

CONCRETE

FASHION GROUP

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	Concrete Fashion Group for commercial and industrial investments S.A.E
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General Information:

Company Purpose: Practicing the activity of financial and administrative consulting, investing in the capital of other Egyptian and foreign companies, contributing to the restructuring of companies, and providing technical and administrative support to them.			
Duration of the company	25 years starting from the date of registration in the commercial registration on 16/1/2006	Listing date	6/9/2006
The law under which the company is incorporated	No: 8 for the Year: 1997 and its investment regulation	Stock nominal value	\$ 0.07
Authorized capital (updated)	\$ 32,917,500	Issued Capital (updated)	\$ 32,917,500
Paid-in Capital (updated)	\$ 32,917,500	Commercial registry number & registration date	Number: 17426 Date: 16/1/2006

Investor relations:

Investor relations Manager	Norhan Zaazou		
Head Office address	15 St. Near North Area, Nasr City Public Free Zone – Cairo – Egypt		
Telephone no.	(202)26714044	Fax No.	(202)22731124
Website	www.concretefashiongroup.com		
E-mail	investorrelations@concretefashiongroup.com		

Financial Auditor

Name	Mr. Mohamed Tarek Mostafa partner at KPMG - Hazem Hassan office for legal accountants and consultants
Date of appointment	The appointment of Mr. Mohamed Tarek Mostafa Nagy as per the ordinary general assembly meeting decision held on 12/06/2024.
Listing in FRA Register	392

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

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

Name	Current position		Previous position	
	No. owned shares	Percentage of ownership	No. owned shares	Percentage of ownership
Aristote International	125,159,170	26.62%	125,159,170	26.62%
*Mrs. Sama Abdel Gawad Mohamed Ragab	77,436,541	16.47%	77,436,541	16.47%
*Mrs. Shereen Ahmed Abdel Maksoud Arafa	66,576,321	14.16%	66,576,321	14.16%
*Mr. Ashraf Ahmed Abdel Maksoud Arafa	55,949,224	11.90%	55,949,224	11.90%
*Ms. Malak Alaa Ahmed Arafa	44,341,111	9.43%	44,341,111	9.43%
*Ms. Shams Alaa Ahmed Arafa	44,341,111	9.43%	44,341,111	9.43%
Dr. Alaa Ahmed Abdel Maksoud Arafa	100	0.00%	100	0.00%
Total	413,803,578	88.00 %	413,803,578	88.00 %

*Related parties to Dr. Alaa Ahmed Abdel Maksoud Arafa in his capacity as Vice Chairman and Group CEO.

(b) BOD's ownership in the company:

Board member name	No. owned shares	Percentage of ownership
Dr. Alaa Ahmed Abdel Maksoud Arafa	100	0.00%
Mr. Mohamed Ahmed Hassan Dawood	1,304,955	0.28%
Mr. Mohamed Hazem Saad Zaghloul	59,400	0.01%
Mr. Ahmed Mohamed Abdelrahman Abo Al Yazid	50	0.00%
Total	1,364,505	0.29%

(c) Treasury stocks as of date of purchase:

Date	Outstanding balance as of the last disclosure statement	Percentage%
	None	

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Board of Directors

A) Current structure

Name	Title	Entity represented	Description (Executive/ Non-executive – Independent)
Mrs. Maria Luisa Cicognani	Chairperson	On her own behalf	Non-executive – Independent
Dr/ Alaa Ahmed Abdel Maksoud Arafa	Vice-Chairman & Group CEO	On his own behalf	Executive
Mr. Mohamed Talaat Mohamed Khalifa	Managing Director	On his own behalf	Executive
Mr. Mohamed Ahmed Al Sayed Morsy	Managing Director of Financial Affairs	On his own behalf	Executive
Mr. Mohamed Ahmed Hassan Dawood	Board member	On his own behalf	Non-executive
Mr. Mohamed Hazem Saad Zaghloul	Board member	On his own behalf	Non-executive
Mr. Ahmed Mohamed Abdelrahman Abo Al Yazid	Board member	On his own behalf	Non-executive
Eng. Hany Nabih Aziz Berzi	Board member	On his own behalf	Non-executive
¹ Ms. Shams Alaa Ahmed Arafa	Board member	On his own behalf	Non-executive
² Mr. Mohamed Mostafa Mohamed Fahmi Abdel Wahab	Board member	On his own behalf	Non-executive – Independent

Mention all amendments during the year:

¹Appointing Ms. Shams Alaa Ahmed Arafa as an independent board member in accordance with the decision of the Ordinary General Assembly and Board meetings held on 12/06/2024.

²Appointing Mr. Mohamed Mostafa Mohamed Fahmy Abdel Wahab as an independent board member in accordance with the decision of the Board of Directors meeting held on 25/08/2024, due to the resignation of Mr. Hassan Mohamed Hassan Al-Khatib as an independent board member in accordance with the decision of the Board of Directors meeting held on 07/07/2024.

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

9 meetings of the Board of Directors were held during the year.

B) Proposed profits to be distributed to the shareholders during the fiscal year ending 31/12/2024.

There is no proposal submitted by the company's Board of Directors regarding the distribution of dividends to shareholders for the fiscal year ending 31/12/2024.

Noting that the authority to decide on the distribution of dividends is the competence of the ordinary general assembly meeting.

Audit committee:

A) Current structure

Member Name	Description (Executive/ Non- executive – Independent	Committee title
Mr. Mohamed Mostafa Mohamed Fahmi Abdel Wahab	Independent	Chairman of the committee
Mrs. Maria Luisa Cicognani	Independent	Committee member
Mr. Ahmed Mohamed Abdelrahman Abo Al Yazid	Non- executive	Committee member
Mr. Mohamed Abel Fatah Mohamed	Non- executive	Committee member
Eng. Hani Nabih Aziz Berzi	Non- executive	Committee member

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

- Examine and review the company's internal control procedures and the extent of commitment to their application.
- Examine and review periodic administrative information.
- View the company's financial position and final accounts.

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 BOD takes actions to remedy the substantive observation?	Yes

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

Total no. of shares available according to ESOP	The company does not currently have employees stock option plan for employees and managers
Total no. of shares granted during the year	
No. of beneficiaries from ESOP	
Total no. of shares granted since the implementation of ESOP	
Owner of 5% or more of shares according to ESOP shares, or 1% of company's shares (Name & Title)	

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

During the fiscal year ending on 31/12/2024, the company did not violate any of the listing rules for securities or the Capital Market Law and its Executive Regulations.

Transactions with relevant parties:

The Board of Directors, in its meeting held on 15-04-2025, decided to present to the ordinary general assembly meeting the execution of related parties' contracts as follows:

- The Execution of related party contract between Concrete Fashion Group for Commercial and Industrial Investments S.A.E and GTEX for Commercial and Industrial Investments S.A.E, with a maximum limit of USD 2 million.
- Execution of Related Parties contracts between Concrete Fashion Group for Commercial and Industrial Investments S.A.E and each of Swiss Garments Company S.A.E and Swiss Cotton Garments Company S.A.E with maximum limit of USD 1 million

Dr. Alaa Ahmed Abdel Maksoud Arafa

Vice Chairman & Group CEO

Signature: 

Company stamp

