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**Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (1)**

Re: Review the Board of Directors' Report on the company's activities during the financial year ended 31 December 2024 (Prepared in accordance with the provisions of Article 40 of the Egyptian Exchange Listing and Delisting Rules)

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, 25 March 2025, resolved by a unanimous vote of the shareholders present or represented at the meeting to approve and adopt the Board of Directors' Report on the company's activities during the financial year ended 31 December 2024.

Chairman of the Board of Directors

Dr. Magued Osman



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**Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (2)**

Re: Review the Auditors' Report on the company's financial statements for the financial year ended 31 December 2024.

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, 25 March 2025, acknowledged the report presented by the external auditor, Mr. Sami Abdel Hafeez, Partner at KPMG – Hazem Hassan, regarding the company's financial statements for the financial year ended 31 December 2024. Additionally, the Assembly acknowledged the report issued by the Central Auditing Organization (CAO) on the company's standalone financial statements, the company's management response thereto, and the CAO's subsequent comments regarding the company's response.

Chairman of the Board of Directors

Dr. Magued Osman



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**Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (3)**

Re: Review the Corporate Governance Report for the year ended 31 December 2024.

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, 25 March 2025, was informed of the Corporate Governance Report for the year ended 31 December 2024, along with the auditor's report thereon, as per the Egyptian Stock Exchange's listing and delisting rules.

Chairman of the Board of Directors

Dr. Magued Osman



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**Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (4)**

Re: Review the company's financial statements for the financial year ended 31 December 2024.

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, 25 March 2025, resolved by a majority vote of shareholders present or represented at the meeting to approve the company's financial statements for the financial year ending 31 December 2024.

Chairman of the Board of Directors

Dr. Magued Osman



**Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (5)**

Re: 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).

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, 25 March 2025, resolved by a majority vote of shareholders present or represented at the meeting to approve the renewal of the contract with the Grant Thornton office in the United Arab Emirates at the same fee rate as the previous year. The agreed audit fee amounts to USD 450,000, excluding taxes and other fees, with additional expenses capped at a maximum of USD 30,000. This contract covers the limited review of Telecom Egypt's consolidated financial statements for the first, second, and third quarters of 2024, as well as the audit of the consolidated financial statements for the full year 2024, prepared in accordance with the International Financial Reporting Standards (IFRS).

Chairman of the Board of Directors

Dr. Magued Osman



**Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (6)**

Re: Review of compensation and increase in external auditor's fees for audit and limited review services for fiscal years 2023 and 2024.

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, 25 March 2025, resolved by a majority vote of shareholders present or represented at the meeting to approve the following:

First: Compensating KPMG – Hazem Hassan for the final installment, amounting to EGP 368,634, paid during 2024 for the audit and limited review work conducted for Telecom Egypt for the fiscal year ended 31 December 2023. This compensation is for the review work affected by the increase in the USD exchange rate, related to the cost of USD-denominated services, and paid following the USD exchange rate increase. This amount represents the final installment of Telecom Egypt's audit fees for the year 2023.

Second: Increasing the audit and limited review fees payable to KPMG – Hazem Hassan by EGP 1,945,845 for the engagements previously approved by Telecom Egypt's Board of Directors for the fiscal year 2024. This increase accounts for the additional costs incurred in review work due to the increase in the USD exchange rate, affecting the cost of USD-denominated services.

Chairman of the Board of Directors

Dr. Magued Osman



Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (7)

Re: Appoint the company's external auditors for the fiscal year ending 31 December 2025 and determine their fees.

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, 25 March 2025, resolved by a majority vote of shareholders present or represented at the meeting to approve the following:

First: The appointment of Mr. Samy Abdel Hafiz, Partner at KPMG – Hazem Hassan, as the auditor for Telecom Egypt with fees for auditing the annual financial statements and limited review of the quarterly financial statements amounting to EGP 12,982,575 (twelve million, nine hundred eighty-two thousand, five hundred seventy-five Egyptian pounds only) – excluding taxes – for the fiscal year 2025.

The fees will be settled according to the following payment terms:

- 50% following approval of the fees by the company's General Assembly meeting.
- 25% following the Board of Directors' approval of the company's financial statements for the first half of 2025.
- 25% following the Board of Directors' approval of the company's financial statements for the fiscal year 2025.
- The value of services provided in USD and paid in EGP (representing 40% of the total service value) will be adjusted to reflect any exchange rate fluctuations exceeding 10%, whether an increase or a decrease.

Second: The appointment of KPMG - Hazem Hassan, for tax services for Telecom Egypt, with total fees amounting to EGP 1,363,000 (excluding taxes) for the fiscal year 2025. In addition to fees for preparing and submitting the local, master, and international files for Telecom Egypt Group, amounting to USD 80,000 (excluding taxes) for the fiscal year 2025, to be paid in EGP based on the exchange rate at the invoice issuance date.

Third: The appointment of Al-Sayed Abani Office for tax services for Telecom Egypt, with total fees amounting to EGP 581,000 (excluding taxes) for the fiscal year 2025.

Chairman of the Board of Directors

Dr. Magued Osman



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**Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (8)**

Re: Review the changes to the composition of the company's Board of Directors.

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, 25 March 2025, resolved by a unanimous vote of shareholders present or represented at the meeting to approve the following changes to the composition of Telecom Egypt's Board of Directors:

- Acceptance of the resignation of Mohamed Hassan Shamroukh from his position on the Board due to his appointment as the Chief Executive Officer of the National Telecom Regulatory Authority (NTRA).

Chairman of the Board of Directors

Dr. Magued Osman



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**Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (9)**

Re: 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.

