



The Board of Directors' annual report on the extent of compliance with governance rules for the year 2025

Basic data:

Company purpose: To operate in the field of owning, establishing, and operating companies and factories for all types of printing and their branches and technologies.

To operate in the field of owning, establishing, and operating companies and factories for all types of packaging from all materials.

To operate in the field of owning, establishing, and operating companies and factories for printing and drawing paper, wrapping paper, and packaging (excluding kraft).

The company may have an interest in or participate in any form with companies or others engaged in similar activities inside and outside Egypt.

The defined duration of the company: twenty-five years ending on 4/6/2030.

Commercial registration number 14702 5/6/2005

Law applicable to the company: Law 159 of 1981.

Nominal value of the share: One pound.

Last authorized capital: 1,000 million Egyptian pounds.

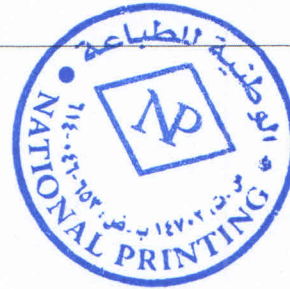
Last issued capital: 215,338,669 Egyptian pounds.

Last paid-up capital: 215,338,669 Egyptian pounds.

Date of listing on the Egyptian Stock Exchange: 5/8/2025.

Account auditor:

Name of audit	firm Date of appointment	Registration number	Date of registration
Salih, Bursom, and Abdel Aziz Office	22/5/2025	210	22/8/2006





NATIONAL PRINTING

الشركة الوطنية للطباعة

Contact Person Name: Neshat Zaki El-Rouby

Main Center Address: 7 Sibawayh Al-Masri Street – Nasr City - Cairo

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Increasing the company's capital through a share swap transaction:

On June 16, 2025, the Extraordinary General Assembly approved a share swap transaction, whereby the company acquired the shares owned by Dar Al Shorouk Publishing Company in Al Shorouk Modern Printing and Packaging Company (the subsidiary), amounting to 216 852 shares, representing 1.655% of its shares.

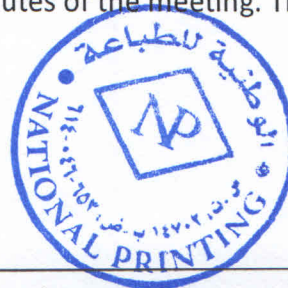
In return, National Printing Company issued additional shares in its capital, totaling 3 628 289 shares, representing 1.68% of the company's capital, bringing the company's capital to EGP 215 338 669. This increase was entirely allocated to Dar Al Shorouk Publishing Company without applying pre-emptive rights in accordance with the provisions of Article 32 of the Executive Regulations of the Capital Market Law No. 92 of 1992. The swap transaction was conducted according to the independent financial advisor's report dated April 9, 2025, valuing the company's share at EGP 28.27 per share. The increase in capital was registered in the commercial register on December 21, 2025.

The Egyptian Clearing Company was notified of the capital increase during January 2026.

General Assembly of Shareholders:

The company publishes the notice of the General Assembly in two widely circulated daily newspapers as follows: a first and second notice at least twenty-one days before the meeting, including the subjects to be discussed. All shareholders have the right to attend the General Assembly regardless of the number of shares owned by each shareholder. Shareholders have the right to attend the General Assembly of Shareholders in person or by proxy. A shareholder may not represent in the company's General Assembly meeting by proxy a number of votes exceeding 10% of the total shares of the company and not more than 20% of the shares represented in the meeting. Shareholders wishing to attend the General Assembly must freeze their shares at least three days before the General Assembly meeting.

The agenda is also presented to the shareholders at the assembly in detail, and shareholders are given the opportunity to freely discuss the board on the items of the agenda. The board is obligated to respond to shareholders' inquiries, and the results of voting on decisions and any objections raised by any of the company's shareholders must be recorded in the minutes of the meeting. The company will also adhere to





the cumulative voting method Election of board members in a way that allows proportional representation whenever possible, and also following the secret ballot method for voting on decisions related to the dismissal of a board member or the discharge of the board members' liabilities.

