

Cairo, March 11, 2020

Global Telecom Holding S.A.E
Egyptian Joint Stock Company
Established in accordance with law No 95 of 1992
Head office: Nile City Towers, North Tower, 2005 Cornish El Nil, Ramlet
Boulak, 11211 Cairo, Egypt
Authorized Capital: 14 Billion Egyptian Pounds
Issued Capital: EGP 2,738,250,503.64 (fully paid up)
Number of Issued Shares: 4,721,121,558
Commercial registration No. 365751- Cairo

Annual board of directors' report attached to the financial statements

Company's Name	Global Telecom Holding S.A.E (“the Company” or “GTH”)
----------------	-------------------------------------------------------

Principle Data:

GTH Objects	<p>To participate in the incorporation of all types of joints stock and limited -by-shares companies that issue securities and/or increase capital, without prejudice to the provision of article 127 of the Executive regulation. The company may have interest in, or participate with, in any manner whatsoever, the corporation that undertake similar activities, and that may assist the company in achieving its objects either in Egypt or abroad. GTH may also merge into, purchase or acquire these companies and/or corporations, in accordance with the provision of law and the Executive Regulations thereof.</p> <p>The listing committee of the Egyptian Stock Exchange had approved the delisting of GTH's shares from the Egyptian Stock Exchange according to its decree dated 09 September 2019.</p> <p>On 09 September 2019,GTH's Extraordinary General Assembly Meeting has approved the offer submitted by VEON LTD (“VEON”) to the Company on 25 June 2019 pursuant to which VEON or one of its affiliates will acquire the Company's interests in Jazz, banglalink, Djezzy (including MedCable) and Mobilink Bank (the “Transaction”). For 313.335 billion Pakistani rupees for Jazz, 24.916 billion Bangladeshi Taka for banglalink, 70.195 billion Algerian Dinar for Djezzy (including MedCable), 14.741 billion Pakistani rupees for Mobilink Bank.</p>		
GTH Duration	25 years		
Applicable law	law No.95 of 1992	Nominal value of shares:	EGP 0.58
Last Resolved Authorized Capital:	EGP 14 Billion	Last resolved issued capital:	EGP2,738,250,503.64
Last resolved paid up capital:	EGP 2,738,250,503.64	Commercial registration number and date:	365751-Cairo Dated: 2/2/2005

Investor Relations:

Contact Person	Noha Louis Napoleon Agaiby		
Head Office:	Nile City Towers, North Tower, 2005 Cornish El Nil, Ramlet Boulak, Cairo, Egypt		
Tel.:	+(202) 24619654/5	Fax:	Nil
Website	www.gtelecom.com		
Email:	nagaiby@gtelecom.com		

Auditor:

Auditor's Name:	Mr. Wael Sakr Mohamed Amer (PricewaterhouseCoopers)
Date of Appointment:	27/3/2019
FRA Listing No.:	381 (Financial Regulatory Authority's Registry)
FRA Listing Date:	29 July 2009

Shareholders Structure and Board Members Ownership Percentages:

Shareholders (owning 5% or more)	Number of Shares (on the Date of Financial Statements)	Percentage (%)
VEON Luxembourg Finance S.A.	2,622,931,845	55.57%
VEON Holding B.V.	1,914,322,110	40.55%
Total	4,537,253,955	96.12%

BoD Members Ownership in GTH Shares	Number of Shares (on the Date of Financial Statements)	Percentage (%)
Nil	Nil	Nil
Total Ownership	Nil	Nil

GTH Treasury Shares according to date of purchase	Number of Shares (on the Date of last disclosure)	Percentage (%)
The Account of Delisting shares for Global Telecom Holding S.A.E.	61,666,148	1.3%
Total	61,666,148	1.3%

Board of Directors

Board of Directors Last Formation:

Name	Position	Representation	Capacity (Executive, Non-Executive, Independent)
Mr. Murat Kirkgoz	Chairman	VEON Luxembourg Finance S.A	Non- Executive
Mr. Gerbrand Leendert Harm Nijman	Vice Chairman and Managing Director	VEON Luxembourg Finance S.A	Executive

Mr. Vincenzo Nesci	Board Member	VEON Luxembourg Finance S.A	Non- Executive
Mr. Iskandar Shalaby Rizk Shalaby	Board Member		Non- Executive
Mr. Hassan Mohamed Elshafei Abdel-Hamid	Board Member		Non- Executive

Board of Directors Meetings

(The number of Board of Directors Meetings held during the year.

21 meeting of Board of Directors held during the fiscal year ending on 31/12/2019

Dated: 03/01/2019, 10/01/2019, 23/01/2019, 30/01/2019, 24/02/2019, 01/03/2019, 23/03/2019, 25/03/2019, 17/04/2019, 01/05/2019, 03/06/2019, 26/06/2019, 26/06/2019, 26/06/2019, 01/07/2019, 22/07/2019, 31/07/2019, 15/08/2019, 09/09/2019, 11/11/2019 and 15/11/2019.

