

Telecom Egypt
An Egyptian Joint Stock Company
RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING
on Tuesday, February 22, 2022

The Extraordinary General Assembly of Telecom Egypt held on Tuesday, February 22, 2022, with a unanimous vote of the shareholders present and represented in the meeting, approved the amendment of Article (21) of the company's Articles of Association. It also authorized the Board of Directors to make any amendments requested by GAFI or EFSA to the decisions of the Assembly, and the draft amendment of Article (21) of the company's Articles of Association, as follows:

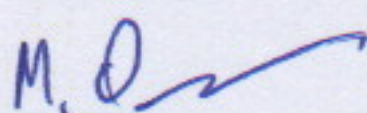
Current Language	Suggested Language
Article 21	Article 21
<p>The Company shall be managed by the Board of Directors consisting of at least seven directors and no more than thirteen directors appointed by the general assembly.</p> <p>Notwithstanding the aforementioned method of appointment, the thirteen directors shall be appointed as follows:</p> <ol style="list-style-type: none">1. four directors who meet the conditions of independence stipulated in this article;2. one director representing the employees of the Company and is nominated by the General Syndicate of Telecommunication Workers, with the condition of being an employee of the Company;3. eight directors appointed by virtue of a Prime Ministerial Decree based on the recommendation of the Minister of	<p>The Company shall be managed by the Board of Directors consisting of at least seven directors and no more than thirteen directors appointed by the general assembly.</p> <p>Notwithstanding the aforementioned method of appointment, the thirteen directors shall be appointed as follows:</p> <ol style="list-style-type: none">1. four directors who meet the conditions of independence stipulated in this article;2. one director representing the employees of the Company and is nominated by the General Syndicate of Telecommunication Workers, with the condition of being an employee of the Company;3. eight directors appointed by virtue of a Prime Ministerial Decree based on the recommendation of the Minister of

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Communications and Information Technology.	Communications and Information Technology.
<p>The four independent directors shall be nominated by shareholders, other than the State, who own at least 1% of the Company's shares, whereas independent members must meet the following requirements:</p> <ol style="list-style-type: none"> 1. The director should not have worked for the Company, its subsidiaries, or sister companies, in which the Company is a shareholder, within the five years preceding nomination; 2. The director should not have had any material transaction with the Company, its subsidiaries, or any sister company with shareholding in Telecom Egypt in a personal capacity or as a shareholder during the three years prior to appointment; 3. The director must not be owed any fees or any additional amounts from the Company, except for the remuneration provided to the directors, or be eligible for any share incentive, bonus, or retirement scheme; 4. The director must not have any kin relationships, up to the fourth degree, with any of the directors or the Managing Director and his deputies; 5. The director must not represent a material shareholding in the Company. 	<p>The four independent members shall be nominated by shareholders other than the State, so that each shareholder/shareholders owning at least 1% of the Company's shares may nominate only one independent member, whereas independent members must meet the following requirements:</p> <ol style="list-style-type: none"> 1. The director should not have worked for the Company, its subsidiaries, or sister companies, in which the Company is a shareholder, within the five years preceding nomination; 2. The director should not have had any material transaction with the Company, its subsidiaries, or any sister company with shareholding in Telecom Egypt in a personal capacity or as a shareholder during the three years prior to appointment; 3. The director must not be owed any fees or any additional amounts from the Company, except for the remuneration provided to the directors, or be eligible for any share incentive, bonus, or retirement scheme; 4. The director must not have any kin relationship up to the fourth degree, with any of the directors or the Managing Director and his deputies; 5. The director must not represent a material shareholding in the Company;

<p>-----</p> <p>In the event that the non-state shareholders do not nominate four independent directors, nominate fewer than four independent directors, or nominate individuals who do not meet the aforementioned requirements, the Board of Directors may nominate independent directors to complete the requisite number, provided they also meet the requirements set forth above.</p> <p>A juridical person may be represented by more than one director in the Board. The number of representatives for the juridical person is counted by the number of representatives present and each representative shall represent one vote.</p> <p>In the event that more than four independent directors are nominated to the Board of Directors, cumulative voting shall be utilized to allow proportional representation in the membership of the Board of Directors whenever possible.</p> <p>In any event, any director who has a conflict of interest with the Company shall abstain from voting on the issue presented to the Board of Directors.</p>	<p>6. The director must have appropriate experience and be able to dedicate sufficient time and care to the Company.</p> <p>In the event that the non-state shareholders do not nominate four independent directors, nominate fewer than four independent directors, or nominate individuals who do not meet the aforementioned requirements, the Board of Directors may nominate independent directors to complete the requisite number, provided they also meet the requirements set forth above.</p> <p>A juridical person may be represented by more than one director in the Board. The number of representatives for the juridical person is counted by the number of representatives present and each representative shall represent one vote.</p> <p>In the event that more than four independent directors are nominated to the Board of Directors, cumulative voting shall be utilized to allow proportional representation in the membership of the Board of Directors whenever possible.</p> <p>In any event, any director who has a conflict of interest with the Company shall abstain from voting on the issue presented to the Board of Directors.</p>
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Chairman



Dr. Magued Osman