

**Board of directors' annual report Form Attached to
The financial statements ٢٠٢٥
(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	Minapharm Pharmaceuticals and Chemical industries
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General Information:

Company Purpose: Production of medicines, chemicals, medical supplies and cosmetics			
Duration of the company	25 years	Listing date	December 2003
The law under which the company is incorporated	No: 159 Year: 1981	Stock nominal value	10 EGP
Authorized capital (updated)	500 million EGP	Issued Capital (updated)	122,934,400 EGP
Paid-in Capital (updated)	122,934,400 EGP	Commercial registry number & registration date	CR number 55223 October 1986

Investor relations:

Investor relations officer	Albert Sami Barsoum		
Head Office address	El-Bardissi Str., 2T Takseem Assmaa Fahmy Heliopolis, Cairo, Egypt		
Telephone no.	24143170 – 24143175	Fax No.	24143179
Website	www.minapharm.com		
E-mail	asami@minapharm.com		

Financial Auditor

Name	1- Allied For Accounting and Auditing EY Mr. Amr Wahed Baiomy 2- Al-Maazawy & Co. Mr. Ali Saad Zaghlol Al-Maazawy		
Date of appointment	٢٠٢٥/٦/١٨		
Listing in FRA Register	1- Listing num ٣٥٨ 2- Listing num 124		
Listing Date1.	13/10/2008	Listing Date2	03/12/2006

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
TRIQUEAR B.V	9784645	٧٩,٥٩ %
Total	9784645	79,59 %

(b) BOD's ownership in the company:

Board member name	No. owned shares	Percentage of ownership
Dr. Shaheer Wafik Saad Wisa Elbardisy	٣٨٠٠٦	٠,٣٠٩١٥ %
Dr. Wafik Saad Wisa Elbardisy	٤٥٨٣٣	٠,٣٧٢٨٢ %
Nihal Saad Wisa Elbardisy	٤٦٤٧٤	٠,٣٧٨٠٣ %
Dr. Amr Mohamed Sobhy Hamza Elshabrawishi	٢١٧٩٠	٠,١٧٧٢٤ %
Dr. Anwar Nasr Mikhail	١٩١٤٠	٠,١٥٥٦٩ %
Dr. Mona Mohamed Sobhy Hamza Elshabrawishi	١٢٦٣٠	٠,١٠٢٧٣ %
MR. Mahmoud Seliem		

شركة مينافارم للأدوية والصناعات الكيميائية
ط ٢ ش. البيرديس من أسماء قويس
خلف الرقابة الإدارية - أرض الجولف

**Head Office: 2T Taksim Asmaa Fahmy Nasr City – Cairo – Egypt
Factory: 10th of Ramadan City - Egypt**

Tel.: ++(2015) 413115 - 413015 Fax. : ++2015 413109 Internet www.minapharm.com



Total	183873	1.49656 %
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(c) Treasury stocks as of date of purchase:

Date	Outstanding balance as of the last disclosure statement	Percentage%
28/04/2022	512500 shares with the amount of 69,626,535 EGP	4.17 %
Total	512500 shares with the amount of 69,626,535 EGP	4.17 %

On April 28, 2022, and in accordance with the decision of the Company's Board of Directors, the company purchased treasury shares totaling 512,500 shares, representing 4.17% of the company's total shares, during the period from May 8, 2022, to June 7, 2022, with a total value of EGP 69,626,535. These shares are to be disposed of within one year from the date of purchase in accordance with Law No. 159 of 1981 and its Executive Regulations.

On January 16, 2025, an Extraordinary General Assembly was held to cancel the treasury shares with a value of EGP 5,125,000, and to reduce the issued capital from EGP 122,934,400 to EGP 117,809,400. The resolution was approved, and Articles (6 and 7) of the company's Articles of Association were amended accordingly. The summary of the resolutions was published in the Investment Gazette, issue No. 117418 / 2026.

Board of Directors

A) Current structure

Name	Title	Entity represented	Description (Executive/ Non-executive – Independent)
Dr. Wafik Saad Wisa Elbardisy	Chief board and executive manager		Executive
Dr. Shaheer Wafik Saad Wisa Elbardisy	Executive member		Executive
Dr. Amr Mohamed Sobhy Hamza Elshabrawishi	Vice president		Non-executive
Dr. Anwar Nasr Mikhail	member		Non-executive
Nihal Saad Wisa Elbardisy	member	Representative of women	Non-executive
MR. Mahmoud Seliem	member		Independent
Mona Mohamed Sobhy Hamza Elshabrawishi	member	Representative of women	Non-executive

* Mention all amendments during the year

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

there were (7) Board of Directors sessions held during the year ٢٠٢٥, noting that the attendance allowance and transportation expenses for one session for a member of the Board of Directors are 5,000EGP, in addition to the annual Board of Directors bonus approved by the General Assembly for a member of the Board of Directors are 450.000 EGP.

Audit committee:

A) Current structure

Member Name	Entity Represented
Dr. Amr Mohamed Sobhy Hamza Elshabrawishi	President of the audit committee
Dr. Anwar Nasr Mikhail	Member

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Mr. Ebrahim Al-Bakry	Non-Board Experienced Member
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B) Audit committee's responsibilities, and the assigned tasks:

Reviewing the company's financial statements for the ending fiscal year to ensure the integrity of the procedures followed in preparing those statements and the extent of their agreement with Egyptian accounting standards and ensuring the integrity of the procedures and policies followed in preparing the financial statements, under the rules of listing on the stock exchange.

