



## Invitation to the Ordinary General Assembly of Telecom Egypt S.A.E Scheduled to be held on Tuesday, 25 March 2025

### FIRST NOTICE

\*\*\*\*\*

The Board of Directors of Telecom Egypt S.A.E. is pleased to invite the company's shareholders to the Ordinary General Assembly Meeting (first meeting) scheduled to be held at 8:30 am on Tuesday, 25 March 2025, at Telecom Egypt's headquarters located at Smart Village, Km 28, Cairo-Alexandria Desert Road, Giza.

In accordance with Financial Regulatory Authority Resolution No. 150 of 2022, dated 27 October 2022, regarding the regulations for using electronic systems to attend General Assembly meetings for companies listed on the Egyptian Stock Exchange, the meeting will be conducted using the E-Magles platform. Shareholders will be able to vote electronically (e-vote) on the agenda items and attend the meeting virtually, which will be deemed 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 that the requisite legal quorum for the validity of the first meeting is not met, the Ordinary General Assembly Meeting shall convene for a second meeting at 8:30 am on Wednesday, 26 March 2025, at the same location. The second meeting shall be valid regardless of the number of shares represented in the meeting. Attendance will also be available through the aforementioned link.

### The agenda items are as follows:

1. Review the Board of Directors' Report on the company's activities during the financial year ended 31 December 2024.
2. Review the Auditors' Report on the company's financial statements for the financial year ended 31 December 2024.
3. Review the Corporate Governance Report for the year ended 31 December 2024.
4. Review the company's financial statements for the financial year ended 31 December 2024.
5. Appoint the company's external auditors to audit the company's consolidated financial statements as of 31 December 2024, in accordance with International Financial Reporting Standards (IFRS).
6. Review and consider increasing the external auditor fees for audit and limited review services for the fiscal years 2023 and 2024.
7. Appoint the company's external auditors for the fiscal year ending 31 December 2025 and determine their fees.
8. Review the changes to the composition of the company's Board of Directors.
9. Review and approve discharging the Board members from all liabilities related to their activities in the company during the financial year ended 31 December 2024.
10. Review and approve the amounts already disbursed -within the corporate social responsibility framework- and the authorization of the Board of Directors to grant donations during the period





- from the date of the Ordinary General Assembly approving the financial statements for 2024 until the date of the Ordinary General Assembly approving the financial statements for 2025.
11. Determine the attendance allowances for the Board members for the financial year ending 31 December 2025.
  12. Review the related parties' transactions and contracts, including but not limited to the company's shareholders or Board members (if any), and authorize the Board of Directors to conclude related party transactions (if any) during the financial year 2025.
  13. Review and approve the proposed dividends for the financial year ended 31 December 2024.
  14. Review the appointment of Board members by the Cabinet and the Employee Union Representative for a new three-year term.
  15. Review the appointment of four independent Board members who are nominated by non-governmental shareholders owning 1% or more of the company's shares. The nominees must meet the independence criteria outlined in Article (21) of the company's bylaws and comply with the Listing and Delisting Regulations of the Egyptian Exchange.

Shareholders are kindly requested to submit the following details using the aforementioned link:

(i) full name (four names); (ii) a copy of the national ID or passport; (iii) mobile number; (iv) email address; (v) copy of the share blocking certificate (issued at least three days before the meeting date, stating that the shares will remain blocked until the Ordinary General Assembly meeting is adjourned); (vi) the standard Egyptian Exchange Code of the shareholder; and (vii) written authorization/delegation for attendance and voting (for representatives of legal entities). **Registration will be open from the date the invitation is published until 24 March 2025.** After verifying the accuracy of the registered information, each shareholder will receive their login credentials via SMS and email to log into the E-Magles platform used in the e-voting process.

Please note that e-voting on the agenda items of the Ordinary General Assembly will be available after registration, starting on Tuesday, 18 March 2025, and will remain open until the assembly is adjourned.

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

The Ordinary General Assembly Meeting shall only be considered valid if shareholders representing at least 50% of the company's capital are present.

