



Telecom Egypt
Invitation to the Ordinary General Assembly
of
Telecom Egypt S.A.E

Scheduled to convene on Wednesday, March 27, 2019

The Board of Directors of Telecom Egypt S.A.E (the "Company") is privileged to invite the shareholders of the company to attend the Ordinary General Assembly (First Meeting) scheduled to convene at 8:30 a.m. on Wednesday, March 27, 2019, at the Conference Building of the Smart Village, at K 28 - Cairo Alexandria Desert Road, Egypt. In the case that the required legal quorum that is needed to validate the first meeting is not met, the Ordinary General Assembly shall convene a second meeting that will be held on Thursday, March 28, 2019 at the same location and time. The second meeting shall be valid regardless of the number of shares represented in the meeting.

The OGM shall be held to discuss the following agenda:

1. Consideration of the approval of the Board of Directors' Report regarding the company's activities during the financial year that ended on December 31, 2018.
2. Consideration of the approval of the Auditors' Report of the company's financial statements for the financial year that ended on December 31, 2018.
3. Briefing of the Auditors' Report of the Company's Corporate Governance Report and Company's Corporate Governance Report.
4. Consideration of the approval of the company's financial statements for the financial year that ended on December 31, 2018.
5. Consideration of the approval of the appointment of the company's auditor for the financial year that ended on December 31, 2019 and determining the auditor's annual fees for that year.
6. Consideration of the approval of changes in Telecom Egypt's Board of Directors during the period from the date of the last General Assembly meeting to the date of the current General Assembly meeting.
7. Consideration of the approval of clearing the members of the Board of Directors of any liabilities related to their activities during the financial year that ended on December 31, 2018.
8. Consideration of the approval of authorizing the Board of Directors to grant donations starting 1/1/2019 until the upcoming OGM in 2020.
9. Determining the Board of Directors' attendance and transportation allowances for the financial year that ended on December 31, 2019.
10. Consideration of the approval of 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 during 2019.
11. Consideration of the approval of the proposed dividends for the financial year that ended on December 31, 2018.
12. Consideration of the appointment of the members of the Board of Directors for a new term for the upcoming three years.

We draw the shareholders' attention to the following:

- (a) The Ordinary General Assembly will not go into session unless a quorum representing 25% of the company's share capital attends.
- (b) Each shareholder shall be entitled to attend the shareholders' Ordinary General Assembly either in person or by proxy to another shareholder who is not a member of the Board of Directors. To be valid, a proxy must be issued by means of a written power of attorney and the representative must be a shareholder. Any shareholder may not represent by proxy in the Ordinary General Assembly 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.
- (c) Shareholders wishing to attend the General Assembly shall submit a certified statement issued by one of the bookkeeping companies indicating the shares they own and indicating that the balance of shares reflected in the statement has been blocked until the General Assembly is complete. The foregoing must be effected at least three days prior to the date of convening the Ordinary General Assembly.
- (d) The candidacy application to become a member of the Board of Directors must be submitted by the independent members who meet the conditions stated in Article (21) of the company's Articles of Association no later than 1:00 pm on Tuesday, 19/3/2019 at the company's headquarters located at K 28 - Cairo Alexandria Desert Road, Smart Village, B7 Building, Egypt, the office of Investor Relations, 2nd Floor. No applications will be accepted after this date. The application must include the name of the candidate, the number of shares he or she owns in the company, his or her current job, his or her experience and the work he or she has carried out during previous years. In addition to the candidacy application, the candidate must submit the following:
1. A curriculum vitae and documents that support the candidate's eligibility to become an independent board member, as per the conditions stipulated in Article (21) of the company's Articles of Association.
 2. Non-Egyptian candidates must submit a copy of their ID or a copy of their passport.
 3. Original documents that prove that the candidate owns 1% or more of the company's shares or original documents that prove that the candidate shall represent non-governmental shareholders who own 1% or more the company's shares. The signatures of these shareholders on the nomination documents must be certified by their banks.
- (e) The candidate for membership of the Board of Directors must comply with the conditions stipulated in Article (89) of Law No. 159 of 1981 as well as the conditions stipulated in Articles 177 to 180 of the same law pertaining to employees of the government, the public sector, members of parliament and members of the shura council.
- (f) Any questions concerning the items of the agenda that are to be presented to the General Assembly must be submitted in writing to the company's headquarters located at K 28 - Cairo Alexandria Desert Road, Smart Village, B7 Building, Egypt, the office of Investor Relations, 2nd Floor. This should be done either through a registered email or by hand delivery in exchange for a receipt at least three days prior to the date the General Assembly convenes.
- (g) Discussions at the General Assembly shall be limited to the items on the agenda.
- (h) Attendance of the General Assembly shall only be limited to the shareholders without being accompanied by any other parties and attendees must be present a reasonable amount of time before the General Assembly to allow for the registration of attendance in the registers.

Chairman

Eng. Magued Osman

