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**Telecom Egypt
An Egyptian Joint Stock Company
Resolutions of the Ordinary General Assembly
Held on Tuesday, March 26, 2024
RESOLUTION No.1**

**Re: Consideration of the Board of Directors' Report on the company's
activities during the financial year ending December 31, 2023**

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, March 26, 2024, by the unanimous vote of the shareholders present and represented in the meeting, approved the Board of Directors' report on the company's activities during the financial year ended December 31, 2023.

**Chairman of the Board of Directors
and Ordinary General Assembly**

Dr. Magued Osman



Telecom Egypt
An Egyptian Joint Stock Company
Resolutions of the Ordinary General Assembly
Held on Tuesday, March 26, 2024
RESOLUTION No.2

Re: Consideration of the Auditors' Report of the company's financial statements for the financial year ending December 31, 2023

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, March 26, 2024, was informed of the external auditor's report prepared by Mr. Sami Abdel Hafeez, partner at KPMG – Hazem Hassan on the Company's financial statements for the financial year ended December 31, 2023. It was also informed of the Accountability State Authority report on the Company's separate financial statements, the management's response to it, and the Accountability State Authority's response to the management's feedback.

**Chairman of the Board of Directors
and Ordinary General Assembly**

Dr. Magued Osman



**Telecom Egypt
An Egyptian Joint Stock Company
Resolutions of the Ordinary General Assembly
Held on Tuesday, March 26, 2024
RESOLUTION No.3**

**Re: Presentation of the Company's Corporate Governance Report for
the financial year ending December 31, 2023**

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, March 26, 2024, was informed of the Board of Directors' report on the extent to which Telecom Egypt applied the corporate governance rules for companies listed on the Egyptian Stock Exchange for the financial year ended December 31, 2023, and the auditor's report thereon.

**Chairman of the Board of Directors
and Ordinary General Assembly**

Dr. Magued Osman



**Telecom Egypt
An Egyptian Joint Stock Company
Resolutions of the Ordinary General Assembly
Held on Tuesday, March 26, 2024
RESOLUTION No.4**

**Re: Consideration of the company's financial statements for the financial
year ending December 31, 2023**

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, March 26, 2024, by the majority vote of the shareholders present and represented in the meeting, approved the Company's financial statements for the financial year ended December 31, 2023.

**Chairman of the Board of Directors
and Ordinary General Assembly**

Dr. Magued Osman



**Telecom Egypt
An Egyptian Joint Stock Company
Resolutions of the Ordinary General Assembly
Held on Tuesday, March 26, 2024
RESOLUTION No.5**

**Re: Consideration of the auditor appointed to audit the company's
consolidated financial statements as of December 31, 2023 in accordance
with IFRS**

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, March 26, 2024, by the majority vote of the shareholders present and represented in the meeting, approved the contract with the Grant Thornton office in the United Arab Emirates, at a value of USD 450,000, excluding taxes, in addition to other expenses, with a maximum ceiling of USD 30,000, in return for the limited review and audit of Telecom Egypt's consolidated financial statements for the year 2023 prepared in accordance with IFRS.

**Chairman of the Board of Directors
and Ordinary General Assembly**

Dr. Maged Osman



**Telecom Egypt
An Egyptian Joint Stock Company
Resolutions of the Ordinary General Assembly
Held on Tuesday, March 26, 2024
RESOLUTION No.6**

**Re: Consideration of the appointment of an external auditor to issue
additional reports other than the audit and review of the financial
statements**

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, March 26, 2024, by the majority vote of the shareholders present and represented in the meeting, approved the following:

- (i) The contract with Telecom Egypt's external auditor (Mr. Sami Abdel Hafeez – KPMG Hazem Hassan) to issue a report on R&D and training program expenditures for 2022 and 2023, including all supporting data and documents, for a total amount of EGP 87,000 and EGP 91,000, respectively, excluding VAT.
- (ii) The contract with Telecom Egypt's external auditor, KPMG Hazem Hassan, to prepare the necessary tax study regarding the proposal to establish a company specializing in data centers, in addition to its fees as the company's auditor, amounting to USD 25,000. Once the services have been completed by the office of Hazem Hassan according to the agreed scope of work, the invoiced amount is to be paid in Egyptian pounds as per the exchange rate on the date of the invoice.