- Each shareholder (natural person) has the right to attend the Ordinary General Assembly either in person or by proxy to another shareholder who is not a member of the Board of Directors through a notarized written power of attorney. No shareholder may represent by proxy in the Ordinary General Assembly Meeting a number of votes exceeding ten percent (10%) of the nominal shares of the company's capital or twenty percent (20%) of the shares present at the meeting.
- Each shareholder (legal entity) has the right to attend the Ordinary General Assembly either in person (through the attendance of its legal representative as stated in the commercial register, provided that the commercial register is certified) or by delegating another representative, excluding its representatives on the Board of Directors, to attend the General Assembly Meeting on its behalf. The delegate must be documented through a certified written authorization or a notarized power of attorney, in accordance with Article 239 of the Executive Regulations of the Companies Law No. 159 of 1981, which stipulates that the legal entity's representative on the Board of Directors cannot represent that entity in the General Assembly Meeting.





- Each shareholder seeking to attend the Ordinary General Assembly Meeting must present a certified statement issued by the custodian of its shares at least three days before the date of the assembly, listing the shares they own and confirming that these shares will remain blocked until the assembly is adjourned.
- Pursuant to Article (21) of the company's bylaws, the appointment of four independent members who meet the conditions outlined in Article 21 requires the submission of nomination applications for membership of the Board of Directors along with the required documents starting Sunday, 2 March 2025, and no later than 1:00 PM on Thursday, 6 March 2025 via email to [generalassembly@te.eg](mailto:generalassembly@te.eg) and the original nomination application, along with the original supporting documents, must be delivered in person to the company's headquarters at Smart Village, Km 28, Cairo-Alexandria Desert Road, Building B7, Investor Relations Manager's Office, 2nd Floor. Applications submitted after this deadline will not be accepted. The application and supporting documents must include:
  1. An original, recent nomination letter from the candidate, including the candidate's name, age, the number of shares they own in the company (if any), and the names of the shareholders endorsing the nomination, along with the number of shares they own. The nomination letter must be signed by the candidate, with the signature certified by an Egyptian bank or an external notarization authority and authenticated by the Egyptian Ministry of Foreign Affairs.
  2. An original, recent letter indicating the approval of the shareholder(s) for nominating the independent board member. This letter must be signed by the shareholder(s) (natural person) or the legal representative of the shareholder(s) (legal entity) other than the state, holding 1% or more of the company's shares. The letter must bear a certified bank signature seal from an Egyptian bank in the case of an Egyptian shareholder or be notarized by an external authority and authenticated by the Egyptian Ministry of Foreign Affairs for a foreign shareholder.
  3. The candidate's CV, detailing their current occupation, professional experience, and roles held in previous years, particularly in other companies. The CV should also specify whether the candidate or any of their relatives up to the second degree has ever held a position at Telecom Egypt, any of its subsidiaries, or sister companies. Any additional documents supporting the candidate's nomination as an independent board member must also be submitted.
  4. A copy of the candidate's valid identification. For Egyptians, this should be a national ID card, and for non-Egyptians, it should be a passport.
  5. Include an original, certified account statement issued by one of the custodians of the shares owned by the shareholder(s) (other than the state) who approved the nomination of the independent board member. The statement must confirm that the shareholder(s) owns 1% or more of the company's shares and that the shares listed in the account statement are blocked until the General Assembly meeting is adjourned.
- The company's Board of Directors will review and evaluate the nomination applications submitted by candidates for Board membership to ensure compliance with all the conditions stipulated in Article (21) of the company's bylaws, as well as the applicable laws and regulations in this regard. The review will also ensure that all required documents have been submitted within the legal deadlines. Any nomination applications that do not meet the conditions or deadlines will not be considered.
- 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 [investor.relations@te.eg](mailto:investor.relations@te.eg) at least three days before the General Assembly Meeting convenes, in accordance with Article 224 of the Executive Regulations of Law No. 159 of 1981.





- Deliberations at the Ordinary General Assembly Meeting shall be limited to the items listed on the agenda.
- Attendance and registration for the Ordinary General Assembly Meeting is limited to shareholders only. A shareholder voting remotely cannot delegate their voting rights; e-voting must be exercised directly by the shareholder.
- In accordance with the provisions of Law No. 159 of 1981 and its executive regulations, all of the reports and documents related to the General Assembly Meeting agenda will be accessible prior to the meeting on the aforementioned website (E-Magles) and at the company's headquarters located at Smart Village, Km 28, Cairo-Alexandria Desert Road, Building B7, during the official working hours. Alternatively, these documents can also be obtained by sending an email to [investor.relations@te.eg](mailto:investor.relations@te.eg)

Chairman

Dr. Magued Osman

