



Bank of Abyssinia Share Company
Bank of Abyssinia, Head Office
Kirkos sub-city, Woreda 07,
House No 351/01.
P.O. Box 12947
Addis Ababa, Ethiopia
Website: www.bankofabyssinia.com

Accompanying documents in connection with the (i) the registration of existing ordinary shares of the Company as at the record date as defined in the Prospectus (the “Existing Ordinary Shares”); (ii) the rights offer and registration of new Ordinary Shares; and (iii) subsequent listing of the Ordinary Shares on the Main Board of the Ethiopian Securities Exchange (the “ESX”).

We hereby submit the accompanying documents (the “Accompanying Documents”) in respect the Company’s decision regarding (i) the registration of existing ordinary shares of the Company as at the record date as defined in the Prospectus (the “Existing Ordinary Shares”); (ii) the rights offer and registration of new Ordinary Shares; and (iii) subsequent listing of the Ordinary Shares on the Main Board of the Ethiopian Securities Exchange (the “ESX”). These Accompanying Documents are made available to the public in respect of the Offer under the provisions of the Capital Market Proclamation No. 1248/2021 (the “Capital Market Proclamation”) and in compliance with the Public Offer and Trading of Securities Directive Number 1030/2024 (the “Public Offer Directive”) of the Ethiopian Capital Market Authority (the “ECMA”).

1. Certified copies of the Company’s business licenses being;
 - 1.1. Commercial registration certificate;
 - 1.2. Business license for banking activity;
2. A certified copy of the Company’s memorandum of association, and amendments
3. Copies of the Company’s tax documentation, namely the Company’s
 - 3.1. Taxpayer registration certificate; and
 - 3.2. Value Added Tax (“VAT”) certificate
 - 3.3. Tax Clearance
4. Certified extract of the minutes of the meeting of the board of directors of the Company held on 12 November 2025, authorising the offering of the securities,
5. Certified extract of the minutes of the annual general meeting of the existing shareholders of the Company held on 30 September 2025, authorising the increase in capital
6. A certified copy of a no-objection letter from the National Bank of Ethiopia
7. The valuation methodology report
8. An external, independent legal opinion
9. Written consent of Advisors
 - 9.1. D and T ETHIOPIA MANAGEMENT CONSULTING PLC (the “Transaction Advisor”),
 - 9.2. Tamrat Assefa Liban Law Office (the “Legal advisor”), and
 - 9.3. Tewodros and Fikre Audit Service Partnership (the “External Auditor”)
10. Evidence of payment remittance related to ETB 300,000 as prescribed by the Authority’s Fee Directive
11. Schedule of estimated expenses and fees payable to all external professional parties related to the Offer;
12. Certified copy of the Company’s Board of Directors;
13. Schedule of material contracts outside of the ordinary course of business;
14. Schedule of pending claims and litigation;

15. Evidence of an Escrow Account opened for the subscription monies in a financial institution licensed by the National Bank of Ethiopia (NBE); and
16. A preliminary letter of approval from the Ethiopian Securities Exchange.

The following required Accompanying Documents have been disclosed within the Prospectus or as an Annex to the Prospectus:

- A copy of the annual report for the preceding three years, signed by the Chairman of the Board of Directors, are included in Annex 1 (Historical financial Information) to the Prospectus. The annual reports included within Annex 1 (Historical financial Information) of the Prospectus disclose the following information:
 - audited financial statements prepared in accordance with the requirements of the ECMA; and
 - the amount of capital of the company clearly showing the issued and paid-up capital.

The following documents have included separately as accompanying documents, given the nature of the Company, the nature of the Offer and the legal requirements currently in effect:

- A copy of any material contract; and
- A copy of agreements with the Transaction Advisors entered into with respect to the Offer

1. Certified copies of the Company's business licenses
 - 1.1. The Company's Commercial registration certificate;



በአዲስ አበባ ከተማ አስተዳደር ንግድ ቢሮ
Addis Ababa City Administration Trade Bureau



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 በንግድ ምዝገባና የምስክር ወረቀት ቁጥር 980/2008 መሰረት
 የተሰጠ

የግብር ከፋይ መለያ ቁጥር/TIN 0000006979
 የንግድ ምዝገባ ቁጥር KK/AA/2/0001775/2004
 Principal Registration No
 የቀድሞው የምዝገባ ቁጥር 04/2/05910/96
 Previous Registration No
 የቀድሞው የምዝገባ ቀን 6/11/1988
 First Registration Date
 መጀመሪያ የተመዘገበበት ቀን 3/13/2004
 የተሻሻለበት ቀን : 5/13/2017
 Modification Date

Commercial Registration Certificate
Issued under Commercial Registration and Business
license proc No. 980/2016

1. የግለሰብ/ድርጅቱ ስም
አቢሲኒያ ባንክ አክሲዮን ማህበር
2. ዜግነት
በኢትዮጵያ የተመዘገበ
3. የሥራ አስኪያጅ ስም
አቶ በቃሉ ዘለቀ እውነቱ
4. የንግድ ድርጅቱ አድራሻ
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ወረዳ 07 ቀበሌ ---
የቤት ቁጥር 351/01 ስልክ ቁጥር 0115530663
ፋክስ --- ሊ-ሜል ---
5. ካፒታል በኢት. ብር 15,000,000,000.00
6. የተስማራባቸው የንግድ ሥራዎች
. 8. የፋይናንስ፣ ሊንጅራንስ የሪል ኪስቲና የንግድ ሥራዎች

1. Owner/ Company Name
BANK OF ABYSSINIA SHARE COMPANY
2. Nationality
Registered in Ethiopia
3. General Manager Name
Mr. BEKALU ZELEKE EWUNETU
4. Business Address
Region Addis Ababa Zone/Sub City Kirkos
Woreda 07 Kebele ---
House No. 351/01 Tel. No 0115530663
Fax --- E-mail ---
5. Capital in ETB 15,000,000,000.00
6. Type of activities engaged
. 8. FINANCIAL INTERMEDIATION, INSURANCE, REAL ESTATE AND BUSINESS SERVICES

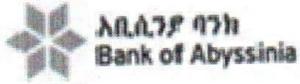
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 ይህ የምዝገባ የምስክር ወረቀት ዛሬ 5/13/2017 ዓ.ም. በ አዲስ አበባ ከተማ አስተዳደር ንግድ ቢሮ ስም ስር ተመዘገቧል ተረጋግጧል
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 የግብር ከፋይ መለያ ቁጥር 0000006979 ስም ስር ተመዘገቧል ተረጋግጧል
 የተመዘገበበት ቀን 3/13/2004 የተሻሻለበት ቀን 5/13/2017 የተሰጠበት ቀን 9/10/2025



ማሳሰቢያ:- 1 ይህ የንግድ ምዝገባ የምስክር ወረቀት በዋስትና ወይም በሌላ ሊያዝ አይችልም።
 N.B. The holder of this license is forbidden for surety ship or debt

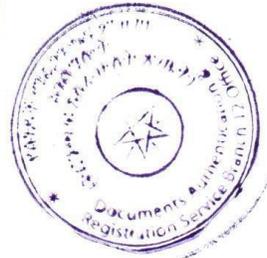
1.2. Copy of the Company's Business License

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2. An authenticated copy of the Memorandum of Association of the Company



BANK OF ABYSSINIA S.C.

AMENDED MEMORANDUM OF ASSOCIATION

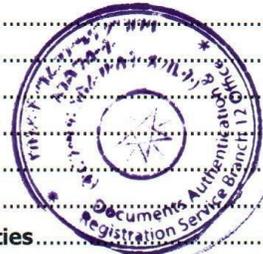


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November 2023
Addis Ababa
Ethiopia

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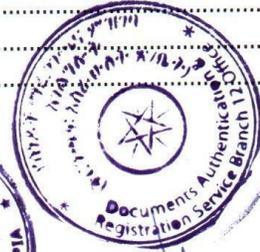




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Article 1

Objective of the Memorandum of Association

Whereas, Bank of Abyssinia S.C. hereinafter referred to as the "Company" or the "Bank" was established in 1995 as per the provisions of the 1960 Commercial Code by a memorandum of association and articles of association registered on January 23, 1996. Ref. No. 359113.

Whereas, the new Commercial Code of Ethiopia enacted in 2021 stipulates only memorandum of association shall be sufficient for the formation of a share company.

Whereas, the Bank's existing memorandum of association henceforth is amended to incorporate the clauses under the Articles of Association and other changes due to the new commercial code.

Therefore, the 14th extraordinary meeting of Shareholders of the bank has approved the adoption of this amended Memorandum of association as shown below.

This document shall be referred to as **"The Amended Memorandum of Association of Bank of Abyssinia."**

In this document, the singular number is used for the plural when relevant. The relevance of the male gender when present, is also used for the female gender.

CHAPTER ONE

**STRUCTURE, OBJECTIVE, AND SHAREHOLDERS OF BANK
ABYSSINIA S.C.**

Article 2

Name of the Company

The Company is known as **"Bank of Abyssinia S.C."**

Article 3

Address of the Company's Head Office, Branches and Subsidiaries

- 3.1. The head office of the company is located in Addis Ababa, Ethiopia Kirkos Sub-city Woreda 07 P.O. Box 12947. The address may change when necessary.
- 3.2. The company has branches and sub-branches in Ethiopia. It shall open additional branches, sub-branches, and subsidiary offices within and outside of Ethiopia as per management decision and permission from the concerned organ.



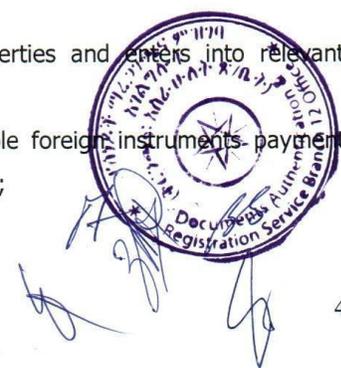
Article 4 Company's Trade Objectives and Business

The Company's Trade Objectives and Business are the following:

- 4.1. Collects deposit and use it for various business purpose;
- 4.2. Buys, sells, holds, and exchanges foreign currency and performs other foreign exchange-related duties;
- 4.3. Provides digital financial and payment system operator services;
- 4.4. Performs interest-free banking services and other banking activities.
- 4.5. Accepts savings payable on demand and fixed-term deposits
- 4.6. Accepts government deposits based on agreement with National Bank of Ethiopia;
- 4.7. Allows loans, advances, overdrafts, and provides related services;
- 4.8. Provides financial guarantee instruments for sale to the private sector traders and mixed enterprises;
- 4.9. Provides guarantees for loans, advance payments, performance bonds and so on;
- 4.10. Holds, buys, and sells transferable commercial documents, negotiable securities collaterals movable and immovable properties and mortgages for loans it has not collected;
- 4.11. Accepts and keeps in a safe deposit box securities instruments, pearls precious stones and other valuable things keeping;
- 4.12. Negotiates and administers the issuance of shares, guarantees, bonds, and other promissory notes;
- 4.13. Buys and sells shares in viable businesses by its own name;
- 4.14. Provides agency services, buys and sells financial and security instruments and administer investment funds as agents of its customers;
- 4.15. Signs and or guarantees contracts with or without guarantee.
- 4.16. Purchases, administers, and sells residential and commercial buildings as deemed necessary;
- 4.17. Borrows money by mortgaging & pledging its properties and enters into relevant contractual agreement with lenders;
- 4.18. Draws, receives, deducts, buys, and sells transferrable foreign instruments- payment orders, and promissory notes within or outside Ethiopia;







- 4.19. Engages in equity participation in companies run by private traders without the amount of the deposit exceeding the bank's principal and total reserve;
- 4.20. Buys, sells, and purchases financial documents or services and participate and provide capital market related services as permitted by law;
- 4.21. Per National Bank of Ethiopia prior permission carry out the normal duties of a legally appointed trustee or bank regarding the allocation and distribution of any property;
- 4.22. Provides consultancy services to customers in relation to bank services;
- 4.23. Engages in safe and important banking investment and business similar or related to the above mentioned activities as are permitted by law.

CHAPTER TWO **COMPANY'S CAPITAL, SHARE HOLDERS'** **RIGHTS AND DUTIES**

Article 5 **Capital of the Bank**

- 5.1. The Company's subscribed capital is Birr 12,500,000,000.00 (Twelve Billion Five Hundred Million Birr).
- 5.2. The subscribed capital is divided into ordinary and registered shares the par value of each share is Birr 1,000.00 (One thousand Birr).
- 5.3. Out of the subscribed capital of the company Birr 11,969,995,000.00 (Eleven Billion Nine Hundred Sixty Nine Million Birr) is fully paid in cash.

Article 6 **Amount of Shareholding**

- 6.1. The minimum number of shares a person is allowed to buy shall be two hundred fifty shares, or Birr 250, 000.00 (Two hundred fifty thousand Br.). This limit is not applicable to share transfers conducted by virtue of court order, succession, gift, or transfer made to the Bank's employees or existing shareholders.
- 6.2. Any shareholder may own a share as permitted by the law from the subscribed capital of the company



Article 7
Classes of Shares

The company's shares are of the same kind and of equal value paid in full in cash. They are registered and ordinary with no special rights.

Article 8
**Name, Address, Nationality, Subscribed and Paid-up Amount
of Share Holders**

The list of shareholders at the time of the amendment of this memorandum of association their address, nationality, subscribed and paid up shares is shown on the table attached to this amended memorandum of association.

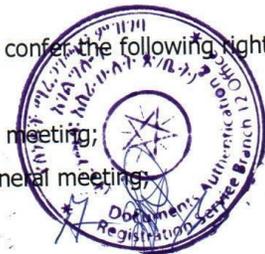
Article 9
Liability to meet calls

- 9.1. At least 25% of the subscribed shares shall be paid immediately when the bank's shareholders sign up for new shares. The extraordinary general meeting may increase the payable amount to from 25% upon the purchase of new shares.
- 9.2. The time for payment of the remaining price of subscribed shares shall be determined by the extraordinary general meeting.
- 9.3. Holder's, previous transferees, and subscribers shall be jointly and severally liable to the company for calls on shares.
- 9.4. A usufructuary shall be liable for calls on shares without prejudice to his right to claim for repayment when the usufruct expires.
- 9.5. Where the person mentioned above on 9.3 fail to pay the call at the due date Article 289 from sub-paragraphs 3 to 7 of the Commercial Code shall be applicable.

Article 10
Rights arising out of shares

10.1. Without prejudice to the relevant laws and provisions, shares confer the following rights for shareholders:

- 10.1.1. To attend and participate in the shareholders' general meeting;
- 10.1.2. To get the dividend approved by the shareholders' general meeting;



- 10.1.3. To vote in proportion to the number of shares unless there is a legally imposed restriction on voting;
 - 10.1.4. To have preferred right in proportion to his holding to purchase of cash shares issued by the company on an increase of capital;
 - 10.1.5. have access to look at the list of names of shareholders that attended general meetings, minutes and get a copy of asset and liability, profit and loss account balance sheet and reports of the board of directors and auditors;
 - 10.1.6. Get his share in proportion to his holding in the paid up capital of the company in the process of the winding up.
- 10.2. Shareholders duties and liability shall be governed by the applicable law and this memorandum of association. Each, shareholder shall be liable up to the extent of his holding.

Article 11
Liability of Shareholders

Shareholders duties and liability shall be governed by the applicable law and this memorandum of association. Each, shareholder shall be liable up to the extent of his holding.

Article 12
Rights and Duties of Joint Owners of Shares

- 12.1. Where several persons owns shares jointly, they shall appoint a representative to exercise the shareholder's right.
- 12.2. Notice and declaration made by the company to one joint owner shall be effective against all joint owners
- 12.3. Joint owners of shares shall be jointly and severally liable in respect of any liabilities as shareholders.

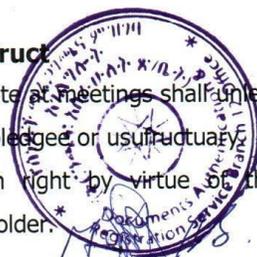
Article 13
Shares Pledged or Held through Usufruct

- 13.1. Where a share is pledged or given in usufruct, the right to vote at meetings shall unless otherwise agreed be exercised by the person who holds the pledgee or usufructuary.
- 13.2. Where there is a preferential right of subscription such right by virtue of this memorandum of association shall be exercised by the shareholder.







13.3. The responsibility to pay the remaining balance on shares that are pledged shall be that of the shareholder.

Article 14 Register of Share Holders

- 14.1. The Company shall keep a register of shareholders at its Head Office. The register shall be kept in paper format or by electronic means that can be retained for a long duration.
- 14.2. The register shall contain the names, addresses, and nationalities of shareholders, the number and numeration of the shares, the amount paid up, and the date of entry of the shareholder in the register.
- 14.3. The register shall be open to the public during all working hours at the head office of the bank or at the principal place of its business in paper format or by electronic means so that any shareholder or a person allowed by law can access it.
- 14.4. A shareholder or a person allowed by law may obtain a copy of or an extract from the register upon payment of the stated fee.

Article 15 Transfer of Share

- 15.1. Shares shall be transferred from one person to another without limit. The restrictions stated under Article 6 of this memorandum of association shall apply.
- 15.2. When shares are transferred to another party, same should be written in the shareholders' register. Unless it is written in the register of shareholders, the right of shares shall not be considered complete by the person to whom it is transferred. The transfer of shares will also have no value.
- 15.3. If one of the shareholders who jointly hold shares dies, the right to the shares of the deceased shall be of the survivor(s) heir (s) of the deceased.
- 15.4. Shareholders who hold shares jointly can exercise their rights as shareholders by appointing a common agent. And they are jointly and severally liable for the responsibilities arising from being a shareholder.
- 15.5. The transfer of shares which makes the shareholder influential must be approved by the National Bank before being registered in the share register.





CHAPTER THREE

MANAGEMENT OF THE SHARE COMPANY AND ITS DISCRETION

Article 16

Management of the Company

The following constitute the management organs of the Share Company:

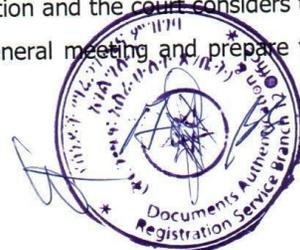
- 16.1 General Meeting of Shareholders,
- 16.2 Board of Directors,
- 16.3 Chief Executive Officer,
- 16.4 External Auditors,
- 16.5 Company Secretary

Article 17

General Meeting of Shareholders

- 17.1 The General Meeting of Shareholders shall be the supreme organ of the Share Company;
- 17.2 The General Meeting of Shareholders may be ordinary or extraordinary.
- 17.3 The General Meeting of Shareholders may be called in accordance with the provisions of the Commercial Code and the share company's memorandum of association
- 17.4 Depending on circumstances the General Meeting of Shareholders may be called by the board of directors, auditors, accountants, or court.
- 17.5 Notwithstanding the stipulation made under 17.4, when the Ministry of Trade and Industry or other relevant government organ finds it necessary and it is not possible to call a meeting as per Article 17.4 or calling through normal procedure takes a long time a meeting may be called by any concerned organ or by itself. However, if the meeting is called by shareholders that hold 10% or more of the capital of the bank, the Ministry of Trade and Industry or other relevant government organs have the obligation to call a meeting.
- 17.6 When Shareholders having at least 5% of the capital of the bank apply to the court at the head office of the bank and have the proper jurisdiction and the court considers the request proper, an agent may be assigned to call a general meeting and prepare the agenda of the meeting.

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- 17.7 Shareholders may pass the decision by appearing in person or through electronic means, or, if all Shareholders agree, the decision may be passed through written message or electronic means.
- 17.8 Without prejudice to the agenda of the meeting, and the quorum stated under the law, decisions passed at general meetings are enforceable on all shareholders, representatives of shareholders absent from the meeting, those who deviate, those who disagree, and those who did not vote or who cannot vote.
- 17.9 Notwithstanding the stipulation made under 17.8, unless agreed the General Meeting cannot take away the basic rights of a shareholder.

Article 18

Shareholders Ordinary General Meeting Mandates and Activities

- 18.1 Ordinary general meeting shall be conducted once a year after six months of the fiscal year is closed when the board of directors or auditors call to that effect. Additional ordinary general meetings may be conducted when necessary.
- 18.2 Without prejudice to the powers given to the ordinary general meeting of shareholders as stipulated in the Commercial Law and relevant banking laws the ordinary general meeting will have the following powers:
- 18.2.1 It may appoint, dismiss, and decide the fee of the board of directors;
- 18.2.2 It may appoint, dismiss, and decide the fee of the board of directors' selection committee;
- 18.2.3 Amend or approve or reject after discussion the balance sheet, the profit and loss account as well as reports of the board of directors, and reports of the Auditors. Where necessary, pass resolutions relating to the allocation of and distribution of profits and on all questions arising out of the accounts for the past financial year;
- 18.2.4 It may appoint, dismiss and decide the fee and service period of the board of directors' selection committee;
- 18.2.5 According to the annual report of the auditors, they will receive the work done by directors in the accounting period and will discharge them from responsibility.



18.2.6 In accordance with the provisions of this memorandum of association or relevant legislation, the ordinary general meeting may decide on matters other than the listed powers for extraordinary ordinary general.

Article 19

Shareholders Extraordinary Ordinary General Meeting Mandates and Activities

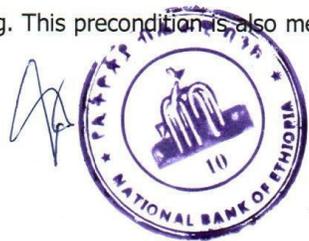
- 19.1 Without prejudice to the powers given to the ordinary general meeting of Shareholders as stipulated in the commercial law and relevant banking laws, the extraordinary ordinary general meeting will have the following powers, as necessary:
- 19.1.1 It may make amendments to the memorandum of association;
 - 19.1.2 It may make amendments to the objective of the bank;
 - 19.1.3 It may increase or decrease the capital of the bank;
 - 19.1.4 It may make the bank dissolve and order an audit;
 - 19.1.5 It may decide, in accordance with the law, for the bank to be merged with another bank or financial institution or organization, or for the bank to be divided;

Article 20

Notice of General Meeting and Registration in Share Register

- 20.1 Notices for ordinary or extraordinary general meetings shall be broadcasted twenty-four (24) days before the date of such a meeting through the newspaper that has wide circulation. This calling may be made through a short SMS- message to be sent to each Shareholder at the expense of the company.
- 20.2 Despite the fact that the notice is made through the postal address or electronic method to each shareholder, notice will be made via newspaper, by the decision of the organ calling the meeting.
- 20.3 Without prejudice to the stipulation made under 20.1 and 20.2, any other notice to a shareholder can be made through messenger, postal address, fax, e-mail, SMS or radio, or newspaper.
- 20.4 Any shareholder can be registered in the shareholders registry ~~10~~ ten working days before the date of the meeting. This precondition is also mentioned in the notice of the meeting.





Article 21 Proxy

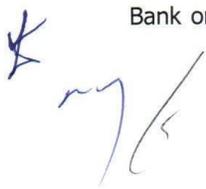
- 21.1. Proxy-related documents shall be deposited at the head office of the bank three days before the general meeting is conducted.
- 21.2. The content of the proxy form, the place where and the time within which the proxy form is to be deposited shall be determined by the board of directors and be mentioned in the notice.
- 21.3. A shareholder may be represented by a third party or another shareholder.

Article 22 Conflict of Interest

- 22.1. When a participant presented at the meeting in his own name or on behalf of another third party has an interest that conflicts with the interests of the bank, the participant will not have the right to vote on the matter presented.
- 22.2. Directors do not have the right to vote on decisions regarding their own responsibilities and duties.
- 22.3. When calculating the quorum of the general meeting, the shareholders deprived of the right to vote according to this article shall be taken into account.

Article 23 Quorum Required to Conduct Ordinary General Meeting and Vote Required to Pass Decision

- 23.1. Ordinary general meeting:
- 23.1.1. At the first call of the Ordinary general meeting, at least one fourth (1/4) of the bank's voting shares must be present in person or through proxy.
- 23.1.2. No matter the number of voting shares represented in the second call, the assembly can hold the meeting and pass a resolution.
- 23.1.3. Decisions in the General meeting shall be approved by majority vote without taking Abstentions and blank ballot papers into consideration.
- 23.2. Extraordinary general meeting:
- 23.2.1. An extraordinary general meeting convened to change the nationality of the Bank or to increase its capital by raising the par value of existing shares shall








be applicable if it is passed with an unanimous vote given by shareholders having voting rights.

23.2.2. Without prejudice to the stipulation made under 23.2.1, decisions passed in extraordinary general meetings shall be accepted, if a 2/3rd majority vote is obtained, and the detail is regulated in the following manner. In counting the majority vote, those who did not vote and those who did not write on voting paper shall not be taken into consideration.

23.2.2.1. When not less than one-third (1/3) of the shares entitled to vote at the first meeting are present or represented;

23.2.2.2. When not less than one-fourth (1/4) of the shares entitled to vote at the second meeting are present or represented;

23.2.2.3. Whatever number of the shares entitled to vote at the third meeting are present, the assembly can conduct the meeting and pass a resolution;

23.3. When there are resolutions passed in regular or extraordinary general meeting that are in violation of the law and this memorandum of association, a party aggrieved by such resolutions may file an objection to the decisions within ninety days from the date of their issuance and Article 391 sub-article 2-7 of the commercial code shall apply to the annulment or cancellation of the decision of an assembly.

Article 24 Minutes of General Meetings

24.1. Discussions made at general meetings shall be recorded in minutes. Minutes of meetings shall be signed by attending directors and the secretary of the company.

24.2. The proper copying of a minute to a register shall be checked by the chairman of the board or other two board members.

