

**Global Telecom Holding's Board Members  
Unanimously Recommend Shareholders  
Accept VEON's Tender Offer for all Remaining Shares and  
Approve VEON's Asset Transfer Offer**

**The independent directors of the board of Global Telecom Holding S.A.E. (the "Company" or "GTH") recently met and unanimously recommended that GTH shareholders accept the VEON Ltd. ("VEON") cash tender offer for all the remaining shares of common stock of GTH (the "Shares") at EGP 5.08 per share (the "MTO"), and approve the VEON offer to acquire substantially all of GTH's operating assets at the imputed MTO valuation (the "Asset Transfer Offer").**

On the 26 June 2019 the Egyptian Financial Regulatory Authority (the "FRA") approved the VEON MTO and GTH's Board of Directors appointed Grant Thornton Egypt as independent financial advisor ("IFA") to update its report issued in January 2019 in respect of the then considered capital increase of GTH (the "Rights Issue"). Based on the updated IFA report, which was reviewed by PwC in their Independent Limited Assurance Report, and in consultation with the Company's legal and financial advisors, the independent directors of GTH issued their recommendation that the Company's minority shareholders accept the VEON MTO and approve the VEON Asset Transfer Offer.

**The MTO price of EGP 5.08 represents a premium of 39.6% over GTH's average three-month share price and a premium of 44.3% over GTH's average six-month share price, in both cases referring to the period immediately prior to the original Mandatory Tender Offer submission in February 2019. The IFA report also showed that the MTO price represents a premium to the value of the Company's assets.**

In their deliberations regarding the MTO, the independent directors of GTH considered the updated IFA report and the Company's current financial outlook, including the Company's need to raise capital. Based on the foregoing the independent directors believe the MTO and corresponding Asset Transfer Offer is preferable to a Rights Issue and is more favorable to minority shareholders. The Company's independent directors unanimously recommend that all minority shareholders accept the VEON MTO and approve the Asset Transfer Offer.

Should the MTO and corresponding Asset Transfer Offer not be successfully consummated, the Rights Issue will become necessary because the Company does not have the funds to service its debt and has been relying on the financial support of its majority owner to meet its financial obligations. Failure to consummate both the MTO and the Asset Transfer Offer would require GTH to raise capital through a Rights Issue and/or selling a substantial portion of its assets, to avoid a forced restructuring or default on its debts.

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## Enquiries

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