

**Orascom Investment Holding S.A.E.**  
**Voting Card**  
**Ordinary General Assembly Meeting**  
**June 1<sup>st</sup>, 2020**  
**via ZOOM on the following link**  
(<https://zoom.us/j/97378184025>)

**First: Shareholder Data:**

No.	Shareholder's Name	Number of shares	Attendance		Signature
			By Person	By Proxy	

**Second: Voting**

Resolution No.	Resolution	Votes		Reviews
		Agree	Disagree	
1.	Ratification of the Board of Directors' report on the Company's activities during the fiscal year ended on 31/12/2019;			
2.	Ratification of the Auditor's report on the Company's activities for the fiscal year ended on 31/12/2019;			
3.	Ratification of the financial statements for the fiscal year ended on 31/12/2019;			
4.	Discharge the Chairman and members of the Board of Directors for their liabilities for the fiscal year ended on 31/12/2019;			
5.	Ratification of the changes in the structure of the Board of Directors, renew its term and determine its authorities and signatories;			
6.	Determine the remuneration and allowances of the Board of Directors and its Committees;			
7.	Ratification of the Corporate Governance Report for the fiscal year ended on 31/12/2019;			
8.	Renew the appointment of the Auditor for the fiscal year ending on December 31, 2020 and determine his fees;			
9.	Authorize the Board of Directors to enter into related party transactions and agreements in			

Resolution No.	Resolution	Votes		Reviews
		Agree	Disagree	
	accordance with the provisions of Law No. 195 of 1981 and its executive regulations;			
10.	Ratify the Board of Directors' resolutions during the fiscal year ended on 31/12/2019 to date;			
11.	Approve the donations made during the fiscal year ended on 31/12/2019 and authorize the Board of Directors to donate during the fiscal year ending on 31/12/2020;			

Proposed resolutions:

**First** - The summary of the Board of Directors report, the Financial Statements, the Auditor's report and the Corporate Governance report were disclosed and published on the Egyptian Stock Exchange and in two Egyptian newspapers (AlMal and AlYoum 7).

**Second** – Item 5 pertaining to the changes in the structure of the Board of Directors and determining authorities and powers:

The proposed resolution:

Approving the changes that occurred in the formation of the Board of Directors during the fiscal year ending 31/12/2019 and approving the final formation of the Company's Board of Directors and renewing its duration, to become as follows:

Name	Title
Eng. Naguib Onsi Sawiris	Chairman and Managing Director
Eng. Akil Hamed Bashir	Non-Executive Vice Chairman (independent)
Eng. Iskandar Shalaby Naguib Shalaby	Non-Executive Board Member
Mr. Hassan Mostafa Abdo	Non-Executive Board Member
Dr. Sameh Youssef El Torgoman	Non-Executive Board Member
Mr. Ashraf Abdel Tawab Salman	Non-Executive Board Member (independent)
Mr. Mohamed Hamdan Ashmawy	Non-Executive Board Member
Mr. Oussama Daniel Faltas	Executive Board Member

Signatory Powers of the Company:

1. Eng. Naguib Onsi Sawiris - Chairman and Managing Director: has solely all the authorities to manage the company and represent the company before court, signing before the banks without limitations, representing the company before all governmental and non-governmental authorities, signing all binding and non-binding contracts, signing all contracts for buying, selling and pledging shares and bonds and signing all related contracts; sale, purchase and mortgage of all tangible and intangible assets of the company; represent the company before the Notary Public Offices and public and private sectors; has the right to sign all contracts, as well as issuing guarantees to lenders for the company and its subsidiaries and the establishment of companies; and has the right to authorize/ delegate any other person/s in some or all mentioned.
2. Mr. Khalid Khairy Mahmoud Al-Laicy and Mr. Osama Daniel Nassif jointly have the right to sign with a maximum limit of (five million US dollars) or its equivalent in any other currency, all contracts of purchase, sale or mortgage of all tangible and intangible assets and jointly represent the Company before the Notary Public Offices and all Governmental Authorities as well as issuing guarantees to lenders in relation to the company and its subsidiaries as well as signing before the Financial Regulatory Authority.
3. Mr. Khalid Khairy Mahmoud Al-Laicy or Mr. Osama Daniel Nassif jointly with Mr. Marwan Mohamed Hussein Mohamed with a maximum limit of (only five hundred thousand US dollars only) or its equivalent in any other currency.
4. Signing non-binding agreements, engagement letters and confidentiality agreements to Mr. Khalid Khairy Mahmoud Al-Laicy or Mr. Osama Daniel Nassif (jointly or severally).
5. Mr. Khalid Khairy Mahmoud Al-Laicy shall have the right to open and close bank accounts.

**Third:** Item 6: Determining the remuneration and allowances of the Chairman, Board Members, the members of the Audit and Investment Committees for the fiscal year ending on 31/12/2020:

The proposed remunerations are as follows:

1. The remuneration of the Executive Chairman of the Board of Directors shall remain as determined since 2013.
2. Members of Board of Directors:
  - USD 17,500 dollars as annual remuneration.
  - USD 1,000 attendance allowance.
3. Members of the Audit Committee:
  - USD 7,500 - annual remuneration.
  - USD 500 - attendance allowance.
4. Members of the Investment Committee:
  - USD 7,500 - annual remuneration.
  - USD 500 - attendance allowance.

**Fourth** – Item 8 related to the renewal of the appointment of the company's auditor and determining his fees for the fiscal year ending on 31/12/2020.

The proposed resolution:

Mr. Samy Abdel Hafeez Ahmed Ibrahim from Hazem Hassan and Partners firm (KPMG), as the Company's auditor for the fiscal year ending on 31/12/2020 and determining an amount of EGP 198,000 (one hundred and ninety-eight thousand Egyptian pounds) as their annual professional fees.

**Fifth** – Item 9, Authorizing the Board of Directors to enter into related party transactions in accordance with the provisions of Law No. 159 of 1981 and its executive regulations.

The proposed resolution:

A financial and technical consultancy agreement between Orascom Investment Holding and Beltone Financial Holding, whereby Beltone obtains 2% of the value of the transaction concluded by Orascom with the assistance and expertise of Beltone, the agreement duration is 12 months. The Chairman may delegate any person to sign the agreement and any modifications and the right to conclude any additional annexes thereto and undertake all actions for the execution of the agreement, and has the right to delegate others in all or some of the above.

**Sixth-** Item 11- authorizing the Board of Directors to donate during the fiscal year ending 31/12/2020 and approve the donations made during the fiscal year ending 31/12/2019.

The proposed resolution

Authorize the Board of to donate during the fiscal year ending on 31/12/2020 within the limits of 2,000,000 Egyptian pounds and approve donations amounting to 1 million Egyptian pounds made during the fiscal year ended on 31/12/2019 for Special Children Art's Foundations SCAF.