

# Delegation of Authority Policy

LRA.CG.POL03.V.7.0



<b>Department</b>	Legal and Corporate Affairs
<b>Division</b>	Corporate Governance
<b>Sub-division</b>	
<b>Related macro ETOM process</b>	Legal Management

<b>Policy owner</b>	
<b>Name</b>	Francois Vitte
<b>Title</b>	Chief Financial Officer, Finance
<b>Signature</b>	
<b>Date</b>	13 DEC 2016

Version	Description	Author	Date
LRA.CG.POL03.V.5.0	New version	Marwa Salem	August 2011
LRA.CG.POL03.V.6.0	Updated version	Marwa Salem	September 2014
LRA.CG.POL03.V.7.0	-Delegations archiving period. -Archiving methods. -Acceptance delegation form.	Khaled El Edissy	November 2016

<b>Process excellence control</b>	
<b>Stamp</b>	<b>Date</b>
	13 Dec. 2016

## 1. Policy purpose and scope

- Developing a delegation policy that incorporates best risk management and offers a dedicated management accountability tool through which Orange Egypt for Telecommunications SAE (the 'Company' or 'OEG') senior management can delegate their powers and responsibilities to other team members within OEG in case a manager absence for a day or longer.
- The policy applies to all OEG team members holding senior management position from Head of Departments and above.

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- This policy does not apply to the execution of external documents which are governed by the Company's commercial register, the Signature Authority Matrix -as attached in Annex 1) and Manage Company Contracts Process (Ref. LEG.PRC01.V2.0).

## 2. Policy statement

### 2.1 Activities subject to delegation

- The Delegator shall determine and defines the activities that he/she delegates to his/her subordinates or peers.
- The delegate shall take decision within the ordinary course of business.
- The Delegate shall limit his/her actions to important and urgent matters to ensure proper business continuity.
- Delegators are not allowed to delegate their signature with regard to the following cases :
  - Employees Promotions
  - Dismissal of employees / Dismissal warnings
  - Own requirements
  - Unpaid leaves

### 2.2 Formalizing the delegation

- Once the Delegate has been identified, the Delegator shall inform the below mentioned individuals through a memo or an e-mail of the Delegation nature and duration:
  - His/her direct manager.
  - His/her subordinates.
  - His/her peers.
- The Delegator shall activate an automatic (out of office) response for all incoming emails indicating the name of the Delegate(s) and the duration of the Delegation.
- A formal internal memo or an email indicating the scope of the Delegation and its duration should be formulated by the Delegator and addressed to the Delegate(s) as well as to those under his/her direct report at least 24 hours before the start of the Delegation period. A copy of such memo is to be sent to all Chief Officers, the HR department, and the Corporate Governance department.
- In case of urgency or emergency, the formal internal memo or email should be formulated as stated above before the start of the Delegation period.
- The Delegation can be revoked at any time before its end of term by the Delegator and/or by the CEO following the same procedures as mentioned above.

### 2.4 Archiving the Delegation

- Delegations, including all updated versions, must be archived for a ten-year period after the end of Delegation period.



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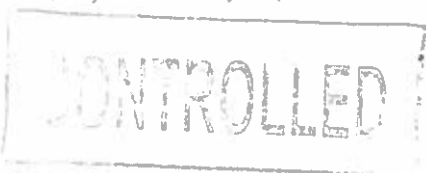
- Archiving must be supervised by the person in charge of DPSA in each department.
- Electronic archiving can only replace paper archiving if the system used allows the traceability of the document and its integrity for long-term storage.(Refer to Archiving & Records Management Policy" QR.CIS.POL03.V.4")

## 2.5 Responsibilities of the Delegator/ Delegate

- Upon Delegation, the Delegator is committed to monitor and govern the Delegate during his/her absence in order to check the efficiency of the Delegate(s) actions performed during the Delegation period.
- Delegator must ensure providing Delegate(s) with all required information/resources that is needed in order to execute actions during the Delegation period in the most appropriate manner.
- The Delegation will not waive the responsibility of the Delegator.
- The Delegate has the right to decline the Delegation; however, if accepted, the Delegate is required to accept the Delegation either through a formal acceptance internal memo as per the template document in Annex 2 or through an email with the same content as the template document in Annex 2
- The Delegate is requested to undertake complete accountabilities of the Delegator in terms of, internal document signatures, etc....
- Delegate has not the right to sub delegate the Delegation, consequently Delegate shall commit to full duty during the period of Delegation.
- If the Delegate identifies a reason for an urgent need of absenteeism or emergency, he/she should inform the Delegator for a replacement Delegate, and in case of inability to reach the Delegator, the Delegate should approach the Delegator's direct manager.
- It is the Delegator' responsibility to ensure that he/she keeps full awareness of all actions/decisions made by the Delegate in his/her absence.
- In case of the previous is not held properly as a result of uncooperative behavior of Delegate, the Delegator shall inform the Legal & Corporate Affairs and HR for adequate measure.