The ownership structure is represented as follows:

Holders of 5% or more

company's shares	Ultimate beneficiary	Number of shares	Percentage
Printing Press Limited	itself	57,602,440	27.208
Financial Holding International Limited	itself	49,877,330	23.559
Ibrahim Mohammed Al-Moallem	himself	47,046,750	22.22
Sharif Ibrahim Mohammed Al-Moallem	himself	23,537,490	11.12
Omran bin Mohammed Al-Omran	himself	18,898,410	8.926
Total		196,962,420	93.034

Board of Directors:

Article 21 of the company's Articles of Association stipulates that the company shall be managed by a Board of Directors composed of at least three members and no more than thirteen members, appointed by the General Assembly. The current board of the company consists of an appropriate number of members to enable it to fulfill its functions and duties. The current board comprises nine members, including two executive members, namely the Managing Director Mr. Sherif Ibrahim Al-Maalem and Ms. Marian Ramzy Ghali, and five non-executive members, including the Chairman of the Board, Engineer Ibrahim Mohamed Al-Maalem. Among them are two independent members, in implementation of Article 18 of the listing rules of the Egyptian Stock Exchange, who meet the independence conditions stipulated in Article 4 of the listing rules. •

The Board of Directors convenes at the invitation of the Chairman of the Board or his deputy, or upon the request of one-third of its members. The Board of Directors must meet at least four times during the financial year. The Board holds its sessions at the company's headquarters, though it may also convene outside the company's headquarters provided all members are represented at the meeting. The Board may also meet through modern means of communication. In all cases, the meeting of the Board is not valid unless the majority of members, no fewer than three, are present, including the Chairman or his deputy.





Decisions of the Board of Directors are issued by a majority of the members present and represented at the meeting.

The Board of Directors is appointed by the General Assembly of shareholders for a period of three years, with consideration given to representing the shareholders on the Board whenever possible.

Formation of the Board of Directors and the shares owned by the Board members as follows:

No.	Board Member	Member Status	Number of Shares	Date of Joining	Representing Entity
1	Ibrahim Al-Moallem	Non-Executive	47,046,750	10/1/2024	Self
2	Sharif Al-Moallem	Executive	23,537,490	10/1/2024	Self
3	Amira Al-Majd	Non-Executive		10/1/2024	Self
4	Maryan Ramzi Ghali	Executive	57,602,440	18/8/2024	Printing Press Limited
5	Ahmed Hassanein Heikal	Non-Executive	57,602,440	18/8/2024	Printing Press Limited
6	Nader Saleh Al-Dakheel	Non-Executive	49,877,330	18/8/2024	Financial Holding Limited
7	Mohamed Hawa	Non-Executive	49,877,330	18/8/2024	Financial Holding Limited
8	Hisham Saad Makawi	Non-Executive		10/1/2024	Self
9	Adel Abdel Shafi Al-Laban	Independent		10/1/2024	Self

Role and Responsibilities of the Board of Directors:

- Subject to the powers of the General Assembly, the Board of Directors of the company is the highest authority in managing the company, and without any limitation to this authority, it may exercise all actions and establish regulations related to administrative, financial, labor, and employee matters, as well as their financial treatment. The Board also sets a special regulation to organize its work, meetings, and the distribution of powers and responsibilities.
- Approving the company's strategic directions and main objectives and supervising their implementation, including:
 - Setting the overall strategy, main work plans, risk management policy, reviewing, and directing them.
 - Determining the company's strategy and financial objectives and approving annual budgets.





