



EGYTRANS Audit Committee Charter

Role

The Board Audit Committee's role is to assist the board of directors in auditing and supervising the company's financial audit operations. In order to successfully implement its mission, the Audit Committee will concentrate in its work on: (1) Ensuring integrity and credibility of both the internal audit process and the preparation of financial statements. (2) Ensuring the efficiency and independency of the company external auditor and (3) Ensuring that both the internal auditor as well as the external auditor are performing their work effectively.

Composition

1. EGYTRANS Audit Committee comprises not less than three non-executive members.
2. One member should be a financial and accounting expert.
2. The Board appoints the members of the Committee and the chairperson. A member of the Committee may be removed by majority vote of the board. The terms of Committee members shall be arranged in consistence with the rotation process specified in EGYTRANS Code of Corporate Governance.

Quorum

Committee Chairman and at least one committee member shall constitute a quorum.

Authority

EGYTRANS Audit Committee receives its authority and its assignments from the Board of Directors, except in matters where its authority is derived by law or listing rules. The Committee has direct access to management. The Committee has the ability to commit the Company, after the approval of the entire EGYTRANS Board of Directors, to pay for services, expenses, or other costs, and retain, at the Company's expense, special legal, consulting and other experts, all as it deems necessary in the performance of its duties. The Company will provide appropriate funding, as determined by the Committee, for its expenses and for payment of compensation to advisors whom it determines necessary to carry out its duties.

Committee Charter

The Committee shall review and assess the adequacy of the Committee's Charter annually and recommend any proposed changes to EGYTRANS Board for approval.

Meetings

1. The Committee shall meet at least four times per year, on a schedule adopted by the Committee, and as many additional times as the Committee deems necessary. The Chairman of the Board, the Committee Chair or any two other members of the Committee may call a special meeting for a special meeting of the board.
2. The Committee Chair may request members of management and other persons to be present at meetings. The Committee shall meet in executive session and privately with Company executives to discuss any matters that the Committee believes should be discussed.

3. The Chairman of the Board shall receive notice of meetings and may attend, but will have no vote in its actions. The Committee shall solicit the views of the Chairman of the Board in appropriate matters.

4. The Committee Chairperson may request any director and any member of management to advise or assist in aspects of the Committee's business. The Committee may designate sub-committees comprised of its members and/or other directors to make recommendations on specific matters.

5. The Committee Chairperson will be responsible for preparing and sending committee meeting agendas and documents to all committee members before the meeting date by 5 working days at least.

6. Audit committee shall meet at least once per year with the External Auditor, Chief Financial Officer and company Legal Advisor, separately. The mentioned meeting shall not include any company management staff or employees.

Minutes of Meetings

Minutes of meetings are to be prepared at the direction of the Committee Chair and sent to Committee members and all other directors together with the agendas of the coming meeting before the meeting date by 5 working days at least.

Scope of Responsibilities and Duties

1. Supervising the External Auditor

- a. Assess the qualifications; performance and independence of the external auditor present a recommendation report to the board of directors and the general assembly including whether to continue working with the same external auditor or terminate his work or suggest another external auditor instead.
- b. Review the external auditor's plan and scope of work and make suggestions.
- c. Advise the board of directors as well as the general assembly with the Audit Committee's recommendations regarding the external auditor's fees and assigned services.
- d. Revising the annual external auditor's report.
- e. Review the external auditor's comments on the financial statements.
- f. Approve the engagement of the external auditor to provide non-audit services, and appropriate remuneration.
- g. Annually revise company policy in choosing the external auditor and presenting a recommendation report to the board regarding any suggested amendments in this regard.
- h. Ensuring compliance with International and local Accounting and Auditing Standards in preparing company financial statements.

2. Supervising the Internal Auditor

- a. Supervising the quality and efficiency of company internal audit system and prepare a report to the board of directors with opinions and recommendations.
- b. Review and discuss the internal audit department plan and its efficiency.
- c. Annual assessment of Chief Internal Auditor.
- d. Review the reports submitted by the internal auditor and any corrective measures taken.
- e. Studying any illegal actions or deficiency in internal audits in cooperation with the external auditor and the Chief Internal Auditor.

3. Regarding Company Financial Statements

- a. Review the company's accounting policies and give opinions and recommendations.
- b. Identifying current financial risks that face the company as well as identifying ways of dealing with these risks.
- c. Revising major issues related to accounting and preparing financial statements including official data and assessing its effect on company financial statements.
- d. Inquiring company management, external auditor and internal audit department about major financial risks and the company procedures in facing the mentioned risks.
- e. Revising any legal issues that may affect the preparation of company financial statements.
- f. Revising company quarterly and annual financial statements and the extend to which they are prepared according to international and local Auditing and Accounting Standards ,in cooperation with the Chief Financial Officer, before being presented to the board and give opinions and recommendations.
- g. Meeting with company management and external auditor to revise financial statements and audit results.
- h. Supervising proper disclosure of company quarterly and annually financial statements.

4. Other Tasks

- a. Revising the results of any investigation conducted by the company to eliminate any financial incompliance.
- b. Reviewing, up to date, the extend to which the company adheres to legal standards and provisions in cooperation with company management and legal advisor.
- c. Assess the efficiency of the financial manger and other financial staff.
- d. Approves or denies, after approving its decision from the whole board of directors, all EGYTRANS related party transactions as per the standards and procedures stated in EGYTRANS Related Party Transactions Policy.