## 2.6 Delegation for formal external documents Signature:

- The formal delegation assigned for external documents' signature (purchase orders, bank documents, and contracts' signature) occurs based on the Company's BOD decisions and authorization, where it is instantly modified in case the concerned delegated person resigns or transfers to a different department. Therefore, the Legal and Corporate Affairs department and Board Secretary are responsible to advise the BOD and to handle the authentication procedures of any such modification.
- Based on the "Signature Authority Matrix" and the delegation as per the Manage Company Contracts Process (ref. LEG.PRC01.V2.0) which are conducted within OEG on separate bases a delegator authorized to sign checks/bank documents or contracts is prohibited to delegate this



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particular authority to others, taking into consideration that the delegation will not waive the responsibility of the delegator.

- Policy breach may be subject to HR disciplinary action.

### 3. References

Name	Date
Manage Company Contracts Process (Ref. LEG.PRC01.V2.0)	Sep.2014
Archiving & Records Management Policy" (QR.CIS.POL03.V.4")	Dec.2015

### 4. Abbreviations

SR.	Abbreviation	Explanation
1	CEO	Chief Executive Officer
2	CO	Chief Officer
3	HOD	Head Of Department
4	HR	Human Resources
5	OEG	Orange Egypt for Telecommunications
7	DPSA	Delegation of power and signing authority

### 5. Definition

SR.	Terms	Definition
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1	Delegate	The person (employee) acting under a delegation.
2	Delegator	The person (employee) granting a delegation.
3	Delegation	Transfer of powers and responsibilities to another person (employee) in the organization; this person (employee) can be a subordinate or a peer.



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## 7. Annex (2)

### Acceptance of Delegation of Signatory Form

Date:        /        /

From "Delegate"	Name
	Title
	Phone
	Fax
	Email

To "Delegator"	Name
	Title

CC	;	;	;
Subject	Acceptance of delegation of signatory		

As \_\_\_\_\_\* of Orange Egypt for Telecommunications SAE (hereinafter "OEG" or "Company"), I hereby accept the delegation of signatory granted to me by deed of Mr./Mrs. \_\_\_\_\_\*\* dated        /        / and declare to know the Delegation of Signatory Policy in force and the area delegated to me.

I also hereby declare to know the rules, standards and internal procedures of the Company, such as Code of ethics and standards of compliance. I undertake to respect them and to bring them to the knowledge of personnel under my responsibility.

This Delegation is valid

From        /        /

To        /        / (inclusive).



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Signed in Cairo, on

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\* Insert title of Delegate

\*\* Insert name of Delegator



Orange Egypt for Telecommunications S.A.E (OEG)

Signatory Authority Matrix  
For Checks, Banks documents and POs starting September 1, 2016  
As per board resolution dated July 21, 2016

Name	John Marc Haddad CEO	Francis Vito CFO	Tarek Elmi Finance Director	Mohamed Shaha Investment, Corporate Financing & Treasury	Alpawan Adel ElMaki Head of Financial Consolidation & Reporting	Asaf Hady Chairman	Samir Mawling Vice-Chairman
John Marc Haddad - CEO		Unlimited	Jointly up to \$ 100,000 or Unlimited**	Jointly up to \$ 100,000	Jointly up to \$ 200,000	Unlimited	Unlimited
Francis Vito - CFO	Unlimited		Jointly up to \$ 200,000	Jointly up to \$ 200,000	Jointly up to \$ 200,000	Unlimited	Unlimited
Tarek Elmi - Finance Director	Jointly up to \$ 200,000 or Unlimited**	Jointly up to \$ 200,000		Jointly up to \$ 100,000	Jointly up to \$ 100,000		
Mohamed Shaha - Director, Corporate Financing & Treasury	Jointly up to \$ 200,000	Jointly up to \$ 200,000	Jointly up to \$ 100,000		Jointly up to \$ 100,000		
Alpawan Adel Elmi - Head of Financial Consolidation & Reporting	Jointly up to \$ 200,000	Jointly up to \$ 200,000	Jointly up to \$ 100,000				
Asaf Hady - Chairman	Unlimited	Unlimited					Unlimited
Samir Mawling - Vice-Chairman	Unlimited	Unlimited				Unlimited	

**N.B.**

\* Amount is in US\$ or its equivalent in L.E. or any other currency

\*\* Authorization to have Finance Director sign jointly with CEO checks and/or banks documents with unlimited amounts ONLY on exceptional basis and if:

- 1- The CFO is not available to proceed with the required signature; and
- 2- The amount of the check is urgent and cannot be postponed

\*\*\* Management shall resort to CEO Chairman and/or Vice-Chairman to sign checks and/or banks documents ONLY on exceptional basis and if:

- 1- The CEO and/or the CFO are not available to proceed with the required signature; and
- 2- The amount of the check is urgent and cannot be postponed

\*\*\*\* Authorization to have any two of the following: the Finance Director, Financing & Treasury Director, and Head of Financial Consolidation & Reporting on the bank transfer documents ONLY within Orange Egypt for Telecommunications' accounts.