**Chairman of the Board of Directors
and Ordinary General Assembly**

Dr. Maged Osman



**Telecom Egypt
An Egyptian Joint Stock Company
Resolutions of the Ordinary General Assembly
Held on Tuesday, March 26, 2024
RESOLUTION No. 7**

**Re: Consideration of the appointment of the company's auditor for the
financial year ending on December 31, 2024, and determine his fees**

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, March 26, 2024, by the majority vote of the shareholders present and represented in the meeting, approved the following:

- (i) The appointment of Mr. Samy Abdel Hafeez, Partner at KPMG – Hazem Hassan, as the auditor for Telecom Egypt. He will be responsible for auditing the Company's annual financial statements, providing a limited review of the quarterly financial statements, and other additional services for a total fee of EGP 8,942,071 (eight million, nine-hundred and forty-two thousand, and seventy one Egyptian pounds only), exclusive of taxes, for the financial year 2024.

The amount is to be paid according to the following payment terms:

- 50% following approval of the fees by the Company's Ordinary General Assembly
 - 25% following the Board of Directors' approval of the company's financial statements for the first half of 2024
 - 25% following the Board of Directors' approval of the company's financial statements for the full year 2024
- (ii) The appointment of Mr. Saleh Roweished, partner at KPMG - Hazem Hassan, for taxation services related to the corporate income taxes, salaries tax, studying the tax provisions and tax position on a quarterly basis and reviewing the quarterly returns for a total of EGP 880,000 pounds (eight hundred and eighty thousand pounds only) - excluding taxes - for FY 2024. An additional fee of USD 70,000 (seventy thousand US dollars only) will be charged for preparing and submitting the Group's local, main, and international tax files for FY 2024. This amount is to be paid in Egyptian pounds as per the exchange rate on the date of the invoice.
- (iii) The appointment of Mr. Alsayed Abani for taxation services related to VAT, property taxes, and stamp tax, for a total fee amounting to EGP 420,600 (four hundred and twenty thousand and six hundred Egyptian pounds only) - excluding tax - for FY 2024.

**Chairman of the Board of Directors
and Ordinary General Assembly**

Dr. Magued Osman



Telecom Egypt
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Resolutions of the Ordinary General Assembly
Held on Tuesday, March 26, 2024
RESOLUTION No.8

Re: Consideration of the changes in Telecom Egypt's Board of Directors' composition

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, March 26, 2024, by the majority vote of the shareholders present and represented in the meeting, approved the following changes to the composition of the Board of Directors:

- The resignation of Eng. Adel Hamed Ibrahim Jadallah from his role on the Board, effective December 27, 2023, according to the letter from the Ministry of Information and Technology no. 2250 dated December 31, 2023.
- The appointment of Major General Ayman Mustafa Mohamed Ali to the Board of Directors as the government's representative, replacing Major General Hany Mahmoud Sayed Mansour according to the letter from the General Secretariat of the Ministry of Defense dated January 01, 2024 regarding the appointment of representatives of the Ministry of Defense, and Prime Minister's Decision No. 146 of 2024.

**Chairman of the Board of Directors
and Ordinary General Assembly**

Dr. Magued Osman



**Telecom Egypt
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Resolutions of the Ordinary General Assembly
Held on Tuesday, March 26, 2024
RESOLUTION No.9**

Re: Consider approving the discharge of Board members from all liabilities related to their activities during the financial year ending on December 31, 2023

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, March 26, 2024, by the majority vote of the shareholders present and represented in the meeting, approved to discharge the members of the Board of Directors from all liabilities relating to the activities during the financial year ended December 31, 2023.

