



Invitation to the Ordinary General Assembly
Of
Telecom Egypt S.A.E
Scheduled to be held on Monday, March 28, 2022

The Board of Directors of Telecom Egypt S.A.E. is pleased to invite the company's shareholders to the ordinary general assembly meeting of the company (first meeting) which is scheduled to be held at 8 am on Monday, 28 March, 2022, at Telecom Egypt's headquarters located at Smart Village, 28 km, Cairo-Alexandria desert road, Giza.

In light of the country's current circumstances, the government's direction to limit gatherings and implement precautionary measures, and in line with the Chairman of the General Authority for Investments' Decree No.160 issued on 18 March 2020; the general assembly meeting and participation thereat shall take place utilizing audiovisual electronic technology provided by E-Magles platform (without the usual physical attendance). The shareholders will be able to vote electronically on the agenda items and attend the meeting through audiovisual communication methods, which will be deemed actual attendance. Attendees are required to register and provide their data using the following link: rebrand.ly/TelecomEgypt

In the event the requisite legal quorum for validity of the first meeting is not met, the ordinary general assembly meeting shall convene for a second meeting at 8 am, Tuesday, March 29, 2022 at the same location using the aforementioned link. The second meeting shall be valid regardless of the number of shares represented in the meeting.



Thus, the agenda items are as follows:

1. The approval of the Board of Directors' Report on the company's activities during the financial year ended December 31, 2021.
2. The approval of the Auditors' Report on the financial statements for the financial year ended December 31, 2021.
3. The presentation of the corporate governance report for the year ended December 31, 2021.
4. The ratification of the company's financial statements for the financial year ended December 31, 2021.
5. The approval of appointment of the auditor to audit the company's consolidated financial statements as of December 31, 2021 in line with the international financial reporting standards (IFRS), and tax services of legal entities and wages and salaries.
6. The approval of appointing the company's auditor for the financial year ending December 31, 2022 and determining his fees.
7. The approval of changes in the composition of the company's Board of Directors.
8. The approval of discharging the members of the Board of Directors from all liabilities relating to the activities during the financial year ended December 31, 2021.
9. The authorization of the Board of Directors to grant donations during the period from the date of the Ordinary General Assembly, which will be held to approve the financial statements for the financial year 2021 until the date of the Ordinary General Assembly that will be held to approve the financial statements for the year 2022 and the approval of what has been disbursed.
10. The determination of the attendance allowance of the members of the Board of Directors for the financial year ending December 31, 2022.
11. The approval of the compensatory contracts with related parties including, but not limited to, the company's shareholders or members of the Board of Directors, if any, and authorizing the Board of Directors to execute and approve such compensatory contracts with them during the financial year 2022.
12. The approval of the proposed dividends for the financial year ended December 31, 2021.
13. The approval of appointing the members of Telecom Egypt's Board of Directors for another term.

M. J.



Shareholders are kindly requested to submit their details on the aforementioned link including their full name (four names), a copy of their national ID/passport, mobile number, email address and shares freezing certificate (issued at least three days prior to the meeting date and stating that the shares will be frozen until the general assembly meeting is adjourned), the standard exchange code and a written delegation for attendance and voting (for representatives of legal entities). **Registrations will be open as from the date of the invitation up until 27 March 2022.** After authenticating the submitted data, login credentials will be sent to each shareholder via text message and email to be used for the electronic voting process.

Electronic voting on the general assembly agenda items will only be available after submitting the requested data **starting from Thursday, March 24, 2022**, up until the meeting is adjourned.

We draw the shareholders' attention to the following:

The ordinary general assembly meeting shall not be valid unless attended by a number of shareholders representing 50% of the Company's share capital.

