



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

**Scheduled to convene on Monday, March 29, 2021**

The Board of Directors of Telecom Egypt S.A.E (the "Company") has the pleasure to invite the shareholders of the company to attend the Ordinary General Assembly of the Company (First Meeting) scheduled to convene at 8:00 a.m., on Monday, March 29, 2021, in Telecom Egypt's headquarters located in the Smart Village, K 28, Cairo-Alexandria Desert Road, Giza.

In light of the country's current circumstances, the government's direction to limit gatherings and to implement precautionary measures, and in line with the Chairman of the General Authority for Investments' decree no.160 dated 18 March 2020; the General Assembly of Telecom Egypt will be held through remote (without physical) participation utilizing audiovisual electronic technology provided by E-Magles platform. The shareholders will be able to vote electronically on the items in the agenda and attend the meeting through audiovisual communication methods, which will be considered as actual attendance. Attendees are required to register and provide their data using the following link: [rebrand.ly/TelecomEgypt](https://rebrand.ly/TelecomEgypt)



In the event the requisite legal quorum for the validity of the first meeting is not met, the Ordinary General Assembly shall convene for a second meeting on Tuesday, March 30, 2021 at the same location and time using the aforementioned link. The second meeting shall be valid regardless of the number of shares represented in the meeting.

**The General Assembly shall convene to consider the following items in the agenda:**

1. The approval of the Board of Directors' Report on the Company's activities during the financial year ended December 31, 2020.
2. The approval of the Auditors' Report on the financial statements for the financial year ended December 31, 2020.
3. The presentation of the corporate governance report and the auditor's report on the corporate governance report.
4. The ratification of the Company's financial statements for the financial year ended December 31, 2020.
5. The approval of the appointment of the Company's Auditor for the financial year ending December 31, 2021 and the determination of the auditor's annual fees.
6. The approval of changes in Telecom Egypt's Board of Directors.
7. The approval of appointing new members to Telecom Egypt'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, 2020.
9. The authorization to the Board of Directors to grant donations during the period from the date of the Ordinary General Assembly in 2021, which will be held to approve the financial statements for the financial year 2020 until the date of the Ordinary General Assembly that will be held to approve the financial statements for the year 2021 and the approval of what has been disbursed. This comes within the framework of the company's social responsibility towards society.
10. The determination of the attendance and transportation allowances of the members of the Board of Directors for the financial year ending December 31, 2021.
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 during 2021.
12. The approval of the proposed dividends for the financial year ended December 31, 2020.





Shareholders are kindly requested to submit the following data on the aforementioned link: (i) full name; (ii) a copy of the personal identification/passport; (iii) mobile number; (iv) email address; (v) shares freezing certificates (issued at least three days prior to the meeting date and stating that the shares will be frozen until the general assembly meeting closes); (vi) the standard exchange code; (vii) and a written delegation for attendance and voting (for representatives of legal entities). **Such submissions will be accepted starting from the invitation date until March 27, 2021.** 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 items in the Ordinary General Assembly's agenda will only be available after submitting the requested data starting from Monday March 22, 2021, and until the meeting closes.**

**We draw the shareholders' attention to the following:**

The Ordinary General Assembly shall not be validly held unless attended by the number of shareholders representing 50% of the Company's share capital.

- (a) Each shareholder shall be entitled to attend the Ordinary General Assembly of the shareholders 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.
- (b) 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 completion of the General Assembly. The foregoing must be effected at least three days prior to the date of convening the Ordinary General Assembly.
- (c) Nominations for the vacant independent Board seats for candidates who meet the conditions stipulated in Article (21) of the company's Articles of Association must be sent no later than 1pm on Sunday, March 21, 2021 to the following email address: [generalassembly@te.eg](mailto:generalassembly@te.eg). They may also be submitted at the company's headquarters located in K 28 - Cairo Alexandria Desert Road, Smart Village, B7 Building, Office of the Head of Investor Relations, second floor.

No nomination requests will be accepted after the aforementioned date. The request must include the name of the candidate, number of shares owned in the company, current occupation, and previous job experience, especially the positions assumed in other companies. The request should indicate whether the candidate currently assumes or previously assumed a position in the company. The following must be submitted with the application:

1. The CV and supporting documents of the candidate nominated to become an independent Board member and meets the conditions stipulated in Article (21) of the company's Articles of Association.
2. A copy of the personal identification and/or passport for foreigners.
3. The original documents proving the candidate's ownership of 1% or more of the company's shares or the original documents proving the candidate's nomination by shareholders, other than the State, who own 1% or more of the company's shares, provided that the signatures of the shareholders on the membership documents are certified by the banks.



- (d) Any questions related to the agenda 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](mailto:generalassembly@te.eg).
- (e) Discussions at the General Assembly shall be limited to the items on the agenda.
- (f) Attendance of the General Assembly shall only be limited to the shareholders.
- (g) 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](mailto:generalassembly@te.eg).

Chairman

A handwritten signature in blue ink, appearing to read "M. Osman".

Dr. Magued Osman

