



Invitation to attend Ordinary General Assembly  
Of  
Telecom Egypt S.A.E.  
Scheduled to Convene on Monday, March 31, 2014

The Board of Directors of Telecom Egypt S.A.E. (the "Company") has the privilege to invite the shareholders of the Company to attend the Ordinary General Assembly of the Company (First Meeting) scheduled to convene at 8:00 am , on Monday March 31, 2014, at Hilton Dream Land (Alorion Hall) , 6<sup>th</sup> of October, Egypt. In the event the requisite legal quorum for the validity of the first meeting is not met, then the Ordinary General Assembly shall convene a second meeting to be held on Tuesday, April 1, 2014 at the same location and time. The second meeting shall be valid regardless of the number of shares represented in the meeting.

Such is for purpose of discussion of the following agenda:

- Consideration of the approval of the Board of Directors' Report regarding the Company's activities during the financial year ended on December 31, 2013.
- Consideration of the approval of the Auditors' Report on the Company's financial statements for the financial year ended on December 31, 2013.
- Consideration of the approval of the Company's financial statements for the financial year ended on December 31, 2013.
- Consideration of the approval of the appointment of the Company's Auditor for the financial year ending on December 31, 2014 and determination of the Auditor's annual fees for that year.
- Consideration of the approval of discharging the members of the Board of Directors of the Company from liability in connection with their activities in the Company during the financial year ended on December 31, 2013.
- Consideration of the approval of authorizing the Board of Directors to grant donations during the 2014 financial year.
- Consideration of the determination of the attendance and transportation allowances of the members of the Board of Directors for the financial year ending on 31 December 2014.
- Consideration of the approval of the compensatory contracts with related parties including, but not limited to, the Company's shareholders or Board of Directors members, if any, and authorizing the Board of Directors to execute and approve such compensatory contracts.

- Consideration of the approval of the proposed dividends for the financial year ended on December 31, 2013.
- Consideration of the approval of the changes to the Board of Directors of Telecom Egypt during the period from the date of the last General Assembly meeting of the company and to date.
- Consideration of the approval of authorizing the Board of Directors of Telecom Egypt to take all necessary actions on the sale of owned and unused land plots not relevant to the company's current or future activities, only if other integrated investment opportunities are made available.

We draw the shareholders' attention to the following:

- The meeting shall not be deemed validly held unless attended by a number of shareholders representing at least 50% of the company's capital.
- 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. For a proxy to be valid it must be issued by virtue of a written power of attorney and the representative must be a shareholder. No shareholder may represent by proxy in the Ordinary General Assembly with respect to a number of votes exceeding ten percent (10%) of the total nominal shares of the Company's capital and not exceeding twenty percent (20%) of the shares represented at the meeting.
- Shareholders wishing to attend the Ordinary General Assembly shall submit an original certified statement issued by one of the bookkeeping companies indicating the shares they own and that the balance of shares reflected in the statement of account has been blocked until conclusion of the Ordinary General Assembly. The foregoing must be effected at least three days prior to the date of convening the Ordinary General Assembly.
- Any questions concerning the items of the agenda to be presented to the Ordinary General Assembly must be handed in writing to the head office of the Company located at K28, Cairo - Alexandria Desert Road, the 2nd floor, Building B7, Smart Village, the office of the Director of Media and Investor Relations, either by registered mail or hand delivery against receipt at least three days prior to the date of convening the Ordinary General Assembly.

- Discussions at the Ordinary General Assembly shall be limited to the items on the agenda.
- Attendance of the meeting shall be limited to the shareholders only, without being accompanied by any other persons and attendees must be present in sufficient time before the meeting to allow for registration of their attendance in the registers.
- The documents required to be made accessible to the shareholders prior to the Ordinary General Assembly as referred to under Article 228 of the Executive Regulations of Act 159 of 1981 shall be available at the head office of the Company located at K28, Cairo - Alexandria Desert Road, the 2nd floor, Building B7, Smart Village, the office of the Director of Media and Investor Relations, during official business hours.

Chairman

Omar Elsheikh

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