



Board of directors' annual report
For the year 2025

Board of directors' annual report for the year 2025 attached to

The financial statements (in accordance with article 40 of listing rules on the Egyptian Stock Exchange)

Company Name	Misr Fertilizers production Company (MOPCO)
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General Information:

Company Purpose	1) Production of fertilizers, ammonia & nitrogen. 2) Buying, selling & marketing of all fertilizer products and their derivatives. 3) Development, establishment, ownership, financing, management, maintenance & operation for the production of melamine and their derivatives. 4) Marketing, distribution & selling of melamine product & their derivatives. 5) Production, distribution, & selling urea solution in different concentrations & used in different applications, including engine exhaust treatment (under different trade names).		
Duration of the company	25 years from the date of the company's establishment, and it has been renewed for another 25 years, ending on 27/07/2048	Listing date	26/03/2015
The law under which the company is incorporated	No: 8 Year: 1997	Stock nominal value	10 pounds
Authorized capital	50 Billion EGP	Issued Capital	28681402630
Paid-in Capital	28681402630	Commercial registry number & registration date	NO: 50112 Date: 16/01/2011

Investor relations:

Investor relations officer	Accountant / Ahmed Al-Sayed Ibrahim		
Head Office address	Building 194 New Cairo – North Teseen – Second Sector – City Center – Fifth Settlement.		
Telephone no.	02-26731121	Fax No.	02-28124089
Website	www.mopco-eg.com		
E-mail	a.alsayed@mopco-eg.com		

Financial Auditor:

Name	Accountant / Khaled Abd-Elaziz Hegazy		
Date of appointment	15/04/2023		
Listing in FRA Register	_____		
Listing No.	72	Listing Date	

Ahmed Sayed *Khaled Abd-Elaziz Hegazy*

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Shareholder's Structure and the percentage of ownership of BOD members:

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

Name	No. owned shares at the date of financial statements	Percentage of ownership
Egyptian Petrochemicals Holding Co. (ECHEM)	902688489	31.47 %
Saudi Egyptian Investment Co. (SEIC)	689402596	24.04 %
Alpha Oryx Limited	573628046	20 %
Egyptian Natural Gas Holding Co. (EGAS)	283695208	9.89 %
Total	2449414339	85.40 %

(b) BOD's ownership in the company:

Board member name	No. owned shares at the date of financial statements	Percentage of ownership
Mohamed Mahmoud Zaki	902688489	31.47 %
Sherif Kamal El-Shazly		
Rasha Abd ElFatah ElSayed Ramdan		
Khaled Ibn Abdul-Aziz Ibn Omar Al Abd Al-Karim	689402596	24.04 %
Hussien Mohamed Abd El-Salam Hassan Badawy		
Nader Totongey	573628046	20 %
Ayman Attef Anwar		
Mahmoud Abd ElHameed Mahmoud	283695208	9.89 %
Total	2449414339	85.40 %

(c) Treasury stocks as of date of purchase:

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



Handwritten signatures in blue ink, including the name 'Ahmed Syed' and several other illegible signatures.

Board of Directors:

A) The latest formation of the Company's BOD on 31/12/2025:

Name	Title	Entity represented	Description B) (Executive/ Non-executive – Independent)
Ahmed Mahmoud El-Sayed	CEO & Managing Director	Experienced Board Member	Executive
Mohamed Mahmoud Zaki	Board Member	Egyptian Petrochemicals Holding Co. (ECHEM)	Non-Executive
Sherif Kamal El-Shazly	Board Member		Non-Executive
Rasha Abd ElFatah ElSayed Ramdan	Board Member		Non-Executive
Khaled Ibn Abdul-Aziz Ibn Omar Al Abd Al-Karim	Board Member	Saudi Egyptian Investment Company	Non-Executive
Hussien Mohamed Abd El-Salam Hassan Badawy	Board Member		Non-Executive
Nader Totongey	Board Member	Alpha Oryx Limited	Non-Executive
Ayman Atef Anwar	Board Member		Non-Executive
Mahmoud Abd ElHameed Mahmoud	Board Member	Egyptian Natural Gas Holding Co. (EGAS)	Non-Executive
Tarek Hashish	Board Member	Experienced Board Member	Non-Executive
Hassan Shawkey Kamel	Board Member	Representative of Free Float	Non-Executive

Amendments during the year:

- Appointment of Mr. / Hassan Shawkey Kamel instead of Mr. / Samir Hassan Mahmoud Al-Haag by a resolution of the Company's Ordinary General Assembly held on 12/04/2025.
- Appointment of Mr. / Hussien Mohamed Abd El-Salam Hassan Badawy in the Board meeting held on 29/06/2025.
- Appointment of Mrs. / Rasha Abd ElFatah ElSayed Ramdan instead of Engineer / Yasser Salah El Deen in the Board meeting held on 19/10/2025.
- Appointment of Mr. / Mahmoud Abd ElHameed Mahmoud in the Board meeting held on 19/10/2025.

