

**Orascom Telecom Media and Technology Holding S.A.E.**  
Established pursuant to the provisions of Law 95/1992  
Head Office: Nile City Towers, South Tower,  
2005A Croniche El Nile, Ramlet Beaulac, 11221, Cairo, Egypt  
Authorized Capital: EGP 22 Billion  
Issued Capital:  
EGP: 2,203,190,060.40  
(Fully paid)  
Number of Issued Shares:  
5,245,690,620  
Commercial registration number: 394061 Cairo

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**Summary of the Resolutions of the**  
**Board of Directors**  
**14 August 2017**  
**By Conference Call**

On Monday, the 14<sup>th</sup> of August 2017 at 2:30 pm, the company's Board of Directors held a meeting under the chairmanship of Eng. Naguib Onsi Naguib Sawiris – Executive Chairman of the Board of Directors by conference call, upon his invitation, the Board meeting was attended by all members of the Board of Directors, namely:

- Eng. Naguib Onsi Naguib Sawiris – Executive Chairman;
- Eng. Akil Hamed Bashir – Non-Executive Deputy Chairman (independent);
- Eng. Tamer Mokhtar Ahmed El Mahdi - Managing Director;
- H.E. Ambassador/ Mohamed Ibrahim Mahmoud Shaker – Non-Executive Board Member;
- Eng. Iskandar Shalaby Naguib Rizk Shalaby – Non-Executive Board Member;
- Eng. Khaled Galal Guirgis Bichara – Non-Executive Board Member;
- Mr. Ayman Mohamed El Tayeb Soliman – Non-Executive Expert Board Member;
- Mr. Ashraf Abdel Tawab Salman - Non-Executive Expert Board Member (independent);
- Dr. Sameh Youssef El Torgoman - Non-Executive Expert Board Member.

**The Board of Directors resolved the following:**

**First resolution:** The Board of Directors unanimously approved the Audit Committee's report on the standalone and consolidated financial statements for the financial period starting at 1/1/2017 and ending at 30/6/2017.

**Second resolution:** The Board of Directors unanimously approved the Auditor's Report on the standalone and consolidated financial statements for the financial period starting at 1/1/2017 and ending at 30/6/2017.

**Third Resolution:** The Board of Directors unanimously ratified the Board of Directors' Report on the standalone and consolidated financial statements for the financial period starting at 1/1/2017 and ending at 30/6/2017, as well as the outcome of the business for such period.

**Fourth resolution:** The Board of Directors unanimously ratified the standalone and consolidated financial statements for the financial period starting at 1/1/2017 and ending at 30/6/2017, as well as the outcome of the business for such period.

**Fifth resolution:** The Board of Directors unanimously resolved to amend the authorized signatories and signatory powers before Governmental and non-governmental authorities and banks.

**Sixth resolution:** The Board of Directors unanimously approved the Investment Committee's recommendations to invest and enter into the following projects:

1- The development and management of the sound and light show in the Pyramids and Sphinx area, the development of the designated area and management of the activities and services related thereto for 20 years for a total investment of USD 10 million (or its equivalent in EGP) in partnership with Prisme International (a UAE Company) which has been awarded the exclusive right to develop and manage the sound and light show by virtue of the Public Tender (by closed envelopes) and accordingly signed the Development and Management Contract of Sound & Light in the Pyramids and Sphinx Area with Misr Company for Sound, Light and Cinema S.A.E. A new company will be established and Orascom will own 70% of the issued share capital thereof whereby all the rights and obligations under the Development and Management Contract will be assigned and transferred to the new company. OTMT has signed a preliminary agreement with Prisme Entertainment (a sister company of Prisme International) for the production and development of the sound and light show subject to the satisfaction of certain conditions and guarantees.

2- The investment and subscription in the capital increase of Riza Capital Consultoria de Investimentos S.A., a corporation organized and existing under the laws of Brazil, headquartered in the city of São Paulo and providing financial advisory services related to mergers and acquisitions, capital raisings and debt-restructuring for a total investment amounting to USD 15,000,000 against preferred shares representing approximately 52% of the share capital of Riza Capital.

The subscription and investment will be executed on two phases subject to the satisfaction of certain conditions, KPIs and the execution of definitive agreements.

The Board of Directors unanimously resolved to delegate Eng. Naguib Onsi Sawiris, the Executive Chairman of the Board of Directors, severally or any two of Eng. Tamer Mokhtar AlMahdi - Managing Director or Mr. Khalid Khairy El Laicy - CFO or Mr. Osama Daniel Nassif, jointly to sign on behalf of the Company on all binding and non-binding agreements, requests, forms and documents necessary to consummate the two transactions and notarizing and ratifying all agreements and documents and representing the Company before third parties, all Governmental and non-governmental authorities, including without limitation the Notary Public, consulates, Egyptian Foreign Affairs, foreign Governments and missions, Ministries and their affiliated committees. The above-named shall have the right to delegate all or part of their powers to others.

The Board of Directors delegated Mr. Mostafa Mamdouh Abdel Razek, Mr. Oussama Daniel Nassif, Mr. Ashraf Hassan Zaki Elibrachy, Mr. Mostafa Mohamed Gaber Mohamed Elshafei, Mr. Hatem Hassan Tolba Mohamed and Mr. Mostafa Said Aly Mohamed (advocates), to jointly or severally, take all the required procedures to ratify the minutes of this meeting at the Egyptian Financial Supervisory Authority, receive it and annotate all the afore-mentioned in the company's commercial register.

The meeting end at 3:30 pm.



**Head of Investor Relation**  
**Marwan Mohamed Hussein**