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 takes actions to remedy the substantive observation?	---

Company Employees:

Average no of employees during the year	١٠٩٤
Average income of employees during the year	٨٨٨٥ EGP

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 the company's shares	N/A

Violations and Actions Taken related to Capital market law and Listing rules: N/A
Transactions with relevant parties:

Mention all commutative contracts entered into by the company with one of its founders or major shareholders and associated groups during the previous year, the value of each contract, its terms and details, and the date of prior approval of each contract by the General Assembly.

- 1- Authorizing the contract concluded between the MinaPharm Pharmaceuticals and Chemical Industries Company and the Oasis Scientific Office and the Oasis Commercial Agencies Company in providing the medical advertising for the products of the MinaPharm Pharmaceuticals and Chemical Industries Company, marketing and distribution of the products, and the responsible director, Dr. Anwar Nasr Mikhail, who is a member of the Board of Directors at the MinaPharm Pharmaceuticals and Chemical Industries Company.
- 2- The Gossab Foundation for Community Development was declared No. 7800 of 2010 on 1/10/2010 by the Ministry of Solidarity. It is a non-profit facility, and its most important activities include social assistance, old-age care, and group care. Its activities include providing material and in-kind assistance, according to the Foundation's resources, to those in need and establishing childcare units for Premature infants in nurseries and the establishment of a home to shelter and care for the elderly and care for patients with cancer and hepatitis for government agencies and public bodies. The percentage of MinaPharm Company's contribution to this charitable organization is 90% of its capital amounting to 20,000 EGP.
- 3- Approval of the continuation of the contract for the administrative building of the MinaPharm Company for Pharmaceuticals and Chemical Industries in the property located at the address: 2F Al-Bardisi Street, branching from Asmaa Fahmy, behind the Administrative Control - Ard Al-Golf, which is owned by Dr. Wafik El Bardissi, "Chairman of the Board of Directors and Managing Director."
- 4- MinaPharm Pharmaceuticals and Chemical Industries Company leases a building owned by the company with an area of 918 square meters to Migentra company at the address: Zone 15/4 and 16/4, Industrial Unit 2/A, 10th of Ramadan City, for 10 years, with the approval of both parties, in exchange for all services, including sanitary, electricity, water, boilers, air conditioning, etc.

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شركة مينافارم للأدوية والكيمياء
 أحمد ش. البرديس من أسماء فتحي
 خاتم الرقابة الإدارية - أرض الجولف

- 3- MinaPharm Pharmaceuticals and Chemical Industries Company contracts with the German company Propiogen AG to provide services, research, and continuous development of MinaPharm Pharmaceuticals and Chemical Industries products.

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

The Gossab Foundation for Community Development was declared No. 7800 of 2010 on 1/10/2010 by the Ministry of Solidarity. It is a non-profit facility, and its most important activities include social assistance, old-age care, and group care. Its activities include providing material and in-kind assistance, according to the Foundation's resources, to those in need and establishing childcare units for Premature infants in nurseries and the establishment of a home to shelter and care for the elderly and care for patients with cancer and hepatitis for government agencies and public bodies. The percentage of MinaPharm Company's contribution to this charitable organization is 90% of its capital amounting to 20,000 EGP.

In particular, the report should include the following:

- 1- The overall status of the company and the outcome of the business and its plans.
- 2- Proposed profits to be distributed to the shareholders.
- 3- Proposals for transfer of profits to provisions.
- 4- The main activities of the company and its affiliates and any changes in ownership of affiliates during the year.
- 5- Present value of assets – if the book value is significantly different from the current market value.
- 6- The percentage of business size and net profit or loss distributed across the company's main activities.
- 7- Volume of exports.
- 8- Statement of Voluntary contributions.
- 9- Statement of shares and bonds issued during the year.

****note: all figures should be compared to the previous years.**

Company legal representative

Name:

Signature:

Company stamp

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Draft of Profit Distribution for the financial year ending as at December 31, 2025
Of (Minapharm Pharmaceuticals & Chemical Industries)

Particulars	2025
Net profit of the financial year 2025	EGP 57472127.00
Added: Retained profits from the year 2024	EGP 1858413045.00
Total distributable profits	EGP 1915885172.00
Distributed as follows:	
Legal reserve	
Shareholders dividend	EGP per Le2.5 to every share total 29452350.00 EGP
Personnel dividend	EGP 30000000.00
Remuneration of the Board Members	EGP 3600000.00
Total distributions	EGP 63052350.00
Total retained profits as at December 31, 2025	EGP. 1852832822

Chairman of the Board of Directors & Managing Director
Dr. Wafik El-Bardissi



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أول ش. البرديسى من أسماء شمس
خلف الرقابة الإدارية - أرض الجبيل

TRANSLATION
ARAB REPUBLIC OF EGYPT

Cairo on

Messrs/The Egyptian Stock Exchange

Dear Sirs,

With reference to the profit distributions for the year 2025 of (Minapharm Pharmaceuticals & Chemical Industries), according to the resolution adopted by the Board of Directors on 4/5/2026 which stated the distribution of profits of EGP2.5 per each share, of a total number of -11780940 shares, after delete treasury stock.

Accordingly, the total amount of dividends to shareholders amounted to EGP29452350.00, at the rate of EGP 2.5 per share.

This clarification is made in witness whereof.

Albert Samy
Official in charge with Investors' Relations

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