

**Telecom Egypt**  
**An Egyptian Joint-Stock Company**  
**RESOLUTIONS OF ORDINARY GENERAL MEETING**  
**HELD ON WEDNESDAY, MARCH 30<sup>th</sup>, 2016, 7:30 AM**

**First**

The Ordinary General Meeting of Telecom Egypt held on Wednesday, March 30<sup>th</sup>, 2016, approved, by majority vote of the present shareholders and the shareholders represented at the Meeting, the Board report on the Company's business during the fiscal year ending December 31, 2015.

**Second**

The Ordinary General Meeting of Telecom Egypt held on Wednesday, March 30<sup>th</sup>, 2016, approved by majority vote of the present shareholders and the shareholders represented at the Meeting, the two reports issued by the Auditors on the Company's financial statements for the fiscal year ending December 31, 2015, confirming the Company awareness of the notes mentioned in the two reports.

**Third**

The Ordinary General Meeting of Telecom Egypt held on Wednesday, March 30<sup>th</sup>, 2016, approved, by majority vote of the present shareholders and the shareholders represented at the Meeting, the Company's financial statements for the fiscal year ending December 31, 2015.

**Fourth**

The Ordinary General Meeting of Telecom Egypt held on Wednesday, March 30<sup>th</sup>, 2016, approved, by majority vote of the present shareholders and the shareholders represented at the Meeting, the renewal of the appointment of Mr. Hazem Hassan (Principal Partner in KPMG Hazem Hassan) as the Auditor of the Company for the fiscal year ending on December 31, 2016 and keeping his fees for auditing the Company financial statements and providing tax services for the fiscal year 2016 unchanged without increase - the same as the fees of the fiscal year ending December 31, 2015 - as follows:

<b>Auditing the annual separate financial statements</b>	<b>EGP 266,805</b>
<b>Auditing and examination work, other than that of the annual separate financial statements</b>	<b>EGP 1,060,510</b>
<b>Tax services</b>	<b>EGP 417,500</b>
<b>Total</b>	<b>EGP 1,744,815</b>

### Fifth

The Ordinary General Meeting of Telecom Egypt held on Wednesday, March 30<sup>th</sup>, 2016, approved, by unanimous vote of the present shareholders and the shareholders represented at the Meeting, the release of Telecom Egypt Board Chairman and Board members from the liability arising from their working for the Company during the fiscal year ending December 31, 2015.

### Sixth

The Ordinary General Meeting of Telecom Egypt held on Wednesday, March 30<sup>th</sup>, 2016, approved, by unanimous vote of the present shareholders and the shareholders represented at the Meeting, the changes made to the formation of the Board of Telecom Egypt during the period from the Company's last general meeting until the date hereof, as follows:

- Re-formation of government representatives in the Company Board with effect from May 27<sup>th</sup>, 2015, and till the end of the Board term in accordance with the Cabinet Decree of Council of Ministers No. 1372 of 2015, as follows:
  1. Dr. Mohamed Abdel Kader Mohamed Salem
  2. *Engineer* Tarek Mohamed Mohy El din Abdel-Aziz Abu-Alam
  3. Dr. Khaled Mahmoud Sayed Ahmed Sherif
  4. *General* Ahmed Abdel-Hamid Abdel-Salam
  5. *Engineer* El-Sayed Mohamed El-Sayed El-Dessouky
  6. *Engineer* Osama Fouad Yassin
  7. Dr. Eskandar Adel Eskandar Teama

The following appointments have taken place:

First: Dr. Mohamed Abdel Kader Mohamed Salem, as the Board Chairman of Telecom Egypt.  
Second: *Engineer* Osama Fouad Yassin, as Managing Director and CEO of Telecom Egypt.

- Appointment of *General* Ashraf Mohamed Said Halim Ismail Mohamed Farid as a Board member in replacement of *General* Ahmed Abdel-Hamid Abdel-Salam Abdallah Kamhawy, with effect from June 15<sup>th</sup>, 2015 - as stated in the Prime Ministerial Decree No. 2133 of 2015.
- Cancellation of the ordinary general meeting scheduled for Tuesday, August 11<sup>th</sup>, 2015 - at which a new board was to be appointed - based on the Memorandum received by the Board of Telecom Egypt and submitted to the Prime Minister by the Head of the Cabinet Advisors, which Memorandum stated that, according to Article (77) of Law No. (159) of 1981 and Article (233) of the Executive Regulations of the said Law, the term of the Board of Telecom Egypt appointed in August 2012 should continue until the end of the work of the general meeting that will consider the balance sheet and profit and loss account for the fiscal year ending 2015.
- Resignation of Dr. Mohamed Abdel-Kader Mohamed Salem from the Board with, effect from September 18, 2015, and appointment of *Engineer* Walid Hassan El-Sayed Gad, a Board member, as the Board Chairman of Telecom Egypt.
- Resignation of Dr. Khaled Mahmoud Sayed Ahmed Sherif from the Board, with effect from February 28, 2016.



#### **Seventh**

The Ordinary General Meeting of Telecom Egypt held on Wednesday, March 30<sup>th</sup>, 2016, resolved, by unanimous vote of the present shareholders and the shareholders represented at the Meeting to approve the donations of 2015 which amount to EGP 49,748,969 (forty-nine million seven hundred forty-eight and nine hundred sixty-nine Egyptian pounds), and to approve the authorization granted to the Board to donate a sum not exceeding EGP 20,000,000 (twenty million Egyptian pounds) - for the fiscal year ending December 31, 2016 - in the matters that started in past years or that may start during 2016.