24.3. Minutes shall especially contain the following details:

24.3.1. The manner by which the meeting is called;

24.3.2. The date and place of the meeting;

24.3.3. The agendas of the meeting;

24.3.4. Name of board members that attend the meeting;

24.3.5. The number of shares attending and the quorum of the meeting;



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- 23.3.6. Documents produced at the meeting;
- 23.3.7. Short summary of the meeting;
- 23.3.8. Result of the votes and;
- 23.3.9. Decisions passed in the meeting.

Article 25

Selection and Term of Board of Directors

- 25.1 The Bank is governed by Board of Directors who shall be elected by the General Meeting of Shareholders. Only shareholders can be appointed as board member.
- 25.2 The term of office of directors is three (3) years. The directors are elected every 3 years.
- 25.3 Without prejudice to the directive promulgated by the National Bank of Ethiopia, to keep the continuity of tasks of the directors' board; with the decision of the general meeting a maximum of 1/3rd (one third) of the existing director's board members who have served for two consecutive terms can be selected for a third term. The directors who are selected again can serve for only one term.
- 25.4 Without prejudice to what is stipulated under Article 25.3, a director cannot serve more than six consecutive years. However, after six (6) years have lapsed since the term limit has ended the director can be elected again.
- 25.5 Without prejudice to the power of the general meeting to dismiss directors anytime as per the stipulation of the law and this memorandum of association, when the board finds it necessary and if more than 50% of the directors resign, the board can ask the general meeting for a new election before the three- year term lapses.
- 25.6 When directors resign and are replaced by newly elected directors, they can transfer their tasks to the new directors after their appointment gets an approval from the National Bank of Ethiopia. Until they get replaced by virtue of this provision, existing directors have the obligation to serve the bank.
- 25.7 Until the National Bank of Ethiopia approves the appointment of newly elected directors in writing, the existing directors' term continues without interruption.








Article 26

Number of the Board of Directors members

The bank shall have 9 (nine) Board members/ Directors.

Article 27

Register of Persons Affiliated with the Company

- 27.1. The bank shall keep the register of persons affiliated with the bank as per Article 311 of the commercial code.
- 27.2. Shareholders and representatives of government organs can inspect such registers free of charge. Persons, who are not shareholders, have the right to inspect the register by paying the fee determined for the service.

Article 28

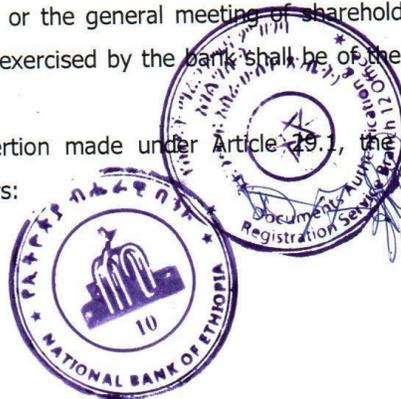
Responsibilities of Board of Directors

- 28.1. The Board of Directors shall be responsible for executing powers and duties imposed on them by the laws, the Bank's memorandum of association, and the resolutions of the General Meeting of Shareholders. Board of directors shall be responsible as per Art.315 of the Commercial Code of Ethiopia.
- 28.2. A member of the board of directors, who is performing the tasks imposed on him by the law, the memorandum of association and the decision of the general meeting, is not personally liable for debts incurred in the course of the lawful performance of his duties. The director will not be free from liability for tasks done in a manner that is negligent, involving breach of trust or responsibility.

Article 29

Powers of Board of Directors

- 29.1. The Board of Directors shall have powers and duties which are given or to be given by the relevant laws, the Bank's memorandum of association, and the resolutions of the General Meeting of Shareholders.
- 29.2. Unless the memorandum of association or the general meeting of shareholders gives power to other organs, all the powers exercised by the bank shall be of the board of directors.
- 29.3. Without prejudice to the general assertion made under Article 29.1, the board of directors shall have the following powers:



- 29.3.1. Control the management of the Share Company;
- 29.3.2. Select and assigning the chief executive officer of the share company, the head of internal audit, and the head of risk and compliance;
- 29.3.3. Approve the appointment of senior executive officers who are deputies of the CEO, when they are nominated and presented by the CEO;
- 29.3.4. Approve the appointment and dismissal of the share company's secretary when proposed by the chief executive officer;
- 29.3.5. Review, amend and Approve the share company's strategy, policy, system, yearly plan and budget when they are presented by the chief executive officer
- 29.3.6. Take the necessary measures for the fulfillment of the objective of the share company;
- 29.3.7. Make decisions regarding branch openings outside of Ethiopia;
- 29.3.8. Approve investment and fixed asset acquisition requests submitted by the CEO;
- 29.3.9. make any recommendations, it deems necessary to the general meeting of shareholders;
- 29.3.10. When it's necessary the board of directors may delegate power of attorney to the CEO and/or to the chairperson of the board on only specific matters;
- 29.3.11. In addition to the above powers bestowed to it, it can make decisions on the purchase, sales, of movable and immovable properties. The board may transfer this power to the chief executive officer by a minutes;
- 29.3.12. May borrow money which is not more than 25% of the capital of the bank by using properties of the bank as collateral. The board may transfer this power to the chief executive officer by a minutes;
- 29.3.13. May write off debts that are not possible to be collected by following basic accounting principles. In addition, it may dispose of or write off fixed assets that have no use to the bank. The board may transfer this power to the Chief Executive Officer by a minutes;
- 29.3.14. Make decisions on services for the purchase and sale of shares of the bank and other financial instruments in the capital market. It determines the provision of services as well as other participation in the capital market;

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Article 30
**Chairperson and Vice Chairperson of Board of Directors, Place of Meeting,
Notice and Working Procedure**

- 30.1 The Chairperson and Vice Chairperson of the board are appointed by the board of directors.
- 30.2 The chairperson has the authority to call a meeting. The Board of Directors holds a meeting at least once a month at the bank's head office or another place to be determined by the chairperson. Apart from these meetings, the board may conduct additional meetings, as necessitated by the practical tasks of the bank.
- 30.3 In the absence of the Chairperson of the Board of Directors, the Deputy Chairperson shall preside over all meetings of the Board. But in the absence of both, it shall be led by any Board Member/Director appointed by the meeting based on the bank's memorandum of association and the commercial code. The board of directors can adopt working procedure manual.

Article 31
Resolution of Board of Directors

- 31.1 The Board of Directors cannot pass resolutions, unless 51% (fifty-one percent) of members of the board of directors, are present at the meeting in person or by proxy, or by electronic means. Decisions are made by the majority vote. Any director or representative has the right to vote. In case of a tie vote, the proposal supported by the chairperson of the board, shall be accepted.
- 31.2 A director, who is unable to attend a board meeting, shall be represented only by another director. A director may only be represented by another director.
- 31.3 Board meetings and decisions are recorded in minutes and signed by the directors present at the meeting and the secretary of the company.
- 31.4 A decision made at a meeting electronically is not binding, unless at least one-third of the total members of the board are physically present at the meeting.
- 31.5 The Board of Directors may consult with experts, if it deems it necessary while making decisions.
- 31.6 Copies of resolutions must be verified and signed by the chairman and company secretary.

Article 32
Replacement of Directors

- 32.1 Notwithstanding the provisions of Article 25.1 of this memorandum of association, if during the accounting period, one or more directors resign or removed from membership; in accordance with Article 32.3, the directors who are dismissed shall be replaced by suitable directors for the remainder of their term of office.
- 32.2 If the number of board members is less than 50% at any time, the remaining members shall appoint replacements for the missing members. To make the replacement, the existing members must call the General meeting within thirty days from the day of absence of a member. The remaining members will manage the affairs of the bank until a replacement is appointed.
- 32.3 A board member may be removed from his membership by the following reasons:-
- 32.3.1 If the director is having a legal personality and fails to pay his debts, or when it is merged with other legal personality on account of the debt;
 - 32.3.2 If he has a mental disorder;
 - 32.3.3 If he is criminally- convicted;
 - 32.3.4 If he deliberately engage in activities that create a conflict of interest with the bank;
 - 32.3.5 If he fails to protect the interest of the bank or to take action to protect the interest of the latter;
 - 32.3.6 For any other reason prescribed in the Rules of Meeting Procedure and Code of Conduct.

Article 33
Placement of Shares as Security

- 33.1 To ensure that the directors fulfill their responsibilities and duties correctly and effectively, each of them shall secure 25 (twenty-five) registered shares with the bank in the form of security. The security furnished shall not be released, if they don't leave from their position and the bank is sure that there is nothing they are responsible for.
- 33.2 The bank may purchase professional insurance policy for members of the board.



Article 34

Chief Executive Officer and Deputy Chief Executive Offices

- 34.1 The bank's Chief Executive Officer is assigned by the board of directors.
- 34.2 The board assigns a deputy chief executive officers/deputy presidents by the recommendation of the chief executive officer.

Article 35

Powers and Duties of the Chief Executive Officer

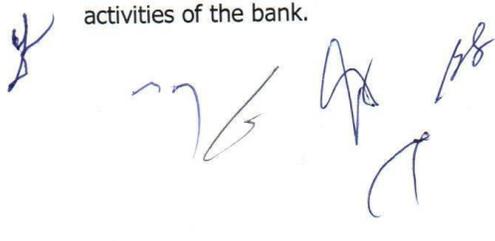
- 35.1 The Share Company shall have a chief executive officer assigned by the board of directors. The chief executive officer is accountable to the board of directors and his salary and benefits are determined by the board.
- 35.2 Manage the day-to-day activities of the share company, he represents the share company in interactions made with third parties.
- 35.3 The Chief Executive Officer is empowered to oversee the overall management of the bank.
- 35.4 Without prejudice to the sub-article (1) of this provision, he shall have the following powers and responsibilities:
 - 35.4.1 Act in the name and on behalf of the bank to achieve the objectives of this memorandum of association.
 - 35.4.2 Represent the bank while interacting with third parties, governmental and private organizations, and other financial institutions to perform the bank's national and international operations.
 - 35.4.3 Prepare and submit to the board the share company's working plan and budget, long-term strategy and policies and implement them after approval.
 - 35.4.4 Prepare and approve working manuals, procedures, guidelines, and other working procedures and follow-up their implementation.
 - 35.4.5 Prepare and submit to board of directors the organizational structure of Share Company which shows tasks, responsibility, power and division of work for approval and implement them after approval.
 - 35.4.6 Select deputy executive officers/senior executive officers and present them to the board for approval.

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- 35.4.7 Provide the necessary directions and conduct proper supervision regarding the bank's accounting system.
- 35.4.8 Hold regular management meetings to conduct the day-to-day operations of the Bank; establish reserve fund and other reserve accounts as required by law, this Memorandum of Association and the resolution of shareholders' general meeting.
- 35.4.9 Delegate powers and responsibilities given to him by this Memorandum of Association and decision of the board to the Bank's management and other employees.
- 35.4.10 Appoint attorneys and agents outside the bank's staff to protect the interests of the bank; and hire or dismiss any other persons.
- 35.4.11 By giving prior notice to the board, he may open a current account at any bank in the name of the Company and operate it.
- 35.4.12 Sign, approve and deduct bills of exchanges, negotiable instruments, promissory notes, other non-transferrable documents and debit and credit trade notices.
- 35.4.13 Enter into insurance agreement with a recognized insurance company or person to protect the bank from loss, damage, emergency or any kind of debt.
- 35.4.14 Without prejudice to the objectives of the Company and with the prior approval of the Board of Directors, invest the money that is not in use to profitable businesses.
- 35.4.15 Hire, promote, demote or dismiss employees according to the law, except for the officials appointed by the board.
- 35.4.16 Prepare and submit the work plan and budget of the bank for approval.
- 35.4.17 Present the annual performance report of the bank that is before the existing fiscal year.
- 35.4.18 Present his opinion to the board of directors about any necessary improvements on this memorandum of association.
- 35.4.19 Approve legal expenses and payments that are necessary for the day-to-day activities of the bank.





- 35.4.20 Prepare draft agenda for a board meeting in collaboration with the board secretary when requested by the board chairperson.
- 35.4.21 Coordinate board meetings in consultation with the chairperson of the board and in cooperation with the board secretary.
- 35.4.22 Borrow from the National Bank of Ethiopia by pledging transferrable security documents in accordance with National Bank directive requirements, for the interest of the bank.
- 35.4.23 In accordance with relevant applicable laws; conduct other activities which are necessary for the realization of the bank's objectives that are mentioned under this Memorandum of Association.
- 35.4.24 He has the responsibility to execute decisions and tasks assigned to him by the board.

Article 36

Appointment, Duties and Tasks of External Auditors

- 36.1 The General Meeting shall appoint external auditors. The appointment should be approved by the National Bank of Ethiopia.
- 36.2 External auditors shall carry out duties bestowed on them by the Commercial Code, banking proclamation and directives promulgated by the National Bank of Ethiopia.
- 36.3 In discharging their responsibilities, external auditors shall use basic accounting principles and follow the relevant laws with regard to tasks of accounting reporting, and assessment of assets and liabilities.
- 36.4 The report of external auditors shall be submitted to concerned government organ based on the rules provided under relevant laws after the end of a financial year of the bank.
- 36.5 External auditors may be appointed by the General Assembly to perform audit for three consecutive fiscal years.

Article 37

Appointment, Duties and Responsibilities of the Company Secretary

- 37.1 The Secretary of the company shall be appointed by the Board of Directors on the recommendation of the Chief Executive Officer.
- 37.2 The Secretary of the company shall have the following powers and duties;





- 37.2.1 Organize and maintain the bank's information and records;
- 37.2.2 Provide timely reports and other necessary information to the concerned body;
- 37.2.3 Provide information to shareholders and third parties;
- 37.2.4 Organize meetings of shareholders and board members;
- 37.2.5 Prepare and organize minutes and;
- 37.2.6 Perform such other activities, as may be assigned by the Chief Executive Officer and this Memorandum of Association.

CHAPTER FOUR

THE BANK'S ACCOUNTING AND RELATED ACTIVITIES

Article 38

General Provisions

The provisions of the relevant laws and the Ethiopian Commercial Code shall be applicable regarding accounting and record keeping of the bank.

Article 39

Financial Records and Information

- 39.1 Records should be maintained properly in accordance with the relevant laws, in a manner, that clearly shows the bank's operations and financial position.
- 39.2 The bank shall immediately inform the National Bank of Ethiopia when the following incidents occur:
 - 39.2.1 If the bank is unable to fulfill its obligations to depositors or other creditors;
 - 39.2.2 When the bank is forced to stop making payments to depositors or other creditors;

Article 40

Fiscal Year and Report of the Company

- 40.1 The fiscal year of the Bank shall begin on July 1 and end on June 30 of the coming year in Gregorian calendar.
- 40.2 At the end of each fiscal period, the Board of Directors based on the report submitted to it by the chief executive officer prepare the overall report of the share company and presents it to the general meeting.







40.3 The report shall contains detailed information about the profit and loss of the share company and the remuneration of the directors and auditors. It should also contain ideas about the allocation of reserve funds and the current dividend distribution.

Article 41

Submission of Financial Documents and Reports

Based on Article 427 of the commercial code, the bank's inventory, statement of assets and liabilities, profit and loss statement, and annual report of the board of directors must be sent to the auditors and concerned government institutions at least 40 (forty) days before the call of the annual general meeting.

Article 42

Accounts Hold in Cash and Reserve Fund

- 42.1 Based on the required reserve percentage periodically determined by NBE directives, the bank shall have the reserve of liquid assets/cash and cash- related securities/.
- 42.2 The bank shall maintain reserve deposit at the National Bank of Ethiopia from the reserve money collected based on the required reserve percentage periodically determined by NBE directives.

Article 43

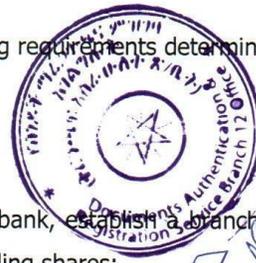
Reserve Fund for Losses Incurred by Negligence or Breach of Trust

- 43.1 The bank shall deposit a reserve fund that is believed to be sufficient in the opinion of the National Bank of Ethiopia, in a special account for any loss incurred due to any criminal act, negligence or breach of trust.
- 43.2 The bank may buy insurance from renowned insurance companies to protect itself from losses from such incidents.

Article 44

Other Reserve Funds

- 44.1 The bank may keep the following reserve funds by fulfilling requirements determined by the NBE directive.
- 44.1.1 Asset depreciation and accumulated depreciation;
 - 44.1.2 To cover annually accumulated losses;
 - 44.1.3 Funds to cover expenses incurred to expand the bank, establish a branch, buy business or goodwill, and commissions paid for selling shares;



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- 44.1.4 Expenses incurred in securing assets held as collateral based on any contract. This is done when such costs are not included in the calculation of the bank's capital and reserve fund obligations, makes the bank fail to meet its obligations towards its depositors.
- 44.1.5 Shall hold additional reserve funds for other necessary expenses to be incurred for various acts implemented as per the NBE directives.

Article 45
Allocation and Payment of Profit

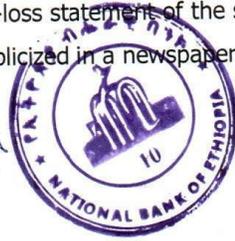
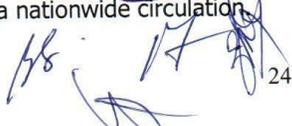
- 45.1 Without prejudice to Article 432 to Article 439 of the Commercial Code and Article 42 of this memorandum of association, profit shall be paid in accordance with the proposal of the board of directors after auditors scrutiny and approval of the general meeting on the net profit, after legal reserves, other reserves approved by shareholders general meeting, past losses, and other deductions are made.
- 45.2 Any dividend payment made outside the approved accounting records shall be considered to have been made from non-obtained profit, and it entails civil and criminal liability. (438/2)
- 45.3 The date and manner of dividend payment shall be determined by the shareholders general meeting.

Article 46
Injunction on dividend payment in cases of decrease in Capital

When the bank's capital and reserve fund decreases from the expected amount, except for the circulation of money made by the decision of the National Bank of Ethiopia to solve difference, the bank shall not at any time announce its profit, allocate its dividend, or allow any circulation of funds until the difference in capital is fully refunded as per the stipulation of the law.

Article 47
Registration and Publication of Reports

- 47.1 After approval by shareholders general meeting, any amendment to this memorandum of association shall be registered in accordance with the provisions of the relevant law.
- 47.2 The financial balance and profit-loss statement of the share company that are approved by external auditors shall be publicized in a newspaper with a nationwide circulation.

    24

CHAPTER FIVE DISSOLUTION AND WINDING UP OF THE BANK

Article 48

Reasons for the Dissolution of the Company and the Proper Procedures

- 48.1 The share company may be dissolved according to the relevant law and the decision of the general meeting.
- 48.2 Any of the following reasons are deemed sufficient for the dissolution and winding up of the share company
- 48.2.1 When the objective of company is not implemented or the company is cannot perform its task due to force majeure.
- 48.2.2 When the extraordinary general meeting decides for a voluntary dissolution of the share company.
- 48.2.3 When any interested person claim to the court for winding up of the company and the court decides for the dissolution of the company, for sufficient reasons.
- 48.2.4 When a debt investigation and bankruptcy file is opened in court due to the bankruptcy of the share company.
- 48.2.5 When capital is decreased by more than three- fourths;
- 48.3 When the general assembly decides to dissolve the share company, it appoints liquidators.
- 48.4 If any shareholder or auditor protests the appointment of liquidators and the reason for such protest is accepted, the general meeting may revoke or renounce the assignment.

CHAPTER SIX MISCELLANEOUS PROVISIONS

Article 49

Duration of the Share Company

The share company is established for an indefinite period.

Article 50

Partially Revoked Documents

- 50.1 It is decided the previous Articles of association and memorandum of association of Bank of Abyssinia registered by number 359113 in January 23, 1998 are hereby repealed.





50.2 Only amendments to the former memorandum and articles of association that are made through different extraordinary general meetings are repealed and replaced by this document.

Article 51
Miscellaneous Provision

- 51.1 This memorandum of association may be amended at any time by shareholders at an extraordinary general meeting.
- 51.2 When there is a conflict between this memorandum of association and mandatory legal provisions, the relevant mandatory legal provisions shall prevail. Matters not covered by this memorandum of association are covered by the proper provisions of the commercial code and other relevant legislation.
- 51.3 When there is a difference in interpretation between the Amharic and English versions of this memorandum of association, the Amharic version shall prevail.
- 51.4 This Memorandum of Association shall be effective from the date of registration after its approval by shareholders extraordinary general meeting and the NBE.

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Tefera Kestey
Yilikal Kassa
Therese Behenu Jij
Meseret Melrose
Meseret Toke
Amuru Bekelu
M. Agone
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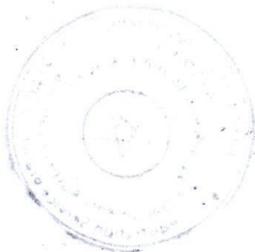
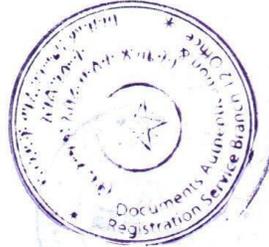


Documents Authentication
and Registration Service
B/12 Office A.A

The signatory personally appeared
and signed in the office

No. B.1200238149/2016
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S. M. G. F. G. A. L. E.
Document Authentication and
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የባለአክሲዮኖች 16ኛ አስቸኳይ ጠቅላላ ጉባዔ

ቃለ-ጉባዔ ቁጥር 16



1. ጠቅላላ ጉባዔው የተደረገበት ቦታ፣ ቀንና ሰዓት

- 1.1. ቦታ:- በአድዋ ድል መታሰቢያ የፓን አፍሪካ የመሰብሰቢያ አዳራሽ፤
- 1.2. ቀን:- መስከረም 20 ቀን 2018 ዓ.ም.
- 1.3. ሰዓት:- ከቀኑ 6:00 እስከ 7:40 ሰዓት::

2. የጉባዔው ጥሪ አደራረግ

ይህ የባለአክሲዮኖች 16ኛ አስቸኳይ ጠቅላላ ጉባዔ የተጠራው በንግድ ሕግ አንቀጽ 366 እና 367 370 መሠረት ከጉባዔው ዕለት ከ24 ቀናት አስቀድሞ እና ከዚያ በኋላ ባሉ ቀናት ረቡዕ ነሐሴ 28 እና ጳጉሜ 5 ቀን 2017 ዓ.ም.፣ ረቡዕ መስከረም 7 እና እሁድ መስከረም 18 ቀን 2018 ዓ.ም. በወጣው አዲስ ዘመን ጋዜጣ፤ ረቡዕ ነሐሴ 28፣ ረቡዕ ጳጉሜ 5 ቀን 2017 ዓ.ም. እና ረቡዕ መስከረም 14 ቀን 2018 ዓ.ም. በወጣው ሪፖርተር ጋዜጣ፤ እሁድ ጳጉሜ 2 ቀን 2017 ዓ.ም.፣ እሁድ መስከረም 4፣ 11 እና 18 ቀን 2018 ዓ.ም. በወጡት ካፒታል እና ፎርቆን ጋዜጦች፤ እንዲሁም በተለያዩ ቀናት በተለለፉ የሬዲዮና የቴሌቪዥን ማስታወቂያዎች፤ በባንኩ ድረ-ገጽ እና በተንቀሳቃሽ ስልክ አጭር መልዕክት አማካኝነት ባለአክሲዮኖች በተደረጉ ጥሪዎች ነው::

3. የጉባዔው ሰብሳቢ፣ ድምጽ ቆጣሪዎች እና የጉባዔው ፀሐፊ

3.1. በንግድ ሕግ አንቀጽ 379 መሠረት የዳይሬክተሮች ቦርድ ሰብሳቢ አቶ መኰንን ማንያዘዋል መካ የጉባዔው ሰብሳቢ ሆነው ተሰይመዋል::

3.2. ጉባዔው ሥራውን ከመጀመሩ በፊት የጉባዔው ሰብሳቢ በንግድ ሕግ አንቀጽ 380(1) መሠረት የጉባዔው ድምጽ ቆጣሪዎች የሚሆኑት በጉባዔው ላይ ከተገኙት ውስጥ ከፍተኛ ድርሻ ባላቸው አባላት መካከል በሚደረግ ስምምነት የሚወሰን መሆኑን በመግለጽ፤ በስብሰባው ላይ ከተገኙት ባለአክሲዮኖች ውስጥ በቅደም ተከተል ከፍተኛ አክሲዮን ያላቸው:-

- 1ኛ) ናይል ኢንፎርሬሽን ኩባንያ አ.ማ.
 - 2ኛ) ወ/ሮ ፍሬሕይወት ኃይለሥላሴ
 - 3ኛ) ወ/ት ሃናማርያም መቅደስ
 - እና 4ኛ) አቶ ባለው ክንዱ ከመካከላቸው ድምጽ ቆጣሪ የሚሆኑ ባለአክሲዮኖችን በስምምነት እንዲወሰኑ ተጠይቀው፤ በተራ ቁጥር 1ኛ እና 2ኛ ላይ የተመለከቱት ባለአክሲዮኖች ወደመድረኩ በመውጣት ድምጽ ቆጣሪ ለመሆን መስማማታቸውን ለጉባዔው አሳውቀዋል::
- በዚህ መሠረት አቶ ሐብታሙ አክሊሉ እንደሚሆኑ ናይል ኢንፎርሬሽን ኩባንያ አ.ማ.ን በመወከል እና ወ/ሮ ማርሸት ፍቅሪ አበራ ወ/ሮ ፍሬሕይወት ኃይለሥላሴን በመወከል ድምጽ ቆጣሪዎች ሆነዋል::

የአቢ.ሲ.ንያ ባንክ አ.ማ. የባለአክሲዮኖች 16ኛ አስቸኳይ ጠቅላላ ጉባዔ ቃለ-ጉባዔ

Handwritten signatures and official stamps at the bottom of the page.