- Supervising major capital expenditures, asset ownership, and disposal, except in cases where disposing of major assets requires the Board to obtain approval from the General Assembly.
- Setting performance goals and monitoring the implementation and overall performance of the company.
- Periodically reviewing and approving the organizational and functional structures of the company.
- Establishing systems and controls for internal monitoring and general supervision, including:
 - Developing a policy to regulate conflicts of interest and address potential conflict situations for members of the board of directors, executive management, and shareholders, including the misuse of company assets and facilities, and misconduct resulting from transactions with related parties.
 - Ensuring the integrity of financial and accounting systems, including systems related to the preparation of financial reports.
 - Ensuring the implementation of appropriate control systems for risk management by identifying the general perception of risks the company may face and presenting them transparently.
 - Conducting an annual review of the company's internal control procedures.
 - Establishing policies and procedures that ensure the company's compliance with regulations and rules and its commitment to disclosing material information to shareholders, creditors, and other stakeholders.
 - Working to improve the general image of the company.
- The board of directors must perform its duties with responsibility, good faith, seriousness, and diligence, and its decisions must be based on comprehensive information from the executive management or any other reliable source.
- The Board of Directors defines the powers it delegates to the executive management, the decision-making procedures, and the duration of the delegation. The Board also specifies the matters over which it retains the authority to decide. The executive management submits periodic reports on the exercise of delegated powers.
- The Board of Directors must ensure that procedures are in place to familiarize new board members with the company's operations, particularly the financial and legal aspects, as well as training them if necessary.
- The Board of Directors must ensure that the company provides sufficient information about the company's affairs to all board members in general, and to non-executive board members in particular, in order to enable them to perform their duties and responsibilities efficiently.





- The Board of Directors must verify that the annual report, and the financial reports that are published and sent to shareholders, reflect the actual conditions of the company.
- The Board of Directors submits proposed profit distributions, and their allocation percentages, recommending them to the General Assembly for approval.
- Delegation of one or more members, or external parties, to undertake a specific work or works.
- Verification of the existence of a policy and plan for administrative succession, ensuring its implementation and monitoring its progress.
- Calling the company's general assembly to convene and setting the agenda for the general assembly.

Chairman of the Board:

Chairman of the Board, Engineer Mr. Ibrahim Mohamed Al-Moallem, who is the legal representative of the company in his capacity and is non-executive.

Duties and Responsibilities of the Chairman of the Board .

The Chairman of the Board is the person responsible for leading the Board of Directors, and his duties and responsibilities include the following:

- (a) Setting the agenda for meetings at the beginning of the year, including the tasks and topics that will be discussed during the year (according to his ability to anticipate and read the future regarding this matter).
- (b) Calling board meetings, chairing their sessions, or delegating one of the board members to do so.
- (c) Chairing the ordinary and extraordinary general meetings of the company's shareholders or delegating one of the board members to do so.
- (d) Enabling all board members to fully participate in the council's work and activities and ensuring that the board works as one team.
- (e) Ensuring that the board discusses fundamental and general issues, does not postpone them, and makes the appropriate decisions regarding them in a timely manner.
- (f) Ensuring that the board has sufficient support and providing it with all necessary information that helps it make decisions effectively and correctly.
- (g) Ensuring that all relevant laws and regulations are followed and that work is carried out in accordance with the company's articles of association and other agreements to ensure the validity and effectiveness of board meetings and their decisions.





- (h) Balancing the encouragement of discussions and raising questions during meetings and driving them toward making important and sound decisions within a reasonable period and short time.
- (t) Supervising the formation of all committees emanating from the board and submitting a recommendation to the board for approval of the names it has nominated for membership in those committees.
- (ي) Working continuously to develop the board, enhance members' skills, raise their awareness and knowledge, and foster a spirit of participation, teamwork, and collective work among them.
- (k) Convening the company's ordinary general assembly and setting the agenda.
- (l) Representing the company before all official and unofficial entities, including (the media, government bodies, the stock exchange, the Financial Regulatory Authority, letters to ministers and state officials, and all other entities).
- (m) Approving official correspondence related to the formation and amendments of boards of directors in subsidiary companies, in coordination with the managing director.
- (n) Authorizing the chairman of the board to approve official correspondence related to the formation and amendments of boards of directors in subsidiary companies, in coordination with the managing director.
- (S) Supervising the management of investor relations and communicating with the Egyptian Stock Exchange, the Financial Regulatory Authority, and shareholders regarding all disclosures and data issued by the company based on information prepared by the company's management. (A) Representing the company in meetings that include the company's expansions in coordination with the company's management.

