

الساده البورصه المصريه
الساده /قطاع الافصاح
الاستاذة/ رشا مصطفى مدير عام ادارة الافصاح

تحية طيبة وبعد

مرفق دعوة اجتماع الجمعيه العامه غير العاديه للشركه المقرر له تاريخ ٣٠-١٢-٢٠٢٥ والمنشوره بصحف اليوم

وتفضلوا بقبول وافر الاحترام

مدير علاقات المستثمرين

احمد محي

٢٠٢٥-١٢-٨

احمد محي



شركة الصناعات الغذائية العربية (دومتي)

خاضعة لأحكام القانون رقم ١٥٩ لسنة ١٩٨١

دعوة لحضور اجتماع الجمعية العامة غير العادية

٢٠٢٥/١٢/٣٠ الموافق الثلاثاء يوم انعقادها المقرر

<https://emagles.com/voterinformation/EGS30031C016>



وذلك للتظر في جدول الأعمال التالي:

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- لكل مساهم الحق في حضور اجتماع الجمعية العامة غير العادي أو اجتماع مجلس الادارة ويشترط صحة الانذار أن تكون في توقيت كتابي وأن يكون الوكيل مساعده ويكون المحضور هانيا ولا يجوز للمساهم من غير أعضاء مجلس الادارة في حضور اجتماع الجمعية العامة.
 - يمكن للنادل المساهمين اخراجهم على مستندات ونحو اجتماع الجمعية والتصويت عليهم عن بعد باستخدام نظام الاتصال والتوصيات على بنود جدول اعمال لمدة خمسة أيام عمل قبل اعتماد اجتماع الجمعية واثناة اعقادها وبيان اخراج المجموعة
 - في حالة حضور مساهم في تقييم أسلنته أو استفساراته يتعين تقديمها مكتوبة بآليه وبالبريد المسجل إلى مقر الشركة مقابل إيداع ثمن اتفاقه الجمعية العامة غير العادية بخلاف المساهمين بخلاف المساهمين يوم التالية للاجتماع الأول ويكون الاجتماع الثاني
 - صحيح اذا حضرت مساهمين ويملئون بعدها برقاً الماء.
 - لا يجوز للمساهمين باستثناء الاشخاص الاعتبارية أن يمثل في اجتماع الجمعية العامة عن طريق الوكالة عدداً من الأصوات يتجاوز ١٠٪ من مجموع الأسهم الاسمية من رأس مال الشركة ونهاية كل سنة.

وتفصلوا بقىوا واق الاختلاع والتقدير

رئيس مجلس الادارة
مهندس / عمر محمد الدمامي

Invitation to attend the Extraordinary General Assembly meeting

Mr. Chairman of the Board of Directors of the Arab Food Industries Company "Domty" (established in accordance with Law No. 159 of 1981 and its executive regulations) has the honor to invite the company's shareholders to attend the company's Extraordinary general assembly meeting via modern visual and audio technology (video conferencing) and to vote. Remotely via (E-magles platform) without the usual physical assembly.

Shareholders wishing to attend and vote at the Ordinary General Assembly meeting must complete and download the required information at the following link:

<https://emagles.com/voterinformation/EGS30031C016>

The General Assembly is to be held at 2:30 pm on Tuesday, December 30, 2025, at the company's headquarters in the Northern Developers District (C.P.C.), the industrial zone in 6th of October City, via modern visual and audio technology, and through remote voting.

Note that electronic voting opens five working days before the Ordinary General Assembly, and shareholders must follow the instructions and procedures listed in the system to register and vote electronically through the link shown above.

In order to consider the following Agenda Items:

1. Approval of Valuation Report

To consider and approve the valuation report issued by the Economic Performance Sector of the General Authority for Investment and Free Zones regarding the determination of the net shareholders' equity of both the demerging company and the demerged company at book value as at 31 December 2024, which serves as the basis for the proposed demerger.

2. Approval of the Board of Directors' Demerger Proposal

To consider and approve the proposal submitted by the Board of Directors concerning the demerger of the company by way of horizontal split at book value, based on the financial statements as at 31 December 2024, resulting in the formation of:

- (a) the **demerging company**; and
- (b) a **newly established demerged company**.

3. Approval of the Rationale and Justifications for the Demerger

To consider and approve the reasons, motives, and commercial justifications for proceeding with the demerger.



