



RNS Number : 1986S

Integrated Diagnostics Holdings PLC

12 June 2024

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Integrated Diagnostics Holdings plc
(the "Company")

Results of Extraordinary General Meeting

12 June 2024

The Company, a leading consumer healthcare company with operations in Egypt, Jordan, Sudan, and announces that further to its circular posted on 24 May 2024 (the "Circular"), at the Extraordinary General Meeting ("EGM") of the Company held earlier today at the headquarters of IDH Integrated Diagnostics Holdings, Building B Smart Village, Giza, Egypt, all resolutions contained in the notice of EGM appended to the Circular, including two resolutions, were duly passed. Full text of the resolutions is contained in the notice of EGM, which is available at <https://investors.idhcorp.com/>. Each of the resolutions put to the EGM was voted on by way of a poll. The results of the poll for each resolution were as follows:

	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHOLDEN
Passed as Special Resolutions:					

1. THAT, subject to the other resolutions, the Company is hereby authorised to delist voluntarily the Company's Equity Securities from the EGX (see notice of EGM)	468,661,883	93.43%	32,944,387	6.57%	6,583
2. THAT, subject to the other resolutions, the Company is hereby authorised to make market purchases of a maximum of 30,104,435 Equity Securities, representing up to approximately 5.02% of the sum of the total issued ordinary share capital of the Company at a price (exclusive of expenses) amounting to 18.62 Egyptian pounds per Equity Security (see notice of EGM)	468,661,883	93.43%	32,938,830	6.57%	12,140
Passed as Ordinary Resolutions:					
3. THAT, subject to the other resolutions, the Company is hereby authorised to hold the Equity Securities purchased as treasury shares (see notice of EGM)	468,661,883	93.43%	32,944,387	6.57%	6,583
4. THAT, subject to the other resolutions, the Company is hereby authorised to execute and deliver any documents in connection with the Company holding, as treasury shares, the Equity Securities purchased (see notice of EGM)	468,661,883	93.43%	32,938,830	6.57%	12,140

A copy of the minutes of the EGM is set out in the Appendix to this announcement.

Further information on the resolutions and the voting report will be available on the Company's website at <https://investors.idhcorp.com/>.

A copy of the resolutions will be submitted to the National Storage Mechanism, and available to view at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

-Ends-

For further information please contact:

Integrated Diagnostics Holdings plc

Tarek Yehia
Investor Relations Director

tarek.yehia@idhcorp.com

Company Secretary
Company Matters

IDHLondon@linkgroup.co.uk

Appendix - Minutes of EGM

Integrated Diagnostics Holdings plc (the "Company")		???? ?????????? ?????????? ?????? ("??????")
Minutes of the Extraordinary General Meeting ("EGM") of the Members of Integrated Diagnostics Holdings plc (the "Company") held at the Egypt headquarters of Integrated Diagnostics Holdings, Building B216-F7, Smart Village, Giza, Egypt on Wednesday 12 June 2024 at 3.00 pm (Eastern European Summer Time) to consider and if thought fit adopt the resolutions stated in the Notice of EGM		???? ?????? ??????? ?????? ?? ?????? ????????? ??????????? ?????????? ?? ?? ????????? ?? ?????? ??????? ?????? ?????? ????????? ?????? ??????? ?? ??????? B216-F ????????? ??? ?? ??? ?????????? ?????????? 12 ????????? 3:00 ?????? ?????????? ?????????? ?? ?????? ??? ??? ?????? ?????????? ?????????? ??? ?? ?????? ?????????? ?????????? ?????????? ?
Present:	Mr. Sherif El Zeiny (Chairman of the Meeting and Proxy Holder) Dr. Hend El Sherbini (Executive Director and Proxy Holder) Mr. Youssef Oraby (Actis and Proxy Holder)	????? ?????????/ ????? ?????? (???? ?????) ??????????/ ??? ?????????? (?????? ?????) ?????? ?????????/ ????? ?????? (?????? ?? ?