3.3. በንግድ ሕግ አንቀጽ 341 መሠረት የጉባዔውን ቃለ-ጉባዔ ያዘጋጁት የማህበሩ ጸሐፊ አቶ ቴዎድሮስ ተስፋዬ ተሰማ ናቸው፡፡

4. በጉባዔው ላይ የተገኙ ዳይሬክተሮች

ተ/ቁ	ስም	ኃላፊነት	በተወካይ ከሆነ የተወካይ ዳይሬክተር ስም
1	አቶ መኰንን ማንያዘዋል መካ	ሰብሳቢ	
2	አቶ አዕምሮ በለጠ ስመኝ	ም/ሰብሳቢ	
3	ወ/ሮ እመቤት ወልደሐር ይዘንጋው	አባል	
4	አቶ ካሳሁን ዘውዴ መንገሻ	አባል	
5	አቶ መሠረት መለሰ ተፈራ	አባል	
6	አቶ ሞላልኝ መለሰ መንግሥቱ	አባል	
7	አቶ ሰለሞን አሉላ አውላቸው	አባል	
8	አቶ የርም ገሠሠ የኔነህ	አባል	
9	ዶ/ር ይኸነው ዘውዴ ለማ	አባል	



5. በጉባዔው ላይ ያልተገኙ ዳይሬክተር

ያልተገኘ የለም፡፡

6. በጉባዔው ላይ የተገኙ ታዛቢዎች

ተ/ቁ	ስም	የወከሉት ድርጅት
1	አቶ ትንሳኤ ታዲዎስ	የኢትዮጵያ ብሔራዊ ባንክ
2	አቶ እምሻው አባተ	የኢትዮጵያ ብሔራዊ ባንክ
3	አቶ ደምረው አስጨናቂ	የሠነዶች ማረጋገጫና ምዝገባ ኤጀንሲ
4	አቶ ሸምሱ ሐሰን	የሠነዶች ማረጋገጫና ምዝገባ ኤጀንሲ

7. ምልዓተ ጉባዔ

7.1. ጠቅላላ የማህበሩ አባላት ብዛት 4,974

7.2. ጠቅላላ የማህበሩ የተፈረመ አክሲዮን ብዛት 15,000,000

7.3. በስብሰባው የተገኙ አባላት ብዛት 1,510፤ የያዙት የተፈረመ አክሲዮን ብዛት 10,295,202 (68.63%)

7.4. በስብሰባው ያልተገኙ አባላት ብዛት 3,464፤ የያዙት የተፈረመ አክሲዮን ብዛት 4,704,798 (31.37%)

የአቢሲንያ ባንክ አ.ማ. የባለአክሲዮኖች 16ኛ አስቸኳይ ጠቅላላ ጉባዔ ቃለ-ጉባዔ

(Handwritten signatures)

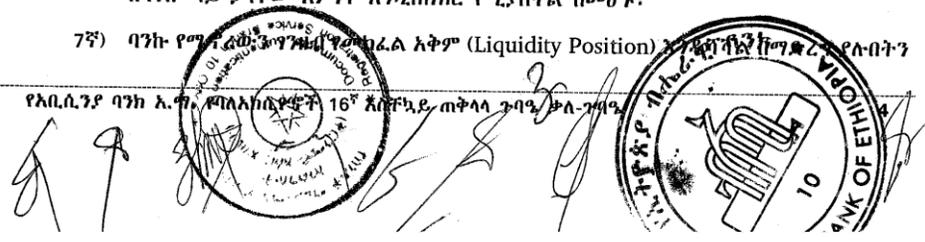


- ይህንን መሠረት በማድረግ በባንኩ የባለአክሲዮኖች 15ኛ አስቸኳይ ጠቅላላ ጉባዔ የባንኩ ካፒታል ብብር 2.5 ቢሊዮን ማለትም ወደ ብር 17.5 ቢሊዮን እንዲያድግ ተወስኖ የነበረ ቢሆንም፤ ባንካችን በዚህ በባለአክሲዮኖች ጠቅላላ ጉባዔ ላይ የተላለፉ የካፒታል ማሳደግ ውሳኔዎችን ተግባራዊ ለማድረግ በሂደት ላይ እያለ የሠነድ ሙዓል ንዋይን ለሕዝብ የማቅረብ እና የግብይት መመሪያ ቁጥር 1030/2017 በሥራ ላይ በመዋሉ፤ የካፒታል ማሳደግ ውሳኔው ተግባራዊ ሳይሆን መቅረቱን፤

በመሆኑም፡ -

- 1ኛ) ባንኩ ባለፉት 5 ዓመታት በሥራ ላይ አውሎት የነበረው የ5 ዓመት መሪ ዕቅድ (እ.ኤ.አ. ጁን 30/2024 የተጠናቀቀው) ትግበራ የባንኩን ዕድገት ሁለንተናዊና አዎንታዊ በሚባል መልኩ በከፍተኛ ደረጃ የቀየረ በመሆኑ፤ በዚህም ምክንያት የባንኩ ሀብት መጠን ፈጣን ዕድገት የተመዘገበበት በመሆኑና በዚህ ወቅት የተገኙ መልካም ውጤቶችን በማጠናከር እ.ኤ.አ ከጁላይ 1/2024 ጀምሮ ተግባራዊ እየተደረገ ያለው የቀጣይ አምስት ዓመት መሪ ዕቅድ በማሳካት የባንኩን ፈጣን ዕድገት ለማስቀጠል ተመጣጣኝ የሆነ የካፒታል ዕድገት በማስፈለጉ፤
- 2ኛ) በመንግሥት በኩል በቅርቡ ተግባራዊ ከተደረገው የኢኮኖሚ ማሻሻያ እርምጃዎች አንዱ በሆነው ገበያ መር የውጭ ምንዛሪ ፖሊሲ መነሻነት የኢትዮጵያ ብር በውጭ ምንዛሪ አንጻር ያለው ተመን ከእጥፍ በላይ በመቀነሱ የባንኩ ካፒታል ከውጭ ምንዛሪ አንጻር ሲጻጸር አነስተኛ ስለሆነ ይህንን በተወሰነ ደረጃ ለማሻሻል እንዲቻል፤
- 3ኛ) የባንክ ኢንደስትሪው ለውጭ ባለሀብቶች በመፈቀዱ የተወሰኑ የውጭ ባንኮች ወደሀገራችን የባንክ ኢንደስትሪ ገብተው ለመሥራት በዝግጅት ላይ በመሆናቸው ባንኩ አሁን ያለው የካፒታል መጠን በማሳደግ የገበያ ውድድሩን ለመቋቋም የሚያስችል አቅም መገንባት ያለበት በመሆኑ፤
- 4ኛ) ባንካችን ባለፉት ዓመታት ካፒታሉን እያሳደገ የመጣ ቢሆንም ተወዳዳሪ የግል ባንኮች ካሳደጉት መጠን አንጻር ዝቅተኛ በመሆኑ የባለአክሲዮኖች የመክፈል አቅም ባገናዘበ መልኩ በየዓመቱ ማሳደጉ ተወዳዳሪ የሆነ የካፒታል አቅም እንዲኖር ማድረጉ አስፈላጊ ስለሆነ፤
- 5ኛ) የኢትዮጵያ ብሔራዊ ባንክ የBasel II እና Basel III መመዘኛዎችን ተግባራዊ ለማድረግ በእንቅስቃሴ ላይ በመሆኑ በመመዘኛዎቹ መሠረት የባንኮች የካፒታል ሀብት ሽፋን ምጣኔ (Capital Adequacy Ratio) አሁን ካለው የስምንት በመቶ (8%) ሽፋን ከፍ ሊል ስለሚችል ባንካችንም ይህንን የካፒታል ምጣኔ መስፈርት ለማሟላት ከወዲሁ የካፒታል መጠኑን ማሳደጉ እጅግ አስፈላጊ በመሆኑ፤
- 6ኛ) ካፒታል ማሳደግ የባንኩን የማበደርና የውጭ ምንዛሪ የመያዝ አቅም (Foreign Currency Position) ስለሚያሳድገው ይኸውም የባንኩ ደንበኞችም ሆኑ በውጭ አገር ያሉ አጋር ባንኮች በባንኩ ላይ ያላቸው እምነት እንዲጠነከር የሚያስችል በመሆኑ፤
- 7ኛ) ባንኩ የማጠናከሩን የመክፈል አቅም (Liquidity Position) እንዲጠናከር የሚያስችል ሆኖ ለሌሎች

የአቢ.ሲ.ንያ ባንክ አ.ማ. የባለአክሲዮኖች 16ኛ አስቸኳይ ጠቅላላ ጉባዔ/ሁለ-ገባዔ



የተለያዩ ግዴታዎች በወቅቱና በአግባቡ እንዲወጡና ሊገጥሙ የሚችሉውን ማናቸውም ዓይነት አደጋ (Risk) የመቋቋም አቅሙን እንዲጨምር ስለሚረዳ፤

በአጠቃላይ የባንኩን ተከታታይ ዕድገት ለማስቀጠል፤ ትርፋማነቱንና ከፍተኛ የኢንቨስትመንት ውጤት (high return on investment) ለማረጋገጥ እንዲቻል የባለአክሲዮኖችን የመክፈል አቅም ባገናዘበ መልኩ የባንኩን ካፒታል ለማሳደግ ቦርዱ የውሳኔ ሃሳቡን ለጉባዔው ማቅረቡን በመግለጽ ዝርዝሩን ከነአፈፃፀሙ ለጉባዔው አቅርቦዋል፡፡

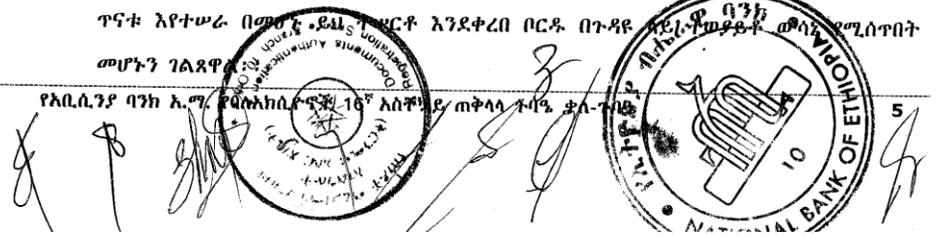
9.1.3. በተሰጠው መግለጫ እና በቀረበው የውሳኔ ሃሳብ ላይ የጉባዔው አባላት፡-

- በዳይሬክተሮች ቦርድ የቀረበው የውሳኔ ሃሳብ ወቅታዊና የባለአክሲዮኖችን አቅም ባገናዘበ መልኩ ተዘጋጅቶ የቀረበ ስለሆነ ተቀብለን ብናጸድቀው፤
- ሽያጩ የሚጀመርበትና የሚያበቃበት ቀን በውሳኔው ላይ ቢቀመጥና የክፍያ ቀኑ ረዘም ቢደረግ ጥፋ ነው፤
- ተጨማሪ አክሲዮን የሚፈልጉ ባለአክሲዮኖች በዝግ ሒሳብ የሚያስቀምጡት ገንዘብ ውሳኔ አግኝቶ አክሲዮኑ የሚገዛበትና ቀሪው ገንዘብ የሚለቀቅበት ጊዜ ቢገለጽ፤
- አክሲዮኑ እንዲያደግ የሚወሰነው በአስቸኳይ ጠቅላላ ጉባዔው እስከሆነ ድረስ የሚሸጥበት ዋጋ የመወሰን ሥልጣን ለቦርዱ የሚሰጥበት ምክንያት ግልጽ አይደለም፤
- አንድ አክሲዮን የሚሸጥበትን ዋጋ በተመለከተ የተዘጋጀው የውሳኔ ሃሳብ ምንድነው? የውሳኔ ሃሳቡ ለጉባዔው ቀርቦ መጽደቅ የለበትም ወይ? የሚሉ አስተያየቶችና ጥያቄዎች ተሰንዝረዋል፡፡

9.1.4. ከጉባዔው አባላት ለተሰነዘሩት አስተያየቶች የጉባዔው ሰብሳቢ እና የባንኩ ዋና ሥራ አስፈፃሚ በሰጡት መልስ፡-

- አዲስ ተግባራዊ በተደረገው የካፒታል ገበያ አዋጅ እና እሱን መሠረት ተደርጎ በወጣው ደንብ መሠረት አዲስ የወጣ አክሲዮን መሸጫ ጊዜ 90 ቀን በመሆኑ ይህንን የመሸጫ ጊዜ ለማሳጠር ካልሆነ በቀር ጊዜውን ለማራዘም የማይቻል መሆኑን፤
- አክሲዮን የሚገዛበትን ቀን እና ሽያጩ የሚያልቅበትን ቀን ሊወስን የሚችለው የአስቸኳይ ጉባዔው ውሳኔ የወሰነበት ቃለ-ጉባዔ በኢትዮጵያ ብሔራዊ ባንክ በኩል ጸድቆ ለካፒታል ገበያ ባለሥልጣን የአክሲዮን ሽያጩ ውሳኔ ቀርቦ ተቀባይነት ካገኘ በኋላ ስለሆነ ትክክለኛው ጊዜ ባልተወቀበት በውሳኔው ላይ ይህንን መጥቀስ የማይቻል መሆኑን፤
- የአንድ አክሲዮን ዋጋ መወሰን የቢዝነስ ውሳኔ ስለሆነ ባንኩ በቀጠረው የትራንዛክሽን አማካሪ በኩል የሚቀርበውን የውሳኔ ሃሳብ መሠረት በማድረግ የባለአክሲዮኖችን ጥቅም ባገናዘበ መልኩ መወሰን ያለበት የዳይሬክተሮች ቦርድ መሆኑን፤
- የአንድ አክሲዮን መሸጫ ዋጋ ስንት መሆን አለበት የሚለውን ለመወሰን በትራንዛክሽን አማካሪ በኩል ጥናቱ እየተሠራ በመሆኑ የቢዝነስ ግብርና እንደቀረበ ቦርዱ በጉዳዩ ላይ ለውሳኔው ማሳሰቢያ መሰጠት መሆኑን ገልጸዋል፡፡

የአቢ.ሲ.ንያ ባንክ አ.ማ. የባለአክሲዮኖች 16ኛ አስተያየት ጠቅላላ ተባብሮ ቃለ-ጉባዔው የሚሰጥበት መሆኑን ገልጸዋል፡፡



9.1.5. ውሳኔ

ጠቅላላ ጉባዔውም በን/ሕ/ቁ 402(1) መሠረት የዳይሬክተሮች ቦርድ ያቀረበውን የውሳኔ ሃሳብ በሙሉ ድምጽ በመቀበል የሚከተለውን ውሳኔ ወስኗል፡-

9.1.5.1. ኅዳር 5 ቀን 2017 ዓ.ም. በተደረገው የባንኩ የባለአክሲዮኖች 15ኛ አስቸኳይ ጠቅላላ ጉባዔ በን/ሕ/ቁ 402(1) መሠረት የባንኩን ካፒታል ለማሳደግ ቦርዱ ያቀረበውን የውሳኔ ሃሳብ በሙሉ ድምጽ በመቀበል የባንኩ የተፈረመ ካፒታል ብር 15 ቢሊዮን ላይ ብር 2.5 ቢሊዮን ተጨምሮ የተፈረመው ካፒታል ወደ ብር 17.5 ቢሊዮን እንዲያደግ የወሰነው ውሳኔ ሽሮታል፡፡

9.1.5.2. የባንኩ የተፈረመ ካፒታል ብር 5 ቢሊዮን (አምስት ቢሊዮን ብር) ዋጋ ባላቸው በቁጥር 5 ሚሊዮን በሆኑ ተራ አዲስ አክሲዮኖች እንዲያደግ፤

9.1.5.3. በዚህ መሠረት አዲስ አክሲዮኖች ለነባር ባለአክሲዮኖች ባላቸው የአክሲዮን ድርሻ መጠን በፕሮፖዥን እንዲገዙና ቅድሚያ የመግዛት መብታቸውን ከዚህ ቀጥሎ በተመለከተው መሠረት እንዲሆን፡-

9.1.5.3.1. ነባር ባለአክሲዮኖች ቅድሚያ የመግዛት መብታቸውን የአዲስ አክሲዮኖች ሽያጭ በተጀመረ በ90 ተከታታይ ቀናት ውስጥ መጠቀም ይችላሉ፡፡ ባለአክሲዮኖቹ ከተመደቡላቸው አዲስ አክሲዮኖች በሙሉ ወይም በክፊል ለመግዛት የወሰኑትን መጠን ጠቅላላ ዋጋው በ90 ቀናት ውስጥ መክፈል ይኖርባቸዋል፡፡

9.1.5.3.2. ባለአክሲዮኖች የተመደቡላቸውን አክሲዮን ለመግዛት ሲቀርቡ ተጨማሪ አክሲዮን ለመግዛት ፍላጎት ካላቸው ለመግዛት የሚፈልጉትን ተጨማሪ አክሲዮን ጠቅላላ ዋጋ ከላይ በተመለከተው 90 ቀናት ውስጥ በዝግ ሒሳብ ማስያዝ ይኖርባቸዋል፡፡

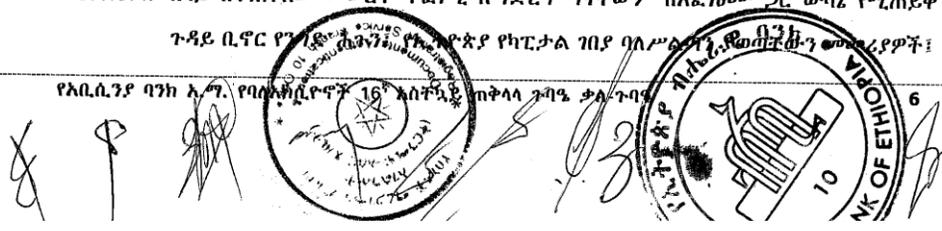
9.1.5.3.3. ባለአክሲዮኖች የተመደቡላቸውን አክሲዮን ሳይገዙ ቀርተው ያልተሸጠ አክሲዮን ቢኖር ተጨማሪ አክሲዮን ለመግዛት ፍላጎታቸውን አስቀድመው በጽሑፍ ለገለጹና ጠቅላላ ዋጋውን በዝግ ሂሳብ ላስያዙ ባለአክሲዮኖች በወቅቱ ባላቸው አክሲዮን መጠን በፕሮፖዥን ተመደቦ ሽያጩ ይፈፀማል፡፡

9.1.5.3.4. በተራ ቁ. 9.1.5.3 በተገለፀው ሁኔታ ነባር ባለአክሲዮኖች ተጨማሪ አክሲዮኖች ለመግዛት ፍላጎታቸውን ካሳወቁበትና በዝግ ካስያዙት ገንዘብ መጠን ያነሰ አክሲዮን የሚመደብላቸው ከሆነ፤ በዝግ ካስቀመጡት ገንዘብ ላይ ልዩነቱ ወደ ሂሳባቸው ተመላሽ ይደረጋል፡፡

9.1.5.3.5. ለሽያጭ የቀረቡ አዲስ አክሲዮኖች በነባር ባለአክሲዮኖች በክፊል ብቻ የተገዙ ከሆነ፤ የተረፉ ገዢ ያላገኙ አክሲዮኖች ይሰረዛሉ፡፡

9.1.5.4. ከላይ በተጠቀሰው መሠረት ተፈጻሚ ለማድረግ ማናቸውም ከአፈፃፀሙ ጋር ውሳኔ የሚጠይቅ ጉዳይ ቢኖር የን/ሕ/ቁ 402(1) መሠረት የባንኩ የጠቅላላ ጉባዔውን የሚመደቡላቸውን መሠረቶች፤

የአቢሲንያ ባንክ አ.ማ. የባለአክሲዮኖች 16ኛ አስቸኳይ ጠቅላላ ጉባዔ ታላቅ ጉባዔ



እንዲሁም የባንኩን መመሥረቻ ጽሑፍ እና ማሻሻያዎቹን መሠረት በማድረግ የዳይሬክተሮች ቦርድ እንዲወስንና እንዲያስፈጽም ወስኗል፡፡

9.2. የባንኩን የመመሥረቻ ጽሑፍ ማሻሻል፤

9.2.1. የጉባዔው ሰብሳቢ የመመሥረቻ ጽሑፉን ማሻሻል ያስፈለገበትን ምክንያት በማስመልከት በሰጡት መግለጫ፡-

- የአቢሲንያ ባንክ አ.ማ. የባለአክሲዮኖች 14ኛ አስቸኳይ ጉባዔ በወሰነው መሠረት ጥር 17 ቀን 2016 ዓ.ም. በሠነዶች ማረጋገጫና ምዝገባ አገልግሎት ተመዝግቦ በሥራ ላይ የዋለው የአቢሲንያ ባንክ አ.ማ. የተሻሻለው የመመሥረቻ ጽሑፍ በኢትዮጵያ የካፒታል ገበያን ተግባራዊ ለማድረግ ከወጣው የካፒታል ገበያ አዋጅ ቁጥር 1248/2021፤ ከኢትዮጵያ ካፒታል ገበያ ባለሥልጣን በኩል ከወጡ መመሪያዎች እና የኢ.ብ.ባ. የኮርፖሬት አስተዳደር መመሪያ ቁጥር SBB/91/2024 ድንጋጌዎች አንጻር ሊሻሻሉ እንዲሁም ሊለወጡ የሚገባቸው ድንጋጌዎች መኖራቸውን፤
- ይህንን ተግባራዊ ለማድረግ እንዲቻል የዳይሬክተሮች ቦርድ ለአስቸኳይ ጠቅላላ ጉባዔው የውሳኔ ሃሳብ ማቅረቡን በመግለጽ ስለሚሻሻሉትና ሊለወጡ ስለሚገባቸው አንቀጾች ከነምክንያታቸው በሰብሰባው ለተገኙ ባለአክሲዮኖች በተሠራጨው ሠነድ ላይ የተመለከተ ስለሆነ ጉባዔው በዚሁ ላይ ተወያይቶ እንዲወስን ጠይቀዋል፡፡

9.2.2. ከጉባዔው አባላት በማሻሻያው ላይ የቀረበ ጥያቄም ሆነ የተሰጠ አስተያየት የሌለ በመሆኑ ጉባዔው የሚከተለውን ውሳኔ አሳልፏል፡፡

9.2.3. ውሳኔ

ጉባዔውም በዳይሬክተሮች ቦርድ የቀረበውን የውሳኔ ሃሳብ በሙሉ ድምጽ ተቀብሎ የመመሥረቻ ጽሑፉን አንቀጾች ከዚህ በታች በተመለከተው መሠረት እንዲሻሻሉና እንዲለወጡ ወስኗል፡፡

ሀ) አንቀጽ 4 - የአክሲዮን ማህበሩ የንግድ ዓላማዎችና የሥራ መስክ

በዚህ አንቀጽ ሥር አዲስ ድንጋጌዎች አንቀጽ 4.26 እና አንቀጽ 4.27 ተብለው ተጨምረው አሁን ያለው አንቀጽ 4.26 ግን አንቀጽ 4.28 ሆኖ ከዚህ በታች እንደተመለከተው ተቀይሯል፡፡

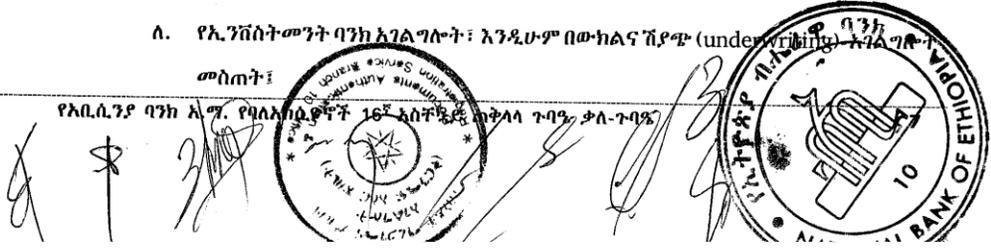
4.26. በባንክና የካፒታል ገበያ ሕጎችና መመሪያዎች ወሰን ውስጥ እና በተገቢው የተቆጣጣሪ ባለሥልጣን ፈቃድ እና መስፈርቶች መሠረት፤ የተለያዩ ዓይነት ሠነድ ሙዓላ ንዋይን፤ አክሲዮኖች፤ የዕዳ ሠነድ ሙዓላ ንዋይ ማውጣት፤ ለሽያጭ ማቅረብ፤ እና መገበያየት፤

4.27. በቀጥታ ወይም ፈቃድ ባለው በተቀጥላ ከባንያ በኩል፤ ሌሎች ማናቸውም በሕግ የሚፈቀዱትን ጨምሮ በሚከተሉት የካፒታል ገበያ አገልግሎት ሥራዎች ላይ መሰማራት፡-

ሀ. የሠነድ ሙዓላ ንዋዮች የድላላ አገልግሎት (security dealing and brokerage) የሠነድ ሙዓላ ንዋዮች የግብይት አገልግሎት እንዲሁም የዲጂታል የሠነድ ሙዓላ ንዋዮች የድላላ አገልግሎት መስጠት፤

ለ. የኢንቨስትመንት ባንክ አገልግሎት፤ እንዲሁም በውክልና ሽያጭ (underwriting) አገልግሎት መስጠት፤

የአቢሲንያ ባንክ አ.ማ. የባለአክሲዮኖች 16ኛ አስቸኳይ ጉባዔ ቃለ-ጉባዔ



- ሐ. የሠነድ ሙዓላ ንዋዮች ጠባቂ (Securities Custodian) አገልግሎት መስጠት፤
- መ. የሠነድ ሙዓላ ንዋዮች ገበያ ክፋች (market-making) አገልግሎት መስጠት፤
- ሠ. የሠነድ ሙዓላ ንዋዮች ፖርትፎሊዮ አስተዳደር እና በሕግ የተፈቀዱ ሌሎች ተዛማጅ የካፒታል ገበያ አገልግሎቶች መስጠት፤

