

Telecom Egypt

An Egyptian Joint Stock Company

**RESOLUTIONS OF THE EXTRA ORDINARY GENERAL MEETING**

**CONVENED ON THURSDAY, MARCH 29<sup>TH</sup>, AT 8:30 AM**

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**RESOLUTION No.1**

The Extra Ordinary General Assembly of Telecom Egypt held on Thursday, March 29<sup>th</sup>, 2017 by unanimous vote of the shareholder present and represented in the meeting, approved the amendment of Article "21" of the Article 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 and the draft amendment of Article (21) of the Articles of Association as follow:



Text Before Amendment	Text After Amendment
Article (21)	Article (21)
<p>The Company Shall be managed by a Board of Directors consisting of a minimum of seven members by the General Assembly. As an exception to the foregoing method of appointment, the Board of Directors shall be formed of eleven members as follows:</p> <ul style="list-style-type: none"> <li>(a) Three members who meet the requirements of independence as detailed hereinafter in this Article.</li> <li>(b) A member representing the employees of the company, to be nominated by the General Syndicate for Telecommunications Employees, who is required to be from amongst the employees of the company.</li> <li>(c) Seven members who shall be selected by virtue of a Prime Ministerial Decree upon a recommendation by the Minister of Communications and Information Technology.</li> </ul> <p>The three independent members shall be nominated by non-state shareholders owning 1% or more of the Company shares, and the independent members are required to meet the following:</p> <ul style="list-style-type: none"> <li>(i) He/she is not an employee in the Company, or any of its affiliates or sister companies of which Telecom Egypt has shareholding in its capital during the five years preceding his/her nomination;</li> <li>(ii) He/she may not have had – during the three years preceding his/her appointment – any substantial dealings, whether in person, or as a partner, shareholder, manger, key employee</li> </ul>	<p>The Company Shall be managed by a Board of Directors consisting of a minimum of seven members by the General Assembly. As an exception to the foregoing method of appointment, the Board of Directors shall be formed of eleven members as follows:</p> <ul style="list-style-type: none"> <li>a) Three members who meet the requirements of independence as detailed hereinafter in this Article.</li> <li>b) A member representing the employees of the company, to be nominated by the General Syndicate for Telecommunications Employees, who is required to be from amongst the employees of the company.</li> <li>c) Seven members who shall be selected by virtue of a Prime Ministerial Decree upon a recommendation by the Minister of Communications and Information Technology.</li> </ul> <p>The three independent members shall be nominated by non-state shareholders owning 1% or more of the Company shares, and the independent members are required to meet the following:</p> <ul style="list-style-type: none"> <li>i. He/she is not an employee in the Company, or any of its affiliates or sister companies of which Telecom Egypt has shareholding in its capital during the five years preceding his/her nomination;</li> <li>ii. He/she may not have had – during the three years preceding his/her appointment – any substantial dealings, whether in person, or as a partner, shareholder, at any entity which has substantial dealings with the</li> </ul>

- or board member, at any entity which has substantial dealings with the Company, its affiliates or sister companies in which the Company has a shareholding in its capital;
- (iii) He/she may not have been eligible to any fees or additional amounts from the Company except for the allowances and remunerations of the Board members, or have the right to participate in incentive schemes by shares, if any, or motivated remuneration programs, or have the right to participate in pension schemes in the Company;
- (iv) He/she may not be a relative up to the fourth degree of any Board member of the Company, or its chief executive officer and his/her deputies;
- (v) He/she may not be a co-member in the board of directors of a company operating with the Company or have a close relation with any Board member by way of participating/sharing in any other company or entity;
- (vi) He/she may not represent a substantial shareholding in the Company; and
- (vii) He/she may not have been a member in the Board of Directors of the Company for a period exceeding nine consecutive years.

Should the non-State shareholders fail to nominate three independent members or nominate less than three members, or if the aforementioned requirements are not met in the independent members nominated by the non-state shareholders, then the Board of Directors may nominate independent members to complete the number

- Company, its affiliates or sister companies in which the Company has a shareholding in its capital;
- iii. He/she may not have been eligible to any fees or additional amounts from the Company except for the allowances and remunerations of the Board members, or have the right to participate in incentive schemes by shares, if any, or motivated remuneration programs, or have the right to participate in pension schemes in the Company;
- iv. He/she may not be a relative up to the fourth degree of any Board member of the Company, or its chief executive officer and his/her deputies;
- v. He/she may not represent a substantial shareholding in the Company; and
- vi. He/she may not have been a member in the Board of Directors of the Company for a period exceeding nine consecutive years.

Should the non-State shareholders fail to nominate three independent members or nominate less than three members, or if the aforementioned requirements are not met in the independent members nominated by the non-state shareholders, then the Board of Directors may nominate independent members to complete the number of nominated independent members, provided that they



<p>of nominated independent members, provided that they also meet the aforementioned requirements of the independent members.</p> <p>The juristic person may be represented by more than one board member.</p> <p>The representatives of the juristic person in the Board of Directors shall be</p> <p>as multiple as the member of his/her representatives present in the Board, in such case, the votes shall be as multiple as the number of representatives.</p>	<p>also meet the aforementioned requirements of the independent members.</p> <p>The juristic person may be represented by more than one board member. The representatives of the juristic person in the Board of Directors shall be as multiple as the member of his/her representatives present in the Board, in such case, the votes shall be as multiple as the number of representatives.</p> <p>In all cases any member whose interests may be in conflict with those of the company should declare being conflicted with regard to such decision and refrain from participating in its making by abstaining from voting on such decision.</p>
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**Chairman**

M.O. —

**Dr. Magued Osman**

