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**Leading independent proxy advisory firms ISS and Glass Lewis  
recommend FOR the Proposed Rights Issue at OGM and all proposals at EGM  
ISS also recommends FOR all proposals at the AGM being held on 27 March 2019**

Amsterdam, 14 March 2019 – The board of directors (the “Board”) of Global Telecom Holding S.A.E. (“GTH”, or the “Company”), a leading international telecommunications company operating mobile networks in high-growth markets in Africa and Asia, is pleased to announce that the two leading independent proxy advisory firms, Institutional Shareholder Services Inc. (“ISS”) and Glass Lewis & Co., LLC (“Glass Lewis”) have both maintained their recommendation that GTH’s shareholders vote in favor of the proposed increase in the issued capital of the Company by EGP 11.2 billion at GTH’s upcoming Ordinary General Assembly Meeting (the “OGM”). The proposed rights issue will see the issuance of 19,278,878,442 new shares with a par value of EGP 0.58<sup>1</sup>. ISS and Glass Lewis have also recommended that shareholders vote FOR the business continuation proposal which will be presented at the upcoming Company’s Extraordinary General Assembly Meeting (the “EGM”). Furthermore, ISS recommended that shareholders vote FOR all the proposals presented at the Company’s upcoming Annual Ordinary General Assembly Meeting (“AGM”). The OGM, EGM and AGM are scheduled for 27 March 2019.

*ISS and Glass Lewis recommend shareholders vote FOR the Rights Issue proposals at the upcoming OGM.*

ISS and Glass Lewis have both maintained their recommendation that GTH’s shareholders vote FOR the proposals at GTH’s OGM, scheduled to be held 27 March 2019.

As shareholders are aware, on the 10<sup>th</sup> February 2019, VEON Ltd. (VEON) submitted an application for a public mandatory cash tender offer (the “MTO”) to the Egyptian Financial Regulatory Authority (the “FRA”).<sup>2</sup> While the Board awaits the outcome of the FRA review, we believe it is necessary for shareholders to support the Rights Issue at the OGM. The Rights Issue will ensure that the Company continues to meet its financial obligations if the MTO is not consummated.

In its analysis of the Rights Issue proposals, ISS concluded that “[T]he company has a strong financial position, but a significant part of its revenues cannot be repatriated to allow it to repay its short to medium term financial obligations due to capital controls” and that “the share issuance would allow Global Telecom to meet its cash flow needs, and since the company has offered all shareholders the possibility to subscribe, these items do not raise concerns and warrant support.”<sup>3</sup> Glass Lewis concluded that “having reviewed the Company’s rationale, we believe that this authority will benefit

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<sup>1</sup> Based on an exchange rate of 1 USD – 17.90 EGP

<sup>2</sup> VEON Holdings B.V. submits mandatory tender offer application in relation to Global Telecom Holding S.A.E., (2019) – [Link](#)

<sup>3</sup> Permission to use quotations neither sought nor obtained.

shareholders by providing the Company with the flexibility to meet its obligations and finance operations and future business opportunities” while “preemptive rights will protect existing shareholders against dilutive effects.”<sup>1</sup>

*ISS and Glass Lewis recommend shareholders vote FOR the business continuation proposal at the EGM.*

Both proxy advisory firms recommend that shareholders support the business continuation proposal at the EGM which will be held on 27 March 2019. In its analysis, ISS concluded that given the Company’s plans to use the funds raised by the Rights Issue to continue meeting its financial obligations should the MTO not be consummated “the continuity of the company, at this time, is considered to be an appropriate decision from shareholders' point of view.”<sup>2</sup>

*ISS recommends shareholders vote FOR all proposals at the AGM.*

The Board is pleased that ISS recommended that all eight proposals which will be presented at the AGM being held on 27 March 2019 be approved by shareholders.

- Ends -

## Enquiries

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