4.28. ለአስተማማኝ የባንክ ሥራ ጠቃሚ በሆኑና ማናቸውም በሕግ የሚፈቀዱ ከላይ ከተጠቀሱት ተግባራት ጋር ግንኙነት ያላቸውን ተመሳሳይ ወይም ተዛማጅነት ያላቸውንና የኢንቨስትመንት እንቅስቃሴዎችና ሌሎችንም የባንኩን ዓላማዎች የሚያራምዱ ሁሉንም ዓይነት የንግድ ሥራዎች ያከናውናል፡፡

ለ) አንቀጽ 5 - የአክሲዮን ማህበሩ ዋና ገንዘብ (ካፒታል)

የባንኩ የተሻሻለ የመመሥረቻ ጽሑፍ አንቀጽ 5 ንዑስ አንቀጽ 5.1፣ 5.2 እና 5.3 ሥር የተገለጹት ድንጋጌዎች የማህበሩን የተፈረመና የተከፈለ ካፒታል መሠረት በማድረግ እንደሚከተለው ተሻሽሏል፡፡

- 5.1. የባንኩ የተፈረመ ካፒታል ብር 15,000,000,000.00 (አሥራ አምስት ቢሊዮን) ነው፡፡
- 5.2. ከዚህ በላይ የተመለከተው የተፈረመ ካፒታል እያንዳንዳቸው ብር 1,000.00 (አንድ ሺህ) ዋጋ ባላቸው 15,000,000 (አሥራ አምስት ሚሊዮን) ተራና የተመዘገቡ አክሲዮኖች የተከፋፈለ ነው፡፡
- 5.3. የማህበሩ የተፈረመ ካፒታል ሙሉ በሙሉ በጥሬ ገንዘብ ተከፍሏል፡፡

ሐ) አንቀጽ 6 - የአክሲዮን ይዞታ ገደብ

የባንኩ የተሻሻለው የመመሥረቻ ጽሑፍ አንቀጽ 6.1 ሙሉ ለሙሉ ተሰርዞ አንቀጽ 6.2 ቁጥሩ 6.1 ተደርጎ ተስተካክሏል፡፡

አንቀጽ 9 - አክሲዮኖች የሚወጡበት ዋጋ፣ የአክሲዮኖች አከፋፈልና ቀሪ ዋጋቸው ላልተከፈለ አክሲዮኖች ስለሚኖር ኃላፊነት

የባንኩ የመመሥረቻ ጽሑፍ አንቀጽ 9 በሚከተሉት አዲስ ተጨማሪ ድንጋጌዎች እንዲሁም በነባሩ አንቀጽ ከ9.1 እስከ 9.5 ያሉት ተሰርዘው በምትካቸው ከዚህ በታች በተመለከተው መሠረት ከ9.4 እስከ 9.6 ሆነው ተካተዋል፡፡

- 9.1. አክሲዮን ማህበሩ አክሲዮኖችን ከተፃፈባቸው ዋጋ ባነሰ ዋጋ ማውጣት አይችልም፡፡
- 9.2. አክሲዮን ማህበሩ አክሲዮኖችን ከተፃፈባቸው ዋጋ በሚበልጥ ዋጋ ማውጣት ይችላል፡፡
- 9.3. የጠቅላላ ጉባዔው የሚፈቅደውን የካፒታል ጭማሪ መሠረት በማድረግ እና አግባብነት ያለው ሕግና መመሪያ ተከትሎ አክሲዮኖች ከተፃፈባቸው ዋጋ በሚበልጥ ዋጋ እንዲወጡና አክሲዮኖች ለሽያጭ የሚወጡበትን ዋጋ የዳይሬክተሮች ቦርድ ይወስናል፡፡
- 9.4. የአዲስ አክሲዮኖች ግዢ ሲፈፀም፣ የአክሲዮን ገዢው የፈረማቸውን የአክሲዮኖች ዋጋ በመግለጫ ወይም በኢትዮጵያ የካፒታል ገበያ ባለሥልጣን



የአቢሲንያ ባንክ አ.ማ. የባለአክሲዮኖች 16ኛ አስቸኳይ ጠቅላላ ጉባዔ ቃለ-ጉባዔ

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በሚፈቀደው መሠረት ወይም እንደ አግባብነቱ በኢትዮጵያ የሠነድ ሙዓላ ንዋዮች ገበያ ውሳኔ መሠረት በተገለጸው ጊዜ እና ሁኔታ መከፈል ይኖርበታል፡፡

9.5. የተፈረመ የአክሲዮን ባለይዘታ፣ ከዚህ በፊት የነበረ ባለአክሲዮን እና የአላባ ጥቅም መብት ያለው ማንኛውም ሰው፣ በኢትዮጵያ የካፒታል ገበያ ባለሥልጣን መመሪያዎች እና በኢትዮጵያ የሠነድ ሙዓላ ንዋዮች ገበያ ደንቦች መሠረት፣ ተፈረመው ላልተከፈሉ አክሲዮኖች ክፍያ ለባንኩ በአንድነትና በነጠላ ኃላፊ ይሆናሉ፡፡

9.6. ዋጋቸው ያልተከፈለ አክሲዮኖች ቀሪ ክፍያ ጥሪ ከተደረገ በኋላ ይህንኑ በተወሰነው ቀን ካልተከፈለ የንግድ ሕግ አንቀጽ 289 ከንዑስ አንቀጽ 3 እስከ 7 የተመለከቱት ድንጋጌዎች፣ እንዲሁም አግባብነት ያላቸው የኢትዮጵያ የካፒታል ገበያ ባለሥልጣን መመሪያዎች እና የኢትዮጵያ የሠነድ ሙዓላ ንዋዮች ገበያ ደንብ ድንጋጌዎች ተፈፃሚ ይሆናሉ፡፡

ሠ) አንቀጽ 14 - የባለአክሲዮኖች መዝገብ

በባንኩ የተሻሻለ የመመሥረቻ ጽሑፍ አንቀጽ 14 ውስጥ የተካተቱት ድንጋጌዎች እንደሚከተለው ተሻሽሏል፡፡

14.1. በባንኩ የሚወጡ አክሲዮኖች ግዑዝ አልባ (dematerialized) በሆነ ኤሌክትሮኒክስ መልክ ይሆናሉ፡፡

14.2. አክሲዮን ማህበሩ በኢትዮጵያ የካፒታል ገበያ ባለሥልጣን መመሪያዎችና በሌሎች አግባብነት ባላቸው ሕጎች መሠረት የባለአክሲዮኖችን መዝገብ በኤሌክትሮኒክ ዘዴ መዝግቦ መያዝ አለበት፡፡

በዚህ መሠረት፡-

ሀ) ለሕዝብ ሽያጭ የቀረቡ እና ግዑዝ አልባ የተደረጉ አክሲዮኖች የተጠቃሚ የባለቤትነት መረጃን አክሲዮን ማህበሩ ተፈፃሚነት ባላቸው ሕግና መመሪያዎች መሠረት በማዕከላዊ የሠነድ ሙዓላ ንዋይ ግምጃ ቤት ያስመዘግባል፤

ለ) አክሲዮን ማህበሩ በዋና መሥሪያ ቤቱ ውስጥ በማዕከላዊ የሠነድ ሙዓላ ንዋይ ግምጃ ቤት ከተመዘገበው መረጃ ጋር ትክክለኛና ተመሳሳይ የባለአክሲዮኖች መዝገብ መያዝ ይኖርበታል፡፡ ይህ መዝገብ በሕግና መመሪያ መያዝ የሚገባውን መረጃዎችን አሟልቶ መያዝ የሚኖርበት ሲሆን፣ የባለአክሲዮኖች ሙሉ ስም፣ አድራሻ፣ ፆታ፣ ዜግነት፣ የአክሲዮኖች ቁጥር፣ የተከፈለና የተፈረመ አክሲዮን መጠን፣ ፋይዳ ቁጥር እንዲሁም ባለአክሲዮን በመዝገቡ ውስጥ የተመዘገበበት ቀን ያካትታል፡፡ እንዲሁም በማዕከላዊ የሠነድ ሙዓላ ንዋይ ግምጃ ቤት ጋር በመተባበር በወቅታዊ



መመሪያዎች ሲሆኑ፡፡

የአቢሲንያ ባንክ አ.ማ. የባለአክሲዮኖች 16^ኛ አስቸኳይ ጠቅላላ ጉባዔ ቃለ-ጉባዔ

Handwritten signatures and a circular official stamp at the bottom of the page.

14.3. በንዑስ አንቀጽ 14.2 (ለ) መሠረት የተደራጀው መዝገብ በባንኩ ዋና መሥሪያ ቤት በመደበኛ የሥራ ሰዓት ሁሉ ክፍት ይሆናል፡፡ ባለአክሲዮኖች እና ማንኛውም በሕግ የተፈቀደለት ሰው የተወሰነውን የአገልግሎት ክፍያ ሲፈጽም የመዝገቡን ግልባጭ ወይም በአጭሩ የተውጣጣ ጽሑፍ እንዲሰጠው አክሲዮን ማህበሩን መጠየቅ ይችላል፡፡

ረ) አንቀጽ 15.1 - የአክሲዮን ማስተላለፍ

ንዑስ አንቀጽ 15.1 እንደሚከተለው ተሻሽሏል፡፡

15.1. የአክሲዮን ማህበሩ አክሲዮኖች በነጻነት ሊተላለፉ ይችላሉ፡፡ የማንኛውም አክሲዮን ማስተላለፍ አግባብነት ባላቸው ሕጎችና መመሪያዎች መሠረት ይፈጸማል፡፡

ሰ) አንቀጽ 21 - ውክልና

በተሻሻለው የመመሥረቻ ጽሑፍ አንቀጽ 21 ሥር አዲስ ንዑስ አንቀጽ 21.4 ተጨማሪ ሆኖ ተካቶ በሚከተለው መልኩ ተሻሽሏል፡፡

24.1. ባለአክሲዮኖች በጠቅላላ ጉባዔ ላይ በተወካይ ለመሳተፍና ድምጽ ለመስጠት ውክልና ሲሰጡ በኢትዮጵያ ብሔራዊ ባንክ መመሪያ መሠረት ስለውክልና ተሳትፎ የተቀመጡ ገደቦች ተፈፃሚ ይሆናሉ፡፡

ሸ) አንቀጽ 29 - የዳይሬክተሮች ቦርድ ሥልጣን

በተሻሻለው የመመሥረቻ ጽሑፍ አንቀጽ 29.3.14 ሙሉ ለሙሉ ተሰርዞ የሚከተሉት ተከታታይ ንዑስ አንቀጾች በአንቀጽ 29 ሥር ተካተዋል፡፡

29.3.14. ባንኩ በሕግ በተፈቀደ ማንኛውም ዓይነት የካፒታል ገበያ አገልግሎት ሰጪ በመሆን በካፒታል ገበያ እንቅስቃሴዎች ላይ ተሳትፎ በማድረግ አገልግሎት መስጠት እንዲችል ይወስናል፤ ተቀጥላ ኩባንያዎች እንዲቋቋሙ ይወስናል፤ ወይም በሥራ ላይ ባለ ወይም አዲስ በሚቋቋም ኩባንያዎች ውስጥ የአክሲዮን ድርሻ እንዲገዛ ይወስናል፤

29.3.15. ባንኩ ከኢትዮጵያ ካፒታል ገበያ ባለሥልጣን የካፒታል ገበያ አገልግሎት አቅራቢነት ፈቃድ ለማግኘት የሚያስፈልጉትን ሁሉንም በሕግ የተፈቀዱ እርምጃዎች ይወስናል፤ ይወስናል፤

29.3.16. ባንኩ በኢትዮጵያ ካፒታል ገበያ ባለሥልጣን ምዝገባ ለማከናወን ማመልከቻዎችን ማጽደቅ፤ ከዚህ ጋር የተያያዙ ማንኛውም ዓይነት ተግባራትን ማከናወን፤ ውሳኔ መስጠት፤ ማረጋገጫዎችን መስጠት፤ አክሲዮን ለሽያጭ የሚቀርብበትን ዋጋ መወሰን፤ የአክሲዮኖች የሽያጭ ማቅረቢያ ጊዜን መወሰን፤ የድልድል ፖሊሲ ማጽደቅ፤ አክሲዮኖችን በኢትዮጵያ ካፒታል ገበያ ባለሥልጣን የማስመዝገብ እና ባንኩን በኢትዮጵያ የዳይሬክተሮች ቦርድ ማስመዝገብ ላይ ይወስናል፤ በሌሎች የሠነድ



Handwritten signatures and a circular official stamp at the bottom of the page.

ሙዓላ ንዋዮች ገበያ ማስመዝገብ ጋር በተያያዙ ጉዳዮች ላይ፤ ባልተማከለ የጠረጴዛ ዙሪያ ገበያ ግብይት ማከናወን ላይ ውሳኔ ይሰጣል፡፡

29.3.17. በኢትዮጵያ የካፒታል ገበያ ባለሥልጣን፤ በኢትዮጵያ የህንድ ሙዓላ ንዋዮች ገበያ፤ ባልተማከለ የጠረጴዛ ዙሪያ ገበያ እንዲሁም ለሌሎች ተቆጣጣሪ ተቋማት፤ በሕግና መመሪያ መሠረት የመግለጫ ግዴታዎች መፈፀማቸውን፤ የሪፖርት የማድረግ ግዴታዎች፤ እና ሌሎች የኮርፖሬት አስተዳደር ግዴታዎችን ጨምሮ ሁሉም የካፒታል ገበያ መስፈርቶች በተሟላ ሁኔታ መፈፀማቸውን ያረጋግጣል፡፡

29.3.18. ባንኩ በካፒታል ገበያ እንቅስቃሴዎች ላይ ለመሳተፍ የሚያስፈልጉ ወይም ተያያዥ የሆኑ ሁሉንም በሕግ የተፈቀዱ እርምጃዎችን በመውሰድ ውሳኔዎችን ይሰጣል፡፡

ቀ) አንቀጽ 33 - አክሲዮኖችን በዋስትና ስለማስቀመጥ

ነባሩ አንቀጽ 33.1 በሚከተለው መሠረት ተሻሽሏል፡፡

33.1. ገለልተኛ ዳይሬክተሮች ሳይጨምር፤ ሌሎች ዳይሬክተሮች ጋላፊነታቸውንና ተግባራቸውን በትክክልና በሚገባ ለመወጣታቸው ዋስትና ይሆን ዘንድ እያንዳንዳቸው በቁጥር 25 (ሃያ አምስት) የተመዘገቡ አክሲዮኖች በባንኩ ዘንድ ማስያዝ አለባቸው፡፡ ዳይሬክተሮቹ ካልለቀቁና ባንኩ በጋላፊነታቸው የሚፈለግባቸው ምንም ነገር አለመኖሩ ካልተረጋገጠ በስተቀር ዋስትናቸው አይወርድም፡፡



በ) አንቀጽ 47 - ስለምዝገባና ሪፖርቶችን ይፋ ስለማድረግ

በአንቀጽ 47 ሥር የሚከተለው ንዑስ አንቀጽ 47.3 ተጨምሯል፡፡

47.3. ባንኩ በኢትዮጵያ የካፒታል ገበያ ባለሥልጣን መመሪያዎች እና በኢትዮጵያ የህንድ ሙዓላ ንዋዮች ገበያ ደንብ በተወሰነው የጊዜ ሰሌዳ መሠረት፤ ለኢትዮጵያ የካፒታል ገበያ ባለሥልጣንና ለኢትዮጵያ የህንድ ሙዓላ ንዋዮች ገበያ ሁሉንም አስፈላጊ መረጃዎች ይሰጣል፡፡

10. ለጉባዔው የቀረቡ ሠነዶች

በንግድ ሕግ ቁጥር 387/3(ረ) መሠረት ከዚህ ቀጥሎ የተመለከቱት ሠነዶች ከዚህ ቃለ-ጉባዔ ጋር በአባሪነት ተያይዘዋል፡፡

- 10.1. በጉባዔው ላይ የተገኙ እና ያልተገኙ ባለአክሲዮኖችን የሚያሳይ የጉባዔው ተሳታፊዎች መመዝገቢያ ሠነድ (Attendance Sheet)፤
- 10.2. የዳይሬክተሮች ቦርድ ለጉባዔው ያቀረባቸው፡-
 - 10.2.1. የባንኩን ካፒታል ለማሳደግ የቀረበ የውሳኔ ሃሳብ፤ እና
 - 10.2.2. የባንኩን የመመሥረቻ ጽሑፍ ለማሻሻል የቀረበ የውሳኔ ሃሳብ

11. የዳይሬክተሮች እና የማህበሩ ጸሐፊ ማረጋገጫ

እኛ የአቢ.ሲ.ንያ ባንክ አክሲዮን ማህበር ዳይሬክተሮች እና የማህበሩ ጸሐፊ ማረጋገጫ ቃለ-ጉባዔ ሠነድ ጋር አባሪ ሆኖ

የአቢ.ሲ.ንያ ባንክ አ.ማ. የባለአክሲዮኖች 16ኛ አስቸኳይ ጠቅላላ ጉባዔ ቃለ-ጉባዔ

Handwritten signatures and a circular stamp of the National Bank of Ethiopia.

በተያያዘው የጉባዔው ተሳታፊዎች መመዝገቢያ ሠነድ (Attendance Sheet) ላይ ስማቸው፣ የፈረሟቸው እና የክፈሏቸው አክሲዮኖች ብዛት በስማቸው አንጻር በተመለከቱት ትይዩ የፈረሙት ባለአክሲዮኖች መስከረም 20 ቀን 2018 ዓ.ም. በተካሄደው የአክሲዮን ማገባረፍ 16ኛ አስቸኳይ ጠቅላላ ጉባዔ መገኘታቸውን እና ራሳቸው ወይም ሕጋዊ ወኪሎቻቸው በዚህ ቃለ-ጉባዔ ሠነድ ላይ የተገለጹትን ውሳኔዎች ማሳለፋቸውን በንግድ ሕግ አንቀጽ 387(1) መሠረት በሙሉ ስምና ፊርማችን እያረጋገጥን፣ በሠነዶቹ ላይ ስለተገለጹት ጉዳዮች እና ስለተላለፉት ውሳኔዎች ትክክለኛነት ስማቸው በሠነዶቹ ላይ በተዘረዘሩት ስዎችም ሆነ በሌላ በጉዳዩ ያገባኛል በሚል ወገን ለሚነሳ ማናቸውም የመብት ጥያቄ ኃላፊዎች መሆናችንን ጭምር እናረጋግጣለን፡፡

ተ/ቁ	የአስተዳዳሪዎች (የቦርድ አባላት) ስም	በአስተዳደር ምክር ቤት (በቦርድ) ውስጥ ያለው ኃላፊነት	የአስተዳዳሪው ወይም የወኪል ፊርማ
1	አቶ መኩንን ማንያዘዋል መካ	ሰብሳቢ	<i>[Signature]</i> ገንዘብ ገንዘብ
2	አቶ አዕምሮ በለጠ ስመኝ	ም/ሰብሳቢ	<i>[Signature]</i> የክፍያ ሰጪ
3	ወ/ሮ እመቤት ወልደሐር ይዘንጋው	አባል	<i>[Signature]</i> ኢንፎርሜሽን ቴክኖሎጂ
4	አቶ ካሳሁን ዘውዴ መንገሻ	አባል	<i>[Signature]</i> ንግድ
5	አቶ መሠረት መለስ ተፈራ	አባል	<i>[Signature]</i> ሰጪ
6	አቶ ሞላልኝ መለስ መንግሥቱ	አባል	<i>[Signature]</i> የገቢ ሰጪ
7	አቶ ሰለሞን አሉላ አውላቸው	አባል	<i>[Signature]</i> የገቢ ሰጪ
8	አቶ የሮም ገሠሠ የኔነህ	አባል	<i>[Signature]</i> የገቢ ሰጪ
9	ዶ/ር ይኸነው ዘውዴ ለማ	አባል	<i>[Signature]</i> የገቢ ሰጪ
10	አቶ ቴዎድሮስ ተስፋዬ ተሰማ	የማህበሩ ጸሐፊ	<i>[Signature]</i> ገንዘብ



3. Copies of the Company's tax documentation
 - 3.1. Taxpayer registration certificate



FEDERAL DEMOCRATIC REPUBLIC OF ETHIOPIA
 MINISTRY OF REVENUE
 FEDERAL INLAND REVENUE AUTHORITY



Taxpayer Registration Certificate

BANK OF ABYSSINIA

Name of Business/Individual

REGION : ADDIS ABABA CITY ADMINI
 CITY : ADDIS ABABA
 ZONE : CHERKOS KIFLE KETEMA
 WOREDA :
 KEBELE : 15/01
 HOUSE NO : 351/01
 FARMERS ASSOCIATION :

Registered Address

0000006979

Taxpayer Identification Number

Finance and Insurance - CREDIT INTERMEDIATION AND RELATED ACTIVITIES

Nature of Business

FIRA LARGE TAXPAYERS OFFICE

Issuing Authority

2004/03/11

Date of Issue

This certificate represents the sole and only registration as a taxpayer and supersedes all prior registration documentation.

The taxpayer is responsible for notifying the appropriate Tax Office of any change to the above information.

[Signature]
ASFAWESEN ALENE
 Large Taxpayers Office Head



3.2. Value Added Tax (“VAT”) Certificate



የኢትዮጵያ ፌዴራላዊ ዲሞክራሲያዊ ሪፐብሊክ
 በገቢዎች ሚኒስቴር
 የፌዴራል አገር ወስጥ ገቢ ባለሥልጣን
 የተጨማሪ እሴት ታክስ
የምዝገባ የምስክር ወረቀት
 Federal Democratic Republic of Ethiopia
 Ministry of Revenue
 Federal Inland Revenue Authority
 Value Added Tax
Registration Certificate

አቶ/ወ/ሮ ወይም የድርጅት ስም አቢሲንያ ባንክ
 የንግድ ስም (ካልዉ) አቢሲንያ ባንክ
 አድራሻ/ክ/አ/አ/ አዲስ አበባ ም/ ከፍለክተማ ቂርቆስ ወረዳ ፖ.ጣ.ቁ
 ተበሌ/ገ/ማህበር 15/01 የቤት ቁጥር 351/01 ስልክ ቁጥር _____
 የሆነና በገብር ክፋይ መለያ ቁጥር _____ የሚታወቁት በተጨማሪ እሴት ታክስ አዋጅ ቁጥር 285/ 1994
 አንቀጽ 16 ወይም አንቀጽ 18 መሰረት በተጨማሪ እሴት ታክስ ቁጥር 68784 ከ መጋቢት 1 ቀን 1999 ዓ.ም ጀምሮ ስለተመዘገቡ
 ይህ የምዝገባ ሰርተፊኬት ተሰጥቷል፡፡

Mr./s or Company Name BANK OF ABYSSINIA
 Trade name /If any/ BANK OF ABYSSINIA
 Address (Region) ADDIS ABABA Zone / Sub city KIRKOS KIFLE KETEMA Woreda NO WOREDA-142
 Kebele/Farmers Ass. 15/01 House No. _____ Telephone No. _____ P.O. Box _____
 Whose Taxpayer Identification Number (TIN) is 0000006979 has been registered in accordance with VAT Proclamation No. 285/2002
 Article 16 or Article 18 and hence, this VAT registration Number 68784 has been issued starting from 10-MAR-2007



የፌዴራል አገር ወስጥ ገቢ ባለሥልጣን
 ዋና ሥራ አስኪያጅ
 Federal Inland Revenue Authority
 General Manager

አዲስ አበባ
 Addis Ababa

15-MAR-2007/ 51085

3.3. Tax Clearance



The Federal Democratic Republic of Ethiopia
Ministry of Revenues
Electronic Clearance for Tax payer



Date: 11-NOV-25

Clearance No. 23622

To Whom it may Concern

Subject: Clearance Certificate for Annual Registration and Inspection of
Vehicles or Construction Equipment (Claudo)

Taxpayer Name: BANK OF ABYSSINIA
Taxpayer TIN Number: 0000006979
Tax center: MOR-LARGE TAX PAYERS OFFICE (LTO)

To obtain annual registration and inspection for vehicles or construction equipment, the taxpayer listed above, with the provided name and identification number, has requested an electronic tax clearance certificate.

We would like to inform you that, as the taxpayer has fulfilled its tax obligations up to the date this certificate is issued, the tax authority does not object to the taxpayer registering or inspecting its vehicle or construction equipment for the year 2018 E.C.

