



**Announcement of OCI N.V.'s Tender Offer as Published in Egyptian Newspapers**

OCI N.V. announces a bid for purchasing up to 208 938 419 shares, representing 100% of the issued shares of Orascom Construction Industries S.A.E. as per the provisions of Chapter XII of Capital Market Law number 95 of the year 1992

Bidder	OCI N.V. – a Dutch Limited Liability Public Company
Target Company	Orascom Construction Industries S.A.E.
<b>1. The Bidder</b>	
OCI N.V.'s primary objective is investment in the field of industrial and contracting projects in the United States of America, Europe and the Middle East. OCI N.V. is listed on the NYSE Euronext in Amsterdam – sub no. NL0010387437.	
<b>2. Particulars of the Bidder</b>	
Bidder Name	OCI N.V.
Legal Entity	A Dutch limited liability Public Company
Date of the company's incorporation and annotation in the commercial register	The Company has been incorporated on 2/1/2013. It is recorded in the commercial register no. 56821166 – the Chamber of Commerce in Amsterdam – Netherlands
Authorized, issued and paid up capital and number of shares	The Company has been incorporated with an authorized capital amounting to 225 thousand Euro (Two hundred and twenty five thousand Euro) and an issued capital, paid up in full, in the amount of 45 thousand Euro (forty five thousand Euro), owned by each of (OCI) Overseas Holding Limited & (OCI) Investment, both owned by Orascom Construction Industries S.A.E.  The Company's authorized and issued capital have been increased so that the authorized capital amounts to 300 000 000 Euro (three hundred million Euro) and the issued, paid up capital amounts to 156 767 280 Euro (one hundred and fifty six million, seven hundred and sixty seven thousand, two hundred and eighty Euro), distributed over a number of 156 767 280 shares (one hundred and fifty six million, seven hundred and sixty seven thousand, two hundred and eighty) shares, with a nominal value of one Euro per the share.
Number & percentage of the shares owned by Bidder or any related party, in the target company	The Bidder owns a number of 156 722 280 shares (one hundred and fifty six million, seven hundred and twenty two thousand, two hundred and eighty) shares of the target company, in the form of global depository receipts (GDR's) deposited at the Bank of New York – Mellon – representing 75.008% of the total shares of the capital of the target Company.
Number, Percentage & specifications of the shares required to be purchased	A number of 50 196 181 (fifty million, one hundred and ninety six thousand, one hundred and eighty one) ordinary nominal shares, representing 24.024% of the shares of the target company, all being ordinary cash shares, representing 48001178 (forty eight million, one thousand, one hundred & seventy eight) local shares, representing 22.97% of the company's shares, after excluding a number of 2 019 958 (two million, nineteen thousand, nine hundred and fifty eight) local shares, representing the rewarding & incentive system shares which shall not respond to the purchase bid, and a number of 1 109 428 (one million, one hundred & nine thousand, four hundred and twenty eight) shares, in the form of "Global Depository Receipts" (GDR's), representing 0.53% of the Company's shares and a number of 1 085 575 (one million, eighty five thousand , five hundred and seventy

