

Telecom Egypt

An Egyptian Joint Stock Company

RESOLUTIONS OF THE EXTRA ORDINARY GENERAL MEETING

CONVENED ON Monday, 23 MARCH 2020 AT 8:00 AM

RESOLUTION No.1

The Extra Ordinary General Assembly of Telecom Egypt held on Monday, 23 March 2020, by the unanimous of votes of the shareholders present and represented in the meeting, approved the amendment of Articles "4.21.25.26.35.36.58.69" and the introduction of Article (39bis) in the Articles of Association of the company, and approved to authorize the Board of Directors to make any amendments requested by GAFI or EFSA to the decisions of the Assembly regarding the amendment of Articles (4.21.25.26.35.36.58.69) and the introduction of Article (39bis) in the Articles of Association of the company as shown below:

Current Article	Suggested Amendments
Article (4)	Article (4)
The head office and legal domicile of the Company shall be situated in Cairo.	The head office and legal domicile of the Company shall be situated in 26, Ramsis Str., Ramsis Exchange, Cairo, Egypt.
The Board of Directors of the Company may establish branches, offices or agencies for the Company	The Company shall exercise its activities in all of the Arab Republic of Egypt including in the Sinai Peninsula, where it must obtain the prior approval

<p>abroad or within the Arab Republic of Egypt.</p>	<p>of the General Authority for Investment and Free Zones, in compliance with the Prime Ministerial Decree No.350 of 2007 and Presidential Decree No.356 of 2008 and Law No.14 of 2012.</p> <p>The Board of Directors of the Company may establish branches, offices or agencies for the Company abroad or within the Arab Republic of Egypt, except in the Sinai Peninsula where it must obtain the prior approval of the General Authority for Investment and Free Zones, in compliance with the Prime Ministerial Decree No.350 of 2007 and Presidential Decree No.356 of 2008 and Law No.14 of 2012.</p>
<p>Article (21)</p>	<p>Article (21)</p>
<p>The Company shall be managed by a Board of Directors consisting of a minimum of seven (7) members and a maximum of eleven (11) members appointed by the general shareholders' meeting.</p> <p>As an exception to the abovementioned method of appointment, the Founders have set up the first Board of Directors consisting of the following members:</p>	<p>The Company shall be managed by a Board of Directors consisting of a minimum of seven (7) members and a maximum of eleven (11) members appointed by the general shareholders' meeting.</p> <p>As an exception to the abovementioned method of appointment, the Founders have set up the first Board of Directors consisting of the following members:</p>

- (i) Three independent (3) members (as described throughout this Article);
- (ii) One (1) member representing the Company's employees nominated by the General Union for Telecom Employees;
- (iii) Seven (7) members appointed by virtue of a Prime Ministerial Decree upon recommendation of the Minister of Communications and Information Technology.

The three (3) independent members shall be nominated by the shareholders, other than the State, possessing 1% or more of the Shares in the Company, provided that:

1. They are not employed by the Company or any of its subsidiaries or sister companies, in which the Company is a shareholder within the five (5) years preceding the nomination;
2. During the three (3) years preceding their appointment, no substantial transactions were concluded by the independent members in their personal capacity or their capacity as partner or shareholder in any entity that has substantial transactions with the Company or any of its subsidiaries or sister companies, in which the Company is a shareholder;
3. They are not entitled to any fees, additional sums, allowances or board member remuneration, or share option scheme, if any, or

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3. They are not entitled to any fees, additional sums, allowances or board member remuneration, or share option scheme, if any, or