Name of Official: AMELEGETA WORKNEH

Signature



21678

4. Certified extract of the minutes of the meeting of the board of directors of the Company, authorising the offering of the securities

II. በአጀንዳው ላይ የተደረገ ውይይትና ውሳኔ

1. በረቂቅ አጀንዳው ላይ የጥቅም ጉዳት (Conflict of Interest) መኖሩን ግራግጥ፡-

ቦርዱ ረቂቅ አጀንዳውን ከግጽጭ በፊት ለሰብሰባው በተያዙት አጀንዳዎች ላይ የጥቅም ጉዳት ያለው አባል ካለ በኢትዮጵያ ብሔራዊ ባንክ (ኢ.ብ.ባ.) መመሪያ ቁጥር SBB/91/2024 መሠረት እንዲያሳውቅ የቦርዱ ሊተመንበር ለቦርድ አባላት አሳውቀዋል፡፡ በዚህ መሠረት በአጀንዳዎቹ ላይ የጥቅም ጉዳት አለኝ ያለ አባል የሌለ በመሆኑ ቦርዱ ሰብሰባውን ተገቢ አድርጎ፡፡

2. ረቂቅ አጀንዳውን ግጽጭ፡-

አጀንዳው በተረጋገጠው መሠረት ጸደቀ፡፡

3. በኢትዮጵያ ካፒታል ገበያ ባለሥልጣንና በኢትዮጵያ የሰነድ ሙያል ገዋይ ገበያ ለመመዘገብ ከግንደ-መዘገብ በተረጋገጠ የውሳኔ ሃሳብ ላይ ተወያይቶ መወሰን፡-

3.1. አጀንዳውን በተመለከተ ከዋና ሥራ አስፈጻሚ ገጽ 1 ቀን 2018 ዓ.ም. በቁጥር ዋሰለ/083/2018 የተላከ ሰነድ ከነአባሪው ለቦርድ አባላት የተሠራጨ ሲሆን፤ የዚህ ቃለ-ጉባዔም አባሪ ሆኖ ተያይዟል፡፡

3.2. በአጀንዳው ላይ የባንኩ ዋና ሥራ አስፈጻሚ ዝርዝር መግለጫ ሰጥተዋል፡፡ በመግለጫቸው ላይ የተነሱ ዋና ዋና ፍራ ጉዳዮችም፡-

- የኢትዮጵያ ካፒታል ገበያ ባለሥልጣን በአዋጅ ቁ. 1248/2013 የተቋቋመና በኢትዮጵያ ውስጥ የሰነድ ሙያል ገዋዮች ለሕዝብ የሚሸጡበትን እና የሰነድ ሙያል ገዋዮች ገብይት የሚፈጸሙበትን ሁኔታ እንዲቀጣጠር ሥልጣን የተሰጠው መሆኑን፤
- በአዋጁ እና ይህንን ተከትሎ በወጣው የሰነድ ሙያል ገዋዮች ለሕዝብ የግትረብና የገብይት መመሪያ ቁጥር 1030/2017 መሠረት ከምዘገባ ሃኝ ከተደረገ ሰነድ ሙያል ገዋዮች በስተቀር በኢትዮጵያ ውስጥ ያሉ ሁሉም ሰነድ ሙያል ገዋይ አውጪዎች በኢትዮጵያ ካፒታል ገበያ ባለሥልጣን እንዲመዘገቡ የሚያስገድድ መሆኑን፤
- በዚህ መሠረትም ባንኩን በኢትዮጵያ የንግድ ሕግ መሠረት የተቋቋመ አክሲዮን ግብር እንደመሆኑ ካፒታል ለግሳደግና የአክሲዮኖችን ሽያጭ ለግድረግ በኢትዮጵያ ካፒታል ገበያ ባለሥልጣን ምዘገባ ግድረግ ያለበት መሆኑን፤
- ባንኩን ይህንን ለግዝናዎን ይረዳው ዘንድ የገብይት አግዛሪ (Transaction Advisor) እና ገለልተኛ የሕግ አስተያየት አቅራቢ (External Legal Advisor) አገልግሎት ከሚሰጡ ድርጅቶች ጋር ተዋውሎ ለምዘገባ የሚያስፈልጉ ሰነዶችን እዘጋጅተው በግጥናተት ላይ መሆናቸውን፤
- ባንኩን መስከረም 20 ቀን 2018 ዓ.ም. ባደረገው 16ኛ የባለአክሲዮኖች አስቸኳይ ጉባዔ የመመሥረቻ ጽሑፍ ግብዥ አጀንዳ ሥር ባንኩን በኢትዮጵያ ካፒታል ገበያ ባለሥልጣን ለግስመዘገብ (Registration) ባንኩን በኢትዮጵያ የሰነድ ሙያል ገዋይ ገበያ ለግስመዘገብ (listing) እንዲሁም ከዚህ ጋር ተያያዥነት ያላቸው ተግባራትን በተመለከተ አግባብነት ያላቸውን ሕጎች መሠረት በግድረግ ቦርዱ ውሳኔ እንዲያሳልፍ ሥልጣን የተሰጠው መሆኑን፤



Handwritten signatures and a stamp at the bottom of the page.

- በመሆኑም ባንካችን በባለሥልጣን የመመዘኑ እና የሙዓላ ንዋይ ገበያ ላይ ለመሳተፍ የሚያስችሉ ተግባራትን ለማከናወን እንዲችል ቦርዱ ውሳኔ እንዲሰጥ የውሳኔ ሃሳብ ማቅረባቸውን በመገለጽ የምዝገባውን ዓላማ፣ ምዝገባው ሳይከናወን መቅረቱ የሚያስከትለውን ውጤት እንዲሁም በሰነድ ሙዓላ ንዋይ ገበያ ማስመዘኑ ያለውን ጥትምና አሉታዊ ተጽዕኖዎች በሰነድ ላይ በቀረበው መሠረት በዝርዝር አስረድተዋል፡፡

3.3. ቦርዱ ከአባላት የተሰጡ አስተያየቶች መሠረት በማድረግ ሰፊ ውይይት አድርጓል፡፡

3.4. በመጨረሻም ቦርዱ በማኔጅመንቱ በኩል የቀረበውን የውሳኔ ሃሳብ በመቀበል የኢትዮጵያ ካፒታል ገበያ ባለሥልጣን አዋጅ ቁ. 1248/2013 እና ይህንን ተከትሎ በወጣው የሰነድ ሙዓላ ንዋዮች ለሕዝብ የማቅረብና የግብይት መመሪያ ቁ. 1030/2017 መሠረት እቢሲንያ ባንክ አ.ግ. በኢትዮጵያ ካፒታል ገበያ ባለሥልጣን እና በኢትዮጵያ ሰነድ ሙዓላ ንዋይ ገበያ (ESX) እንዲመዘኑ ወስኗል፡፡

ከላይ በተጠቀሱት አጀንዳዎች ላይ ውይይት በማድረግና ውሳኔ በማሳለፍ የዕለቱ ስብሰባ ከቀትር በኋላ 9:00 ሰዓት ላይ ተጠናቋል፡፡

- 1) አቶ መኩንን ማንያዘዋል
- 2) አቶ አዕምሮ በለጠ
- 3) ወ/ር አሙቤት ወልደሐር
- 4) አቶ ካግሁን ዘውዴ
- 5) አቶ መሠረት መለሰ
- 6) አቶ ሞላላኝ መለሰ
- 7) አቶ ሰለሞን አሉላ
- 8) አቶ የርም ገሠሠ
- 9) ዶ/ር ይገነዘው ዘውዴ (በአቶ መሠረት መለሰ ወኪልነት)
- 10) አቶ ቴዎድሮስ ተስፋዬ



5. Certified extract of the minutes of the annual general meeting of the existing shareholders of the Company held on 30 September 2025, authorising the increase in capital

3.3. በንግድ ሕግ አንቀጽ 341 መሠረት የጉባዔውን ቃለ-ጉባዔ ያዘጋጁት የማህበሩ ጸሐፊ አቶ ቴዎድሮስ ተስፋዬ ተሰማ ናቸው::

4. በጉባዔው ላይ የተገኙ ዳይሬክተሮች

ተ/ቁ	ስም	ኃላፊነት	በተወካይ ከሆነ የተወካይ ዳይሬክተር ስም
1	አቶ መኰንን ማንያዘዋል መካ	ሰብሳቢ	
2	አቶ አዕምሮ በለጠ ስመኝ	ም/ሰብሳቢ	
3	ወ/ሮ እመቤት ወልደሐይቅ ይዘንጋው	አባል	
4	አቶ ካሣሁን ዘውዴ መንገሻ	አባል	
5	አቶ መሠረት መለሰ ተፈራ	አባል	
6	አቶ ሞላልኝ መለሰ መንግሥቱ	አባል	
7	አቶ ሰለሞን አሉላ አውላቸው	አባል	
8	አቶ የሮም ገሠሠ የኔነህ	አባል	
9	ዶ/ር ይኸነው ዘውዴ ለማ	አባል	

5. በጉባዔው ላይ ያልተገኙ ዳይሬክተር

ያልተገኘ የለም::

6. በጉባዔው ላይ የተገኙ ታዛቢዎች

ተ/ቁ	ስም	የወከሉት ድርጅት
1	አቶ ትንሳኤ ታዲዎስ	የኢትዮጵያ ብሔራዊ ባንክ
2	አቶ እምሻው አባተ	የኢትዮጵያ ብሔራዊ ባንክ
3	አቶ ደምረው አስጨናቂ	የሠነዶች ማረጋገጫና ምዝገባ ኤጀንሲ
4	አቶ ሸምሱ ሐሰን	የሠነዶች ማረጋገጫና ምዝገባ ኤጀንሲ

7. ምልዓተ ጉባዔ

7.1. ጠቅላላ የማህበሩ አባላት ብዛት 4,974

7.2. ጠቅላላ የማህበሩ የተፈረመ አክሲዮን ብዛት 15,000,000

7.3. በሰብሰባው የተገኙ አባላት ብዛት 1,510፤ የያዙት የተፈረመ አክሲዮን ብዛት 10,295,202 (68.63%)

7.4. በሰብሰባው ያልተገኙ አባላት ብዛት 3,464፤ የያዙት የተፈረመ አክሲዮን ብዛት 4,704,798 (31.37%)

የአቢሲንያ ባንክ አ.ማ. የባለአክሲዮኖች 16ኛ ለስጋይ ጭነት ስብሰባ ቃለ-ጉባዔ

Handwritten signatures and a circular official stamp of the National Bank of Ethiopia are present at the bottom of the page.

7.5. ለጉባዔው አስፈላጊ የሆነ የአክሲዮን ብዛት 5 ሚሊዮን (1/3)

በመሆኑም በንግድ ሕግ አንቀጽ 402 (4-ሀ) መሠረት ከማህበሩ ባለአክሲዮኖች 10,295,202 (68.63%) የሚወክሉ አባላት የተገኙ ስለሆነ በጉባዔው አጀንዳ ላይ ተወያይተው ውሳኔ የማሳለፍ ሥልጣን ያላቸው መሆኑ በድምጽ ቆጣሪዎች ተረጋግጦ ጉባዔው ስብሰባውን ቀጥሏል። በጉባዔው ላይ የተገኙትን እና ያልተገኙትን ባለአክሲዮኖች ስም ዝርዝር እና የያዙትን አክሲዮን መጠን የያዘ የጉባዔው ተሳታፊዎች መመዝገቢያ ሠነድ (Attendance Sheet) (ሰንጠረዥ-1) ከዚህ ቃለ-ጉባዔ ሠነድ ጋር በአባሪነት ተያይዟል።

8. የጉባዔው አጀንዳዎች

- 8.1. የባንኩን ካፒታል ለማሳደግ በዳይሬክተሮች ቦርድ በቀረበው የውሳኔ ሃሳብ ላይ ተወያይቶ መወሰን፤
- 8.2. የባንኩን የመመሥረቻ ጽሑፍ ማሻሻል፤

9. የጉባዔው ውይይት አጭር ቃልና ውሳኔ

9.1. የባንኩን ካፒታል ለማሳደግ በዳይሬክተሮች ቦርድ በቀረበው የውሳኔ ሃሳብ ላይ ተወያይቶ መወሰን፤

9.1.1. የባንኩን ካፒታል ለማሳደግ በዳይሬክተሮች ቦርድ በኩል የተዘጋጀው የውሳኔ ሃሳብ በስብሰባው ላይ ለተገኙ ባለአክሲዮኖች የተሠራጨ ሲሆን፤ የዚህ ቃለ-ጉባዔም አባሪ ሆኖ ተያይዟል።

9.1.2. የባንኩን ካፒታል ለማሳደግ አስፈላጊ የሆነበትን ምክንያት በማስመልከት የጉባዔው ሰብሳቢ መግለጫ ሰጥተዋል። በመግለጫቸውም ላይ የተነሱ ዋና ዋና ፍሬ ጉዳዮችም፡-

- አቢሲንያ ባንክ አ.ማ. ከተቋቋመበት እ.ኤ.አ ከ1996 ዓ.ም ጀምሮ ባለፉት 29 ዓመታት በባንክ ኢንዱስትሪው ውስጥ ከቀዳሚዎቹ ተርታ በመሆን ለሀገራችን ኢኮኖሚ የማይናቅ አስተዋጽኦ እያደረገ መሆኑን፤

- በተለይም ባለፉት ስድስት ዓመታት በዘመናዊ ቴክኖሎጂ ታግዞ አሠራሩን በማዘመን እና ለሁሉም ቃጠረተሰብ ተደራሽ ለመሆን በሠራው ሥራ ከዓመት ወደ ዓመት በነበረው የተሳካ ጉዞ ሁለንተናዊ ዕድገትና ለውጥ በማስመዘገብ ለባለአክሲዮኖቹ የተሻለ ጥቅም ለማስገኘት የሚያስችል አቋም በመገንባት ላይ እንደሚገኝ፤

- ባንኩ ጁን 30/2020 የነበረው የሒሳብ መግለጫ ላይ የነበረው አፈፃፀም በ2024/25 ከነበረው የሥራ አፈፃፀም አኳያ በዋና ዋና የፋይናንስ መለኪያዎች ሲታይ ትልቅ ዕድገት ማስመዘገቡን፤

- በተለይም ባንኩ ላለፉት 6 ዓመታት የነደፋቸውን የ5^ኛ ትውልድ መሪ ዕቅድ እና እ.ኤ.አ ከጁላይ 1/2024 ጀምሮ እየተገበረ የሚገኘውን 5 ዓመት መሪ ዕቅድ ተግባራዊ በማድረግ ለሁሉም ሕብረተሰብ ተደራሽ ለመሆን በዘመናዊ ቴክኖሎጂ በመታገዝ በሠራው ሥራ ከፍተኛ ሐብት ለመሰብሰብ እንደቻለና የደንበኞቹም ቁጥር ከጊዜ ወደጊዜ በመጨመር የገበያ ድርሻው እየሰፋ የሚገኝ መሆኑን፤

- ሆኖም የባንኩ ዕድገት ቀጣይነት ለማረጋገጥና በኢንዱስትሪው ውስጥ ተወዳዳሪ ሆኖ ያለውን የገበያ ድርሻ አስቀጥሎና ለማስጠበቅ አሁን ያለው የካፒታል መጠን ከባንኩ ፈጣን የሀብት ዕድገት አንጻር በቂ አለመሆኑን፤



የአቢሲንያ ባንክ አ.ማ. የባለአክሲዮኖች 16/ አባላት ጠቅላላ ጉባዔ ቃለ-ጉባዔ

- ይህንን መሠረት በማድረግ በባንኩ የባለአክሲዮኖች 15^ኛ አስቸኳይ ጠቅላላ ጉባዔ የባንኩ ካፒታል በብር 2.5 ቢሊዮን ማለትም ወደ ብር 17.5 ቢሊዮን እንዲያድግ ተወስኖ የነበረ ቢሆንም፤ ባንካችን በዚህ በባለአክሲዮኖች ጠቅላላ ጉባዔ ላይ የተላለፉ የካፒታል ማሳደግ ውሳኔዎችን ተግባራዊ ለማድረግ በሂደት ላይ እያለ የሠነድ ሙዓለ ንዋይን ለሕዝብ የማቅረብ እና የግብይት መመሪያ ቁጥር 1030/2017 በሥራ ላይ በመዋሉ፤ የካፒታል ማሳደግ ውሳኔው ተግባራዊ ሳይሆን መቅረቱን፤

በመሆኑም፡-

1ኛ) ባንኩ ባለፉት 5 ዓመታት በሥራ ላይ አውሎት የነበረው የ5 ዓመት መሪ ዕቅድ (እ.ኤ.አ. ጁን 30/2024 የተጠናቀቀው) ትግበራ የባንኩን ዕድገት ሁለንተናዊና አዎንታዊ በሚባል መልኩ በከፍተኛ ደረጃ የቀየረ በመሆኑ፤ በዚህም ምክንያት የባንኩ ሀብት መጠን ፈጣን ዕድገት የተመዘገበበት በመሆኑና በዚህ ወቅት የተገኙ መልካም ውጤቶችን በማጠናከር እ.ኤ.አ ከጁላይ 1/2024 ጀምሮ ተግባራዊ እየተደረገ ያለው የቀጣይ አምስት ዓመት መሪ ዕቅድ በማሳካት የባንኩን ፈጣን ዕድገት ለማስቀጠል ተመጣጣኝ የሆነ የካፒታል ዕድገት በማስፈለጉ፤

2ኛ) በመንግሥት በኩል በቅርቡ ተግባራዊ ከተደረገው የኢኮኖሚ ማሻሻያ እርምጃዎች አንዱ በሆነው ገበያ መር የውጭ ምንዛሬ ፖሊሲ መነሻነት የኢትዮጵያ ብር በውጭ ምንዛሬ አንጻር ያለው ተመን ከእጥፍ በላይ በመቀነሱ የባንኩ ካፒታል ከውጭ ምንዛሬ አንጻር ሲነጻጸር አነስተኛ ስለሆነ ይህንን በተወሰነ ደረጃ ለማሻሻል እንዲቻል፤

3ኛ) የባንክ ኢንደስትሪው ለውጭ ባለሀብቶች በመፈቀዱ የተወሰኑ የውጭ ባንኮች ወደሀገራችን የባንክ ኢንደስትሪ ገብተው ለመሥራት በዝግጅት ላይ በመሆናቸው ባንኩ አሁን ያለው የካፒታል መጠን በማሳደግ የገበያ ውድድሩን ለመቋቋም የሚያስችል አቅም መገንባት ያለበት በመሆኑ፤

4ኛ) ባንካችን ባለፉት ዓመታት ካፒታሉን እያሳደገ የመጣ ቢሆንም ተወዳዳሪ የግል ባንኮች ካሳደጉት መጠን አንጻር ዝቅተኛ በመሆኑ የባለአክሲዮኖች የመክፈል አቅም ባገናዘበ መልኩ በየዓመቱ ማሳደግ ተወዳዳሪ የሆነ የካፒታል አቅም እንዲኖር ማድረግ አስፈላጊ ስለሆነ፤

5ኛ) የኢትዮጵያ ብሔራዊ ባንክ የBasel II እና Basel III መመዘኛዎችን ተግባራዊ ለማድረግ በአንቅስቃሴ ላይ በመሆኑ በመመዘኛዎቹ መሠረት የባንኮች የካፒታል ሀብት ሽፋን ምጣኔ (Capital Adequacy Ratio) አሁን ካለው የስምንት በመቶ (8%) ሽፋን ከፍ ሊል ስለሚችል ባንካችንም ይህንን የካፒታል ምጣኔ መስፈርት ለማሟላት ከወዲሁ የካፒታል መጠኑን ማሳደግ እጅግ አስፈላጊ በመሆኑ፤

6ኛ) ካፒታል ማሳደግ የባንኩን የማበደርና የውጭ ምንዛሬ የመያዝ አቅም (Foreign Currency Position) ስለሚያሳድገው ይኸውም የባንኩ ደንበኞችም ሆኑ በውጭ አገር ያሉ አጋር ባንኮች በባንኩ ላይ ያላቸው አጋጣሚ እንዲጠነከር የሚያስችል በመሆኑ፤

7ኛ) ባንኩ የሚኖረውን ገንቢ ያወቅጥበት አቅም (Liquidity Position) እንዲሻሻል በማድረግ ያሉበትን



የአቢሲንያ ባንክ አ.ማ. የባለአክሲዮኖች 15^ኛ አስቸኳይ ጠቅላላ ጉባዔ ቃለ-ጉባዔ

Handwritten signatures and initials at the bottom of the page.

የተለያዩ ግዴታዎች በወቅቱና በአግባቡ እንዲወጣና ሊገጥሙ የሚችለውን ማናቸውም ዓይነት አደጋ (Risk) የመቋቋም አቅሙን እንዲጨምር ስለሚረዳ፤

በአጠቃላይ የባንኩን ተከታታይ ዕድገት ለማስቀጠል፤ ትርፋማነቱንና ከፍተኛ የኢንቨስትመንት ውጤት (high return on investment) ለማረጋገጥ እንዲቻል የባለአክሲዮኖችን የመክፈል አቅም ባገናዘበ መልኩ የባንኩን ካፒታል ለማሳደግ ቦርዱ የውሳኔ ሃሳቡን ለጉባዔው ማቅረቡን በመግለጽ ዝርዝሩን ከአፈፃፀሙ ለጉባዔው አቅርቦዋል፡፡

9.1.3. በተሰጠው መግለጫ እና በቀረበው የውሳኔ ሃሳብ ላይ የጉባዔው አባላት፡-

- በዳይሬክተሮች ቦርድ የቀረበው የውሳኔ ሃሳብ ወቅታዊና የባለአክሲዮኖችን አቅም ባገናዘበ መልኩ ተዘጋጅቶ የቀረበ ስለሆነ ተቀብለን ብናጸድቀው፤
- ሽያጩ የሚጀመርበትና የሚያበቃበት ቀን በውሳኔው ላይ ቢቀመጥና የክፍያ ቀኑ ረዘም ቢደረግ ጥሩ ነው፤
- ተጨማሪ አክሲዮን የሚፈልጉ ባለአክሲዮኖች በዝግ ሒሳብ የሚያስቀምጡት ገንዘብ ውሳኔ አግኝቶ አክሲዮኑ የሚገዛበትና ቀሪው ገንዘብ የሚለቀቅበት ጊዜ ቢገለጽ፤
- አክሲዮኑ እንዲያደግ የሚወሰነው በአስቸኳይ ጠቅላላ ጉባዔው እስከሆነ ድረስ የሚሸጥበት ዋጋ የመወሰን ሥልጣን ለቦርዱ የሚሰጥበት ምክንያት ግልጽ አይደለም፤
- አንድ አክሲዮን የሚሸጥበትን ዋጋ በተመለከተ የተዘጋጀው የውሳኔ ሃሳብ ምንድነው? የውሳኔ ሃሳቡ ለጉባዔው ቀርቦ መጽደቅ የለበትም ወይ? የሚሉ አስተያየቶችና ጥያቄዎች ተሰንዝረዋል፡፡

9.1.4. ከጉባዔው አባላት ለተሰነዘሩት አስተያየቶች የጉባዔው ሰብሳቢ እና የባንኩ ዋና ሥራ አስፈፃሚ በሰጡት መልስ፡-

- አዲስ ተግባራዊ በተደረገው የካፒታል ገበያ አዋጅ እና እሱን መሠረት ተደርጎ በወጣው ደንብ መሠረት አዲስ የወጣ አክሲዮን መሸጫ ጊዜ 90 ቀን በመሆኑ ይህንን የመሸጫ ጊዜ ለማሳጠር ካልሆነ በቀር ጊዜውን ለማራዘም የማይቻል መሆኑን፤
- አክሲዮን የሚገዛበትን ቀን እና ሽያጩ የሚያልቅበትን ቀን ሊወሰን የሚችለው የአስቸኳይ ጉባዔው ውሳኔ የወሰንበት ቃለ-ጉባዔ በኢትዮጵያ ብሔራዊ ባንክ በኩል ጸድቆ ለካፒታል ገበያ ባለሥልጣን የአክሲዮን ሽያጩ ውሳኔ ቀርቦ ተቀባይነት ካገኘ በኋላ ስለሆነ ትክክለኛው ጊዜ ባልተወቀበት በውሳኔው ላይ ይህንን መጥቀስ የማይቻል መሆኑን፤
- የአንድ አክሲዮን ዋጋ መወሰን የቢዝነስ ውሳኔ ስለሆነ ባንኩ በቀጠረው የትራንዛክሽን አማካሪ በኩል የሚቀርበውን የውሳኔ ሃሳብ መሠረት በማድረግ የባለአክሲዮኖችን ጥቅም ባገናዘበ መልኩ መወሰን ያለበት የዳይሬክተሮች ቦርድ መሆኑን፤
- የአንድ አክሲዮን መሸጫ ዋጋ ስንት መሆን አለበት የሚለውን ለመወሰን በትራንዛክሽን አማካሪ በኩል ጥናቱ እየተሠራ ሲሆን ተሠርቶ እንደቀረበ ቦርዱ በጉዳዩ ላይ ተወያይቶ ውሳኔ የሚሰጥበት መሆኑን ገለጸዋል፡፡

የአቢሲንያ ባንክ አ.ማ. የባለአክሲዮኖች 16ኛ ስብሰባ ጠቅላላ ጉባዔ ቃለ-ጉባዔ








9.1.5. ውሳኔ

ጠቅላላ ጉባዔውም በን/ሕ/ቁ 402(1) መሠረት የዳይሬክተሮች ቦርድ ያቀረበውን የውሳኔ ሃሳብ በሙሉ ድምጽ በመቀበል የሚከተለውን ውሳኔ ወስኗል፡-

9.1.5.1. ኅዳር 5 ቀን 2017 ዓ.ም. በተደረገው የባንኩ የባለአክሲዮኖች 15ኛ አስቸኳይ ጠቅላላ ጉባዔ በን/ሕ/ቁ 402(1) መሠረት የባንኩን ካፒታል ለማሳደግ ቦርዱ ያቀረበውን የውሳኔ ሃሳብ በሙሉ ድምጽ በመቀበል የባንኩ የተፈረመ ካፒታል ብር 15 ቢሊዮን ላይ ብር 2.5 ቢሊዮን ተጨምሮ የተፈረመው ካፒታል ወደ ብር 17.5 ቢሊዮን እንዲያድግ የወሰነው ውሳኔ ሽሮታል፡፡

9.1.5.2. የባንኩ የተፈረመ ካፒታል ብር 5 ቢሊዮን (አምስት ቢሊዮን ብር) ዋጋ ባላቸው በቁጥር 5 ሚሊዮን በሆኑ ተራ አዲስ አክሲዮኖች እንዲያድግ፤

