

Orascom Investment Holding S.A.E.
Voting Card
Ordinary General Assembly Meeting
8 December 2020

First: Shareholder Data:

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

Second: Voting

Resolution No.	Resolution	Votes		Remarks
		Agree	Disagree	
1.	To approve authorizing the Chairman to enter into a financial sale and leaseback agreement with a subsidiary of Beltone Financial Holding SAE, a related party transaction in accordance with Article (99) and (100) of Law 159 of 1981.			
2.	To approve authorizing the Chairman to lease an office space as premises to Orascom Financial Holding S.A.E. (Demerged Company) (under incorporation) ("OFH"), a related party transaction in accordance with Article (99) and (100) of Law 159 of 1981.			
3.	To approve authorizing the Chairman to enter into related party transactions for the Company and Orascom Financial Holding with Beltone Financial Holding and its subsidiaries to provide financial services in accordance with Article (99) and (100) of Law 159 of 1981.			

In light of the current pandemic COVID-19 situation, the specific guidelines for conduct safety and precautions that have been rolled out by the State and the commitment and consideration of Orascom Investment Holding Company (S.A.E.) towards its shareholders, and the precautionary measures with respect to the suspension of any activities comprising large gatherings in order to contain the spread of the global pandemic COVID-19.

Kindly find hereinafter the proposed resolutions of the agenda of the Ordinary General Assembly, subject to voting by the shareholders and in accordance with the provisions of the applicable law and the Articles of Association of the Company:

First – The proposed resolutions.

First Resolution: To approve authorizing the Chairman to enter into a financial sale and leaseback agreement with a subsidiary of Beltone Financial Holding SAE, a related party transaction in accordance with Article (99) and (100) of Law 159 of 1981.

The proposed resolution:

Approve the authorization of the Chairman to enter into a related party transaction in accordance with Article (99) and (100) of Law 159 of 1981, by entering into a sale and leaseback agreement with Beltone Financial Leasing (a subsidiary of Beltone Financial Holding SAE) and other financial leasing companies, whereby latter will finance the Company approx. 100 million Egyptian Pounds against the sale and lease back of the 26th floor in the South Tower of the Nile City Towers. The amount of financing will be repaid over 7 years on 28 quarterly installments after the lapse of the first year while the last installment shall be a sum of EGP 30 million Egyptian pounds. Upon the repayment of the instalments, the asset will be repurchased by the Company at a nominal value of 1 EGP.

Second Resolution: To approve authorizing the Chairman to enter into a lease agreement to lease an office space as premises to OFH, a related party transaction in accordance with Article (99) and (100) of Law 159 of 1981.

The proposed resolution:

Approve the authorization of the Chairman to enter into a related party transaction in accordance with Article (99) and (100) of Law 159 of 1981, by entering into a lease agreement to lease an office space as premises to OFH between the Company and OFH. Whereby the Company shall lease two units to OFH for a monthly rental value of USD 2000 to be used as the premises of OFH for one year.

Third Resolution: To approve authorizing the Chairman to enter into related party transactions for the Company and Orascom Financial Holding (demerged company) with Beltone Financial Holding and its subsidiaries to provide financial services in accordance with Article (99) and (100) of Law 159 of 1981.

The proposed resolution:

Approve the authorization of the Chairman to enter into a related party transaction in accordance with Article (99) and (100) of Law 159 of 1981, by entering into an agreement with Beltone Financial Holding and its subsidiaries, whereby the latter shall provide the following services for a term of one year:

- 1- Financial and investment consultancy and initial public offerings;
- 2- Portfolio and fund management;
- 3- Non-banking financial services;
- 4- Trading of stocks, shares and debt instruments.

Beltone Financial Holding and its subsidiaries shall receive commission up to 5% of any consummated transaction.