<p>In Attendance:</p>	<p>Lord Anthony Tudor St. John* - Chairman of the Company</p> <p>Mr. Hussein Hassan Choucri* - Board Member</p> <p>Mrs. Yvonne Stillhart* - Board Member</p> <p>Mr. Hussein Zeid (PwC - Egypt)</p> <p>Mr. Tarek Yehia (Investor Relations Director)</p> <p>Ms. Rachel Sellers* (Link Market Services, Registrar)</p> <p>Ms. Dawn Bolton* (Link Market Services, Registrar)</p> <p>Ms. Paula O'Reilly* (Company Matters, Secretary)</p> <p>Ms. Emma Rumble* (Company Matters, Secretary)</p>	<p>??????/ ?????? ?????? ???* - ??? ???? ?</p> <p>?????/ ??? ? ????* - ??</p> <p>?????/ ????? ?????????* - ??</p> <p>?????/ ??? ? (?? ????? ?)</p> <p>????? ???????/ ??? ? (??? ??????)</p> <p>?????/ ?????? ??? (??? ?????? ????)</p> <p>?????/ ??? ?????* (??? ?????? ????)</p> <p>??????/ ??? ?????* (????? ?????? ???)</p> <p>??????/ ??? ?????* (????? ?????? ???)</p>
<p><i>*Joined by videoconference</i></p>		<p>*??? ??? ?????? ??????? ??????</p>

Chairman

1. Sherif El Zeiny, being present, took the Chair and welcomed those present to the meeting. 1.

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Notice and Quorum

2. The Chairman noted that a quorum of shareholders was present in accordance with Article 81 of the Company's Articles of Association. 2.

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3. The Chairman reported that due notice of the meeting had been given to those entitled to receive it in accordance with the provisions of the Company's Articles of Association. 3.

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4. With the permission of those shareholders present, the Notice of the EGM was taken as read. 4.

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5. The Chair noted that the meeting had been opened to shareholders who have expressed an interest in joining the meeting via videoconference, highlighting that those joining via videoconference will not form part of the quorum. 5.

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6. The Chair advised that the number of proxy votes received will not be announced after each vote. It was noted that the Registrar would act as scrutineers and would collate the results for the final count which would be available from the Secretary and announced to the London Stock Exchange later that day. 6.

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7. The Chair invited questions from shareholders, but none were received.

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Formal Business of the Meeting

8. The Chairman reported that there were 4 resolutions (the "Resolutions"), set out in the Notice of EGM, to be considered at the meeting. Resolutions 3 and 4 were proposed as Ordinary Resolutions and Resolutions 1 and 2 were proposed as Special Resolutions. 7.

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8. The Chairman reported that there were 4 resolutions (the "Resolutions"), set out in the Notice of EGM, to be considered at the meeting. Resolutions 3 and 4 were proposed as Ordinary Resolutions and Resolutions 1 and 2 were proposed as Special Resolutions. 8.

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Resolution 1 - To consider and, if thought fit, pass the following special resolution which, in accordance with Article 3 of the Company's Articles of Association will require a majority of three-fourths of the members voting in person or by proxy on this resolution to be passed:

THAT, subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed, the Company is hereby generally and unconditionally authorised to delist voluntarily the Company's Equity Securities from the Egyptian Exchange (the "EGX"), and to take all necessary steps and procedures with all governmental and non-governmental authorities, including but not limited to the Egyptian Financial Regulatory Authority, Misr for Central Clearing, Depository and Registry and the EGX to effect the voluntary delisting from the EGX.

Resolution 1 has been approved by a number of shares representing 93.43% of the Company's shares present at the meeting and carried as a Special Resolution.

Resolution 1 - To consider and, if thought fit, pass the following special resolution which, in accordance with Article 3 of the Company's Articles of Association will require a majority of three-fourths of the members voting in person or by proxy on this resolution to be passed:

THAT, subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed, the Company is hereby generally and unconditionally authorised to delist voluntarily the Company's Equity Securities from the Egyptian Exchange (the "EGX"), and to take all necessary steps and procedures with all governmental and non-governmental authorities, including but not limited to the Egyptian Financial Regulatory Authority, Misr for Central Clearing, Depository and Registry and the EGX to effect the voluntary delisting from the EGX.

Resolution 1 has been approved by a number of shares representing 93.43% of the Company's shares present at the meeting and carried as a Special Resolution.