9.1.5.3. በዚህ መሠረት አዲስ አክሲዮኖች ለነባር ባለአክሲዮኖች ባላቸው የአክሲዮን ድርሻ መጠን በፕሮፖዥን እንዲገዙና ቅድሚያ የመግዛት መብታቸውን ከዚህ ቀጥሎ በተመለከተው መሠረት እንዲሆን፡-

9.1.5.3.1. ነባር ባለአክሲዮኖች ቅድሚያ የመግዛት መብታቸውን የአዲስ አክሲዮኖች ሽያጭ በተጀመረ በ90 ተከታታይ ቀናት ውስጥ መጠቀም ይችላሉ፡፡ ባለአክሲዮኖቹ ከተመደቡላቸው አዲስ አክሲዮኖች በሙሉ ወይም በከፊል ለመግዛት የወሰኑትን መጠን ጠቅላላ ዋጋው በ90 ቀናት ውስጥ መክፈል ይኖርባቸዋል፡፡

9.1.5.3.2. ባለአክሲዮኖች የተመደቡላቸውን አክሲዮን ለመግዛት ሲቀርቡ ተጨማሪ አክሲዮን ለመግዛት ፍላጎት ካላቸው ለመግዛት የሚፈልጉትን ተጨማሪ አክሲዮን ጠቅላላ ዋጋ ከላይ በተመለከተው 90 ቀናት ውስጥ በዝግ ሒሳብ ማስያዝ ይኖርባቸዋል፡፡

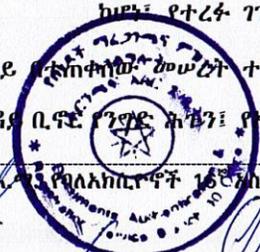
9.1.5.3.3. ባለአክሲዮኖች የተመደቡላቸውን አክሲዮን ሳይገዙ ቀርተው ያልተሸጠ አክሲዮን ቢኖር ተጨማሪ አክሲዮን ለመግዛት ፍላጎታቸውን አስቀድመው በጽሑፍ ለገለጹና ጠቅላላ ዋጋውን በዝግ ሂሳብ ላስያዙ ባለአክሲዮኖች በወቅቱ ባላቸው አክሲዮን መጠን በፕሮፖዥን ተመደቦ ሽያጭ ይፈጸማል፡፡

9.1.5.3.4. በተራ ቁ. 9.1.5.3 በተገለጸው ሁኔታ ነባር ባለአክሲዮኖች ተጨማሪ አክሲዮኖች ለመግዛት ፍላጎታቸውን ካሳወቁበትና በዝግ ካስያዙት ገንዘብ መጠን ያነሰ አክሲዮን የሚመደብላቸው ከሆነ፤ በዝግ ካስቀመጡት ገንዘብ ላይ ልዩነቱ ወደ ሂሳባቸው ተመላሽ ይደረጋል፡፡

9.1.5.3.5. ለሽያጭ የቀረቡ አዲስ አክሲዮኖች በነባር ባለአክሲዮኖች በከፊል ብቻ የተገዙ ከሆኑ፤ የተረፉ ገዢ ያላገኙ አክሲዮኖች ይሰረዛሉ፡፡

9.1.5.4. ከላይ በተጠቀሰው መሠረት ተፈጻሚ ለማድረግ ማናቸውም ከአፈፃፀሙ ጋር ውሳኔ የማጠናቀቅ ጉዳይ ቢኖር የንግድ ስነ ስርዓት፣ የኢትዮጵያ የካፒታል ገበያ ባለሥልጣን ያወጣቸውን መመሪያዎች፤

የአቢሲንያ ባንክ አ.ማ. የባለአክሲዮኖች ጤራ ስነ ስርዓት ላይ ጠቅላላ ጉባዔ ቃለ-ጥባቤ



እንዲሁም የባንኩን መመሥረቻ ጽሑፍ እና ማሻሻያዎቹን መሠረት በማድረግ የዳይሬክተሮች ቦርድ እንዲወስንና እንዲያስፈጽም ወስኗል፡፡

9.2. የባንኩን የመመሥረቻ ጽሑፍ ማሻሻል፤

9.2.1. የጉባዔው ሰብሳቢ የመመሥረቻ ጽሑፉን ማሻሻል ያስፈለገበትን ምክንያት በማስመልከት በሰጡት መግለጫ፡-

- የአዲስ አበባ ባንክ አ.ማ. የባለአክሲዮኖች 14ኛ አስቸኳይ ጉባዔ በወሰነው መሠረት ጥር 17 ቀን 2016 ዓ.ም. በሠነዶች ማረጋገጫና ምዝገባ አገልግሎት ተመዝግቦ በሥራ ላይ የዋለው የአዲስ አበባ ባንክ አ.ማ. የተሻሻለው የመመሥረቻ ጽሑፍ በኢትዮጵያ የካፒታል ገበያን ተግባራዊ ለማድረግ ከወጣው የካፒታል ገበያ አዋጅ ቁጥር 1248/2021፣ ከኢትዮጵያ ካፒታል ገበያ ባለሥልጣን በኩል ከወጡ መመሪያዎች እና የኢ.ብ.ባ. የኮርፖሬት አስተዳደር መመሪያ ቁጥር SBB/91/2024 ድንጋጌዎች አንጻር ሊሻሻሉ እንዲሁም ሊለወጡ የሚገባቸው ድንጋጌዎች መኖራቸውን፤
- ይህንኑ ተግባራዊ ለማድረግ እንዲቻል የዳይሬክተሮች ቦርድ ለአስቸኳይ ጠቅላላ ጉባዔው የውሳኔ ሃሳብ ማቅረቡን በመግለጽ ስለሚሻሻሉትና ሊለወጡ ስለሚገባቸው አንቀጾች ከምክንያታቸው በስብሰባው ለተገኙ ባለአክሲዮኖች በተሠራጨው ሠነድ ላይ የተመለከተ ስለሆነ ጉባዔው በዚህ ላይ ተወያይቶ እንዲወስን ጠይቀዋል፡፡

9.2.2. ከጉባዔው አባላት በማሻሻያው ላይ የቀረበ ጥያቄም ሆነ የተሰጠ አስተያየት የሌለ በመሆኑ ጉባዔው የሚከተለውን ውሳኔ አሳልፏል፡፡

9.2.3. ውሳኔ

ጉባዔውም በዳይሬክተሮች ቦርድ የቀረበውን የውሳኔ ሃሳብ በሙሉ ድምጽ ተቀብሎ የመመሥረቻ ጽሑፉን አንቀጾች ከዚህ በታች በተመለከተው መሠረት እንዲሻሻሉና እንዲለወጡ ወስኗል፡፡

ሀ) አንቀጽ 4 - የአክሲዮን ማህበሩ የንግድ ዓላማዎችና የሥራ መስክ በዚህ አንቀጽ ሥር አዲስ ድንጋጌዎች አንቀጽ 4.26 እና አንቀጽ 4.27 ተብለው ተጨምረው አሁን ያለው አንቀጽ 4.26 ግን አንቀጽ 4.28 ሆኖ ከዚህ በታች እንደተመለከተው ተቀይሯል፡፡

4.26. በባንክና የካፒታል ገበያ ሕጎችና መመሪያዎች ወሰን ውስጥ እና በተገቢው የተቆጣጠሪ ባለሥልጣን ፈቃድ እና መስፈርቶች መሠረት፣ የተለያዩ ዓይነት ሠነድ ሙዓላ ንዋይን፣ አክሲዮኖች፣ የዕዳ ሠነድ ሙዓላ ንዋይ ማውጣት፣ ለሽያጭ ማቅረብ፣ እና መገበያየት፤

4.27. በቀጥታ ወይም ፈቃድ ባለው በተቀጥላ ኩባንያ በኩል፣ ሌሎች ማናቸውም በሕግ የሚፈቀዱትን ጨምሮ በሚከተሉት የካፒታል ገበያ አገልግሎት ሥራዎች ላይ መሰማራት፡-

- ሀ. የሠነድ ሙዓላ ንዋዮች የድለላ አገልግሎት (security dealing and brokerage) የሠነድ ሙዓላ ንዋዮች የግብይት አገልግሎት እንዲሁም የዲጂታል የሠነድ ሙዓላ ንዋዮች የድለላ አገልግሎት፤
- ለ. የኢንሰሎት መስጫ አገልግሎት፣ እንዲሁም በውክልና ሽያጭ (underwriting) አገልግሎት መስጠት፤

የአዲስ አበባ ባንክ አ.ማ. የባለአክሲዮኖች 16ኛ አስቸኳይ ጠቅላላ ጉባዔ ቃለ-ጥባቤ



- ሐ. የሠነድ ሙዓላ ንዋዮች ጠባቂ (Securities Custodian) አገልግሎት መስጠት፤
- መ. የሠነድ ሙዓላ ንዋዮች ገበያ ከፋች (market-making) አገልግሎት መስጠት፤
- ሠ. የሠነድ ሙዓላ ንዋዮች ፖርትፎሊዮ አስተዳደር እና በሕግ የተፈቀዱ ሌሎች ተዛማጅ የካፒታል ገበያ አገልግሎቶች መስጠት፤

4.28. ለአስተማማኝ የባንክ ሥራ ጠቃሚ በሆኑና ማናቸውም በሕግ የሚፈቀዱ ከላይ ከተጠቀሱት ተግባራት ጋር ግንኙነት ያላቸውን ተመሳሳይ ወይም ተዛማጅነት ያላቸውንና የኢንቨስትመንት እንቅስቃሴዎችና ሌሎችንም የባንኩን ዓላማዎች የሚያራምዱ ሁሉንም ዓይነት የንግድ ሥራዎች ያከናውናል፡፡

ለ) አንቀጽ 5 - የአክሲዮን ማህበሩ ዋና ገንዘብ (ካፒታል)

የባንኩ የተሻሻለ የመመሥረቻ ጽሑፍ አንቀጽ 5 ንዑስ አንቀጽ 5.1፣ 5.2 እና 5.3 ሥር የተገለጹት ድንጋጌዎች የማህበሩን የተፈረመና የተከፈለ ካፒታል መሠረት በማድረግ እንደሚከተለው ተሻሽለዋል፡፡

- 5.1. የባንኩ የተፈረመ ካፒታል ብር 15,000,000,000.00 (አሥራ አምስት ቢሊዮን) ነው፡፡
- 5.2. ከዚህ በላይ የተመለከተው የተፈረመ ካፒታል እያንዳንዳቸው ብር 1,000.00 (አንድ ሺህ) ዋጋ ባላቸው 15,000,000 (አሥራ አምስት ሚሊዮን) ተራና የተመዘገቡ አክሲዮኖች የተከፋፈለ ነው፡፡
- 5.3. የማህበሩ የተፈረመ ካፒታል ሙሉ በሙሉ በጥሬ ገንዘብ ተከፍቷል፡፡

ሐ) አንቀጽ 6 - የአክሲዮን ይዞታ ገደብ

የባንኩ የተሻሻለው የመመሥረቻ ጽሑፍ አንቀጽ 6.1 ሙሉ ለሙሉ ተሰርዞ አንቀጽ 6.2 ቁጥሩ 6.1 ተደርጎ ተስተካክሏል፡፡

መ) አንቀጽ 9 - አክሲዮኖች የሚወጡበት ዋጋ፣ የአክሲዮኖች አከፋፈልና ቀሪ ዋጋቸው ላልተከፈለ አክሲዮኖች ስለሚኖር ኃላፊነት

የነገሩ መመሥረቻ ጽሑፍ አንቀጽ 9 በሚከተሉት አዲስ ተጨማሪ ድንጋጌዎች እንዲሁም በነገሩ አንቀጽ ከ9.1 እስከ 9.5 ያሉት ተሰርዞ በምትካቸው ከዚህ በታች በተመለከተው መሠረት ከ9.4 እስከ 9.6 ሆነው ተካተዋል፡፡

- 9.1. አክሲዮን ማህበሩ አክሲዮኖችን ከተፈረመው ዋጋ ባነሰ ዋጋ ማውጣት አይችልም፡፡
- 9.2. አክሲዮን ማህበሩ አክሲዮኖችን ከተፈረመው ዋጋ በሚበልጥ ዋጋ ማውጣት ይችላል፡፡
- 9.3. የጠቅላላ ጉባዔው የሚፈቅደውን የካፒታል ጭማሪ መሠረት በማድረግ እና አግባብነት ያለው ሕግና መመሪያ ተከትሎ አክሲዮኖች ከተፈረመው ዋጋ በሚበልጥ ዋጋ እንዲወጡና አክሲዮኖች ስለሚኖሩበትን ዋጋ የዳይሬክተሮች ቦርድ ይወስናል፡፡
- 9.4. የአዲስ አክሲዮኖች አገልግሎት ሰጪ ሰነድ፣ የአክሲዮን ገዢው የፈረማቸውን የአክሲዮኖች ዋጋ ለማወቅ በሚያስፈልገው ሰነድ መሰረት ወይም በኢትዮጵያ የካፒታል ገበያ ባለሥልጣን



Handwritten signatures and initials in blue ink at the bottom of the page.

በሚፈቀደው መሠረት ወይም እንደ አግባብነቱ በኢትዮጵያ የሠነደ ሙዓላ ንዋዮች ገበያ ውሳኔ መሠረት በተገለጸው ጊዜ እና ሁኔታ መከፈል ይኖርበታል፡፡

9.5. የተፈረመ የአክሲዮን ባለይዞታ፣ ከዚህ በፊት የነበረ ባለአክሲዮን እና የአላባ ጥቅም መብት ያለው ማንኛውም ሰው፣ በኢትዮጵያ የካፒታል ገበያ ባለሥልጣን መመሪያዎች እና በኢትዮጵያ የሠነደ ሙዓላ ንዋዮች ገበያ ደንቦች መሠረት፣ ተፈርመው ላልተከፈሉ አክሲዮኖች ክፍያ ለባንኩ በአንድነትና በነጠላ ኃላፊ ይሆናሉ፡፡

9.6. ዋጋቸው ያልተከፈለ አክሲዮኖች ቀሪ ክፍያ ጥሪ ከተደረገ በኋላ ይህንኑ በተወሰነው ቀን ካልተከፈለ የንግድ ሕግ አንቀጽ 289 ከንዑስ አንቀጽ 3 እስከ 7 የተመለከቱት ድንጋጌዎች፣ እንዲሁም አግባብነት ያላቸው የኢትዮጵያ የካፒታል ገበያ ባለሥልጣን መመሪያዎች እና የኢትዮጵያ የሠነደ ሙዓላ ንዋዮች ገበያ ደንብ ድንጋጌዎች ተፈፃሚ ይሆናሉ፡፡

ሠ) አንቀጽ 14 - የባለአክሲዮኖች መዝገብ

በባንኩ የተሻሻለ የመመሥረቻ ጽሑፍ አንቀጽ 14 ውስጥ የተካተቱት ድንጋጌዎች እንደሚከተለው ተሻሽሏል፡፡

14.1. በባንኩ የሚወጡ አክሲዮኖች ግዑዝ አልባ (dematerialized) በሆነ ኤሌክትሮኒክ መልክ ይሆናሉ፡፡

14.2. አክሲዮን ማህበሩ በኢትዮጵያ የካፒታል ገበያ ባለሥልጣን መመሪያዎችና በሌሎች አግባብነት ባላቸው ሕጎች መሠረት የባለአክሲዮኖችን መዝገብ በኤሌክትሮኒክ ዘዴ መዝግቦ መያዝ አለበት፡፡

በዚህ መሠረት፡-

ሀ) ለሕዝብ ሽያጭ የቀረቡ እና ግዑዝ አልባ የተደረጉ አክሲዮኖች የተጠቃሚ የባለቤትነት መረጃን አክሲዮን ማህበሩ ተፈፃሚነት ባላቸው ሕግና መመሪያዎች መሠረት በማዕከላዊ የሠነደ ሙዓላ ንዋይ ግምጃ ቤት ያስመዘገባል፤

ለ) አክሲዮን ማህበሩ በዋና መሥሪያ ቤቱ ውስጥ በማዕከላዊ የሠነደ ሙዓላ ንዋይ ግምጃ ቤት ከተመዘገበው መረጃ ጋር ትክክለኛና ተመሳሳይ የባለአክሲዮኖች መዝገብ መያዝ ይኖርበታል፡፡ ይህ መዝገብ በሕግና መመሪያ መያዝ የሚገባውን መረጃዎችን አሟልቶ መያዝ የሚኖርበት ሲሆን፣ የባለአክሲዮኖች ሙሉ ስም፣ አድራሻ፣ የታ፣ ዜግነት፣ የአክሲዮኖች ላይገጽ፣ የተከፈለና የተፈረመ አክሲዮን መጠን፣ ፋይዳ ቁጥር እንዲሁም የባለአክሲዮን መዝገብ ውስጥ የተመዘገበበት ቀን ያካትታል፡፡ እንዲሁም በማዕከላዊ የሠነደ ሙዓላ ንዋይ ግምጃ ቤት ጋር በመተባበር በወቅታዊ መረጃዎች ይሰጥታል፡፡



የአቢሲንያ ባንክ አ.ማ. የባለአክሲዮኖች 16^ኛ አስቸኳይ ጠቅላላ ጉባዔ ቃለ-ጉባዔ 9

14.3. በንዑስ አንቀጽ 14.2 (ለ) መሠረት የተደራጀው መዝገብ በባንኩ ዋና መሥሪያ ቤት በመደበኛ የሥራ ሰዓት ሁሉ ክፍት ይሆናል። ባለአክሲዮኖች እና ማንኛውም በሕግ የተፈቀደለት ሰው የተወሰነውን የአገልግሎት ክፍያ ሲፈጽም የመዝገቡን ግልባጭ ወይም በአጭሩ የተውጣጣ ጽሑፍ እንዲሰጠው አክሲዮን ማህበሩን መጠየቅ ይችላል።

ረ) አንቀጽ 15.1 - የአክሲዮን ማስተላለፍ

ንዑስ አንቀጽ 15.1 እንደሚከተለው ተሻሽሏል።

15.1. የአክሲዮን ማህበሩ አክሲዮኖች በጸንት ሊተላለፉ ይችላሉ። የማንኛውም አክሲዮን ማስተላለፍ አግባብነት ባላቸው ሕጎችና መመሪያዎች መሠረት ይፈጸማል።

ሰ) አንቀጽ 21 - ውክልና

በተሻሻለው የመመሥረቻ ጽሑፍ አንቀጽ 21 ሥር አዲስ ንዑስ አንቀጽ 21.4 ተጨማሪ ሆኖ ተካቶ በሚከተለው መልኩ ተሻሽሏል።

24.1. ባለአክሲዮኖች በጠቅላላ ጉባዔ ላይ በተወካይ ለመሳተፍና ድምጽ ለመስጠት ውክልና ሲሰጡ በኢትዮጵያ ብሔራዊ ባንክ መመሪያ መሠረት ስለውክልና ተሳትፎ የተቀመጡ ገደቦች ተፈፃሚ ይሆናሉ።

ሸ) አንቀጽ 29 - የዳይሬክተሮች ቦርድ ሥልጣን

በተሻሻለው የመመሥረቻ ጽሑፍ አንቀጽ 29.3.14 ሙሉ ለሙሉ ተሰርዞ የሚከተሉት ተከታታይ ንዑስ አንቀጾች በአንቀጽ 29 ሥር ተካተዋል።

29.3.14. ባንኩ በሕግ በተፈቀደ ማንኛውም ዓይነት የካፒታል ገበያ አገልግሎት ሰጪ በመሆን በካፒታል ገበያ እንቅስቃሴዎች ላይ ተሳትፎ በማድረግ አገልግሎት መስጠት እንዲችል ይወስናል፤ ተቀጥሎ ከባንያዎች እንዲቋቋሙ ይወስናል፤ ወይም በሥራ ላይ ባለ ወይም አዲስ በሚቋቋም ከባንያዎች ውስጥ የአክሲዮን ድርሻ እንዲገዛ ይወስናል፤

29.3.15. ባንኩ ከኢትዮጵያ ካፒታል ገበያ ባለሥልጣን የካፒታል ገበያ አገልግሎት አቅራቢነት ፈቃድ ለማግኘት የሚያስፈልጉትን ሁሉንም በሕግ የተፈቀዱ እርምጃዎች ይወስናል፤ ይወስናል፤

29.3.16. ባንኩ በኢትዮጵያ ካፒታል ገበያ ባለሥልጣን ምዝገባ ለማከናወን ማመልከቻዎችን ማጽደቅ፤ ከዚህ ጋር የተያያዙ ማንኛውም ዓይነት ተግባራትን ማከናወን፤ ውሳኔ መስጠት፤ ማረጋገጫዎችን መስጠት፤ አክሲዮን ለሽያጭ የሚቀርብበትን ዋጋ መወሰን፤ የአክሲዮኖች የሽያጭ ማቆላለጫ ጊዜን መወሰን፤ የድልድል ፖሊሲ ማጽደቅ፤ አክሲዮኖች በኢትዮጵያ የካፒታል ገበያ ባለሥልጣን የማስመዝገብ እና ባንኩን በኢትዮጵያ የሠነድ መሣሪያ ገበያ ማስመዝገብ ላይ ይወስናል፤ በሌሎች የሠነድ



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ሙዓለ ንዋዮች ገበያ ማስመዘገብ ጋር በተያያዙ ጉዳዮች ላይ፤ ባልተማከለ የጠረጴዛ ዙሪያ ገበያ ግብይት ማከናወን ላይ ውሳኔ ይሰጣል፡፡

29.3.17. በኢትዮጵያ የካፒታል ገበያ ባለሥልጣን፤ በኢትዮጵያ የሠነድ ሙዓለ ንዋዮች ገበያ፤ ባልተማከለ የጠረጴዛ ዙሪያ ገበያ እንዲሁም ለሌሎች ተቆጣጣሪ ተቋማት፤ በሕግና መመሪያ መሠረት የመግለጫ ግዴታዎች መፈፀማቸውን፤ የሪፖርት የማድረግ ግዴታዎች፤ እና ሌሎች የኮርፖሬት አስተዳደር ግዴታዎችን ጨምሮ ሁሉም የካፒታል ገበያ መስፈርቶች በተሟላ ሁኔታ መፈፀማቸውን ያረጋግጣል፡፡

29.3.18. ባንኩ በካፒታል ገበያ እንቅስቃሴዎች ላይ ለመሳተፍ የሚያስፈልጉ ወይም ተያያዥ የሆኑ ሁሉንም በሕግ የተፈቀዱ እርምጃዎችን በመውሰድ ውሳኔዎችን ይሰጣል፡፡

ቀ) አንቀጽ 33 - አክሲዮኖችን በዋስትና ስለማስቀመጥ

ነባሩ አንቀጽ 33.1 በሚከተለው መሠረት ተሻሽሏል፡፡

33.1. ገለልተኛ ዳይሬክተሮች ሳይጨምር፤ ሌሎች ዳይሬክተሮች ኃላፊነታቸውንና ተግባራቸውን በትክክልና በሚገባ ለመወጣታቸው ዋስትና ይሆን ዘንድ እያንዳንዳቸው በቁጥር 25 (ሃያ አምስት) የተመዘገቡ አክሲዮኖች በባንኩ ዘንድ ማስያዝ አለባቸው፡፡ ዳይሬክተሮቹ ካልለቀቁና ባንኩ በኃላፊነታቸው የሚፈለግባቸው ምንም ነገር አለመኖሩ ካልተረጋገጠ በስተቀር ዋስትናቸው አይወርድም፡፡

በ) አንቀጽ 47 - ስለምዝገባና ሪፖርቶችን ይፋ ስለማድረግ

በአንቀጽ 47 ሥር የሚከተለው ንዑስ አንቀጽ 47.3 ተጨምሯል፡፡

47.3. ባንኩ በኢትዮጵያ የካፒታል ገበያ ባለሥልጣን መመሪያዎች እና በኢትዮጵያ የሠነድ ሙዓለ ንዋዮች ገበያ ደንብ በተወሰነው የጊዜ ሰሌዳ መሠረት፤ ለኢትዮጵያ የካፒታል ገበያ ባለሥልጣንና ለኢትዮጵያ የሠነድ ሙዓለ ንዋዮች ገበያ ሁሉንም አስፈላጊ መረጃዎች ይሰጣል፡፡

10. ለጉባዔው የቀረቡ ሠነዶች

በንግድ ሕግ ቁጥር 387/3(ረ) መሠረት ከዚህ ቀጥሎ የተመለከቱት ሠነዶች ከዚህ ቃለ-ጉባዔ ጋር በአባሪነት ተያይዘዋል፡፡

10.1. በጉባዔው ላይ የተገኙ እና ያልተገኙ ባለአክሲዮኖችን የሚያሳይ የጉባዔው ተሳታፊዎች መመዘገቢያ ሠነድ (Attendance Sheet)፤

10.2. የዳይሬክተሮች ቦርድ ለጉባዔው ያቀረባቸው፡-

- 10.2.1. የባንኩን ካፒታል ለማሳደግ የቀረበ የውሳኔ ማሳሰቢያ ሰነድ፤
- 10.2.2. የባንኩን የመመሥረቻ ጽሑፍ ማሳሰቢያ ሰነድ፤