4. Approval of the Allocation of Assets, Liabilities, and Equity

To consider and approve the proposed allocation of assets, liabilities, and shareholders' equity between the demerging company and the demerged company, in accordance with:

- the detailed demerger plan,
- the auditor's report thereon,
- The pro forma financial statements and the auditor's report thereon, and in view of the report issued by the Economic Performance Sector of the General Authority for Investment and Free Zones.

5. Approval of the Draft Demerger Agreement and Amendments to the Demerging Company's Articles of Association

To consider and approve the draft demerger agreement prepared on the basis of book value as per the financial statements as at 31 December 2024; and to approve:

- the amendment of the corporate purpose of the demerging company;
- the increase of the issued capital of Arabian Food Industries Co. – Domty S.A.E by increasing the nominal value of the share to **forty piasters (EGP 0.40)** per share;
- The amendment of Articles (3), (6), and (7) of the Articles of Association.

6. Approval of the Articles of Incorporation and Articles of Association of the Demerged Company

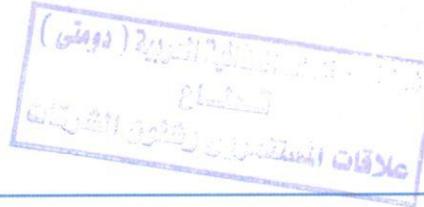
To consider and approve the draft Articles of Incorporation and Articles of Association of **Dairy Products Euro Arabian for Food Industries S.A.E**, including:

- the composition of its Board of Directors;
- the appointment of an auditor;
- the determination of its authorized capital at **EGP 2,000,000,000**;
- the determination of its issued capital at **EGP 438,043,477.25**, divided into **282,608,695** shares with a nominal value of **EGP 1.55** per share;
- The determination of its registered office and business activities.

7. Approval of the Listing of Shares

To approve the continued listing of the demerging company's shares following completion of the demerger and the increase of its issued capital; and to approve the listing of the shares of the demerged company on the Egyptian Exchange.

Further, to authorize the Chairman, or the Vice Chairman and Managing Director, to submit all required applications for listing the capital increase of the demerging company and for listing the shares of the demerged company.



8. Approval of the Restructuring of Subsidiary Ownership

To consider and approve the proposal of the Board of Directors regarding the restructuring of the ownership of the subsidiary, **Development for Food Industries Company**, by transferring its ownership from the demerging company to the demerged company; and to authorize the Chairman, or the Vice Chairman and Managing Director, to execute all procedures and documents required for completing the transfer.

9. Approval of Pro Forma Financial Statements

To consider and approve:

- the pro forma financial statements of both the demerging and demerged companies for the financial years ended 31 December 2023 and 31 December 2024;
 - the auditor's reports thereon;
 - The memorandum of the company's legal advisor confirming that the demerger complies with applicable legal requirements.

10. Approval of Related-Party and Reciprocal Contracts

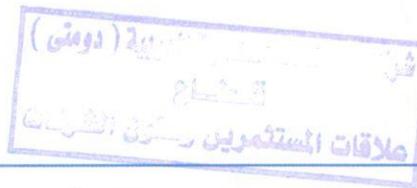
To approve all related-party and reciprocal contracts arising from the demerger process, including any contracts to be entered into with the subsidiary.

11. Authorization to Execute All Procedures Related to the Demerger

To authorize the Chairman, or the Vice Chairman and Managing Director, to undertake all necessary actions to:

- complete the demerger,
 - establish the demerged company,
 - complete its listing on the Egyptian Exchange,
 - implement any amendments requested by competent regulatory authorities to the amended Articles of Association of the demerging company and the Articles of Association of the demerged company,
 - sign the demerger agreement, the Articles of Incorporation, and all necessary documents before the Notary Public and other competent authorities,
 - complete all procedures with the General Authority for Investment and Free Zones, the Financial Regulatory Authority, Misr for Central Clearing, Depository & Registry, and the Egyptian Exchange,
 - Determine the timelines for implementation of the demerger.

Such authorization includes the right to delegate or grant powers of attorney to third parties.



12. Approval of Mutual Corporate Guarantees

To approve the provision of mutual (joint) guarantees between the demerging company and the demerged company in favor of banks; and to authorize the Boards of Directors of both companies, or their delegates, to sign guarantee agreements and take all necessary actions in this regard.

13. Appointment of an Independent Financial Advisor

To authorize the Board of Directors to appoint an independent financial advisor, registered with the FRA, to determine the fair value of the shares of both companies resulting from the demerger, and to approve the disclosure report for each company in accordance with Article 138 of the Executive Regulations of Law No. 159 of 1981.

Chairman

Omar Eldamaty