Audit Committee

Last Formation

Name	Representation
Iskandar Shalaby Naguib Rizk Shalaby (Head of Audit Committee)	Non- Executive
Hassan Mohamed Elshafei Abdel-Hamid	Non- Executive

Scope of Mandate and Tasks

1. To examine and review GTH internal supervisory procedures and the extent of compliance therewith.
2. To study applicable accounting policies and the changes that may occur if new accounting standards are applied.
3. To examine and review the mechanisms, tools, procedures, plans and outcome of internal audit, and to study the internal audit reports and follow up with the implementation of its recommendations.
4. To examine the procedures undertaken in the course of preparing and reviewing the following:
 - The periodic and annual financial statement.
 - The prospectus and public offering and private placement of securities.
 - The budgets, including the cash flow statements and the prospective income statement.
5. To examine the draft financial statements prior to submission to the board of directors, in preparation for sending same to the auditor.
6. To propose the appointment of auditors, determine their fees and review the matters relating to their resignation or release of liability, in accordance with the provisions of law.
7. To advise on allowing the assignment of the auditors to perform services in favor of the company other than the audit of the financial statements and on determining his fees therefore, without prejudice to their independence requirement.
8. To study the auditor's report on the financial statement, discuss the comments and reservation contained therein follow up on what has been taken in the implementation thereof, and solving the disputes that may arise from the conflict of views between the company's management and the auditor.
9. To confirm that a report has been raised to the board of directors by an independent competent expert regarding the nature of the operation and transaction concluded with related parties, and the extent in which they violate or prejudice the interests of the company and/ or its shareholders.

The audit committee is further required to confirm that the company's management duly addresses the recommendation of the auditor and the Egyptian Financial Supervisory Authority.

The board may assign the audit committee any other activities it deem adequate for serving the company's best interest.

Audit committee works during the year

Number of Audit Committee meetings	six meetings
Have the Audit Committee Reports been submitted to the board of directors?	Yes
Have the Audit Committee Reports contained essential remarks?	No material comments found
Has the GTH board of directors dealt with such essential remarks?	No material comments found

GTH Employees Data:

Average number of employees	10 employees
Their average yearly income of the employee	One million Egyptian Pounds (including basic salary and incentives)

Employee Stock Ownership Plan (if any):

The available shares according to employee stock ownership plan	Nil
Total number of awarded shares of employee stock ownership plan during the year.	Nil
Number of beneficiaries from the employee stock ownership plan during the year.	Nil
Total of the awarded shares of employee stock ownership plan since implementing the plan.	Nil
Names and capacity of those who obtained 5% or more of the total available shares (or 1% of the company's capital) according to the plan.	Nil

Violation and procedures in connection with capital market law and listing rules:

Nil

List of Related Party Transactions:

	2019	2018
Revenue from related parties		
VEON Group	27	16
	27	16
Services from related parties		
VEON Group	(3)	(6)
	(3)	(6)
	2019	2018
Accounts receivable from related parties		
VEON Group	11	48
	11	48
Financial liabilities and accounts payable to related parties		
VEON Group	39	521
	39	521

GTH Contribution During the year in the Development of society and preserving the Environment:

Nil

1. General condition of the company, earnings release and future
Nil
2. Dividends proposed to be distributed to shareholders:
Nil
3. Recommendations regarding transferring funds to reserves:
Nil
4. Main activities of the company and its affiliates and any change to the ownership of affiliates during the year.

Investments

Country of Incorporation			Equity interest held by the Group	
			2019	2018
North Africa	Algeria	Omnium Telecom Algérie. (previously Orascom Telecom Algeria S.P.A)*	45.57%	45.57%
	Algeria	Optimum Telecom Algeria S.p.A *	45.57%	45.57%
Asia	Bangladesh	Banglalink Digital Communications Limited *	-	100%
	Pakistan	Pakistan Mobile Communications Limited *	-	85%
	Pakistan	Business & Communication systems*	-	85%
	Pakistan	Deodar (Private) Limited	-	85%
	Pakistan	LinkDotNet Pakistan Ltd. *	-	85%
	Pakistan	LinkdotNet Telecom Ltd. *	-	85%
	Pakistan	Mobilink microfinance Bank Limited *	100%	100%
Middle East	Egypt	Cortex for services & consultations S.A.E.	94.0%	94.0%
	Egypt	GTH handset investment	100%	100%
Europe	Luxembourg	Global Luxembourg S.a.r.l.	-	100%
	Luxembourg	Global Telecom Acquisition s.a.r.l	100%	100%
	Luxembourg	Global Telecom One Sarl	100%	100%
	Malta	Sawyer Limited	-	100%
	Malta	Telecom Eurasia Limited	-	100%
	Malta	Oratel International Inc Ltd.	100%	100%
	Malta	Moga Holding Limited	100%	100%
	Malta	International Wireless Communications Pakistan Limited *	-	100%
	Malta	Telecom Management Group Limited *	-	100%
	Malta	Iraq Holding Limited	-	100%
	Malta	Telecom Iraq Corp. Limited	-	100%
	Malta	Telecom Ventures Limited *	-	100%
	Malta	Telecom Holding Canada (Malta) Limited	100%	100%
	Malta	Minimax Ventures Limited	100%	100%
	Malta	Financial Powers Plan Limited	-	100%
	Malta	Telecom ESOP Limited	100%	100%
	Malta	Telecom CS Limited	100%	100%
	The Netherlands	Global Telecom Netherlands BV	100%	100%
	The Netherlands	Global Telecom Holding Canada BV	100%	100%
	The Netherlands	Global Telecom Finance BV	100%	100%
United Kingdom	Med Cable Ltd. *	-	100%	

*The Group has concluded that it controls Omnium Telecom Algérie S.p.A and Optimum Telecom Algeria S.p.A even though the Company owns less than 50% of the ordinary shares. This is because the Company can exercise operational control through a shareholders' agreement.

5. Current value of assets – if the book value is significantly different from the current market value

The board has not appointed an independent financial advisor to evaluate the assets of the company and accordingly the board could not confirm any deviation between the book value and the market value of its assets

6. Turnover and net profits or loss distributed to GTH activities:

Segment information

N/A

(7) Export Volume:

Nil

(8) Statement of donations:

Nil

(9) Shares and Bonds Issued during the Year:

Nil



Name: Gerbrand Leendert Harm Nijman
Vice Chairman and Managing Director