Managing Director or Chief Executive Officer:

Mr. Sherif Ibrahim Al-Moalem is the managing director and CEO of the company, overseeing all the company's executive operations.

Authorities and powers of the managing director.

- (a) Signing on behalf of the company in accordance with the authorities stated in the company's commercial register.
- (b) Establishing and standardizing the company's work systems and those of its subsidiaries.
- (c) Presenting the company's strategy to the Board of Directors for approval.
- (d) Approving matters related to the structuring of the company and its subsidiaries with the Board of Directors or the General Assembly of the company, as applicable.





- (e) Preparing and presenting the main operational regulations (procurement regulations, employee affairs regulations, financial and commercial regulations, etc.) to the Board of Directors for approval.
- (f) Forming the required executive committees within the company to carry out their tasks in the company and its subsidiaries, with the determination of their jurisdictions and members; this does not include committees formed by the company's Board of Directors.
- (g) Signing contracts for the sale or disposition of all company assets, either by sale or mortgage, after approval by the Board of Directors or the General Assembly, as applicable.
- (h) Presenting the current and expected business status to the company's Board of Directors.
- (t) Preparing and presenting the company's and subsidiary companies' plans and policies to the Board of Directors for approval.
- (y) Presenting changes, appointments, or resignations of the heads of departments in the subsidiary companies and the company's Chief Financial Officer to the Board of Directors or any committee delegated by the Board for approval.
- (k) In addition to the aforesaid, he shall have any other tasks for managing the company's business to achieve the results and objectives set by the company's Board of Directors, with the widest authorities required for his work as an Executive Member.

Secretary of the Board of Directors:

Mr. Ahmed Aziz Abaza is appointed Secretary for all meetings of the Board of Directors.

Roles and Responsibilities of the Board Secretary:

- (A) Preparation and organization of Board of Directors meetings as well as ordinary and extraordinary general assemblies, ensuring that all legal requirements are met, compliance with governmental regulations, and the company's bylaws for convening them, and working to ensure their success.
- (B) Coordinating and preparing all reports, presentations, proposals, and other materials presented to the Board of Directors or ordinary and extraordinary general assemblies, providing this information for review.
- (C) Providing members with information, documents, and data to be discussed at the Board meeting, sent to them officially to study and understand their content at least one week before the session, enabling them to participate and enrich the meeting, with members expected to review these materials carefully before the meeting.





- (D) Drafting the agenda of Board of Directors meetings and ordinary and extraordinary general assemblies, as well as the resolutions of the Board and resolutions of shareholders and partners, and obtaining the approval of the Chairman of the Board before presenting them to the Board.
- (h) Drafting and recording the minutes of the Board of Directors meetings and documenting its decisions in the company's records, to be signed alongside the Chairman of the Board.
- (w) Ensuring that all decisions and agreed-upon actions within the meeting are accurately recorded and following up on pending procedures and activities from previous meetings.
- (z) Establishing and creating an effective and strong mechanism to enhance communication with board members and work on building close ties with them.
- (h) Developing, reviewing, and following up on the implementation of the plan and schedule of the Board of Directors meetings and the ordinary and extraordinary general assemblies.
- (t) Safekeeping the legal records and documents (minutes, decisions, etc.) related to the Board of Directors and shareholders.
- (y) Conducting correspondence and communications on behalf of the Board of Directors according to the directives of the Board or its Chairman.
- (k) Maintaining the confidentiality of information and all documents of the Board of Directors, the ordinary and extraordinary general assemblies, and other related documents.