<p>bonus schemes or retirement schemes;</p> <ol style="list-style-type: none"> 4. There is no relationship until the 4th degree with any of the board members or the Chief Executive Officer of the Company; 5. No substantial shareholding is held in the Company; and 6. No board member position was held for a duration exceeding 9 years. <p>In the event that non-State shareholders do not nominate three (3) independent members or nominate less than (3) members or in the event that the above-mentioned conditions related to independent Board members are not fulfilled by non-State shareholders, the Board of Directors may nominate independent Board members to complete the required minimum provided that the above-mentioned conditions related to independent Board members are fulfilled.</p> <p>An entity may be represented by more than one member. The number of the representatives increases proportionately to the presence of said representatives in the Board. In such event, the number of votes increases in the same manner.</p>	<p>bonus schemes or retirement schemes;</p> <ol style="list-style-type: none"> 4. There is no relationship until the 4th degree with any of the board members or the Chief Executive Officer of the Company; 5. No substantial shareholding is held in the Company <p>In the event that non-State shareholders do not nominate three (3) independent members or nominate less than (3) members or in the event that the above-mentioned conditions related to independent members are not fulfilled by non-State shareholders, the Board of Directors may nominate independent members to complete the required minimum provided that the above-mentioned conditions related to independent Board members are fulfilled.</p> <p>An entity may be represented by more than one member. The number of the representatives increases proportionately to the presence of said representatives in the Board. In such event, the number of votes increases in the same manner.</p> <p>Cumulative voting rights are used in the event that the number of nominated independent board members exceed three (3), allowing</p>
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<p>Cumulative voting rights are used in the event that the number of nominated independent board members exceed three (3), allowing for proportionate representation whenever possible.</p> <p>In all events, any board members that may be conflicted in a certain matter shall abstain from voting should said matter be submitted to the Board.</p>	<p>for proportionate representation whenever possible.</p> <p>In all events, any board members that may be conflicted in a certain matter shall abstain from voting should said matter be submitted to the Board.</p>
<p>Article (24)</p>	<p>Article (24)</p>
<p>The Board of Directors of the Company shall appoint a Chairman of the Board form among its members, and may appoint one or more Vice-Chairmen. The Board shall determine who shall replace the Chairman during his absence. In the event of absence of the Chairman and the Vice-Chairman/Chairmen, the Board shall appoint a Board member to undertake the chairmanship temporarily. The Chairman may not be appointed for more than two full consecutive terms. This condition shall apply starting the new term of the Board, following ratification of the EGM approving said condition.</p> <p>The Chairman shall preside all Board meetings and general shareholders' meetings. The Board may entrust the</p>	<p>The Board of Directors of the Company shall appoint a Chairman of the Board form among its members, and may appoint one or more Vice-Chairmen. The Board shall determine who shall replace the Chairman during his absence. In the event of absence of the Chairman and the Vice-Chairman/Chairmen, the Board shall appoint a Board member to undertake the chairmanship temporarily. The Chairman may not be appointed for more than two full consecutive terms.</p> <p>The Chairman shall preside all Board meetings and general shareholders' meetings. The Board may entrust the Chairman with any other authorities and duties.</p>

<p>Chairman with any other authorities and duties.</p>	
<p>Article (25)</p>	<p>Article (25)</p>
<p>The Board of Directors of the Company shall appoint a Managing Director from among its members named Chief Executive Officer, whose powers shall be determined by the Board. The Managing Director/Chief Executive Officer may not be appointed for more than two full consecutive terms. This condition shall apply starting the new term of the Board, following ratification of the EGM approving said condition.</p> <p>The Managing Director/Chief Executive Officer shall be responsible for managing the Company and supervising its employees under the direction of the Board. He will be responsible for the following in particular:</p> <ul style="list-style-type: none"> a. Implementing the resolutions of the Board; b. Informing the Board of the Company's commercial activities; c. Representing the Company vis-à-vis third parties; 	<p>The Board of Directors of the Company shall appoint a Managing Director from among its members named Chief Executive Officer, whose powers shall be determined by the Board. The Managing Director/Chief Executive Officer may not be appointed for more than two full consecutive terms.</p> <p>In the event that one of the Company's employees is appointed as Managing Director, his service as employee of the Company is terminated, in which case, he is entitled to two months' salary from the total of his last salary for each year employed by the Company, or two months' salary from the total of his last salary for each year remaining until his retirement age, whichever is less, in addition to any dues owed to him by the Company.</p> <p>The Managing Director/Chief Executive Officer shall be responsible for managing the Company and supervising its employees under the direction of the Board. He will be responsible for the following in particular:</p>