**Chairman of the Board of Directors
and Ordinary General Assembly**

Dr. Magued Osman



**Telecom Egypt
An Egyptian Joint Stock Company
Resolutions of the Ordinary General Assembly
Held on Tuesday, March 26, 2024
RESOLUTION No.10**

Re: Authorization of the Board of Directors to grant donations within the corporate social responsibility framework during the period from the date of the Ordinary General Assembly that will be held to approve the financial statements for the financial year 2023 until the date of the Ordinary General Assembly that will be held to approve the financial statements for the year 2024, and approve what has been disbursed.

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, March 26, 2024, by the majority vote of the shareholders present and represented in the meeting, approved the donations paid starting from March 28, 2023 to date as follows:

Item	Amount in EGP
Disbursed during the period from 28/3/2023 until 31/12/2022	32,497,834.71
Disbursed during the period from 1/1/2024 to date	97,502,165.29
Total actual disbursement to date	130,000,000

The Ordinary General Assembly also authorized the Board of Directors to donate a maximum of EGP 150mn (one hundred and fifty million Egyptian pounds only) for the period beginning with the date of the Ordinary General Assembly held to approve the company's financial statements for the year ended December 31, 2023 and ending with date of the Ordinary General Assembly held to approve the company's financial statements for the year ending December 31, 2024. These donations are to be used for a variety of corporate social responsibility initiatives.

**Chairman of the Board of Directors
and Ordinary General Assembly**

Dr. Magued Osman



Telecom Egypt
An Egyptian Joint Stock Company
Resolutions of the Ordinary General Assembly
Held on Tuesday, March 26, 2024
RESOLUTION No.11

Re: Consider determining the attendance allowance of the Board members for the financial year ending December 31, 2024

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, March 26, 2024, by the majority vote of the shareholders present and represented in the meeting, approved its members' attendance allowances for 2024, from the date of the Ordinary General Assembly to approve the financial statements ending on December 31, 2023 until the date of the Ordinary General Assembly to approve the financial statements ending on December 31, 2024, as follows:

- A net attendance allowance per member for each Board of Directors' meeting amounting to EGP 15, 000 (fifteen thousand Egyptian pounds only), with a maximum number of (20) meetings per year.
- A net attendance allowance per member for each Board committee meeting (for committee members or guest members) amounting to EGP 7,500 (seven thousand, five hundred Egyptian pounds only), with a maximum number of (15) meetings per committee per year.

**Chairman of the Board of Directors
and Ordinary General Assembly**

Dr. Magued Osman



**Telecom Egypt
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Resolutions of the Ordinary General Assembly
Held on Tuesday, March 26, 2024
RESOLUTION No.12**

Re: Consideration of the compensatory contracts with related parties, including but not limited to the company's shareholders or board members, if any, and authorizing the Board of Directors to execute and approve compensatory contracts with related parties during FY 2024

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, March 26, 2024, by the majority of votes of the shareholders present and represented in the meeting, approved authorizing the Board of Directors, in advance, to conclude compensatory contracts with the company's shareholders, board members, or any of their respective affiliates (shareholders – board members). The board member or representative of the shareholder to whom the compensatory contract relates is obliged to abstain from voting on board decisions relating to this agreement.

**Chairman of the Board of Directors
and Ordinary General Assembly**

Dr. Magued Osman



Telecom Egypt
An Egyptian Joint Stock Company
Resolutions of the Ordinary General Assembly
Held on Tuesday, March 26, 2024
RESOLUTION No.13

Re: Consider approving the proposed dividends for the financial year ending December 31, 2023

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, March 26, 2024, by the unanimous vote of the shareholders present and represented in the meeting, approved the statement of the dividend distribution for the financial year ended December 31, 2023, as per the following:

(In EGP 000s)	Description
6,384,336	Net profit for the year ending 31/12/2023
6,964,777	Retained Earnings
13,349,113	Total
To be distributed as follows:	
319,217	Legal reserve
2,560,607	Shareholders' share
927,812	Employees' share
18,550	Board members' share
9,522,927	Retained Earnings carried to the next year
Therefore, the dividend distributed for the financial year ending on December 31, 2023 amounts to EGP 1.50 per share (one and a half Egyptian pounds per share).	

**Chairman of the Board of Directors
and Ordinary General Assembly**

Dr. Magued Osman