11. የዳይሬክተሮች እና የማህበሩ ጸሐፊ ማረጋገጫ

እኛ የአቢሲንያ ባንክ አክሲዮን ማህበር ዳይሬክተሮች እና የማህበሩ ጸሐፊ ከዚህ ቃለ-ጉባዔ ሠነድ ጋር አባሪ ሆኖ

የአቢሲንያ ባንክ አ.ማ. የባለአክሲዮኖች 16ኛ አስቸኳይ ጠቅላላ ጉባዔ ቃለ-ጉባዔ

11



በተያያዘው የጉባዔው ተሳታፊዎች መመዝገቢያ ሠነድ (Attendance Sheet) ላይ ስማቸው፣ የፈረሟቸው እና የክፈሏቸው አክሲዮኖች ብዛት በስማቸው አንፃር በተመለከቱት ትይዩ የፈረሙት ባለአክሲዮኖች መስከረም 20 ቀን 2018 ዓ.ም. በተካሄደው የአክሲዮን ማኅበሩ 16ኛ አስቸኳይ ጠቅላላ ጉባዔ መገኘታቸውን እና ራሳቸው ወይም ሕጋዊ ወኪሎቻቸው በዚህ ቃለ-ጉባዔ ሠነድ ላይ የተገለጹትን ውሳኔዎች ማሳለፋቸውን በገግድ ሕግ አንቀጽ 387(1) መሠረት በሙሉ ስምና ፊርማቸውን እያረጋገጡን፣ በሠነዶቹ ላይ ስለተገለጹት ጉዳዮች እና ስለተላለፉት ውሳኔዎች ትክክለኛነት ስማቸው በሠነዶቹ ላይ በተዘረዘሩት ሰዎችም ሆነ በሌላ በጉዳዩ ያገባኛል በሚል ወገን ለሚነሳ ማናቸውም የመብት ጥያቄ ኃላፊዎች መሆናችንን ጭምር እናረጋግጣለን፡፡

ተ/ቁ	የአስተዳዳሪዎች (የቦርድ አባላት) ስም	በአስተዳደር ምክር ቤት (በቦርድ) ውስጥ ያለው ኃላፊነት	የአስተዳዳሪው ወይም የወኪል ፊርማ
1	አቶ መኩንን ማንያዘዋል መካ	ሰብሳቢ	<i>[Signature]</i> ገ/ሚካኤል ገ/ሚካኤል
2	አቶ አዕምሮ በለጠ ስመኝ	ም/ሰብሳቢ	<i>[Signature]</i> አደገላው ገ/ሚካኤል
3	ወ/ሮ እመቤት ወልደሐር ይዘንጋው	አባል	<i>[Signature]</i> አደገላው ገ/ሚካኤል
4	አቶ ካሳሁን ዘውዴ መንገሻ	አባል	<i>[Signature]</i> አደገላው ገ/ሚካኤል
5	አቶ መሠረት መለሰ ተፈራ	አባል	<i>[Signature]</i> አደገላው ገ/ሚካኤል
6	አቶ ሞላልኝ መለሰ መንግሥቱ	አባል	<i>[Signature]</i> አደገላው ገ/ሚካኤል
7	አቶ ሰለሞን አሉላ አውላቸው	አባል	<i>[Signature]</i> አደገላው ገ/ሚካኤል
8	አቶ የሮም ገሠሠ የኔነህ	አባል	<i>[Signature]</i> አደገላው ገ/ሚካኤል
9	ዶ/ር ይኸነው ዘውዴ ለማ	አባል	<i>[Signature]</i> አደገላው ገ/ሚካኤል
10	አቶ ቴዎድሮስ ተስፋዬ ተሰማ	የማህበሩ ጸሐፊ	<i>[Signature]</i> አደገላው ገ/ሚካኤል





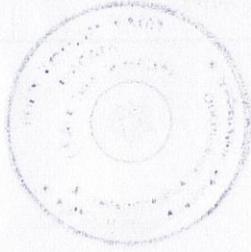
የሰነድ ማረጋገጫ ምዝገባ አገልግሎት
ቅ/10 ጸ/ቤት አ/አ

ፊ.ሪ.ጭ. በጸ/ቤት ቀርቦ ፊ.ር.መ.ቁ.፡፡
ቁ.፡፡ 270/28/020 569/41/18

3/3/18



የጸ/ቤት ማረጋገጫ ምዝገባ አገልግሎት
ክፍል IV



6. A certified copy of a no-objection letter from the National Bank of Ethiopia



የኢትዮጵያ ብሔራዊ ባንክ
NATIONAL BANK OF ETHIOPIA

FIS/BSD/1131/25

December 25, 2025

Bank of Abyssinia S.C
Addis Ababa

Subject: Issuing of No- Objection Letter

We refer to your letter dated December 23, 2025 Ref. No. BOA/CFO/060/25, wherein you requested the National Bank of Ethiopia (NBE) to issue a “No-objection letter” for registering your existing shares with Ethiopian Capital Market Authority, offering new shares and listing your shares on the Ethiopian Securities Exchange.

We have reviewed submitted documents along with your application, including the resolutions passed during the 16th Extraordinary General Assembly of Shareholders meeting held on September 20, 2018 E.C. Therefore, based on the review, the National Bank has No-objection towards registering of your existing shares with the Ethiopian Capital Market Authority, offering of new shares in line with General Meeting of shareholders decision and listing of shares with the Ethiopian Securities Exchange.

Finally, we would like to inform you that our earlier response of November 21, 2025 Ref.No. FIS/BSD/1040/25 provided in relation to your request on this case has been canceled and replaced with this letter.

Sincerely Yours,

Frezer Ayalew

Director, Banking Supervision Directorate



CC:

- H.E The Governor
- Excellency V/Governor, Financial Institutions Supervision

National Bank of Ethiopia

- The Ethiopian Capital Market Authority

Addis Ababa

7. The valuation methodology report

BANK OF ABYSSINIA S.C
VALUATION REPORT



Introduction

The purpose of this report is to provide an overview of the valuation processes we conducted for Bank of Abyssinia (the “**Company**” or “**BOA**” or the “**Bank**” or the “**Client**”), to support the Company’s Management in deriving their own valuation as they plan to raise ETB 5,000,000,000. Management of BOA (the “**Management**”) requested Deloitte to assess the illustrative value of the Company as at 30 June 2025 (the “**Valuation Date**”), using income approach and market approach valuation methodologies. These approaches are widely used and generally accepted valuation approaches for valuing banks in accordance with International Valuation Standards Council (“**IVSC**”) guidelines and International Financial Reporting Standards (“**IFRS**”) 13: Fair Value Measurement. The income approach was based on Management’s forecast covering the period of FY26 to FY30. While Management takes ultimate responsibility for their forecasts, we assessed these for reasonability and performed scenario analysis as appropriate to arrive at our concluded value range.

Our work involved computing an appropriate risk-adjusted discount rate, which we applied to BOA’s forecasted free cashflows and terminal value to derive an indicative value of the Bank.

In addition, we assessed the implied value based on the current trading multiples and recent transaction multiples for listed banks in the same or similar industries as BOA. For the trading and transaction multiples, we applied the average Price to Earnings (P/E) and Price to Book (P/B) multiples to Last Twelve Month (“**LTM**”) Net Income and the Net Asset Value (NAV) for the period ending 30 June 2025. These are widely accepted as the most appropriate multiples for valuing banks and other financial services entities.

This report will detail the methodologies employed, particularly the income and market-based approaches.

Process

Scope of our work

Our work involved providing BOA's Directors and Executive Team with an indicative fair value range for Bank of Abyssinia Share Company as at 30 June 2025 to facilitate the intended offer/capital raise through an initial public offering on the Ethiopian Securities Exchange.

In performing our valuation analysis, we have used the income and market approaches. Implicit in the use of these approaches is the assumption that the Company's business is a going concern and will continue to operate as a going concern for the foreseeable future.

We calculated a valuation range for 100% of the equity value on a controlling, marketable basis.

Sources of information

During the course of our work, we have relied on data and information made available to us from various sources, including historical financial information and other financial assumptions obtained from Management, sector-specific information from the public domain, the NBE, and other financial and industry sources.

The financial forecasts and assumptions primarily came from the Company's strategic plan and include various assumptions and forecasts on the overall banking sector, regulations, the Company's market share, performance, business segments, profitability, etc.

Procedures performed

We have prepared our valuation estimates on an indicative basis. Indicative valuations are only appropriate for internal use. The price at which the Company decides to issue its shares in the IPO or in any other potential transaction, though potentially guided by the valuation, remains at the sole discretion of the Bank. In performing an indicative valuation, we have:

- Placed reliance on the information provided to us by Management, having performed a high-level analysis on the reasonability thereof;;
- Solely relied on comparable company data sourced from S&P Capital IQ.

If information provided by Management is not reliable, or there are material omissions in the information provided to us, or the Company's forecasted performance deviates from the one used for the valuation, the valuation results would be affected.

General limiting conditions

By its very nature, valuation work is not an exact science and the conclusions arrived at are subjective and dependent on the exercise of individual judgment and valuations best practice. The conclusions are also only applicable as at the Valuation Date and any analysis subsequent to that Date is likely to be different due to changes in the macroeconomic environment and business circumstances. The actual price achieved in an open market transaction may be higher or lower than our indicative value depending upon the specific circumstances of the transaction (for example, the competitive environment), market conditions (for example, the liquidity in the market), regulations (for example, current or upcoming regulations that require the issuer to raise capital, such as Basel II and III), the negotiating ability of the seller and buyer, the motivation of buyers and sellers, etc.

Our valuation analysis was prepared solely for the Board of BOA in connection with and for purposes of the proposed capital raise and should not be regarded as suitable for use by any other party or give rights to third party rights.

We have relied upon and assumed the accuracy of the information used by us in our valuation analysis. Where practical, we have corroborated the reasonability of the information provided to us for the purpose of our valuation analysis, whether in writing or obtained in discussion with Management of BOA, by reference to publicly available or independently obtained information. While our work has involved an analysis of, inter alia, the annual financial statements, and other information provided to us, our engagement does not constitute, nor does it include an audit or due diligence review of BOA.

We have also assumed that the Proposed Capital Raise will have the legal, accounting and taxation consequences described in discussions with, and materials furnished to us by, representatives and advisors of BOA and we express no opinion on such consequences. We have assumed that all agreements that will be entered into in respect of the Proposed Capital Raise will be legally enforceable

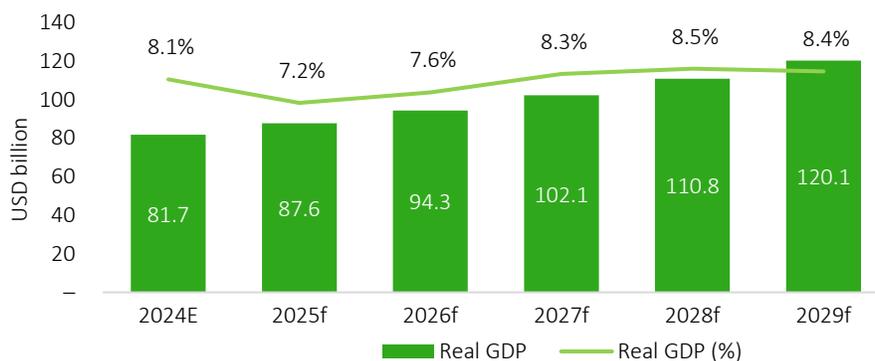
Industry Overview

We undertook a high-level assessment of the macroeconomic environment and conducted a high-level analysis of the banking sector in Ethiopia.

Ethiopia Macroeconomic Analysis

According to the EIU, Ethiopia's GDP is projected to grow by 7.2% in 2025. This growth is expected to surpass the global and African averages, which, according to EIU, are forecast at 1.9% and 3.9% for 2025, respectively. Expected drivers of this growth include the expansion of Ethiopian Airlines' fleet, a boost in agricultural output, notably wheat production, and a rise in electricity generation and exports, as the government plans to add at least 2,500 MW to the power grid. The projected launch of the Tulu Kapi gold and copper mine in Oromia in 2025 is also anticipated to contribute to this growth, in addition to the easing of inflation in the second half of 2025. Additionally, the EIU projects private consumption to rise from 5.6% in 2027 to 9.0% in 2028 and reach 8.5% by 2029. The EIU also forecasts that the exports of goods and services to increase gradually throughout the forecast period.

Real GDP growth (%), 2024-2029f



Source: EIU

Following the government's decision to float the ETB on July 29, 2024, the ETB experienced significant depreciation. The exchange rate weakened from ETB 57.7 per USD in July 2024 to ETB 141.7 per USD by the end of 30 August 2025. This adjustment resulted in the official rate becoming broadly aligned with the parallel market rate and has largely curbed

black-market currency trading. The ETB is expected to continue its depreciation trend, primarily due to a persistent current-account deficit, high public debt, and inflation rates that remain higher than those of Ethiopia's trading partners.

Furthermore, the US government announced a 10.0% baseline tariff on imports from Ethiopia, effective April 5, 2025. Despite this measure, Ethiopia's economy is expected to experience minimal impact, primarily due to its relatively low overall tariff rates and limited reliance on US exports, a position reinforced by stable coffee demand and high prices. Concurrently, the ongoing progression of Ethiopia's debt restructuring, which encompasses an IMF program and an agreement with official creditors, is expected to provide substantial debt-service relief. This relief will ease external pressure and free up funds for public investments, contributing to overall economic growth.

Ethiopia Banking Industry Analysis

Ethiopia's banking industry is at a pivotal stage of transitioning from a historically largely closed sector to a more liberalised financial landscape, shaped by the ongoing economic reforms, financial sector liberalisation, and digital transformation. This shift is evident in the performance of private banks, which collectively increased their deposit market share from 38.0% in July 2020 to 50.7% in January 2025, and their total asset market share from 38.0% in July 2020 to 49.6% in January 2025. The Commercial Bank of Ethiopia ("CBE"), Ethiopia's largest and state-owned bank reported to hold 49.3% of the country's deposit market share and 50.4% in total asset market share as of January 2025.

This evolving landscape follows recent reforms, including the enactment of the Banking Business Proclamation in December 2024, which has opened the door for foreign banks to operate through subsidiaries, branches, or by acquiring stakes in existing domestic banks, with foreign ownership capped at 49.0%. The NBE is actively implementing reforms to modernise the financial sector, including initiatives for capital market development and interest rate liberalisation.

Amongst ongoing reforms, Ethiopian banks are now required to comply with ESG principles. The NBE, in collaboration with the IFC and the Ethiopian Bankers' Association ("EBA"), launched a sustainability initiative on 17 November 2024, integrating ESG into banks' business planning, risk management, and lending practices. Guidelines will define ESG disclosure requirements, aligning with the Corporate Governance Directive, which mandates the integration of sustainability in risk frameworks and board competencies.

Additionally, Ethiopia is actively progressing towards the adoption of the Basel III accord, a framework by the Basel Committee on Banking Supervision ("BCBS"), designed to strengthen global banking regulation, supervision, and risk management. As a key step in this process, the NBE issued Risk Based Capital Adequacy Requirement for Banks Directive No. SBB/ 95 /2025, which became effective on 10 November 2025, for all banks operating within the country. This directive marks Ethiopia's full-scale shift toward Basel II and Basel III international banking standards, aiming to align the nation's regulatory environment with those of global financial centers. The directive introduces a three-tier capital framework designed to ensure that banks have sufficient buffers to absorb losses, support ongoing operations, and safeguard depositors:

- Common Equity Tier 1 ("CET1"): Minimum of 7% of RWAs. This represents the highest quality capital, mainly common shares, retained earnings, and disclosed reserves.
- Tier 1 Capital: CET1 plus Additional Tier 1 ("AT1") capital must amount to 9% of RWAs. AT1 includes instruments that can absorb losses but are not common equity.
- Total Capital Ratio: When Tier 2 Capital is added (e.g., subordinated debt, general provisions), the total capital must be at least 11% of RWAs.

Additionally, Ethiopia's banking sector is rapidly adopting digital banking, fueled by FinTech and the expansion of EthSwitch. Banks are increasingly adopting digital services for efficiency, while the NBE promotes financial inclusion initiatives through its National Financial Inclusion Strategy. However, challenges persist in digital literacy, tech-legal integration, and managing operational risks, such as fraud. This modernisation is part of broader financial sector liberalisation and reforms aimed at enhancing competition, attracting foreign direct investment, and further modernising the industry. While the sector has experienced robust growth in assets, deposits, and loans over the past decade, driven by economic reforms and a favorable

macroeconomic environment, it faces significant challenges, including limited foreign exchange access, high inflation, and credit risk (which has notably risen due to inflationary pressures and political instability). To bolster banks' resilience, the NBE has increased minimum capital requirements. Despite these hurdles, ongoing liberalisation, improved oversight, and macroeconomic stability are poised to drive continued expansion of the financial sector (Source: NBE, EIU and BMI industry and economic reports).

Valuation Approaches

Deloitte used two approaches to value BOA, and each approach was triangulated to confirm the valuation result is realistic. The two approaches used were: the Income Approach and the Market Approach.

Income approach

The Income Approach serves to estimate value by considering the income (benefits) generated by the Company over a period. This approach is based on the fundamental valuation principle that the value of a company is equal to the present value of the future benefits of the company. The term income does not necessarily refer to income in the accounting sense but to future benefits accruing to the owners.

The Income Approach estimates the fair value of BOA based on the present value of expected future cash flows. We applied the discounted cash flow method based on the Free Cash Flows to the Equity (FCFE). FCFE is the more widely accepted cashflow basis for valuing banks given an operating model in which a bank's debt (borrowings and customer deposits) are used to fund operating cashflows in the form of loans and advances, hence making them more akin to working capital than debt in the traditional sense.

In estimating the FCFE, we considered the value drivers including interest income growth, interest expenses, operating margin, required reinvestment in regulatory capital in line with Basel II and Capital Expenditure (CAPEX), the discount rate and the terminal value of BOA. The steps we followed are outlined below:

- **Projection of Cash Flows:** The financial projections were underpinned by the Company's approved financial projections for 2026 to 2030. We used the approved financial projections to compute the FCFE, which we discounted using an appropriate discount rate to calculate the fair value of the Company.
- **Discount Rate Calculation:** We applied a Cost of Equity as the discount rate, using the USD-build up approach. It is common practice to estimate a discount rate using the "synthetic bond approach" or USD build-up for countries that do not have an active bond market or illiquidity in the bond market. Under this approach, the discount rate is determined in USD terms and then converted to a local discount rate using the Fisher equation. The steps in the synthetic bond approach can be summarised as follows:
 - Select an appropriate long dated USD bond (typically a 10- or 20-year US Government bond);
 - Add the implied country risk premium to the USD yield to maturity;
 - Estimate an appropriate USD discount rate (this discount rate would be a USD denominated, local country risk adjusted discount rate); and
 - Convert the USD discount to a local currency discount, by applying the Fisher formula to the inflation differential between the USD and the local currency
- The cost of equity was estimated using the Capital Asset Pricing Model ("CAPM"). Key inputs include:
 - **Risk-free rate** – The risk-free rate of return is the theoretical rate of return of an investment with zero risk. The risk-free rate represents the interest an investor would expect from an absolutely risk-free investment over a specified period of time. In theory we would expect for a risk-free rate to compensate for inflation, country risk and a risk-free real return. We used the yield to maturity on a 20-year US Treasury bond at the valuation date.
 - **Implied Country Risk Premium ("CRP")** – We applied an adjustment to the risk free rate based on Damodaran's Ratings Based Default Spread (RBDS) which is a widely used and accepted source of country risk adjustments.
 - **Raw equity beta** – We considered the raw equity betas for the identified comparable public companies sourced from S&P Capital IQ for the banking industry.

- **Blume adjustment** – We adjusted the peer companies’ beta using the Blume adjustment to reflect a forward-looking basis. This adjustment is based on long term empirical evidence that suggests that betas tend to revert towards the market average of 1 over time (mean reversion). This adjustment was applied using the formula below:

$$\text{Blume adjusted beta} = (\text{Observed historical beta} * 2/3) + (1/3 * 1)$$

- **Equity Market Risk Premium (“ERP”)** – The equity risk premium is a rate of return added to the risk-free rate to reflect the additional risk of equity instruments over risk-free instruments. In determining the ERP for the Valuation, we considered recent available studies, including, Damodaran, as well as ERPs implied by the stock markets and Deloitte internal research.
- We applied the Fisher equation to convert the USD cost of equity to an ETB-based cost of equity as highlighted below:
 - The discount rate used to discount cash flows should be in the currency of the cash flows.
 - Our approach to computing the cost of equity, utilising inputs from a mature market (United States) yielded a USD cost of equity.
 - We converted the USD cost of equity to ETB equivalent by applying the formula below, which takes into consideration the inflation differential between the two countries:

$$\text{ETB Cost of Equity} = ((1 + \text{USD Cost Equity}) * (1 + \text{Ethiopia Long term inflation}) / (1 + \text{US Long term inflation})) - 1$$

- **Terminal Value:** A terminal value representing cash flows into perpetuity was calculated assuming a terminal growth rate, Ethiopia’s long-term inflation rate as per EIU, and WACC, based on the Gordon Growth formula.
- **Discounting Cash Flows:** The projected free cash flows and terminal value were discounted to their present value using the Cost of Equity.

Market approach

This method determines the value of a company based on the market prices of similar companies in the region. The primary techniques include:

- **Comparable Company Analysis (CCA):** This involves using similar listed/public comparable companies valuation multiples (e.g., P/B and P/E multiples) to estimate the value of the Company.
- **Precedent Transactions Analysis (PTA):** This approach looks at the prices paid for similar listed/public companies in recent transactions, using multiples derived from these deals to value the Company.

We used P/B and P/E multiples in our valuation assessment. We considered this most appropriate in the circumstances given that a bank’s business model which is primarily asset-based, highly regulated and has a unique capital structure. We applied certain adjustments to the raw peer multiples to cater for differences in risk profile (including country risk), size and growth prospects between BOA and the comparable companies. We also applied a control premium to as we are valuing BOA on a controlling basis whereas the observed multiples are largely on a minority basis. The resulting P/E and P/B multiples were then applied to BOA’s LTM net income and NAV respectively, resulting in an equity value for Bank of Abyssinia.

Conclusion

We prepared our valuation of Bank of Abyssinia in line with generally accepted valuation practice. We consider these approaches best support BOA’s successful share offer to the public. As previously indicated, valuation is not an exact science and the conclusions arrived at are subjective and dependent on the exercise of individual judgment and valuations best practice. The conclusions are also only applicable as at the Valuation Date and any analysis subsequent to that Date is likely to be different due to changes in the macroeconomic environment and business circumstances. Furthermore, the accuracy of our analysis depends significantly on the accuracy and completeness of information provided by Management. Should projected performance differ significantly from what was provided as at Valuation Date, the Valuation results could differ materially.

The Directors of the Company, after careful consideration of our indicative valuation range and current market conditions, have decided on an offer price of ETB 1,600 per share.



8. An external, independent legal opinion

Bank of Abyssinia S.C.
Head Office Building
Africa Avenue, Bole Sub-City, Woreda 03
Addis Ababa

21 January 2026

Dear Sirs,

Independent Legal Opinion Relating to the Rights Offer, Registration of Existing Shares with the Ethiopian Capital Market Authority, and Listing of Ordinary Shares of the Bank of Abyssinia Share Company on the Ethiopian Securities Exchange

1 Background

- 1.1 We have acted as Ethiopian legal counsel to Bank of Abyssinia Share Company ("Bank of Abyssinia" or the "Company") in connection with its application to the Ethiopian Capital Market Authority ("ECMA") for the registration of its existing ordinary shares, listing of its ordinary shares with the Ethiopian Securities Exchange ("ESX") and the offering of three million one hundred twenty-five thousand (3,125,000) new ordinary shares (the "New Shares") by way of a rights offer to existing shareholders (the "Rights Offer") at a fixed price of ETB 1,600 per share in accordance with the terms set out in the accompanying prospectus (the "Prospectus").
- 1.2 Save for the words and expressions specifically defined in this legal opinion (this "Legal Opinion"), the definitions and interpretations in the Prospectus shall apply to this Legal Opinion as if set out herein in full.
- 1.3 We confirm that we have given, and have not withdrawn, our consent to the inclusion of this Legal Opinion in the registration statement.
- 1.4 This Legal Opinion is issued pursuant to the requirements of the Capital Market Proclamation No. 1248/2021, the Public Offering and Trading of Securities Directive No. 1030/2024, and the 2024 Ethiopian Securities Exchange rules in connection with the proposed registration of existing shares, the Rights Offer and listing of the Company's ordinary shares with the ESX.

2 Documents Reviewed

- 2.1 In connection with this Legal Opinion, we have reviewed the documents listed in the attached Schedule 1 (collectively, the "Examined Documents"), which include the Company's incorporation documents, licenses, regulatory approvals, Board and shareholder resolutions, and other relevant records.
- 2.2 The Examined Documents constitute all the documents which we have deemed necessary to form the opinions set out in this Legal Opinion.

3 Opinions

Based on our review of the Examined Documents and subject to the assumptions and qualifications set out in paragraph 4 below, we are of the opinion that in so far as the laws of Ethiopia, as at the date of this Legal Opinion are in force, are concerned:

3.1 Establishment and Corporate Status

- 3.1.1 Bank of Abyssinia is duly incorporated, validly existing, and in good standing as a share company under the laws of the Federal Democratic Republic of Ethiopia.
- 3.1.2 Pursuant to Article 180 of the Commercial Code of Ethiopia Proclamation No. 1243/2021 and the applicable provisions of the Banking Business Proclamation No. 1360/2025, the Company is authorized to issue transferable securities.



3.1.3 The Company has full corporate power and authority to carry on its business as presently conducted and to issue the New Shares and conduct the Rights Offer as contemplated in the Prospectus.

3.2 Capital Structure and Authorization of Changes

3.2.1 As of the date of this Legal Opinion, the Company's subscribed and fully paid-up share capital is ETB 15,000,000,000, divided into 15,000,000 ordinary shares with a par value of ETB 1,000 each, as recorded in the Company's authenticated Memorandum of Association (as amended) and the re-issued Commercial Registration Certificate dated 10 September 2025.

3.2.2 The Company's existing share capital, as set out in its constitutive documents, has been duly authorised, subscribed, and paid in accordance with its Memorandum of Association, the Commercial Code of Ethiopia and the applicable banking laws.