	five) shares in the form of (American Depository Receipts) (ADR's), representing 0.52%,
Shareholders possessing 1% and more of the shares of the Bidder	<ol style="list-style-type: none"> <li>1- Nassef Onsi Naguib Sawiris – Owner of 37.91%</li> <li>2- Onsi Naguib Sawiris – Owner of 22.97%</li> <li>3- Samih Onsi Naguib Sawiris – Owner of 7.53%</li> <li>4- Capital Towers – Owner of 7.99%</li> <li>5- Genesis Investment Management Company LLP – Owner of 3.91%</li> <li>6- Other shareholders – owners of a percentage of 19.67%</li> </ol>
Related Persons to the Bidder	<p>The related persons to the Bidder owns 1.505422% of the capital shares of the target company as follows:</p> <ol style="list-style-type: none"> <li>A- Samih Onsi Naguib Sawiris – Owner of a number of 3086389 shares (three million, eighty six thousand, three hundred and eighty nine) shares at a percentage of 1.477176%.</li> <li>B- Onsi Naguib Sawiris – Owner of a number of 51 shares (fifty one shares) at a percentage of 0.000024%</li> <li>C- Naguib Onsi Naguib Sawiris – Owner of a number of 80 shares (eighty) shares, at a percentage of 0.000038%</li> <li>D- Nassef Onsi Naguib Sawiris, Owner of a number of 58 884 shares (fifty eight thousand, eight hundred and eighty four) shares, at a percentage of 0.028182%</li> </ol>
Related Consultants	Capacity
CI Capital Securities Brokerage – S.A.E	Financial Consultant of the Bidder
International Commercial for Securities Brokerage – S.A.E	Broker of the Bidder
Office of Dr. Zaki Hashem & Co. – Lawyers & Legal Counsels	Legal Counsel of the Bidder
<b>3. Particulars of the Target Company</b>	
Name of Company	Orascom Construction Industries S.A.E.
Legal Entity & Incorporation Date	An Egyptian joint-stock company according to the provisions of Law number 159/1981 & its Executive Regulations – recorded in the Commercial Register sub no. 38824 on 28 February 1976 as a Limited Partnership. On 31 March 1998, the Company's legal entity was amended in the commercial register to become an Egyptian joint-stock company.
Registration at the stock exchange	The company's shares are recorded at the Egyptian Stock Exchange – of which a number of 157 831 708 shares are recorded in London Stock Exchange, in the form of Global Depository Receipts (GDR's), & a number of 1 085 575 shares recorded at New York Stock Exchange in the form of American Depository Receipts (ADR's)
Central Depository status according to the Company's capital structure, issued by Misr Clearance, Central Filing & Depository Company	The number of shares deposited at the Central Filing & Depository are 208 938 359 (two hundred & eight million, nine hundred and thirty eight thousand, three hundred and fifty nine) shares, while the number of the shares which are not recorded in the Central Depository system are 60 (sixty) shares.

on 15/5/2013:	
Issued and paid up capital and number of capital shares:	1 044 692 095 (Only one billion, forty four million, six hundred and ninety two thousand, ninety five Egyptian pounds), paid in full, distributed over a number of 208938419 cash shares (two hundred and eight million, nine hundred and thirty eight thousand, four hundred and nineteen shares), with a nominal value of LE 5 (five Egyptian pounds) per the share.
Shareholders possessing more than 1% of the shares of the “Target Company”, according to the Company’s capital structure issued by Misr Clearance, Central Filing & Depository Company on 15/5/2013:	<ol style="list-style-type: none"> <li>1- The Bank of New York Mellon (as a registered owner) possessing a percentage of 76.06%.</li> <li>2- Abu Dhabi Investment Agency – Owner of a percentage of 2.40%</li> <li>3- Lazard Emerging Markets Equity Portfolio – Owner of a percentage of 1.95%</li> <li>4- Samih Onsi Naguib Sawiris – Owner of a percentage of 1.48%.</li> <li>5- Brieda Investment Corporation – Owner of a percentage of 1.31%</li> <li>6- The remaining shares are offered for free negotiation, representing 16.8%.</li> </ol>
<b>4. Particulars of the Purchase Bid</b>	
Kind of Bid	A Mixed Mandatory Purchase Bid, in conformity to the provisions of Articed 353 & 354 of the Twelfth Chapter of the Executive Regulations of the Capital Market Law number 95/1992.
Bid Price	<p>The cash price in the amount of LE 255 (only two hundred and fifty five pounds) per share. The holders of the Target Company’s shares shall have the choice of exchanging shares, at the rate of one share (one share) of the “Target Company” shares (whether existing shares, Global Depository Receipts or American Depository Receipts, after transferring them into local shares, in responding to a similar purchase bid), in return for one share (only one share) of the Bidder’s shares, according to the terms and conditions of responding to the purchase bid, shown in this announcement.</p> <p>Taking into consideration that in order to respond to the purchase bid, the Global or American Depository Receipts (GDR or ADR) should be transferred into local shares, in implementation to Article (4) of the Rules of issuance &amp; transfer of Global Depository Receipts for the securities recorded in the Egyptian Stock Exchange, issued by virtue of the resolution of the Board of Directors of the Egyptian Stock Exchange on 13/2/2013, ratified by the Egyptian Financial Supervisory General Authority on 3/3/2013. In case of exchange, ownership of the local shares shall be transferred first and then the ownership of OCI N.V. Company, to whoever responds to the purchase bid. It is noteworthy to refer to the fact that as from 9/6/2013, the Egyptian Brokerage Companies shall be prohibited from dealing in foreign securities, in implementation to the Decree of the Prime Minister no. 572/2012.</p>
Average closing rate at the Stock Exchange during the previous six months:	The average of the closing rate at the Egyptian Stock Exchange of the “Target Company” reached 251.73 Egyptian pounds (two hundred and fifty one pounds and seventy three pts) per the share, during the six month preceding the date of depositing the purchase bid draft at the Egyptian Financial Supervisory General Authority as from 3/12/2012 up to the closing rate of 3/6/2013.
Total value of the purchase bid	LE 12 800 026 155 (Twelve billion, eight hundred million, twenty six thousand, one hundred and fifty five Egyptian pounds), representing a number of 50 196 181 shares (fifty million, one hundred and ninety six thousand, one hundred & eighty one) shares of the capital of the “Target Company”, at an approximate percentage of 24.024%, after setting aside a number of 2 019 958 shares (two million, nineteen

