



# Orange Egypt's Compensation Committee Charter

October 20, 2016

## 1. Purpose

Orange Egypt for Telecommunications S.A.E. ("OEG" or the "Company") Board of Directors (the "Board") has established the Compensation Committee (the "Committee"). The Committee shall, in accordance with applicable laws, regulations and rules:

1. Give opinion on the Company's overall philosophy and policies regarding the compensation and benefit programs.
2. Review on a periodical basis, the employees' compensation, benefits and stock option plans.
3. Give opinion on the Company's overall philosophy and policies governing these programs, including those pertaining to management salaries, incentive compensation, benefits and perquisites.
4. Review the development and implementation of the Company succession plans.
5. Carry out any other appropriate duties and responsibilities as may be assigned by the Board of Directors.

## 2. Authority

1. The Committee receives its authority and its assignments from the Board. The Committee shall only be entitled to make recommendations to the Board and shall have no decision-making authority.
2. The Committee shall have the resources and authority necessary to fulfill its duties and responsibilities.
3. The Committee has direct access to Human Resources and/or Finance management in the Company provided that this is done with the knowledge of the CEO.
4. The Company will provide appropriate funding, as determined by the Committee, for its expenses and for payment of compensation to external advisors it determines necessary to carry out its duties.

## 3. Composition

1. The Committee shall be comprised of two (2) non-executive Board members elected by the Board, which shall possess all qualifications, and meet all applicable eligibility requirements as may be set by applicable laws, regulations, rules or by the Board from time to time. The Chairman of the Committee shall also be elected by the Board.
2. A member of the Committee is nominated / removed by majority vote of the Board. The term of the mandates of Committee members cannot exceed the term of their mandates as members of the Board. Re-election of existing members and/or new members shall be arranged to maintain continuity.



# Orange Egypt's Compensation Committee Charter

## 4. Meetings

### a. Frequency

The Committee shall meet as much as needed.

1. Committee meetings can be held in person and/or via conference calls. Recommendations of the Committee may also be adopted by circulation.
2. Any of the two members of the Committee may call for a meeting of the Committee to consider a specific issue.

### b. Agenda

The Committee Chairman shall draw up an agenda which shall be circulated prior to each meeting to the other Committee member.

### c. Minutes

1. Minutes of meetings of the Committee are to be prepared and kept by the Committee secretary under the review of the Committee Chairman and sent to Committee member(s)
2. Copies may be provided to the Board members, Chief Executive Officer, VP Human Resources and VP Finance, at the discretion of the Committee Chairman.

### d. Attendance

1. The Committee may request any Board member and any member of management to attend meetings of the Committee as an observer, and advice or assist in aspects of the Committee's business, provided the same is consistent with applicable legal requirements.
2. The Committee may designate sub-committees comprised of its members and/or other Board members to make recommendations on specific matters.

### e. Quorum

The quorum for meetings of the Committee shall be the attendance of its two (2) members.

### f. Secretary

The Committee Secretary shall be appointed by the Committee Chairman.



# Orange Egypt's Compensation Committee Charter

## **g. Decision-making process**

All recommendations of the Committee shall be approved by the Committee members. The Chairman of the Committee shall have a casting vote.

## **5. Scope of Responsibilities and Duties**

### **A. Board compensation and remuneration package**

Periodically review the compensation paid to non-executive Board members and make recommendations to the Board for any adjustments; however, no member of the Committee may opine on his/her own compensation.

### **B. Compensation and Employee Benefits**

1. Give an opinion on the Company's overall philosophy and policies regarding the compensation of employees and the employee benefit programs.
2. Review and recommend to the Board for adoption as appropriate, changes to the design of the Company's pension, savings and severance pay plans, if applicable.
3. Review and recommend changes to the design of the Company's Employees' Bonus and/or Stock Option Plan.
4. Review merit increase plans for the organization.

### **C. Executive Compensation and Benefits**

1. Give an opinion on the Company's overall philosophy and policies regarding the compensation and benefit programs pertaining to managers and senior managers. This includes: basic salaries, annual incentive compensation, long-term incentive compensation, executive benefits and perquisites.
2. Issue recommendations to the Board regarding all plans and arrangements involving compensation of the Chairman and the CEO. Such plans shall include basic salary, annual incentive compensation, long-term incentive compensation, benefits and perquisites. The Board must ratify all cash and equity compensation paid or awarded to the Chairman and the CEO in accordance with applicable laws, regulations and rules, and, if required, submit the matter for consideration by the General Assembly of Shareholders of the Company.
3. Review and recommend to the Board the specific performance goals and objectives related to annual and long-term incentive compensation awards. Following the conclusion of the performance period, the Committee will give its opinion whether (or, if applicable, to what degree) the performance goals and any other material terms were satisfied.



# Orange Egypt's Compensation Committee Charter

4. Recommend approval to the Board as appropriate all benefits and perquisite programs, including stock options, deferred compensation, long-term disability insurance, individual pension schemes and personal financial planning reimbursement.

## **D. Executive Management Development and Succession Planning**

In respect of Executive Management, the Committee is to review and recommend to the Board the succession plan for the CEO.

## **E. Charter Review**

1. Review and reassess annually the adequacy of this Charter.
2. Submit the Charter, and any proposed amendments thereto, to the Board for approval.

## **F. Other Committee Responsibilities**

1. Periodically review the Company's Employment policy and make recommendations in this area.
2. Review information from management regarding the Company's compliance with applicable employment laws, regulations and executive orders.
3. Periodically review the Company's labor relations' strategy and other initiatives to increase human resources excellence in the organization.
4. Report to the Board at its next meeting on all material details of compensation and benefit matters affecting the Chairman, or the CEO whether or not Board ratification is required.
5. Report to the Board at its next meeting on significant results of other activities.
6. Establish budgets for Committee functions.
7. Perform any other activities consistent with this Charter, and applicable laws, regulations or rules, as the Board deems necessary or appropriate.
8. Annually evaluate the Committee's performance of its responsibilities and provide the Board with an annual report of the Committee's activities and the performance of its responsibilities.
9. Periodically review materials or receive education on Committee-related developments and best practices.