#### **Eighth**

The Ordinary General Meeting of Telecom Egypt held on Wednesday, March 30<sup>th</sup>, 2016, approved by majority vote of the present shareholders and the shareholders represented at the Meeting, the continuation of paying the attendance and transportation allowances of the Board members for the fiscal year ending on December 31, 2016, as follows:

- EGP 1000 (one thousand Egyptian Pounds) attendance allowance for each member.
- EGP 4000 (four thousand Egyptian pounds) attendance allowance for each member.
- EGP 2000 (two thousand Egyptian pounds) attendance allowance per session for each Board member (key or auxiliary) with respect to the committees formed from among the Board members.

#### **Ninth**

The Ordinary General Meeting of Telecom Egypt held on Wednesday, March 30<sup>th</sup>, 2016, approved in advance, by majority vote of the present shareholders and the shareholders represented at the Meeting, the authorization of the Board to conclude related party agreements with the Company's shareholders, Board members, or any of their respective affiliated companies (shareholders - Board members), taking into consideration that Board member, or a representative of a shareholder, to whom any such agreement is related may not participate in voting on Board resolutions relating to any such agreements.

#### **Tenth**

The Ordinary General Meeting of Telecom Egypt held on Wednesday, March 30<sup>th</sup>, 2016, approved, by unanimous vote of the present shareholders and the shareholders represented at the Meeting, the transfer of EGP 2 billion (two billions Egyptian pounds) from the general reserve to carry-forward profits.

#### **Eleventh**

The Ordinary General Meeting of Telecom Egypt held on Wednesday, March 30<sup>th</sup>, 2016, approved, by majority vote of the present shareholders and the shareholders represented at the Meeting, the profit appropriation account for the fiscal year ending December 31, 2015, according to the following:

In thousand Egyptian pounds	Statement
1,261,527	Net profit of fiscal year ending December 31, 2015
28,290	Profit carried forward from last year
2,000,000	Amount transferred from general reserve to carry-forward profit
<b>3,289,817</b>	<b>Total</b>
	<i>Appropriated as follows</i>
63,076	Legal reserve
1,280,304	Shareholders' share
551,266	Employees' share
5,200	Board Members' reward
1,389,971	Profit carried forward to the following year

Accordingly each share is entitled to EGP 0.75 from the appropriated profit of the fiscal year ending December 31, 2015

### Twelfth

The Ordinary General Meeting of Telecom Egypt held on Wednesday, March 30<sup>th</sup>, 2016, approved, by unanimous vote of the present shareholders and the shareholders represented at the Meeting, the appointment of Board members for a new term of three years to end upon ending the general meeting that will be held to consider the balance sheet and profit and loss account of the fiscal year in which the membership term ends. The number of the said members is eleven - according to Article (21) of the Articles of Association of the Company - as follows:

- Three independent members have been selected according to the Board Resolution No. (3/16/2016 M.A) of March 17, 2016:
  1. Mr. Ahmed Mohamed Gamal Aboali.
  2. Dr. Eskandar Adel Eskandar Teama.
  3. Dr. Mohamed Hany Seif El-Nasr.

*The foregoing members satisfy the conditions stated in Article (21) of the Articles of Association.*

- Mr. Mohamed Abdel-Latif Attia - a member representing the Company employees and nominated by the General Trade Union of Telecommunications Workers.
- Seven members selected according to a Prime Ministerial Decree based on a proposal by the Minister of Telecommunication and Information Technology as follows:
  1. Dr. Maged Ibrahim
  2. General Ashraf Mohamed Said Halim Ismail Mohamed Farid.
  3. Mss. Lobna Mohamed Helal.
  4. Mr. Ahmed Mohamed Hamdy El-Behery.
  5. Mr. Mohamed Hassan Shamroukh.
  6. Dr. Hassan Yousry Mohamed.
  7. Mr. Tamer Abdel Aziz Gad Allah





### Thirteenth

The Ordinary General Meeting of Telecom Egypt held on Wednesday, March 30<sup>th</sup>, 2016, by unanimous vote of the present shareholders and the shareholders represented at the Meeting, approved authorizing the Board of Directors to settle the dispute between Telecom Egypt and Vodafone Company and take all necessary procedures for the completion of the settlement and signing the related contracts in accordance with the following framework:

- 1- Vodafone Egypt and its shareholders shall be committed to distribute cash dividends not less than EGP3.34 billion from Vodafone' retained earnings, of which telecom Egypt share to be EGP1.5 billion to be distributed in two equals during its two general assemblies which supposed to be held on April and June 2016.
- 2- Vodafone Group to waive the arbitration case against Vodafone Egypt concerning the use of Vodafone Group' trademark and the commitment of the two parties to agree on prices regarding the use of Vodafone Egypt of Vodafone Group' trademark to continue by 0.7% without any adjusting for the period from 1st April 2008 until 31st March 2016, 1% for the period from 1st April 2016 until 31st March 2017, 1.25% for the period from 1st April 2017 until 31st March 2018, 1.5% for the period from 1st April 2018 until 31st March 2019, and 1.75% for the period from 1st April 2019 until 21st January 2022.
- 3- The approval of adding an annex to amend the transmission services agreement between the two parties to be signed by Vodafone Egypt according to te's Board of Directors decision.
- 4- Telecom Egypt shall be committed not to appeal against the ruling of the nullity No. 28 of 123 regarding the released ruling of the nullity in the arbitration case No. 650 of 2009.
- 5- According to the settlement agreement, Telecom Egypt shall approve that any future disputes related to the interconnection rate agreement shall be only with Vodafone Egypt as the only party of the interconnection agreement.

**Chairman**

Walid Gad