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, 25 March 2025, resolved by a majority vote of shareholders present or represented at the meeting to approve the discharge of the Chairman and Board members from all liabilities related to their actions during the financial year ended 31 December 2024.

Chairman of the Board of Directors

Dr. Magued Osman



**Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (10)**

Re: 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.

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, 25 March 2025, resolved by a majority vote of the shareholders present or represented at the meeting to approve the donations made from 26 March 2024 to date, from the total authorized amount of EGP 150 million, as detailed below:

Item	Amount in EGP
Disbursed during the period from 26/3/2024 until 31/12/2024	95,752,632
Disbursed during the period from 1/1/2025 to date	50,512,755
Total actual disbursement to date	146,265,387

The Assembly also authorized the Board of Directors to donate up to a maximum of EGP 150 million (one hundred and fifty million Egyptian Pounds only) for the period from the date of the company's Ordinary General Assembly meeting held to approve the financial statements for the year ending 31 December 2024 until the date of the Ordinary General Assembly meeting held to approve the financial statements for the year ending 31 December 2025. This amount will be used for donations to support various corporate social responsibility initiatives.

Chairman of the Board of Directors

Dr. Magued Osman



**Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (11)**

Re: Determine the attendance allowances for the Board members for the financial year ending 31 December 2025.

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, 25 March 2025, resolved by a unanimous vote of the shareholders present or represented at the meeting to approve maintaining the attendance allowances for Board members in 2025 at the same levels as the previous year. This applies to the period from the date of the Ordinary General Assembly meeting held to approve the financial statements ending 31 December 2024 until the date of the Ordinary General Assembly meeting held to approve the financial statements ending 31 December 2025, as follows:

- Net attendance allowance for Board of Directors meetings: EGP 15,000 (fifteen thousand Egyptian Pounds only) per member for each session, with a maximum of 20 meetings per year.
- Net attendance allowance for committees formed by the Board of Directors: EGP 7,500 (seven thousand five hundred Egyptian Pounds only) per member (whether standing members or advisory members) for each session, with a maximum of 15 meetings per committee per year.

Chairman of the Board of Directors

Dr. Magued Osman



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**Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (12)**

Re: 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.

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, 25 March 2025, resolved by a majority vote of the shareholders present or represented at the meeting to grant prior authorization to the Board of Directors to enter into related-party contracts with the company's shareholders, Board members, or any of their affiliated companies. However, any Board member involved in a related-party transaction, or representing a shareholder involved in a related-party transaction, must abstain from voting on the Board's resolutions related to the transaction.

Chairman of the Board of Directors

Dr. Magued Osman



Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (13)

Re: Review and approve the proposed dividends for the financial year ended 31 December 2024.

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, 25 March 2025, resolved by a unanimous vote of the shareholders present or represented at the meeting to approve the proposed dividends statement for the financial year ending 31 December 2024, as follows:

Description	(In EGP 000s)
Net profit for the year ending 31/12/2024	2,786,525
Retained earnings	2,088,350
Total	4,874,875
To be distributed as follows:	
Legal reserve	139,326
Shareholders' share	2,560,607
Employees' share	1,134,537
Board members' share	18,550
Retained earnings carried to the next year	1,021,855
Accordingly, the dividend per share for the financial year ending 31 December 2024 amounts to EGP 1.50 per share (one pound and fifty piasters per share).	

Chairman of the Board of Directors

Dr. Magued Osman



Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (14)

Re: Review the appointment of Board members by the Cabinet and the Employee Union Representative for a new three-year term.

The Ordinary General Assembly of Telecom Egypt, held on Tuesday, 25 March 2025, resolved by a majority vote of shareholders present or represented at the meeting to appoint a new Board of Directors for a three-year term, which will conclude at the end of the General Assembly meeting held to approve the financial statements for the fiscal year during which the new three-year term of membership expires, as outlined in Article (21) of the company's Articles of Association:

"The company shall be managed by a Board of Directors consisting of no fewer than seven members and no more than thirteen members, ... appointed by the General Assembly as follows:"

First: Eight members appointed by the Cabinet, based on the nomination of the Minister of Communications and Information Technology as listed below:

1. Lobna Mohamed Helal Abdelkader Khalil
2. Mohamed Nasr Eldin Mohamed Ali
3. Ayman Mostafa Mohamed Ali
4. Tarek Mohamed Mohieldin Abdelaziz Abouallam
5. Tarek Mohamed Salah Eldin Mohamed Tantawy
6. Hany Ahmed Magdi Mohamed El Samra
7. Tamer Mokhtar Ahmed El Mahdy
8. Islam Osama Bahgat Zekry

Second: One member representing the company's employees, nominated by the General Union of Telecom Workers from among the company's employees:

- Mohamed Hanafy Abdel Moneim

Chairman of the Board of Directors

M. O. 

Dr. Magued Osman



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**Telecom Egypt
Resolutions of the Ordinary General Assembly
Held on Tuesday, 25 March 2025
Agenda Item (15)**

Re: Consideration of the appointment of four independent board members

The Ordinary General Assembly of Telecom Egypt, convened on Tuesday, 25 March 2025, approved, following a cumulative voting process and in accordance with the votes received by each candidate, the appointment of four independent members who meet the required independence criteria as independent Board members for a new three-year term. Their tenure shall conclude at the end of the General Assembly meeting convened to review the financial statements for the fiscal year in which their term expires.

The appointed independent members are as follows:

1. Mohamed Kamal El-Din Barakat
2. Girgis Tharwat Girgis Abd El-Shahid
3. Akef Abdel Latif El Maghrabi
4. Hossam Abdelhamid Seifeldin

Chairman of the Board of Directors

Dr. Magued Osman