham Ahmed Labib		

Date of appointment	28-07-2025		
Listing in FRA Register			
Listing No.	168	Listing Date	13-11-2006

Shareholder's Structure and BOD's ownership on the date of financial:

(a) **Shareholders of 5% or more of company's' shares:**

Name	No. owned shares	Percentage of ownership
Toma for Commercial and Industrial Investment	741,804,272	27.680%
Nagi Samir Toma Thomas	566,744,999	21.147%
Maged Samir Toma Thomas	308,144,999	11.498%
Total	1,616,694,270	60.325%

(b) **BOD's ownership in the company:**

Board member name	No. owned shares	Percentage of ownership
Nagi Samir Toma Thomas	566,744,999	21.147%
Maged Samir Toma Thomas	308,144,999	11.498%
Total	874,889,998	32.646%

(c) **Treasury stocks as of date of purchase:**

Date	Outstanding balance as of the last disclosure statement	Percentage%
	Nothing	
Total		

Board of Directors

A) Current structure

Name	Title	Entity represented	Description (Executive/ Non-executive – Independent)
Sohier Samy Riad	Chairman	Himself	Non-executive
Nagi Samir Toma Thomas	Vice Charmin-CEO	Himself	Executive
Maged Samir Toma Thomas	Board Member	Himself	Non-Executive
Amr Raof Hassan Mohamed	Board Member	Himself	Non-executive/Independent
Marianne Ramzy Ghali	Board Member	Himself	Non-executive/Independent
Victor Fakhry Abd El Malek	Board Member	Himself	Executive

* Mention all amendments during the year

B) Board of Directors Meeting: (no. of meetings during the year):

9 Meeting

Audit committee:

A) Current structure

Member Name	Entity Represented
Marianne Ramzy Ghali	Chief
Maged Samir Toma Thomas	Member
Amr Raof Hassan Mohamed	Member

B) Audit committee's responsibilities, and the assigned tasks:

1. Study the company's internal control system and prepare a written report expressing its opinion and recommendations regarding it.
2. Review the financial statements before presenting them to the board of directors, and provide opinions and recommendations regarding them.
3. Examine the accounting policies in use, provide opinions and recommendations regarding them.
4. Recommend to the board of directors the appointment of one or more external auditors for the company, along with their qualifications, competence, and independence. The decision

regarding their appointment and fees shall be within the jurisdiction of the company's ordinary general assembly.

5. Review the audit plan of the auditor and provide comments on it.
6. Study the auditor's comments and recommendations on the financial statements and other matters included in the management letter received from the auditor, and follow up on actions taken regarding them.
7. Ensure the company's compliance with internal and external systems, regulations, and laws based on reports submitted to it by the compliance management or any other relevant departments.
8. Recommend the approval of additional activities for the auditor beyond accounting audit, and approve appropriate compensation for such activities in proportion to their annual fees.
9. Discuss and approve the annual plan for internal audit management, monitor its efficiency, and ensure its comprehensiveness of all departments and activities of the company.
10. Review internal audit reports, identify deficiencies in the company, and follow up on corrective actions.
11. Study and evaluate the company's early warning system, propose necessary improvements, and effectively implement them.
12. Study and evaluate information and data security systems and how to protect them from internal or external breaches.
13. Review observations or violations from regulatory authorities and follow up on actions taken.
14. Invite the company's auditor, head of internal audit management, or anyone deemed necessary from within or outside the company to attend meetings whenever necessary.
15. Implement and monitor any other tasks assigned by the board of directors.

C) Audit committee achievements during the year:

No. of meetings during the year	**4**
If the committee reports had been presented to the BOD?	**Yes**
If the committee reports mention any substantive observations that should be addressed?	**No**
If the BOD take actions to remedy the substantive observation?	**No**

Company Employees:

Average no of employees during the year	12265
Average income of employees during year	96089

Employee Stock Ownership Plan (ESOP) (For employees and managers-if any):

Total no. of shares available according to ESOP	N/A
Total no. of shares granted during the year	N/A
No. of beneficiaries from ESOP	N/A
Total no. of shares granted since the implementation of ESOP	N/A
Owner of 5% or more of shares according to ESOP shares, or 1% of company's shares (Name & Title)	N/A

Violations and Actions Taken related to Capital market law and Listing rules:

-A fine of 5,000 Egyptian pounds was imposed for failing to submit financial statements to the Egyptian Exchange by the legal deadline for the period ending September 30, 2025.

-A fine of 10,000 Egyptian pounds was imposed for failure to disclose information to the Egyptian Exchange.