Resolution 2 - To consider and, if thought fit, pass the following special resolution which, in accordance with Article 3 of the Company's Articles of Association will require a majority of three-fourths of the members voting in person or by proxy on this resolution to be passed:

THAT, subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed, and in addition to any and all existing authorities, the Company is hereby generally and unconditionally authorised pursuant to Article 57 of the Companies (Jersey) Law 1991 to make market purchases of Equity Securities admitted to trading on the EGX as at 16 May 2024 on such terms and in such manner as the Directors shall determine, **provided that:**

- (i) the maximum number of Equity Securities authorised to be purchased is 30,104,435, representing up to approximately 5.02% of the sum of the total issued ordinary share capital of the Company and being 100% of the Equity Securities admitted to trading on the EGX as at 16 May 2024; and
- (ii) the price (exclusive of expenses) which may be paid for each Equity Security is 18.62 Egyptian pounds being both the minimum and maximum price for the purposes of Article 57 of the Companies (Jersey) Law 1991,

and this authority will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or, if earlier, at close of business on the day falling 15 months after that date, save that the Company may make a contract to purchase Equity Securities under this authority before this authority expires which will or may be executed wholly or partly after its expiration.

Resolution 2 has been approved by a number of shares representing 93.43% of the Company's shares present at the meeting and carried as a Special Resolution.

Resolution 2 - To consider and, if thought fit, pass the following special resolution which, in accordance with Article 3 of the Company's Articles of Association will require a majority of three-fourths of the members voting in person or by proxy on this resolution to be passed:

THAT, subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed, and in addition to any and all existing authorities, the Company is hereby generally and unconditionally authorised pursuant to Article 57 of the Companies (Jersey) Law 1991 to make market purchases of Equity Securities admitted to trading on the EGX as at 16 May 2024 on such terms and in such manner as the Directors shall determine, **provided that:**

- (i) the maximum number of Equity Securities authorised to be purchased is 30,104,435, representing up to approximately 5.02% of the sum of the total issued ordinary share capital of the Company and being 100% of the Equity Securities admitted to trading on the EGX as at 16 May 2024; and
- (ii) the price (exclusive of expenses) which may be paid for each Equity Security is 18.62 Egyptian pounds being both the minimum and maximum price for the purposes of Article 57 of the Companies (Jersey) Law 1991,

and this authority will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or, if earlier, at close of business on the day falling 15 months after that date, save that the Company may make a contract to purchase Equity Securities under this authority before this authority expires which will or may be executed wholly or partly after its expiration.

Resolution 2 has been approved by a number of shares representing 93.43% of the Company's shares present at the meeting and carried as a Special Resolution.

Resolution 3 - To consider and, if thought fit, pass the following ordinary resolution which will require a simple majority of the members voting in person or by proxy on this resolution to be passed:

THAT, subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed, and pursuant to Article 58A (1) (b) of the Companies (Jersey) Law 1991, the Company is hereby generally and unconditionally authorised to hold the Equity Securities purchased pursuant to the authority conferred by Resolution 2 as treasury shares in accordance with the provisions of the Companies (Jersey) Law 1991.

Resolution 3 has been approved by a number of shares representing 93.43% of the Company's shares present at the meeting and carried as an Ordinary Resolution.

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Resolution 4 - To consider and, if thought fit, pass the following ordinary resolution which will require a simple majority of the members voting in person or by proxy on this resolution to be passed:

THAT, subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed, the Company is hereby generally and unconditionally authorised to execute and deliver any documents that are necessary or expedient in connection with the Company holding, as treasury shares, the Equity Securities purchased pursuant to the authority conferred by Resolution 2.

Resolution 4 has been approved by a number of shares representing 93.43% of the Company's shares present at the meeting and carried as an Ordinary Resolution.

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	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	TOTAL SHARES VOTED
Passed as Special Resolutions:						
THAT, subject to the other resolutions, the Company is hereby authorised to delist voluntarily the Company's Equity Securities from the EGX	468,661,883	93.43%	32,944,387	6.57	6,583	501,612,853
THAT, subject to the other resolutions, the Company is hereby authorised to make market purchases of a maximum of 30,104,435 Equity Securities, representing up to approximately 5.02% of the sum of the total issued ordinary share capital of the Company at a price (exclusive of expenses) amounting to 18.62 Egyptian pounds <i>per</i> Equity Security	468,661,883	93.43%	32,938,830	6.57	12,140	501,612,853
Passed as Ordinary Resolutions:						
THAT, subject to the other resolutions, the Company is hereby authorized to hold the Equity Securities purchased as treasury shares	468,661,883	93.43%	32,944,387	6.57	6,583	501,612,853
THAT, subject to the other resolutions, the Company is hereby authorized to execute and deliver any documents in connection with the Company holding, as treasury shares, the Equity Securities purchased.	468,661,883	93.43%	32,938,830	6.57	12,140	501,612,853

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