

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

FIRST NOTICE

Scheduled to Convene on Tuesday, April 26, 2011

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 (First Meeting) scheduled to convene at 8:00 a.m., on Tuesday, April 26, 2011, at the Conference Building of the 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 8:00 a.m. on Wednesday, April 27, 2011 at the same location.

Such is for purpose of discussion of the following agenda:

1. Consideration of the approval of the Board of Directors' Report regarding the Company's activities during the financial year ended on December 31, 2010.
2. Consideration of the approval of the Auditors' Report on the Company's financial statements for the financial year ended on December 31, 2010.
3. Consideration of the approval of the Company's financial statements for the financial year ended on December 31, 2010.
4. Consideration of the approval of the appointment of the Company's Auditor for the financial year ending on December 31, 2011 and determination of the Auditor's annual fees for that year.
5. Approval of the changes made to the composition of the Board of Directors of the Company.
6. Consideration of the approval of discharging the current members of the Board of Directors of the Company from liability in connection with their activities in the Company during the financial year ended on December 31, 2010.
7. Consideration of the approval of authorizing the Board of Directors to grant donations during the 2011 financial year.
8. Consideration of the determination of the salaries, allowances, bonuses and benefits of the members of the Board of Directors for the financial year ending on 31 December 2011.
9. Consideration of the approval of the compensatory contracts with related parties including, but not limited to, the Company's shareholders or Board of Directors members, if any, and authorizing the Board of Directors to execute and approve such compensatory contracts.
10. Consideration of taking the procedures for transfer of the TE North marine cable assets located in the French waters and lands to TE France SAS.

11. Consideration of the approval of the extension of the term of service of Mr. Mahmoud Kamel Tag El Din, the Vice President for Human Resources and Legal and Administrative Affairs, for a period of one year as of October 14, 2011.
12. Consideration of the approval of the proposed dividends for the financial year ended on December 31, 2010.

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 Company's share capital.
- (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 share 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 have 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) Any questions concerning the items of the agenda to be presented to the General Assembly must be submitted in writing at the head office of the Company located at K 28 – Cairo Alexandria Desert Road, Smart Village, B7 Building, Egypt, the 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.
- (e) Discussions at the General Assembly shall be limited to the items on the agenda.
- (f) 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.
- (g) 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 head office of the Company located at K 28 – Cairo Alexandria Desert Road, Smart Village, B7 Building, Egypt, the office of the Director of Investment and Investor Relations, 2nd Floor, during normal business hours.


Akil Hamed Beshir

Chairman