3.2.3 The proposed changes to the Company's share capital in connection with the Rights Offer, including the issuance of New Shares, have been validly approved by the shareholders in an extra ordinary meeting held on 30 September 2025 and board of directors through resolutions adopted on 1 January 2026 in accordance with the Company's constitutive documents and the Commercial Code Proclamation No. 1243/2021.

3.2.4 The Company has obtained all necessary corporate and regulatory approvals in relation to the proposed changes to its share capital.

3.3 Licensing

3.3.1 The Company holds licences and authorisations required to operate its commercial banking business in Ethiopia, including:

3.3.1.1 Commercial banking licence No. LBB/003/96 issued by the National Bank of Ethiopia;

3.3.1.2 Branch licences (various regional offices); and

3.3.1.3 Forex bureau operation licences for conventional and IFB operations.

3.3.2 These licences are valid and subsisting, and the Company's current business activities fall within its authorised scope.

3.4 Consents and Regulatory Approvals

3.4.1 The Company has obtained all required consents and regulatory clearances, including:

3.4.1.1 the certificate of no objection dated 21 November 2025 issued by the National Bank of Ethiopia, the Company's primary regulator.

3.4.1.2 the provisional approval letter dated 24 November 2025 issued by the Ethiopian Securities Exchange regarding the proposed listing of the Company's ordinary shares; and

3.4.1.3 the shareholder resolutions passed in an extra-ordinary general meeting held on 30 September 2025 approving the registration of existing shares, Rights Offer, listing and the submission of the Prospectus to ECMA.

3.4.2 No additional consent is required for the registration of existing shares, the Rights Offer and the listing of the ordinary shares of the Company beyond those obtained or pending final submission.

3.5 Ownership of Major Assets

The Company has valid title to its material assets, free from any encumbrances or third-party claims that could materially affect its operations.

3.6 Material Contracts and Agreements

3.6.1 The material contracts and agreements entered into by the Company in connection with the proposed registration of its Ordinary Shares with the Ethiopian Capital Market Authority, including, without limitation, the client agreement and engagement letter dated 7 August 2025 between the Company and D & T Ethiopia Management Consulting PLC (the "Transaction Advisor"), together with its annexures and standard terms and conditions, and the engagement letters with the other professional parties retained in respect of the securities being registered (collectively, the "Professional Parties"), have each been duly authorized, executed and delivered by the Company and the respective Professional Parties. To the best of our knowledge, each constitutes a valid, binding and enforceable obligation of the parties thereto in accordance with its terms, subject only to the effects of applicable insolvency, reorganization, moratorium or similar laws affecting creditors' rights generally, and to general principles of equity.

3.6.2 The terms and provisions of such agreements, including the said client agreement and engagement letter with the Transaction Advisor and its annexures and standard terms and conditions, do not conflict with, contravene, or otherwise result in any breach of the Company's Memorandum of Association, the Commercial Code of Ethiopia No. 1243/2021, the Capital Market Proclamation No. 1248/2021, the Banking Business Proclamation No. 1360/2025 (where applicable), or any other applicable Ethiopian law or regulation.

3.6.3 Nothing contained in the agreements entered into with the Transaction Advisor or other Professional Parties prevents, restricts, or otherwise adversely affects the registration of the securities with the ECMA or the Rights Offer.

3.7 Other Material Legal Matters

3.7.1 The Company's proposed registration, listing and Rights Offer comply with the requirements of the Capital Market Proclamation No. 1248/2021, the Public Offering and Trading of Securities Directive No. 1030/2024, the Commercial Code Proclamation No. 1243/2021 and the 2024 Ethiopian Securities Exchange rules.

3.7.2 The Company has taken or will take the necessary steps to comply with the relevant provisions of the Ethiopian Commercial Code Proclamation No. 1243/2021 and Article 9 of Public Offering and Trading of Securities Directive No. 1030/2024 in relation to existing shareholder rights, specifically:

3.7.2.1 Article 448 (*Preferred Right of Subscription*): The Company has observed, and will continue to observe, the preferred subscription rights of its existing shareholders.

3.7.2.2 Article 454 (*Periods for Exercise of Subscription Rights*): The subscription period established for the Rights Offer complies with the requirements of the Commercial Code.

3.7.2.3 Article 455 (*Publication of Subscription Notices*): The Company has published the subscription notice, and such publication complies with the requirements of the Commercial Code.

3.7.3 The share premium arising from this issuance, which is the amount by which the fixed Offer Price of ETB 1,600 exceeds the ETB 1,000 par value, is not treated as taxable income of the Company under the prevailing Federal Income Tax Proclamation No. 979/2016, as amended by the Income Tax (Amendment) Proclamation No. 1395/2025.

4 Assumptions, Reservations and Qualifications

The opinions stated in this Legal Opinion are subject to the following assumptions, reservations, and qualifications.

4.1 Assumptions

In reaching the opinions set forth herein, we have assumed, and to our knowledge there are no facts inconsistent with, the following:

4.1.1 that all the information provided to us by the Company, its officers and advisers is true, accurate, complete and up to date in all respects;

- 4.1.2 the authenticity and completeness of all documents submitted to us as copies, the genuineness of all signatures and the conformity to originals of all copies, provided to us by the Company, its officers and advisers;
- 4.1.3 the conformity to the originals, (and the accuracy, completeness and authenticity of such original documents) of all instruments, documents and agreements submitted to us as certified or scanned copies;
- 4.1.4 that all corporate approvals and regulatory authorisations referred to are valid and subsisting as of the date of this opinion; and
- 4.1.5 the accuracy and completeness of all factual representations expressed in or implied by the documents we have examined.
- 4.2 **Reservations and Qualifications**
- 4.2.1 Our opinion is based on the documents and information reviewed and on our own due diligence. We have relied on originals and copies of key documents and have conducted such inspections as we consider necessary for the purpose of this opinion.
- 4.2.2 We do not opine on future events or actions, such as subscription by the existing shareholders, which remain contingent at the date hereof.
- 4.2.3 This Legal Opinion is based on the relevant law and practice and the interpretation of the law by the Ethiopian courts and other regulatory authorities as we understand them as at the date of this Legal Opinion. Laws, practices and interpretations are likely to change over time. Such changes may affect our analysis as they are based on current law, practices and interpretations of the law as we understand it as at the date of this Legal Opinion.

Yours faithfully,



Tamrat Assefa



Schedule 1: Examined Documents**A. Corporate Documents**

1. The original Commercial Registration Certificate No. KK/AA/2/0001775/2004 issued on 13 March 2004 by the Addis Ababa City Administration Trade Bureau, reissued to reflect the current capital on 10 September 2025, valid and up to date.
2. The original authenticated Memorandum of Association of the Company dated 4 April 2024, together with the amendments.

B. Shareholder and Board Resolutions

3. The original minutes of the Extraordinary General Meeting of the Shareholders of the Company, dated Meskerem 20, 2018 E.C (corresponding to 30 September 2025), authorizing the dematerialization and registration of the shares of the Company, the Rights Offer), detailing the terms of the Rights Offer (including pre-emptive rights), authorizing the listing of the ordinary shares of the Company with the Ethiopian Securities Exchange, and authorizing the filing of the Prospectus with the Ethiopian Capital Market Authority, duly attested by the presence of the representatives of the National Bank of Ethiopia and the Documents Authentication and Registration Agency.
4. The original minutes of the 818th meeting of the Board of Directors of the Company, held on Tahsas 23, 2018 E.C. (corresponding to 1 January 2026), which, inter alia: (i) approved the issuance of new ordinary shares by way of a rights offer to existing shareholders in accordance with the Company's Memorandum of Association and the Commercial Code of Ethiopia; (ii) approved an offer price of ETB 1,600 per share; (iii) confirmed that the Rights Offer would be conducted in compliance with applicable capital markets laws and regulations, including the observance of existing shareholders' preferred subscription rights; (iv) approved the preparation and submission of the Prospectus and related application documents to the ECMA; and (v) authorised the Company's management to take all necessary actions to implement the Rights Offer and the proposed registration and listing of the Company's shares, duly signed by the members of the Board of Directors.

C. Regulatory and Licensing Documents

5. The original Certificate of no-objection dated 21 November 2025 reference number FIS/BSO/1040/25 issued by the National Bank of Ethiopia.
6. The original provisional approval letter dated 24 November 2025 reference number SRO/LR/007/25 issued by the Ethiopian Securities Exchange.
7. The original Business License No. LBB/003/96 for commercial banking services first issued on 15 February 1996 by the National Bank of Ethiopia, valid and up to date.
8. The original Letter of Approval from the National Bank of Ethiopia, Ref. FIS/PSSD/190/2025, dated 24 April 2025, granting the Company authorization for the commercialization of its 'Payment Switch and Gateway' shared service for Bunna Bank S.C., effective 25 April 2025.
9. The original Letter of Approval from the National Bank of Ethiopia, Ref. FIS/BSO/935/17, dated 14 September 2017, granting the Company authorization to operate Interest-Free Banking Window Services (IFBWS), covering deposit, financing, investment, and trade services.
10. The original Letter of Approval from the National Bank of Ethiopia, Ref. FEMRMD/01/395/2025, dated 10 April 2025, granting Bank of Abyssinia S.C. authorization to operate digital inbound cross-border remittance services in collaboration with SantimPay Financial Solutions S.C. through the Frank Remit platform.
11. The original Letter of Approval from the National Bank of Ethiopia, Ref. FIS/BSO/660/25, dated 04 July 2025, granting Bank of Abyssinia S.C. authorization to continue providing remote self-onboarding of customers via the Apollo Mobile Banking App.



12. The original Letter of Approval from the National Bank of Ethiopia, Ref. FEMRMD/1/1903/2023, dated 20 July 2023, granting Bank of Abyssinia S.C. authorization to open a foreign currency settlement account for Ethio Telecom to support cross-border remittance services with Visa International Service Association.
13. The original letter of Approval from the National Bank of Ethiopia, Ref. FEMRMD/01/1437/2025, dated 20 June 2025, granting Bank of Abyssinia S.C. authorization to operate inbound digital cross-border remittance services in collaboration with Lakipay Financial Technologies S.C. through the Laki Remit platform.
14. The original Letter of Approval from the National Bank of Ethiopia, Ref. FEMRMD/01/1046/2025, dated 09 May 2025, granting Bank of Abyssinia S.C. authorization to operate inbound digital cross-border remittance services in collaboration with Smile Pay through the Company's CyberSource Payment Gateway.
15. The original Letter of Approval from the National Bank of Ethiopia, Ref. FEMRMD/01/981/2025, dated 02 May 2025, granting Bank of Abyssinia S.C. authorization to operate inbound digital cross-border remittance services in collaboration with Arif Pay Financial Technologies S.C. through the Company's CyberSource Payment Gateway.
16. The original license for the Shola Geheyu branch issued on 16 January 2018, by the National Bank of Ethiopia, authorizing the branch to operate at House No. 493 in Woreda 08, Yeka Sub-city of the Addis Ababa City Administration.
17. The original license for the Ras Kasra Safer branch issued on 16 September 2019, authorizing the branch to conduct banking business at House No. 01/02 in the Yeka Sub-city of the Addis Ababa City Administration.
18. The original license for the Gara Guri branch issued on 18 September 2019, by the National Bank of Ethiopia, authorizing the branch to operate at House No. 10 in Kebele 13, Yeka Sub-city of the Addis Ababa City Administration.
19. The original license for the Hilal branch issued on 20 August 2019, authorizing the branch to open a branch office in the Bole Sub-city of the Addis Ababa City Administration.
20. The original license for the Al-Sadiq branch was issued on 06 March 2020, authorizing the branch to conduct banking business at Woreda 04, Kebele 04, Kolfe Keranio Sub-city of the Addis Ababa City Administration.

D. Material contracts

21. Client Agreement and Engagement Letter between the Company and D & T Ethiopia Management Consulting PLC dated 7 August 2025 in relation with the provision of transaction advisory services for the ECMA registration of Ordinary Shares and the Rights Offer.

E. Tax and Fiscal Registration Documents

22. The original Taxpayer Registration Certificate with Tax Identification Number 0000006979 re-issued on 11 March 2011 by the Ministry of Revenues.
23. The original Value Added Tax Registration Certificate No. 68784 issued on 10 March 2007 by the Ministry of Revenues.
24. Any other certificates, records, or documents which we have deemed necessary for the purpose of expressing the opinions herein.



9. Written consent of Advisors

9.1. Written consent of D and T Ethiopia Management Consulting PLC (the “Transaction Advisor”)



**D and T Ethiopia Management Consulting
PLC**

Minaye Corporate Office Park

2nd Floor

Po Box: 7862

Addis Ababa, Ethiopia

Email: etadmin@deloitte.com.et

Transaction Adviser Consent Letter

The Board of Directors
Bank of Abyssinia Share Company
Bank of Abyssinia, Head Office

Woreda 07, Kirkos Sub-City
Addis Ababa, Ethiopia

29 January 2026

Dear Sirs / Mesdames,

Bank of Abyssinia Share Company (the "Company")

We hereby give our consent for the inclusion in the prospectus of the Company dated 29 January 2026 (the "Prospectus") of the name of "D and T Ethiopia Management Consulting PLC", also defined in the Prospectus as "Deloitte", to be disclosed in the capacity of "Transaction Advisor", duly licensed security investment advisor approved by the Ethiopian Capital Markets Authority ("ECMA"), in accordance with Capital Market Service Providers Licensing and Supervision Directive No 980/2024 and the Capital Market Proclamation No. 1248/2021 (the "Proclamation"), as shown on the front page and in Section 1.3.1 (Transaction Advisor responsibility statement) of the Prospectus in the form and context in which it is included, and being put on public display in accordance the requirements as set out by the ECMA.

Our consent is provided in accordance with the requirements set out by the ECMA and is given solely for the purpose of complying with ECMA requirements and for no other purpose. We further confirm that this consent has not been withdrawn and remains valid as of the date of approval of the Prospectus and that it covers the statements attributed to us in the form and context in which they appear in the Prospectus. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the Federal Democratic Republic of Ethiopia, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practice.

Yours faithfully

D and T Ethiopia Management Consulting PLC

9.2. Written consent of Tamrat Assefa Liban Law Office (the "Legal advisor")

The Board of Directors
Bank of Abyssinia Share Company
Kirkos Sub-city, Woreda 07
Bank of Abyssinia, Head Office
House No 351/01. P.O. Box 12947
Addis Ababa, Ethiopia

29 January 2026

Dear Sirs,

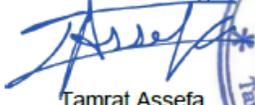
Re: Consent Letter – Application by Bank of Abyssinia Share Company (the “Bank”) for the Registration and Listing of Existing Shares and the Concurrent Issuance of New Shares

We hereby consent to the inclusion of our name and the external independent legal opinion prepared by us in the prospectus dated 29 January 2026 (the “Prospectus”), issued by the Bank in connection with the offer on new shares, the registration of existing shares with the Ethiopian Capital Market Authority, and the listing of the Bank’s ordinary shares on the Ethiopian Securities Exchange.

This consent is given in accordance with the requirements of the Ethiopian Capital Market Authority (“ECMA”), pursuant to the Capital Market Proclamation No. 1248/2021 and the Public Offering and Trading of Securities Directive No. 1030/2024, and we further confirm that this consent will remain valid until the date of approval of the Prospectus. This consent letter is provided solely for the purposes of the Prospectus and any related public disclosures required under applicable laws and regulations.

This letter and the consent provided herein shall be governed by and construed in accordance with the laws of the Federal Democratic Republic of Ethiopia.

Yours faithfully,



Tamrat Assefa



9.3. Written consent of Tewodros and Fikre Audit Services Partnership (the “External Auditor”)

10. Evidence of payment remittance related to ETB 300,000 as prescribed by the Authority's Fee Directive

Transaction

TRANSACTION

Type

SCCT

Reference

FT25262BRVCQ

UETR

d6330f6b-c030-4a82-ad49-81d29a233f54

Business Date

20250919

Entry Date

20250919

Value Date

20250919

TTC

1103 - 103 default ttc

Priority

80

Amount

300,000.00 ETB

Processing Status

Complete

Status

Final

Next status



DETAILS

From	ABYSETAA
To	CBETETAA
20 Reference	FT25262BRVCQ
32A Date, Currency, Amount	250919ETB300000,00
50 Ordering Customer	/ETB1201000040001 BANK OF ABYSSINIA S.C
52 Ordering Institution	ABYSETAA
57 Account With Institution	CBETETAA
59 Beneficiary Customer	/1000586364824 ETHIOPIAN CAPITAL MARKET AUTHORITY
72 Sender To Receiver Information	/REC/FD/620/2025 ,DD SEPT 18/2025 //FEE FOR FIRST DRAFT PROSPECTUS //REVIEW

ACCOUNTING

Debit			Credit		
Account	Amount	Currency	Amount	Currency	Account
Transaction					
ABYSETAA	300,000.00	ETB	300,000.00	ETB	CBETETAA

11. Schedule of estimated expenses and fees payable to all external professional parties related to the Offer;



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Bank of Abyssinia

	Amount ETB millions
Transaction Advisor	82.96
Legal Advisor	4.86
Advertising and marketing	0.13
Securities registration fee payment to ECMA	5.30
Total estimated expenses of the offer	93.25



12. Certified copy of the Company's Board of Directors;

Profiles of the Board of Directors

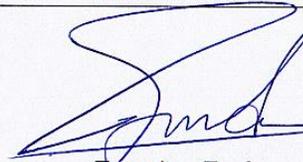
The Board of Directors is the highest decision-making organ in the Company's structure, appointed by the general assembly of the shareholders in accordance with the Company's MOA. The Board is entrusted with the overall governance, strategic direction, and oversight of the Company's operations, ensuring compliance with relevant laws, regulations set forth by the NBE, and the Company's MOA. Board members are elected for a 3-year term, after which they may be eligible for re-election for another 3-year term, or new appointments are made to maintain the Board's composition and continuity in leadership. Their service terms and benefits are determined and governed by the relevant NBE directives, with no additional contracts, termination benefits, or other arrangements beyond those prescribed. Confirmation has been received from the NBE for all appointments of the Board of Directors.

The Board of Directors has nine members as follows:

Name	Role	Nationality	Date of appointment	Estimated term expiration	Qualifications	Primary occupation	Committee memberships
Ato Mekonnen Manyazewal Meka	Board Chairperson	Ethiopian	20 February 2024	January 2027	Bachelor of Arts ("BA") with distinction in Business Administration	Freelance advisory service	Risk, Compliance Management and Credit Review Committee;
Ato Aemero Belete Simegne	D/Board Chairperson	Ethiopian	20 February 2024	January 2027	MBA, in Financial Strategy BA in Accounting	Self employed	- Audit Committee; - Nomination and Remuneration Committee
W/ro Emebet Woldeher Yezengaw	Member	Ethiopian	20 February 2024	January 2027	BA in Foreign Languages and Literature, Diploma in Accounting	General Manager, Ghion Industrial Chemical sector plc	Nomination and Remuneration Committee
Ato Kassahun Zewudie Mengesha	Member	Ethiopian	20 February 2024	January 2027	BA in Management, BA in Geography, Diploma in Accounting	General Manager, New Sun Trading Plc.	Audit Committee
Ato Meseret Melese Tefera	Member	Ethiopian	20 February 2024	January 2027	Certificate in Commodity Marketing, MBA, in Business Administration BA with distinction in Management	Deputy Director, University of South Africa (UNISA) Ethiopia Regional Learning Center	- Nomination and Remuneration Committee; - Credit Committee



Ato Molalign Melese Mengistu	Member	Ethiopian	20 February 2024	January 2027	LL.B, BA in Management and Public Administration (Management), Professional Diploma in Business Management, Diploma in Law	Advocate and Legal Consultant	- Risk, Compliance Management and Credit Review Committee; - Credit Committee
Ato Solomon Alula Awlachew	Member	Ethiopian	20 February 2024	January 2027	Master of Art ("MA") in National Economy Planning,	Retired professional	Audit Committee
Ato Yerom Gessesse Yeneneh	Member	Ethiopian	20 February 2024	January 2027	MA in Marketing Management, BA in Accounting, Diploma in Mathematics	General Manager, Real way Trading plc.	- Risk, Compliance Management and Credit Review Committee; - Credit Committee
Dr. YiheneW Zewdie Lemma	Member	Ethiopian	20 February 2024	January 2027	PhD in Development Studies-Natural Resource Management, Master of Science (M.Sc.) in Development Planning and Management, Postgraduate Diploma in Regional Development Planning, BA in Economics	Country Director, Alliance for a Green Revolution for Africa (AGRA) (ILRI Campus)	- Credit Committee, - Nomination and Remuneration Committee


Tewodros Tesfaye
Company Secretary



13. Schedule of material contracts outside of the ordinary course of business;



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Bank of Abyssinia

No	Counterparty	Type of Contract	Date / Status	Key Terms / Purpose	Duration / Termination	Governing Law	Key Financial Terms	Interested Person / Shareholder Relationship
1	Eastern & Southern African TDB	Letter of Credit Facility	2 July 2025	Purpose: Trade finance for LCs. Amount: USD 80 million. Key Terms: Uncommitted, financial covenants, quarterly reporting.	3 years, renewable at lender's discretion.	English Law	Fees & ancillary charges. No regular interest. Default interest: 2% above SOFR + margin.	Ordinary borrower – lender relationship



2	Afreximbank	Trade Facilitation Programme	11 July 2025	Purpose: Trade finance products. Amount: USD 30 million (clean). Key Terms: Uncommitted, financial covenants, annual/quarterly reporting.	Not specified, terminable upon default.	English Law	Fees case-by-case (min. USD 500). Default interest: 2% above base rate.	Ordinary borrower – lender relationship
3	Cardtronics USA, Inc. & Moti Engineering Plc	Supply & Services Agreement	Under Negotiation (Draft: 21 Aug 2025)	Purpose: Supply of 700 cash recyclers, software, & 3-year support. Value: USD 11,049,058. Key Terms: Phased delivery, performance guarantee.	N/A (Proposed)	Ethiopian Law	50% advance payment. Liquidated damages for delay (0.1%/day, cap 10%).	Moti Engineering plc is the authorized local reseller



14. Schedule of pending claims and litigation;



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Bank of Abyssinia

Legal and arbitration proceedings

The following table provides a summary schedule of pending claims and litigation that could materially affect the Company's financial position or ability to meet its obligations as of the Prospectus date

Parties	Nature of Case / Subject Matter	Amount in Dispute	Current Status
Herari Trading PLC and Others	The Company is the Plaintiff in a claim for recovery of an outstanding loan.	166,504,880.40 Birr	Injunction order issued on defendants' properties; case adjourned for first hearing.
Mohammed Nur Abdulahi and Others	The Company is the Plaintiff in a claim for recovery of an outstanding loan.	150,702,739.73 Birr	Injunction order issued; defendants submitted defense; case adjourned for investigation.
B.Z.A Trading PLC and Others	The Company is the Plaintiff (Appellant) in an appeal on a loan recovery case.	102,851,652.54 Birr	Respondents submitted their defense; case adjourned for investigation.



15. Evidence of an Escrow Account opened for the subscription monies in a financial institution licensed by the National Bank of Ethiopia (NBE); and



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Bank of Abyssinia

የሁሉም ምርጫ!
The Choice for All!

December 22, 2025
BoA/CFO/059/25

Ethiopian Capital Market Authority
P.O.Box 12101
Addis Ababa
Ethiopia

Subject: Notification of Escrow Account Opening for Share Offering at Bank of Abyssinia Head Office Branch

Dear Sir/Madam,

We are pleased to inform you that separate Escrow Account has been opened for existing shareholders in connection with the upcoming share offering at Bank of Abyssinia Head Office Branch.

The details of the account is as follows:

- Bank of Abyssinia S.C.
- Account Number: ETB1512700010001 Escrow Account - Share Subscription

Should you require any further information or assistance, please do not hesitate to contact us.

Regards,

Abreham Gebeyehu
Chief Finance Officer



16. A preliminary letter of approval from the Ethiopian Securities Exchange.



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ሙዳላ ንዋዮች ገበያ
Ethiopian Securities
Exchange

Date: 24 November 2025
Ref. No. SRO/LR/007/25

Bank of Abyssinia S.C.
Addis Ababa, Ethiopia

Attn. Chief Executive Office

Subject: Notification of Approval in Principle for Listing of Bank of Abyssinia S.C. on the ESX Main Board

Following the submission of Bank of Abyssinia S.C.'s application to list its equity securities on the Ethiopian Securities Exchange (ESX) Main Board, we are pleased to inform you that the ESX Board of Directors, Market Regulation and Supervision Committee has granted **Approval in Principle** for your application.

The Committee has reviewed your application and supporting documents in line with the requirements set out in the ESX Rulebook and has observed that the most of the requirements have been satisfied.

The approval in principle serves as an official confirmation to the Ethiopian Capital Market Authority (ECMA) that Bank of Abyssinia's intention to list, as disclosed in its draft Prospectus, has been duly reviewed and endorsed by the ESX. It will enable ECMA to proceed with the registration of the Bank's securities in accordance with applicable regulations.

Please note that the final approval remains subject to the final listing approval of ESX Board of directors and the submission of the following outstanding documents , including

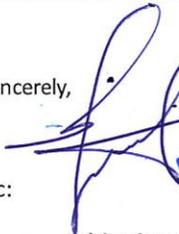
1. Submission of all outstanding documents, including tax clearance and a no objection letter from NBE
2. Receipt of ECMA's final approval for the registration of securities.
3. Payment of applicable listing fees to the ESX.

ESX looks forward to continued cooperation as you move forward the final stage of the Listing process

Sincerely,

cc:

- Ethiopian Capital Market Authority (ECMA)


Solomon Kita
Senior Manager,
Listing and Reporting