Transactions with relevant parties:

First: With Master Line Company:

1. Operating purchases and rent expenses amounting to EGP 269,929,406.
2. Sales of chemicals, spare parts, and machinery rental amounting to EGP 70,713,265.

Second: With Dice Pack Company:

1. Purchases of packaging carton amounting to EGP 61,711,574.
2. Sales amounting to EGP 15,343,168.

Third: With Alexandria Clothing Company:

1. Operating purchases amounting to EGP 168,691,947.
2. Sales of spare parts finished products, and chemicals, machinery rental amounting to EGP 36,143,388.

Fourth: With Egyptian Tricot and Ready-made Garments Company - ETC:

1. Rent expense amounting to EGP 2,631,579.

Fifth: With United Dyers Company:

1. Operating purchases amounting to EGP 308,645,959.
2. Sales of chemicals, spare parts, finished products, and machinery rental to EGP 103,935,830.

Sixth: With Alexandria Factory Company:

1. Rent expense amounting to EGP 792,000.

Seventh: With Sweater Ready-made Garments Company:

1. Rent expense amounting to EGP 2,640,000.

The company's contributions in the field of community development and environmental preservation:

The company seeks to make a difference in the community we live in by harnessing our financial, human, and technical resources to promote sustainable development and elevate our society. Therefore, we encourage our employees to participate in volunteer activities to benefit the community with their skills. We also establish partnerships with other institutions to implement related activities. Moreover, we strive to provide appropriate financial and in-kind contributions within our available resources.

Despite the nature of our activities and industrial operations, which do not harm the environment we live in, we are committed to the prudent use of energy and water resources. We also aim to avoid environmental pollution and reduce our use of natural resources through continuous improvement in our work environment.

In particular, the report should include the following:

1- Below are the most important data extracted from the company's records for the year 2025 compared to 2024.

Description	Standalone 2024	Standalone 2025	Consolidated 2024	Consolidated 2025
Net Revenue	5,737,733,833	7,052,134,097	5,768,680,399	7,129,654,344
Gross Profit	1,745,654,428	1,462,055,261	1,902,765,343	1,709,594,562
Export Subsidies income	84,318,882	70,221,523	84,318,882	70,221,523
Finance cost	(313,990,934)	(512,569,430)	(326,536,477)	(523,564,614)
Currency Exchange Gains/Losses	(12,176,270)	86,250,349	(9,969,724)	85,688,450
Net Profit after Tax	834,858,039	246,660,855	900,939,764	366,553,396

2- Proposed dividends to be distributed to shareholders:

according to the board of directors' decision that will be held Later

3- Reserves:

According to Law No. 159 of 1981 and the company's Articles of Association, 5% of the annual net profit must be transferred to the legal reserve until the reserve balance reaches 50% of the capital, and this reserve is not distributable.

4- Main activities of the company and its subsidiaries, and any changes in the ownership of the subsidiaries during the year:

Company Name	Capital	%	Investment
Alexandria Clothing Company S.A.E	378,564,000	99,99	50,899,474
Master Line Textile Industries	20,000,000	99.99	24,999,900
United Dyers	25,000,000	99,99	76,671,301
Egyptian For Knitting and Ready Made	16,000,000	99,99	23,159,975
Textile Print Plus	3,000,000	99,99	3,139,703
Sweeter Ready Made Garments Company	11,407,000	99,99	11,405
Alexandria Factory Ready Made Garments Company	7,539,000	99,974	7,538
Dice Morocco	6,179,416	89.70	6,179,416
			178,889,296

5- The current value of assets:

At the end of each fiscal year, the company reviews the book values of its non-monetary assets, excluding inventory, to determine if there are any indications or indicators of possible impairment in their value. If such indications or indicators are present, the company estimates the recoverable value of each asset individually to determine impairment losses. If it is not possible to estimate the recoverable value of the asset, the company estimates the recoverable value for the cash-generating unit to which the asset belongs.

6- Export Volume:

The net value of exports amounted to 3,947,608,278 Egyptian pounds.

7- Donation:

There are no donations during the year.

8- Statement of Stocks and Bonds Issued During the Year:

There were none issued during the year.

9- Advertising and Promotion

The value of the advertising and promotion item within the selling and distribution expenses during the fiscal year was 86,570,328 Egyptian pounds

10-Salaries and Board of Directors' Bonuses:

The wages and salaries item in general expenses includes an amount of 44,594,850 Egyptian pounds, representing the salaries and allowances of the board members during the fiscal year 2025.

Company legal representative

Name:

Signature: ناجي توما

Company stamp

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S.A.E
C.R.306985