



Orange Egypt's Compensation Committee Charter

November 3, 2025

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 guidance and recommendation on the Company's overall philosophy and policies regarding the compensation and benefit programs, including salaries, incentive compensation, benefits, privileges and perquisites for *inter alia* the Company's executives, managements and talents.
2. Give guidance and recommendation on the Company's employment policies including the employees' compensation, benefits, pension and stock option plans, succession plans policies, and its execution and implementation.
3. Give input and recommendation on merit increases plans for the executives and talents .
4. 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 role is advisory. The Committee gives recommendations to the CEO and the Chairman of the Board on:
 - a. Annual remuneration packages, overall percentage of increase; bonuses; allowances and benefits of executives except the CEO.
 - b. Implementation of approved incentive plans; including performance-based rewards and remuneration and special benefits for the Company's talents.
 - c. Company's overall performance results and any changes to the company's HR benefits policies.
2. The Committee shall have the resources and authority necessary to fulfill its duties and responsibilities.

3. Composition

1. The Committee shall be comprised of three (3) non-executive Board members elected by the Board. Members 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. The Board may also appoint individuals with relevant expertise as Expert Advisors to the Committee. Such Expert Advisors shall be invited to attend meetings and provide technical or professional input to the Committee.
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.

4. Meetings

a. Frequency

The Committee shall meet as much as needed and minimum once a year.



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1. Committee meetings can be held in person and/or via conference calls. Recommendations of the Committee may also be adopted by circulation.
2. The Committee is convened by its chairman or on the request of the Chairman of the Board with at least five days' prior notice, or without notice in case of an emergency.
3. 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 members.

c. Minutes

Oral reports on the Committee's proposals, recommendations and opinions are to be made by 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 consist of a majority of members.

f. Secretary

The Committee Secretary shall be appointed by the Committee Chairman.

g. Decision-making process

All recommendations shall be taken by majority vote. The Chairman of the Committee shall have a casting vote.

Confidentiality

All information; documents; deliberations and discussions of the Committee, whether oral or written, are to be treated as strictly confidential. Committee members, observers and any other participants shall not disclose or use such information for any purpose other than in connection with their official duties as members of the Committee. The obligation of confidentiality shall survive the termination of the member's appointment to the Committee.

Charter Review

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