	<p>thousand, nine hundred and fifty eight shares), representing the total of the shares allocated for the rewarding and incentive system, according to the resolution of Extraordinary General Meeting on 19/6/2013 &amp; the resolution of the Committee Supervising the Rewarding &amp; Incentive System, held on 29/5/2013.</p>
<p>Basis of calculating the offered price</p>	<p><u>First: Cash Price:</u> The cash price has been calculated on basis of the average closing rate at the Egyptian Stock Exchange, during the six months preceding the date of depositing the purchase bid file at the Financial Supervisory General Authority, added to which is an economic benefit at the percentage of 1.3% approximately per the share, so that the bid price becomes LE 255 (Only two hundred and fifty five Egyptian pounds) per share.</p> <p><u>Second: Coefficient of Exchanging the shares of the Bidder:</u> The exchange coefficient has been calculated on basis that each of the shares of the “Target Company” is counter-valued by a share of the bidder company, (1:1) share, as per the study of the Financial Consultant of the Bidder, who determined the exchange coefficient so that the share of the “Target Company” equals a share of the Bidder company, since the assets of the Bidder company – standing for its capital – are represented in the foreign depository receipts of the “Target Company”, obtained by means of exchange. The bidder company has issued 50 196 181 shares (fifty million, one hundred and ninety six thousand, one hundred and eighty one shares) as an increase to the capital of the Bidder company.</p>
<p>Period of the Bid Duration</p>	<p>Twenty working days, starting from the day following the date of publishing the purchase bid announcement, as from 27/6/2013 up to the end of the negotiation session of 28/7/2013. (The date of termination of the purchase bid duration can be amended in case of any official vacations during that period).</p> <p>In case of any circumstance considered as force majeure that may hinder the bid enforceability, the duration period of the bid shall be resumed after the lapse of such force majeure, provided that this shall be announced by all possible means of publication for all dealers, who shall have the absolute freedom whether to proceed with the bid or withdraw their orders.</p>
<p>Responding to the purchase bid</p>	<p>The shareholders of the Target Company, who desire to sell or exchange their shares through the purchase bid, shall have to adopt the following procedures, during the bid enforceability:</p> <p><u>1- Procedures of Selling shares in cash:</u> Submitting a sale order, during the bid period, against the cash price, amounting to LE 255 (Only two hundred and fifty five pounds) per the share, to any of the authorized Securities Brokerage Companies.</p> <p><u>2- Procedures of Selling shares by means of exchange:</u> The shareholders, who desire to exchange their shares during the bid enforceability period, should apply to one of the companies of securities brokerage and submit an order, clarifying the desire of the shareholder to exchange his shares in the Target Company, in return for the shares of (OCI N.V.) (The Bidder) – recorded at NYSE/Euronext Amsterdam. The quantity seized by the brokerage companies dealing with an international depository bank (Euro Clear or Clear Stream), so that they can receive the counter-quantity of the shares of (OCI N.V.) Company.</p> <p>The counter-shares of the exchange shares have been deposited and frozen at CI Capital Company – the Keeping Trustees Department – in its capacity as the</p>

