

**Orascom Investment Holding S.A.E.**

Established pursuant to the provisions of Law 95/1992  
Head Office: Nile City Towers, South Tower, 29 Floor,  
2005 A corniche El Nile, Ramlet Beaulac, 11221, Cairo, Egypt.  
Authorized Capital: EGP 2,885,129,841  
Issued Capital:  
EGP: 588,025,968.2  
(Fully paid)  
Number of Issued Shares:  
5,245,690,620  
Commercial registration number: 394061 Cairo

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**Summary of Board of Directors Resolutions  
April 27, 2021**

On Tuesday April 27<sup>th</sup>, 2021 at 1:30 pm, pursuant to the invitation extended by Eng. Naguib Onsi Sawiris – Chairman and Managing Director to the Directors of the Board, the Directors reviewed and voted on the following agenda by conference call:

- Eng. Naguib Onsi Sawiris - Chairman & Managing Director;
  - Eng. Akil Hamed Bashir - Non-Executive Vice-chairman (independent);
  - Eng. Hassan Mostafa Abdo - Non-Executive Director;
  - Eng. Iskandar Shalaby Naguib Rizk - Non-Executive Director;
  - Dr. Sameh Youssef El Torgoman – Non-Executive Director;
  - Mr. Ashraf Abdel Tawab Salman - Non-Executive Director (independent);
  - Mr. Mohamed Hamdan Ashmawy – Non-Executive Director; and
  - Mr. Oussama Daniel Faltas - Executive Director.
- Mrs. Salma Labib Omar– Secretary of the Board.



**Resolutions:**

**First resolution:** The Board of Directors unanimously approved Dr. Sameh Youssef El Torgoman's resignation from the Board of Directors of the Company and the appointment of Mrs. Wafaa Shoukry Zaklama as a non-executive board member as of May 1st, 2021. Such resolution shall be submitted to the coming general assembly meeting for ratification.

**Second resolution:** The Board unanimously approved the resignation of Eng. Naguib Sawiris as chairman of the Company while retaining the position of the CEO and managing director and appointing Eng. Akil Hamed Bashir as non-executive chairman of the Board.

**Third resolution:** The Board of Directors unanimously approved the new signature matrix of the company.

**Fourth resolution:** The Board unanimously approved to restructure the Audit Committee to be as follows:

1. Mrs. Wafaa Shoukry Zaklama, Chairperson;
2. Mr. Ashraf Abdel Tawab Salman, member;
3. Mr. Mohamed Hamdan Ashmawy, member; and
4. Mr. Iskandar Naguib Shalaby, member.

**Fifth resolution:** The Board of Directors acknowledged and approved in principle, (with the abstention of the related board members namely: Mr. Iskandar Shalaby and Oussama Daniel Nassif from participating in voting given they sit on the board of TWA) the sale of the entire stake of the Company in TWA, representing 51% of TWA's share capital, and the Board delegated Eng. Naguib Onsi Sawiris and Mr. Oussama Daniel Nassif, severally, in negotiating and signing all documents, contracts and papers required for the completion of the sale.

**Sixth resolution:** The Board of Directors approved (with the abstention of the related board members namely: Mr. Iskandar Shalaby and Oussama Daniel Nassif from participating in voting given they sit on the board of TWA) the appointment of an independent financial advisor to carry out the valuation of TWA and present the valuation report to the Board of Directors in accordance with article 43 of the EGX Listing Rules, and delegate Eng. Akil Hamed Bashir to appoint the independent financial advisor and determine his remuneration.

**Seventh Resolution:** The Board (with the abstention of Mr. Naguib Onsi Sawiris from participating in voting as he is a related party to Lessee) approved the lease agreement entered by and between Orascom Pyramids Entertainment (99% owned by the Company) (as "Lessor") and the Egyptian Company for Food and Services (Abella Egypt) (as "Lessee"), to lease Nine Pyramids Lounge to the Lessee and authorized Mr. Akil Beshir to attend or delegate to attend Lessor's general assembly in this regard.



The Board resolved to delegate Mr. Oussama Daniel Nassif, Mr. Ibrahim Ali Ibrahim, Mrs. Salma Labib Omar, Mr. Gamal Gamil El Sayed Mahmoud, Mr. Hussein Abdel Dayem Hussein, Mr. Hamed Ismail, severally, to undertake all required procedures to ratify and receive these minutes from the Financial Regulatory Authority, and to represent the company before the commercial chamber and annotate what is necessary in the commercial register.

Investor Relations Director  
Marwan Mohamed Hussein



ORASCOM INVESTMENT HOLDING S.A.E.

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Authorized Capital: EGP 2,885,129,841 - Issued Capital: EGP 577,025,968.20 (fully paid)  
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