<p>d. Preparing the Company's draft budget to be approved by the Board;</p> <p>e. Approving disbursement for the Company's activities in accordance with the approved budget and in compliance with the Company's regulations';</p> <p>f. Signing on behalf of the Company any agreement (or any amendment thereto or termination thereof), within the limits set out by the budget approved by the Board or, if so authorized, outside the budget limits, in compliance with the Company's regulations;</p> <p>g. Settlement of any claim against the Company made by or against the Company, in the cases where the value of the settlement does not exceed EGP 1,000,000. Any claim exceeding such amount shall be submitted to the Board of Directors for approval;</p> <p>h. Appointing the Company's employees and determining their salaries, remuneration and specializations, and delegating performance of any specialties as deemed necessary, taking into account the regulations of the Company and schemes and processes approved by the Board. As an exception to the foregoing, the Board may appoint deputies of the Managing Director/Chief Executive Officer not from among its members upon recommendation of the Managing Director/Chief Executive Officer and by virtue of a decision issued by the latter;</p>	<p>a. Implementing the resolutions of the Board;</p> <p>b. Informing the Board of the Company's commercial activities;</p> <p>c. Representing the Company vis-à-vis third parties;</p> <p>d. Preparing the Company's draft budget to be approved by the Board;</p> <p>e. Approving disbursement for the Company's activities in accordance with the approved budget and in compliance with the Company's regulations';</p> <p>f. Signing on behalf of the Company any agreement (or any amendment thereto or termination thereof), within the limits set out by the budget approved by the Board or, if so authorized, outside the budget limits, in compliance with the Company's regulations;</p> <p>g. Settlement of any claim against the Company made by or against the Company, in the cases where the value of the settlement does not exceed EGP 1,000,000. Any claim exceeding such amount shall be submitted to the Board of Directors for approval;</p> <p>h. Appointing the Company's employees and determining their salaries, remuneration and specializations, and delegating performance of any specialties as deemed necessary, taking into account the regulations of the Company and schemes and processes approved by the Board. As an exception to the foregoing, the Board may appoint deputies of the</p>
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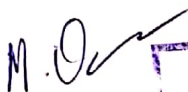
<p>i. Preparing proposals of internal regulations and submitting them to the Board of Directors for approval; j. Carrying out any other tasks or duties assigned by the Board of Directors; and k. Delegating any of the Company's employees or third party to achieve any of the Company's tasks in accordance with the Company's regulations and within the limits of the specialties conferred by the Board of Directors.</p> <p>The Board of Directors shall determine the salaries and bonuses and allowances and incentives of the Managing Director/Chief Executive Officer and its deputies upon recommendation by the Remuneration and Incentives Committee referred to in Chapter Two below.</p>	<p>Managing Director/Chief Executive Officer not from among its members upon recommendation of the Managing Director/Chief Executive Officer and by virtue of a decision issued by the latter;</p> <p>i. Preparing proposals of internal regulations and submitting them to the Board of Directors for approval; j. Carrying out any other tasks or duties assigned by the Board of Directors; and k. Delegating any of the Company's employees or third party to achieve any of the Company's tasks in accordance with the Company's regulations and within the limits of the specialties conferred by the Board of Directors.</p> <p>The Board of Directors shall determine the salaries and bonuses and allowances and incentives of the Managing Director/Chief Executive Officer and its deputies upon recommendation by the Remuneration and Incentives Committee referred to in Chapter Two below.</p>
<p>Article (26)</p>	<p>Article (26)</p>
<p>The Board of Directors shall convene at the Company's head office or any of its branches in the Arab Republic of Egypt, whenever in the Company's interest, upon being called upon by the Chairman or at the request of three (3) board members. The Board</p>	<p>The Board of Directors shall convene at the Company's head office or any of its branches in the Arab Republic of Egypt, whenever in the Company's interest, upon being called upon by the Chairman or at the request of three (3) board members. The Board shall</p>