	<p>keeping trustee, by virtue of the letter of CI Capital – Keeping Trustees, dated 23/6/2013. Ownership shall be transferred according to the negotiation procedures in force at the Egyptian Stock Exchange &amp; NYSE/Euronext Amsterdam.</p> <p>The holders of the global depository receipts, desiring to respond to the current purchase bid shall have to transfer their certificates into local shares, in conformity with Article (4) of the rules of global depository receipts issuance and transfer regarding the securities recorded at the Egyptian Stock Exchange, issued by virtue of the resolution of the Board of Directors of the Egyptian Stock Exchange on 13/2/2013, ratified by the Financial Supervisory General Authority on 3/3/2013.</p> <p>Taking into consideration that the shareholder desiring to respond to the purchase bid may sell all his shares in cash or by means of exchange, or sell a part in cash and the other part against exchange.</p>
<p>Minimum limit of implementing the purchase bid</p>	<p>Nil</p>
<p>Date of implementing the purchase operation</p>	<p>Implementation shall be carried out at the Egyptian Stock Exchange within five working days at most, following the date of the lapse of the bid enforceability. Ownership of the exchange shares in OCI N.V. Company shall be transferred to whoever desires to exchange during the same period.</p>
<p><b>5. Commitments of the Bidder</b></p>	
<p>The Bidder is committed to:</p> <ol style="list-style-type: none"> <li>1- Take into consideration the provisions of Article 8 of the Capital Market Law number 95 for the year 1992, before concluding the operation at the Stock Exchange.</li> <li>2- Purchase &amp;/or exchange all the shares offered for sale as a respond to the purchase bid.</li> <li>3- Keep on the activities and projects of the target company currently standing in Egypt and Algeria.</li> <li>4- There is no intention to dispense with the personnel of the Target Company, at least during the first year as from the date of implementing the purchase process, except in conformity with the provisions of the labour law and the other laws in force. The Bidder is committed – after accomplishing acquisition – to maintain all the personnel rights and advantages according to the regulations and laws.</li> <li>5- There is no intention to merge the target company in other companies during the first year to the date of the purchase operation execution.</li> <li>6- There is no intention to sell the acquired shares during the first year to the date of the current purchase bid execution.</li> <li>7- The Bidder declares that he has not concealed any particulars or revelations that may affect the evaluation of the target company or the decision of the shareholders of the target company whether or not to respond to the offer, and that there are no unpublished agreements pertaining to the bid. He declares to take into consideration the provisions of the two Articles 327 &amp; 328 of the Executive Regulations of the Law number 95/1992 and his commitment to all the declarations and commitments submitted to the Financial Supervisory General Authority, among the bid documents.</li> <li>8- All the particulars and information stated in this bid as well as the information memorandum pertaining to it are sound, on the entire responsibility of the bidder, without any liability attaching to the Financial Supervisory General Authority. Neither the bidder no any related party has any essential information or unpublished agreements that may affect the share value or the investor’s decision, whether or not to respond to the purchase bid.</li> <li>9- Resuming the program of the Global Depository Receipts (GDR’s) and the American Depository Receipts (ADR’s) of the Company, according to the resolution of the Extraordinary General Meeting of the “Target Company” on 19/6/2013.</li> <li>10- The value of profits distributions over the shareholders of (Orascom Construction &amp; Industries) –</li> </ol>	

S.A.E. – who have not responded to the purchase bid – equal to the percentage of their ownership in the target company – should not fall below the distributions to be obtained by the Shareholders of OCI N.V. Dutch Company, in case it distributes profits in future, after equating the profits which the target company might have distributed over the shareholders, as may be ratified by the Ordinary General Meeting of the Target Company, held on 19/6/2013.

- 11- Purchase all the shares which has not responded to the purchase bid at the same bid price for a period of six months as from the date of implementing the purchase bid, immediately upon his being notified of the desire of any shareholder to sell his shares.
- 12- There is no intention to strike off the registration of the target company shares from the rolls of the Egyptian Stock Exchange. If the target company doesn't fulfill the rules of securities registration, continuation of registration and striking off at the Stock Exchange ("The Registration Rules"), the bidder shall fulfill the registration conditions at the Egyptian Stock Exchange, and if not possible, shall strike off the registration of the shares of the Target Company from the Stock Exchange Rolls voluntarily. The bidder undertakes – in case of striking off the shares of the target company from the Stock Exchange Rolls within a year from the date of implementing the shares ownership transfer according to the current purchase bid – to purchase all the shares of the shareholders desiring to sell their shares, at prices not less than the bid rate, within a maximum period of three months from the date of accomplishing the procedures of striking off the Target Company from the Egyptian Stock Exchange.

#### ***6. The Future Plan of the Bidder during the First Year of Purchase***

The Company's management intends to expand its activity in the global markets for developing its investments and obtaining new investments and financial resources that may entail larger opportunities for growth and expansion in establishing industrial projects.