A review committee was formed from among the members of the company's Board of Directors pursuant to the Board of Directors meeting held on December 30, 2023, with Mr. Adel Mohamed Abdel Shafi Al-Laban as the Chairman of the Committee and Eng. Ibrahim Mohamed Al-Moalem and Hesham Saad Makawy as members. There are no other committees emanating from the Board of Directors for the company. The committee's name was changed to "Audit and Risk Committee" pursuant to the Board of Directors meeting minutes dated July 4, 2024, while retaining the same composition in terms of members and the authorities stipulated in Article 37 of the Egyptian Exchange Listing and Delisting Rules.

Purpose of the Committee

The Audit and Risk Committee Regulations aim to organize the work of the Committee by determining its tasks and authorities, in addition to the regulations and procedures for its work, and the rules for selecting its members, in accordance with the company's articles of association and the rules governing committees in joint-stock companies whose shares or Egyptian deposit certificates are listed, as well as the regulatory rules and procedures for listing and delisting securities on the Egyptian Exchange issued by the Financial Regulatory Authority, in line with the best international practices applied in similar companies and the provisions of Egyptian law.





Audit and Risk Committee:

The most recent formation of the Audit and Risk Committee:

Name	Position	Representing Entity
Adel Abdelshafi Al-Laban	Committee Chairman	Board Member
Ibrahim Al-Moallem	Committee Member	Chairman of the Board
Hisham Saad Makawy	Committee Member	Board Member

Committee Powers and Assigned Tasks:

The tasks assigned to the Audit and Risk Committee have been defined, and some responsibilities originally assigned to other committees, such as Risk and Governance, have been integrated into the Audit and Risk Committee. These tasks can be summarized as follows:

- Examining and reviewing the company's internal control procedures and the company's compliance with their application.
- Studying the accounting policies followed and the changes resulting from the application of new accounting standards.
- Examining and reviewing the mechanisms and tools of internal auditing, its procedures, plans, and results, studying internal audit reports, and following up on the implementation of its recommendations.
- Examining the procedures followed in preparing and reviewing the following:
 - Periodic and annual financial statements
 - Budget estimates, including cash flow statements and estimated income statements
- Examining the draft preliminary financial statements before presenting them to the Board of Directors in preparation for submission to the auditor.
- Proposing the appointment of auditors, determining their fees, and considering matters related to their resignation or dismissal, in compliance with legal provisions.
- Expressing an opinion regarding the authorization to assign auditors to perform services for the company other than auditing the financial statements, and regarding the fees estimated for such services, without compromising their independence.





- Reviewing the auditor's reports on the financial statements, discussing any observations and reservations contained therein, following up on actions taken on them, and working to resolve differences in viewpoints between the company's management and the auditor.
- Ensuring that a report is submitted to the Board of Directors by an independent specialized expert regarding the nature of transactions and deals concluded with related parties, and assessing the extent to which they may harm the company's or shareholders' interests.
- The committee must verify the company's management response to the recommendations of the auditor and the Financial Regulatory Authority. The committee provides the Board of Directors with reports at least quarterly. The Board of Directors may assign the committee any tasks it deems in the company's interest. The company's Board of Directors and its officials must respond to the committee's recommendations within fifteen days from the date of notification. The committee chairman must notify the stock exchange and the authority in case of non-compliance within sixty days regarding the material For the observations that he presents to the council.

According to the decision of the Board of Directors of the Authority No. 26 of 2026 amending the decision of the Board of Directors of the Authority No. 11 of 2024 issued on February 3, 2026, to work on forming the Nominations and Remunerations Committee, provided that it is formed before the end of the reconciliation period of three months from the date of publication of the previously mentioned decision.

Activities of the Audit and Risk Committee during 2026:

- The Audit Committee met five times during 2026.
- All reports issued by the Audit and Risk Committee will be presented to the Board of Directors.
- The committee's reports did not include any material observations during 2026.