- (a) Each shareholder (natural person) shall be entitled to attend the ordinary shareholders' general assembly meeting either in person or by proxy to another shareholder that is not a member of the Board of Directors. To be valid, a proxy must be issued by means of a written authenticated power of attorney from the Egyptian notary public or from the notary public authority abroad and legalized by the Egyptian Ministry of Foreign Affairs and the representative must be a shareholder. A shareholder may not represent by proxy in the ordinary general assembly meeting a number of votes exceeding ten percent (10%) of the nominal shares of the company's share capital or twenty percent (20%) of the shares present at the meeting.
- (b) Each shareholder (legal entity) shall be entitled to attend the ordinary shareholders' general assembly meeting either in person (through the attendance of its legal representative as under a legalized commercial register) or by delegating a representative "other than a member of its Board of Directors" to attend the general assembly meeting on its behalf. To be valid, a proxy must be presented under a written authenticated delegation letter or power of attorney by the Egyptian notary public or from the notary public authority abroad and legalized by the Egyptian Ministry of Foreign Affairs, while observing Article (239) of the Executive Regulations of the Companies Law No. 159 of 1981 stating that the legal entity's representative at the Board may not represent such in attending the general assembly meeting.
- (c) Each shareholder wishing to attend the general assembly meeting shall submit a certified statement issued by the custodian of its shares evidencing that such shares are blocked from trading until the general assembly meeting is concluded. The foregoing must be effected at least three days prior to the date of convening the Ordinary General Assembly.
- (d) In application of Article (21) of the company's Articles of Association, in order to appoint the four independent members who meet the conditions set out under Article (21) of the company's Articles of Association, it is required to submit the nominations for the vacant independent Board seats and its attachments no later than 1 pm on Thursday, March 17, 2022 to the following email address: generalassembly@te.eg and provided that the original of the nomination request and its attachments is submitted at least three days in advance before the date of convening the general assembly meeting, at the company's headquarters located in Km 28 - Cairo Alexandria Desert Road, Smart Village, B7 Building, Office of the Head of Investor Relations, second floor. No nomination request will be accepted after the aforementioned date and provided the following is attached to the nomination:

M. J.

1. An original recent letter containing the shareholder(s) approval to nominate the independent member, signed by the shareholder(s) that is a natural person or the legal representative of the shareholder(s) that is a legal entity other than the State that own 1% or more of the company's share capital, and signature being ratified by an Egyptian bank in relation to the Egyptian shareholder or notarized by the notary public authority abroad and legalized by the Egyptian Ministry of Foreign Affairs in relation to foreign shareholders.
 2. A recent original letter of the nomination request sent by the nominee and which must contain the name of the candidate, number of shares he/she owns at the company, if any, and the number of shares and names of shareholders confirming his application. The request shall be signed by the applicant and his signature must be verified by one of the Egyptian banks or authenticated by a notary public authority abroad and legalized by the Egyptian Ministry of Foreign Affairs.
 3. The CV (containing the current occupation, experience, functions assumed during the previous years at other companies and whether he/she is assuming a position at the company) and supporting documents of the candidate nominated to become an independent Board member that meets the conditions stipulated under Article (21) of the company's Articles of Association.
 4. A copy of a valid personal identification; national ID for Egyptians and/or passport for foreigners.
 5. An original statement issued by the custodian of the shares held by the shareholder(s), other than the State, who own 1% or more of the company's shares and who approve the nomination of the independent member evidencing that such shares are blocked from trading until the general assembly meeting is concluded.
- (e) The Board of Directors will examine and study nomination requests submitted in relation to the Board membership to assess the nominee's compliance to all the conditions set out under Article (21) of the company's Articles of Association and ensure that all the required documents have been submitted within the legal timelines. Nominations that do not meet the conditions or observe the timelines will be disregarded.
- (f) Any questions related to the agenda items presented to the ordinary general assembly must be submitted through the aforementioned website (E-magles) and any questions related to registration should be sent to the following email address: generalassembly@te.eg three days, at least, before the convening of the general assembly meeting, in compliance with Article (224) of the Executive Regulations of Law No. 159 of 1981.
- (g) Deliberations at the general assembly meetings shall be limited to the items on the agenda.
- (h) Attendance of the General Assembly shall only be limited to the shareholders.
- (i) The documents prepared for the shareholders before the Ordinary General Assembly, in accordance with the provisions of Law No. 159 of 1981 and its executive regulations, are available on the aforementioned website (E-Magles) and at the company's headquarters located in K 28 - Cairo Alexandria Desert Road, Smart Village, B7 Building during the official working hours. They could also be obtained by sending an email to generalassembly@te.eg.

Chairman



Dr. Magued Osman