

Telecom Egypt
Invitation to the Ordinary General Assembly
of
Telecom Egypt S.A.E.

FIRST NOTICE

Scheduled to Convene on Wednesday, July 29th, 2009

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 scheduled to convene at 12:00 p.m., on Wednesday, July 29th, 2009, at the Conference Hall-Smart Village, at K 28 – Cairo Alexandria Desert Road, 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 at same place and time on Thursday, July 30th, 2009.

Such is for purpose of discussion of the following agenda:

1. Consideration of the election of the members of the Board of Directors for a new term of the upcoming three years in light of the end of the current term of the Board of Directors, on Tuesday, August 11th, 2009, whereby the Board will consist of eleven members in accordance with the provisions of Article 21 of the Statutes of the Company as per the following:
 - seven members appointed by a decree of the Prime Minister upon the recommendations of the Minister of Communication and Information Technology
 - one member representing the Company's employees who shall be nominated by the Employees' Union from among the Company's employees
 - three members who meet the independence criteria to be nominated for election by the General Assembly by shareholders, other than the Government, holding 1% or more of the outstanding share capital of the Company. The Independent Members must meet the criteria set forth under Article 21 of the Statutes, which are as follows:
 - (S)he has not been an employee of the Company or any of its subsidiaries within the last five years;
 - (S)he has not had within the last three years, a material business relationship with the Company either directly, or as a partner, shareholder, director or senior employee of a body that has such a relationship with the Company;
 - (S)he has not received or receives additional remuneration from the Company apart from a director's fee, participates in the Company's share option or a performance-related pay scheme, or is a member of the Company's pension scheme;

- (S)he does not have close family ties (i.e. up to the fourth degree) with any of the Company's directors or the Executive Director or the Deputy Executive Directors;
- (S)he does not hold cross directorships or have significant links with other directors through involvement in other companies or bodies;
- (S)he does not represent a significant shareholder of the Company; and
- (S)he has not served on the Board of Directors for nine years or more from the date of their first election.

In the event the shareholders, other than the Government, do not nominate the three Independent Directors or nominate less than three Independent Directors or in the event that the criteria mentioned above are not fulfilled by the Independent Directors nominated by shareholders other than the Government, the Board of Directors may nominate Independent Directors to complete the required number of nominated Independent Directors provided that the persons nominated by the Board of Directors also meet the criteria for Independent Directors mentioned above.

2. Consideration of the approval of the incorporation of a holding company to be owned by Telecom Egypt in accordance with the provisions of the Capital Market Law No. 95 of 1992 and its Executive Regulations.

We also draw the shareholders' attention to the following:

- (a) The Ordinary General Assembly shall not be validly held unless attended by the number of shareholders representing 50% of the capital of the Company.
- (b) 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. To be valid, a proxy must be issued by means of a written power of attorney and the representative must be a shareholder. Any shareholder may not represent by proxy in the Ordinary General Assembly 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.
- (c) Shareholders wishing to attend the General Assembly shall submit a certified statement issued by one of the bookkeeping companies indicating the shares they own and indicating that the balance of shares reflected in the statement has been blocked until completion of the General Assembly. The foregoing must be effected at least three days prior to the date of convening the Ordinary General Assembly.
- (d) Applications for nomination to membership on the Board of Directors as Independent Members who satisfy the conditions specified in the invitation shall be submitted within a period not later than 1:00 p.m. on Monday, July 20th, 2009, at the premises of the Company located at K 28 – Cairo Alexandria Desert Road, Smart Village, B7 Building, Office of the Director of Investment and Investor Relations, 2nd Floor. Any applications submitted after such time-periods shall not be accepted. The application shall reflect the applicant's full name, the number of shares owned by the applicant in TE, the applicant's

current position, experience and positions held during the previous years, particularly in other companies, and whether the applicant holds a job position in Telecom Egypt, provided that the following shall be attached to the application:

- (i) the CV and supporting documents of the applicant nominating Independent Directors who satisfy the conditions specified in the invitation to the Board of Directors;
 - (ii) a copy of the applicant's form of identification and/or a copy of the applicant's passport with respect to applicants are non-Egyptian;
 - (iii) the original documents which evidence the applicant's ownership of 1% or more of the shares of Telecom Egypt provided that the signatures of such shareholders on the application documents are certified by banks.
- (e) The nominees to the Board of Directors must satisfy the conditions set forth in Article 89 of Law No. 159 of 1981 and the provisions of Articles 177 to 180 of the said Law relating to employees of the Government, Public Sector and Public Works Sector and members of the Parliament and municipal counsels.
- (f) Any questions concerning the items of the agenda to be presented to the General Assembly must be submitted in writing at the premises of the Company located at K 28 – Cairo Alexandria Desert Road, Smart Village, B7 Building, office of the Director of Investment and Investor Relations, 2nd Floor either by registered mail or hand delivery in exchange for a receipt at least three days prior to the date the General Assembly convenes.
- (g) Discussions at the General Assembly shall be limited to the items on the agenda.
- (h) Attendance of the General Assembly shall only be limited to the shareholders without being accompanied by any other parties and attendees must be present enough time before the General Assembly to allow for registration of attendance in the registers.
- (i) The documents that are required to be made accessible to the shareholders prior to the Ordinary General Assembly as referred to under Articles 219, 220, 221 and 228 of the Executive Regulations of the Law No. 159 of 1981 shall be available at the premises of the Company located at K 28 – Cairo Alexandria Desert Road, Smart Village, B7 Building, in the office of the Director of Investment and Investor Relations, 2nd Floor, during normal business hours.

Chairman & CEO



Akil Hamed Beshir