Regulatory Environment

Internal Control System

The company has an Internal Audit Department, which is a permanent department in the company, headed by Mr. Neshat Zaki Al-Roubi. Technically, it reports to the Audit Committee, and administratively, it reports to the Managing Director.





The Audit Department, in cooperation with the Audit Committee, prepares its quarterly report in addition to:

- 1- Evaluating the efficiency of the internal control system.
- 2- Ensuring the complete separation of responsibilities and authorities of all company employees.
- 3- Protecting the company's physical assets from potential risks.
- 4- Ensuring the application of governance rules through the implementation of various related instructions.
- 5- Following up on the correction of observations mentioned in the Audit Committee report.
- 6- Following up on the correction of observations that may come from external regulatory and administrative bodies.
- 7- Ensuring and monitoring the compliance of all employees with internal regulations, policies, and charters.

Risk Management

There is no Risk Management department as some of its functions have been merged with the Internal Audit department.

Compliance Management

There is no Compliance department as some of its functions have been merged with the Internal Audit department.

Governance Management

There is no Governance department as some of its functions have been merged with the Internal Audit department.

Auditor

The company's auditor is appointed by the Ordinary General Assembly, where they are appointed annually with the determination of their fees. Mr. Kamel Magdy Saleh, Executive Partner at Saleh, Barsoum & Abdel Aziz Grant Thornton, was appointed based on the decision of the company's Ordinary General Assembly. He possesses sufficient competence, experience, and a good reputation, as well as complete independence and impartiality. The company follows up on the auditors' remarks and responds to them promptly.





Disclosure and Transparency

Material information and financial and non-financial disclosure.

The company discloses all financial and non-financial information that concerns shareholders and stakeholders, such as periodic and annual financial statements, as well as auditors' reports, board of directors' reports, general assembly reports, profits, and the company's ownership structure. This is done through display on stock exchange screens and the company's website, with full adherence to listing rules, executive procedures, and the laws and regulations governing this.

Transactions with related parties.

Some commercial transactions take place between certain sister and subsidiary companies regarding the buying and selling of raw materials and products that these companies handle. All these transactions are presented to the company's General Assembly for approval, and it is ensured that the necessary disclosure is made in all the company's financial positions as well as in the Board of Directors' reports.

Compliance with applicable laws.

The company complies with all applicable laws and executive regulations, making the necessary amendments to adjust the positions in case any new laws are issued. The company takes the necessary measures to regularize its situation.

Violations and procedures related to the Capital Market Law and listing rules:

- None.

Investor Relations

The company has an investor relations function as one of the main activities for implementing corporate governance principles, which aims to activate and strengthen the relationship with current and prospective investors. The investor relations officer reports directly to the managing director and receives all data and decisions related to general assembly meetings and board of directors meetings in order to understand the internal matters of the company and its strategic directions.

Some of the key responsibilities of the investor relations officer include:

1- Participating in setting the disclosure policy followed by the company and having it approved by the board of directors.





Insiders, Related Parties, and Affiliated Parties Policy

The company's policy aims to control the trading activities of insiders in the company's shares, and it clarifies the commitment of insiders, founders, major shareholders, and their affiliated groups not to be a party to any exchange contracts except after the approval of the General Assembly.

Social and Environmental Responsibility Policy

The company and its subsidiaries are committed to obtaining the necessary environmental approvals to carry out their activities in accordance with the provisions of Environmental Law No. 4 of 1994 and its executive regulations.

The company is also concerned with its social and environmental responsibility towards society and the environment, as it monitors the procedures followed by its subsidiaries to comply with environmental requirements by replacing machines with others that save energy and reduce heat emissions. The new machines must also be environmentally friendly.

We ask God for continued success.

Cairo on 20/4/2025

Ibrahim Al-Moallem

Chairman of the Board