Besides, this offer shall not result in any changes in the Company's daily activity in Egypt. The premises of the Group of North Africa and the Middle East shall remain in Cairo and the offer shall not affect in any way the Company's personnel. Besides, no change shall occur to the structure or team of the Company's management after accomplishing the bargain. The Constructions Sector Operations shall keep on growing through seeking infra structure projects in Egypt in addition to the other projects of the Group. The Company shall keep on the management of the Fertilizers Factory in the ordinary manner, in addition to the execution of the standing projects and liabilities in Egypt.

It is noteworthy that the registration of the shares of the bidder company in New York Stock Exchange and NYSE/Euronext Amsterdam , and their negotiation off-board in the United States of America shall entail the following:

- 1- Attracting a larger base of investors.
- 2- Giving the opportunity to Orascom Construction & Industries Group to constitute and follow up its global strategies in the fertilizers and construction sectors.
- 3- Finding new investors to help it keeping its investment plans.
- 4- The company's registration at New York Stock Exchange and NYSE/Euronext Amsterdam shall have the greatest effect on the company's capability to be committed to the criteria of governance & international financial supervisory which it adopts upon executing its activity.
- 5- Reaching the international money markets in a larger way, such as the Eurobond which the company intends to join during the first year of the date of executing the purchase bid.

Besides, the Company expects to acquire higher credit classifications by the International Classification Organizations, which may help it to settle its debts, and improve its status in the international investment and bank markets and provides new opportunities for growth.

#### ***7. Financing the purchase offer and the influence of the purchase process on the financing structure of the Target Company:***

The cash part of the purchase bid shall be self-financed, by the financial resources of the bidder, taking into

consideration that letters were issued by Citibank NA – Egypt – (the Head Office) and Barclays Bank – Egypt – S.A.E. attesting the availability of financial resources with the bidder necessary for financing the cash part of the purchase bid, in a total amount of LE 9057842345 (Only nine billion, fifty seven million, eight hundred and forty two thousand, three hundred and forty five Egyptian pounds). The value of a number of 14 794 717 shares (fourteen million, seven hundred and ninety four thousand, seven hundred and seventeen shares) has been set aside of the value of the cash price due to receiving irrevocable undertakings by some of the shareholders of the Target Company, undertaking to accept the choice of exchange, according to the letters and the irrevocable commitments submitted by them, taking into consideration that the assets of the Target Company have not been used in the necessary financing process.

## **8. Complementary Revelations**

- 1- The Bidder announced an exchange offer of all the Global Depository Receipts (GDR's) aimed at by the offer, in return for the shares of the Company – Bidder – recorded in NYSE/Euronext Amsterdam – Netherlands. The shareholders of the Global Depository Receipts (GDR's) – representing about 75.008% of the total shares of the capital of the Target Company – have offered to exchange the Global Depository Receipts (GDR's) owned by them with shares of Bidder Company, currently negotiated at NYSE/Euronext Amsterdam.
- 2- The Rewarding & Incentive System of the personnel of (Orascom Construction & Industries Company) – “the Target Company” – shall remain as it is. The share owned by this system shall not be offered for sale or exchange in the current purchase bid according to the resolution of the Extraordinary General Meeting held on 19/6/2013.
- 3- According to the resolution of the Extraordinary General Meeting of the Target Company held on 19/6/2013, it has been agreed to abrogate the Extraordinary General Meeting held on 17/5/2012, related to the approval of the decision of dividing the company into two companies, with all resulting consequences.
- 4- According to the resolution of the Ordinary General Meeting of the Target Company, held on 19/6/2013, the Meeting approved the accomplishment of settlements with the Egyptian Taxation Administration, regarding the agreement to perform final settlement for the payment of the amount of 7.1 billion Egyptian pounds (only seven billion and one hundred million Egyptian pounds) to the Egyptian Taxation Administration on installments, as a settlement of the tax dispute concerning the examination years from 2007 up to 2010, comprising the period during which the shares recorded at the Egyptian Stock Exchange at that time were sold in full, owned by (Orascom Construction & Industries) – S.A.E. – in the capital of (Orascom Building Materials Holding) – S.A.E. – the Holding Company for Cement Sector , carried out during the year 2008 through the Egyptian Stock Exchange. The amount of 2.5 billion Egyptian pounds (two billion and five hundred million Egyptian pounds) on 10/5/2013 (obtained through a good loan for Orascom Construction & Industries) – S.A.E. – from OCI N.V was settled. The loan contract was ratified by the Ordinary General Meeting of the Target Company). The amount of 900 million Egyptian pounds (nine hundred million pounds) shall be paid before the end of 2013. This settlement shall entail decreasing the net assets of the Target Company as at the date of the financial statements as at 31/12/2012. The provision ensuing from this taxation commitment, in the amount of 6.7 billion pounds (six billion and seven hundred million Egyptian pounds), shall be established, including the interests due to the Taxation Administration for this settlement as at 31/12/2012, taking into consideration that the book value of the quota per share of this taxation settlement amounts to LE 31.95 (only thirty one Egyptian pounds and ninety five pts.)
- 5- The Extraordinary General Meeting of the Target Company – held on 19/6/2013 – was informed of the effect of the taxation settlement on the financial position of the Target Company and its influence on its capability to yield revenues as well as the effect of acquisition on the future capability of (Orascom Construction & Industries) – S.A.E. – to yield revenues.
- 6- The Company's Management intends to expand activity in the local markets for developing its investments and obtaining new investments and financial resources, allowing larger opportunities for growth and expansion, establishing infrastructure and industrial projects, increasing its ability to fulfill its future liabilities and its operational activity.

