



## INVESTMENTS

Cairo, 31 July 2022  
Attention: The Egyptian Stock Exchange

### **B Investments Holding ("BINV") Disclosure**

TotalEnergies Marketing Afrique SAS ("TEMA") announced on 28 July 2022 its proposed sale to Abu Dhabi National Oil Company for Distribution PJSC ("ADNOC") of a 50% shareholding in TotalEnergies Marketing Egypt LLC ("TE").

B Investments Holding for Financial Investments SAE ("BINV") holds 6.38% of the shares in TE, together with an affiliated company, which holds a further 9.00% (together, the "BINV Group Shares").

BINV and its affiliate have received a Transfer Notice from TEMA stating that TEMA has received a bona fide written offer from ADNOC to purchase 34.62 % of TEMA's shares in TE ("TEMA Shares"), together with the BINV Group Shares, subject, inter alia, to TEMA exercising its call option over the BINV Group Shares.

The Transfer Notice states, inter alia, that:

- BINV, together with its affiliate, has a right of pre-emption, exercisable before 29 August 2022, to purchase the TEMA Shares on the same conditions as the offer from ADNOC; and
- Completion of the sale of the TEMA Shares to ADNOC is subject to a number of conditions precedent, including the exercise by TEMA of its call option to purchase the BINV Group Shares or BINV and its affiliate exercising a put option in respect of the BINV Group Shares.

TEMA and BINV, together with its affiliate, are also parties to a legally binding agreement entered into in March 2022 (the "March Agreement") governing the terms of the sale by TEMA to ADNOC of shares in TE.

BINV is currently considering its position in light of the Transfer Notice and the March Agreement.

Best Regards,

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Omar El Labban  
Head of Investor Relations