<p>shall convene at least four (4) times within one financial year.</p>	<p>convene at least four (4) times within one financial year.</p>
<p>The Board may also convene outside its head office or its branches or abroad, provided that all members are present or represented by proxy.</p>	<p>The Board may also convene by means of conference call or video call provided that all members are present or represented by proxy. Resolutions of the Board may be issued by passing in writing provided that said resolution is unanimous.</p>
<p>The Board may also convene by means of conference call or video call provided that all members are present or represented by proxy. Resolutions of the Board may be issued by passing in writing provided that said resolution is unanimous.</p>	<p>The Board may also convene outside its head office or its branches or abroad, provided that all members are present or represented by proxy.</p>
<p>The Board may also convene outside its head office or its branches or abroad, provided that all members are present or represented by proxy.</p>	<p>The meeting minutes must be recorded in the Company's records and signed by all the present members.</p>
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<p>Article (35)</p>	<p>Article (35)</p>
<p>The Board of Directors shall form an Audit Committee, a Remuneration and Incentives Committee, and an Investment Committee. Each Committee shall include at least one independent Board member as</p>	<p>The Board of Directors shall form an Audit Committee, a Remuneration and Incentives Committee, an Investment Committee as well as a Corporate Governance Committee. Each Committee shall include at least one</p>

<p>defined under Article (21) and shall be made up of at least three (3) non-executive Board members in accordance with the Listing Rules of the Egyptian Exchange, possessing experience in the Company's activities. In the event that such minimum of three (3) members is not available, the Board may complete the Committee's memberships from outside the Company conditional upon the relevant experience, taking into account that a member of the Audit Committee may not be a member in any other Committee emanating from the Board of Directors and that one of the Committee's members possesses experience in financial affairs.</p>	<p>independent Board member as defined under Article (21) and shall be made up of at least three (3) non-executive Board members in accordance with the Listing Rules of the Egyptian Exchange, possessing experience in the Company's activities. In the event that such minimum of three (3) members is not available, the Board may complete the Committee's memberships from outside the Company conditional upon the relevant experience and provided that one of the Committee's members possesses experience in financial affairs.</p>
<p>Article (36)</p>	<p>Article (36)</p>
<p>The Board of Directors determines the number of members of each the Audit Committee, the Remuneration and Incentives Committee, and the Investment Committee.</p>	<p>The Board of Directors determines the number of members of each the Audit Committee, the Remuneration and Incentives Committee, the Investment Committee and the Corporate Governance Committee.</p>
<p>Article (39bis)</p>	<p>Article (39bis)</p>
<p>Introduced Article.</p>	<p>The Corporate Governance Committee undertakes the periodic evaluation of the Company's corporate governance system and formulates evidence and internal rules and policies</p>

	regarding the manner in which the corporate governance rules shall apply.
Article (58)	Article (58)
The financial year of the Company commences on the 1 st of January of and ends on the 31 st of December each year. The period beginning on 1/7/2000 and ending on 12/31/2000 is considered a transitional period for which a planning budget (current and investment) as well as a separate final account are prepared.	The financial year of the Company commences on the 1 st of January of and ends on the 31 st of December each year.
Article (69)	Article (69)
The Statutes of the Company are issued by virtue of a Decree by the Minister of Communication and Information Technology and are published in the Official Gazette.	<p>The Statutes of the Company are issued by virtue of a resolution of the general shareholders' meeting and are published according to the relevant laws and regulations.</p> <p>The second Paragraph of article 25 shall be applied to the current managing director.</p>

Chairman



Dr. Magued Osman