- 7- This offer shall not entail any change in the company's daily activity in Egypt. Likewise, the Group premises in North Africa & the Middle East shall remain in Cairo. Besides, this bid shall not in any way influence the company's personnel and no change shall occur to the structure & team of the company's management after accomplishing this bargain. The operations of the constructions sector shall remain developing, through assuming intra structure projects in Egypt, in addition to the other projects of the Group. The company shall also keep on managing the fertilizers factories in Egypt & Algeria in the normal way, in addition to the execution of the standing projects and liabilities, upon the success of the purchase bid.
- 8- The bidder and other shareholders – owners of a number of 14 794 727 shares (fourteen million, seven hundred and ninety four thousand, seven hundred and twenty seven shares), submitted irrevocable commitments, in which they expressed their desire to respond to the purchase offer by means of exchange.
- 9- The resolutions of the Ordinary & Extraordinary General Meetings of (Orascom Construction Industries S.A.E. – as at 19/6/2013, the Target Company, were adopted with an attendance percentage of 81.25% of the company's shares in the Ordinary General Meeting and 81.44% for the Extraordinary one, and the approval of 99.98% of the shares attending the Ordinary General Meeting & 99.8% for the Extraordinary one and the approval of 99.83% of the shares of minority shareholders, after excluding the subscription of (OCI N.V.) in the Ordinary General Meeting and 97.18% of the minority shareholders of the Extraordinary General Meeting.

**9. The Financial Consultant of the Bidder (Related Financial Consultant)**

Name	CI Capital for Securities Brokerage SAE
Capacity	Financial Consultant of the Bidder
Address	64 Mohei El Din Abul Ezz Street – Dokki – Giza Governorate

**10. Particulars of the Brokerage Companies, executing purchase on behalf of the Bidder**

Name	Commercial International for Securities Brokerage - SAE
Capacity	Broker of the Bidder
Address	66/68 Mohei El Din Abul Ezz Street – Dokki – Giza Governorate

**11. Legal Counsel**

Name	Office of Dr. Zaki Hashem & Co. – Lawyers and Counsels
Capacity	The Bidder's Legal Counsel
Address	23 Kasr El Nile Street – Cairo

**12. Related Information Memorandum**

The holders of the securities, subject matter of the bid, who desire to obtain any additional information, may obtain a copy of the information memorandum prepared by the bidder, through the following quarter:

- 1- Orascom Construction Industries S.A.E. – headquartered at Nile City Towers – South Tower – Corniche El Nil – Cairo.
- 2- The Commercial International Securities Brokerage Company – S.A.E. – headquartered at 66/68 Mohei El Din Abul Ezz Street – Dokki – Giza Governorate.

A non-objection to the publication of this announcement by the Egyptian Financial Supervisory General Authority was issued in June 2013, taking into consideration that the non-objection of the Egyptian Financial Supervisory General Authority to the announcement publication is not considered a ratification to the commercial and investment feasibility of the bid or to any procedures, concluded agreements or resolutions that may be adopted by the bidder, since the fixation of the price, the exchange coefficient, the bases of evaluation and their soundness are all within the liability of the bidder and his financial consultant. Besides, this announcement commits the bidder to purchase or exchange all the shares offered to him, without any commitment on the shareholders of the Target Company to offer sale or accept the choice of exchange, since the responding to the bid is effected by the shareholders' desire, and in the light of their investment decision, which is subject to the decision made by every investor, according to the investment changes which influence such a decision, without any liability attaching to the Egyptian Financial Supervisory General Authority.