



RNS Number : 9959W

Integrated Diagnostics Holdings PLC

18 July 2024

NOT FOR RELEASE, PUBLICATION, OR DISTRIBUTION IN ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

Integrated Diagnostics Holdings plc
(the "Company")

Results of Extraordinary General Meeting

18 July 2024

The Company, a leading consumer healthcare company with operations in Egypt, Jordan, Sudan, and announces that further to its circular posted on 1 July 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 were duly passed. Full text of the resolutions is contained in the notice of EGM, which is available at <https://investors.idhcorp.com/>. 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 a Special Resolution:					

1. 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 20 Egyptian pounds per Equity Security.	439,674,073	91.9	38,729,069	8.1	5,557
Passed as Ordinary Resolutions:					
2. THAT, subject to the other resolutions, the Company is hereby authorised to hold the Equity Securities purchased as treasury shares.	439,674,073	91.9	38,734,626	8.1	0
3. 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.	439,674,073	91.9	38,729,069	8.1	5,557

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

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Company Secretary
Company Matters

IDHLondon@linkgroup.co.uk

Appendix - Minutes of EGM

<p>Integrated Diagnostics Holdings plc (the "Company")</p>	<p>???? ?????????? ?????????? ?????? ("????????")</p>
<p>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 Thursday 18 July 2024 at 1:00 pm (British Summer Time) / 3:00 pm Cairo time (EEST) to consider and if thought fit adopt the resolutions stated in the Notice of EGM</p>	<p>???? ?????? ?????????? ??????? ??? ?????? ?????????? ?????????????? ?????????? ?? ?? ?????????? ?? ?????? ?????????? ?????? ?????? ?????????? ?????? ?????????? ?? ????????? B216-F ?????????? ??? ?? ??? ?????????? ?????????? 18 ? ???????? 1:00 ?????? (?????????? ?????????? ?????? ????????? ?????????? ???????? ??? ??? ?????????? ??????????? ??????????? ??? ?? ?????? ?????????? ??????????? ?????????? ??</p>

Present:	<p>Mr. Sherif El Zeiny (Chairman of the Meeting and Proxy Holder)</p> <p>Dr. Hend El Sherbini (Executive Director and Proxy Holder)</p> <p>Mr. Youssef Oraby (Actis and Proxy Holder)</p>	<p>??????/ ??? ???? (??? ???)</p> <p>??????/ ??? ????? (???? ????)</p> <p>??????/ ??? ??? (???? ? ?)</p>
In Attendance:	<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. Mohamed Alaa El Deen Ali Hussein* (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. Nadira Hussein* (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>
*Joined by videoconference		*?? ???? ???? ???? ???? ???? ?

Chairman

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

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.**
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.**
4. With the permission of those shareholders present, the Notice of the EGM was taken as read. **4.**
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.**
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.**
7. The Chair invited questions from shareholders, but none were received.

Formal Business of the Meeting

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

SPEACIAL RESOLUTION

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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, and in substitution for and in replacement of the authorities granted by resolution 2 passed at the extraordinary general meeting of the Company held on Wednesday, 12 June 2024 but in addition to any and all other 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 Egyptian Exchange (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 20 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 1 has been approved by a number of shares representing 91.9% 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,

and in substitution for and in replacement of the authorities granted by

resolution 2 passed at the extraordinary general meeting of the Company

held on Wednesday, 12 June 2024 but in addition to any and all other

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

Egyptian Exchange (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 20 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 1 has been approved by a number of shares representing 91.9%

of the Company's shares present at the meeting and carried as a Special

Resolution.

ORDINARY RESOLUTIONS

Resolution 2 - 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 1 as treasury shares in accordance with the provisions of the Companies (Jersey) Law 1991.

Resolution 2 has been approved by a number of shares representing 91.9% of the Company's shares present at the meeting and carried as an Ordinary Resolution.

Resolution 2 - 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 1 as treasury shares in accordance with the provisions of the Companies (Jersey) Law 1991.

Resolution 2 has been approved by a number of shares representing 91.9% of the Company's shares present at the meeting and carried as an Ordinary Resolution.

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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, 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 1.

The remaining resolutions approved during the Company's extraordinary general assembly meeting held on Wednesday, 12 June 2024 shall remain valid.

Resolution 3 has been approved by a number of shares representing 91.9% of the Company's shares present at the meeting and carried as an Ordinary 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, 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 1.

The remaining resolutions approved during the Company's extraordinary general assembly meeting held on Wednesday, 12 June 2024 shall remain valid.

Resolution 3 has been approved by a number of shares representing 91.9% of the Company's shares present at the meeting and carried as an Ordinary Resolution.

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Any Other Business

9. There being no further business, the Chairman thanked those present for their attendance and declared the meeting closed. **9.**

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Mr. Sherif El Zeiny

Chairman of the meeting

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Date: 18 July 2024

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**The 2024 EGM final results are appended to these minutes.*

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VOTING RESULTS TABLE

	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	TOTAL SHARES VOTED
Passed as Special Resolution:						
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 20 Egyptian pounds <i>per</i> Equity Security	439,674,073	91.9	38,729,069	8.1	5,557	478,403,142
Passed as Ordinary Resolutions:						
THAT, subject to the other resolutions, the Company is hereby authorized to hold the Equity Securities purchased as treasury shares	439,674,073	91.9	38,734,626	8.1	0	478,408,699
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.	439,674,073	91.9	38,729,069	8.1	5,557	478,403,142

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