B) Board of Directors Meeting:

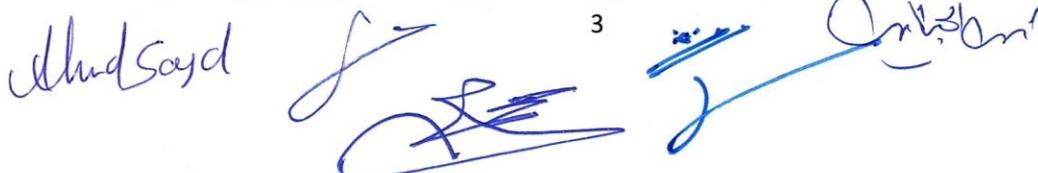
No. of Board meetings during the year 2025: (12 meetings)

Audit committee:

A) The latest formation of the audit committee on 31/12/2025:

Member Name	Entity Represented
Rasha Abd ElFatah ElSayed Ramdan	president
Sherif Kamal El-Shazly	Member
Mohamed Mahmoud Zaki	Member
Tarek Hashish	Member
Khaled Ibn Abdul-Aziz Ibn Omar Al Abd Al-Karim	Member
Hassan Shawkey Kamel	Member
Hussien Mohamed Abd El-Salam Hassan Badawy	Member

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

- 1) Study and examine the procedures for preparing financial statements before presenting them to the Board of Directors and expressing the committee's opinion and recommendation regarding them.
- 2) Study the accounting policies used and expressing the committee's opinion and recommendations regarding them.
- 3) Study and examine the procedures for preparing planned/expected budgets before presenting them to the Board of Directors and expressing the committee's opinion and recommendations regarding them.
- 4) Recommendation to the Board of Directors to appoint one or more auditors for the company, as well as their qualifications, competence and independence; the decision to appoint them and determine their fees shall be within the jurisdiction of the company's ordinary general assembly.
- 5) Review the auditor's audit plan and make comments on it.
- 6) Study the auditor's observations and recommendations on the financial statements and others contained in the management letter received from the auditor and follow up on actions taken regarding them.
- 7) Ensure the company's commitment to internal and external systems, regulations and laws according to the reports submitted to it by the relevant departments.
- 8) Study the company's internal control system, in terms of governance of the organizational structure system and its work procedures, and prepare a written report on the committee's opinion and recommendations regarding it.
- 9) Initial approval of the annual estimated budget for the Internal Audit Department and evaluating its performance.
- 10) Discussing and reviewing the annual plan of the Internal Audit Department, monitoring its efficiency, and ensuring its comprehensiveness across all departments and activities of the company.
- 11) Review internal audit reports, identify the aspects and causes of deficiencies in the company, and follow up on corrective actions.
- 12) Coordinating with all relevant parties to identify, classify and assess risks according to the degree of severity, and studies the preparation of policies and procedures necessary for managing and dealing with them and with internal and external variables in a manner commensurate with the nature and size of the company's activities and submits periodic reports to the Board of Directors.
- 13) Ensure that the report is submitted to the Board of Directors by an unrelated specialized expert to the nature of the operations and deals concluded with related parties, regarding the extent of their compliance or harm to the interests of the company or its shareholders.
- 14) Study the observations or violations received from the regulatory authorities and follow up on actions taken regarding them.
- 15) Study and examine the procedures for subscription prospectuses and public and private offerings of securities before presenting them to the Board of Directors and expressing the committee's opinion and recommendations regarding them.
- 16) Invite the company's auditor or the company's deputy chairman for financial and economic affairs, or the company's Assistant chairman for investor relations, each in his capacity, to attend its meetings whenever necessary.
- 17) The committee submits at least quarterly reports directly to the company's board of directors, and the board of directors may assign the committee any work it deems beneficial the company, and those responsible for it shall respond to the committee's recommendations within 15 days from the date of notification.

C) Audit committee achievements during the year:

No. of meetings during the year	9
If the committee reports had been presented to the BOD?	yes
If the committee reports mention any substantive observations that should be addressed?	yes
If the BOD take actions to remedy the substantive observation?	yes

Company Employees:

Average no of employees during the year 2025	1132 workers
Average income of employees during year 2025	852000 EGP / year



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

Total no. of shares available according to ESOP	None
Total no. of shares granted during the year	None
No. of beneficiaries from ESOP	None
Total no. of shares granted since the implementation of ESOP	None
Owner of 5% or more of shares according to ESOP shares, or 1% of company's shares	None

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

None

Compensatory Contracts concluded by the company with one of its founders or main shareholders:

- The transactional volume for the financial year ending on 31/12/2025 with Misr Insurance Company regarding to insurance services amounted to 92,869,396 EGP.
- The transactional volume for the financial year ending on 31/12/2025 with Egyptian Natural Gas Holding Company (EGAS) regarding to gas supply amounted to 5,653,246,567 EGP.
- The transactional volume for the financial year ending on 31/12/2025 with Egyptian Natural Gas Company (GASCO) regarding to gas supply amounted to 3,084,677,820 EGP.

The company's contribution during the year to community development and environmental conservation:

The company's contribution to the development of civil society & environmental conservation during the financial year ending on 31/12/2025 is estimated 43,925,485 EGP compared to the financial year ending on 31/12/2024 amounted 39,117,628 EGP.

Annual report for Environmental, Social and Governance Disclosures related to Sustainability (ESG)Annual report for Financial Disclosures related to Climate Change (TCFD)

(This is in implementation of Financial Regulatory Authority's Decrees NO. 107, 108 for 2021)

Company legal representative

Ahmed Mahmoud El-Sayed

Signature:

إدارة علاقات المستثمرين