



GCS-mm/2020/1.3/72  
5<sup>th</sup> March, 2019

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5 مارس 2020

**Chief Executive Officer  
Abu Dhabi Securities Exchange  
Abu Dhabi, UAE**

**الرئيس التنفيذي  
سوق أبوظبي للأوراق المالية  
أبوظبي – الإمارات العربية المتحدة**

Dear Sir,

تحية طيبة وبعد،،،

**Announcement of Etisalat Group's  
General Assembly Meeting**

**إعلان اجتماع الجمعية العمومية لـ "مجموعة اتصالات"**

Please be advised that Emirates Telecommunications Group Company PJSC ("Etisalat Group") will hold its General Assembly meeting at 4:30 p.m. on Tuesday, 24<sup>th</sup> March 2020 in Etisalat Group's Head Office building located at the intersection of Sheikh Zayed II Street and Sheikh Rashid Bin Saeed Al Maktoum Road in Abu Dhabi. Hence, please find attached the meeting announcement to be published in the local newspapers.

يرجى التكرم بالعلم بأن شركة مجموعة الإمارات للاتصالات ش.م.ع. ("مجموعة اتصالات") ستعقد اجتماع جمعيتها العمومية في يوم الثلاثاء الموافق 24 مارس 2020 في تمام الساعة الرابعة والنصف مساءً وذلك في مبنى المركز الرئيسي لـ "مجموعة اتصالات" الواقع على تقاطع شارع الشيخ زايد الثاني وشارع الشيخ راشد بن سعيد آل مكتوم في أبوظبي. وعليه، نرفق طيه إعلان الدعوة للاجتماع الذي سينشر في الصحف المحلية.

Kind regards,

وتفضلوا بقبول فائق الاحترام والتقدير،،،

  
حسن محمد الحوسني  
الأمين العام - مجموعة اتصالات  
Hassan M. Al Hosani  
Corporate Secretary – Etisalat Group

Encl:  
- As above

المرفقات:  
- كما هو موضح



## Notice for Annual General Meeting

The Board of Directors of Emirates Telecommunications Group Company (“Etisalat Group”) PJSC has the pleasure to invite the esteemed shareholders to attend the Company’s Annual General Meeting (“AGM”) to be held on Tuesday, 24<sup>th</sup> March 2020, at 4:30 p.m. in Etisalat Group’s Head Office building located at the intersection of Sheikh Zayed II Street and Sheikh Rashid Bin Saeed Al Maktoum Road in Abu Dhabi, to discuss the following agenda:

1. To hear and approve the report of the Board of Directors on the Company’s activities and its financial position for the financial year ended 31<sup>st</sup> December 2019
2. To hear and approve the External Auditor’s report for the financial year ended 31<sup>st</sup> December 2019
3. To discuss and approve the Company’s consolidated financial statements for the financial year ended 31<sup>st</sup> December 2019.
4. To consider the Board of Directors’ recommendation regarding the distribution of dividends amounting to 40 Fils per share for the second half of the year 2019 to bring the total dividend pay-out per share for the financial year ended 31<sup>st</sup> December 2019 to 80 Fils per share (80% of the nominal value of the share).
5. To absolve the Members of the Board of Directors from liability for the financial year ended 31<sup>st</sup> December 2019
6. To absolve the External Auditors from liability for the financial year ended 31<sup>st</sup> December 2019.
7. To appoint the External Auditor(s) for the year 2020 and to determine their fees.
8. To approve the proposal concerning the remunerations of the Board Members for the financial year ended 31<sup>st</sup> December 2019.
9. To be informed of Etisalat Group Dividend Policy.
10. To pass a Special Resolution in respect of approving a budget of not more than 1% of the Company’s average net profits of the last two years (2018-2019) for voluntary contributions to the community (Corporate Social Responsibility), and to authorize the Board of Directors to effect payments of such contributions to beneficiaries to be determined at the Board’s own discretion.

Notes:

1. Each shareholder is entitled to attend or to delegate to a proxy, who is not a Board Member, to attend the AGM on his/her behalf by virtue of a written special authorization/proxy made pursuant to the delegation form attached with the invitation dispatched by mail. All delegation forms shall be submitted to the Issuer Services Department and its address FAB Building- 4th Floor Khalifa Business Park – Al Qurm District, P.O. Box 6316, Abu Dhabi, latest by 19<sup>th</sup> March 2020. Only original delegation forms will be accepted. a Proxy holder may not represent a number of shareholders in excess of 5% of the Company's capital. However, if the proxy is representing one single shareholder, his/her proxy may exceed 5% of the Company's capital. Minors and those who have no legal capacity shall be represented by their legal representatives.
2. Natural shareholders should submit their UAE I.D or original passport for the non-UAE residents.
3. The corporate shareholder may authorize one of its representatives or one of its management members by virtue of a resolution passed by its Board of Directors (or whoever carries out the duties of the Board of Directors) to represent it in the AGM. The authorized person shall have the powers as determined under the delegation decision.
4. The convention of the AGM shall only be deemed valid if attended by Shareholders representing, in person or by proxy, at least 66% of the Company's shares. In case the quorum is not achieved in the first meeting, a second meeting for AGM should be held on Monday, 30<sup>th</sup> March 2020, at the same time and venue. The second meeting shall then be considered quorate and duly held regardless of the number of attendees.
5. The owners of the shares registered on Monday, 23<sup>rd</sup> March 2020, shall be entitled to vote in the AGM. In case the first meeting is inquorate and a second meeting is convened for the AGM on 30<sup>th</sup> March 2019, the owner of the shares registered on Sunday, 29<sup>th</sup> March 2019 shall be entitled to vote in the second meeting of the AGM.
6. Notwithstanding item 5 above and for the purposes of voting in the AGM, the votes of the Associated Persons (as defined in Clause 1 of Etisalat's Articles of Association "AoA") shall be counted to the extent that they do not reach 5% of the shares represented in the AGM.
7. The shareholders can review the Company's financial information and the governance report on the website of the Company and the website of Abu Dhabi Securities Exchange (ADX).
8. The shareholders can browse and upload the Investors Rights Manual and the Company Dividend Policy through the below links, respectively:  
<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>  
<https://www.etisalat.com/en/ir/dividend/dividend-policy.jsp>
9. The AGM's resolutions shall be passed by majority of 66% of the shares represented in the AGM by owners attending in person or by proxy, unless the votable matter requires a special resolution passable by votes of shareholders owning not less than three fourths of the shares represented in the meeting.
10. Attendance record shall be closed upon announcing the quorum of the meeting. Shareholder or proxy who attends thereafter shall neither be recorded in the list nor be eligible for voting or opining on the matters addressable during the meeting.

11. The Shareholders should update their own contact numbers and their addresses at ADX to ensure appropriate receipt of their dividends; since distribution of dividends will be through ADX.
12. The closure of record for the 2019 second half dividends shall be on Sunday, 05/04/2020, and the date of the last day of share purchase that is entitled to dividends is 01/04/2020 and the date of share purchase exclusion from entitlement to dividends is 02/04/2020. In case of convening a second AGM meeting due to inquorate 1<sup>st</sup> AGM meeting, then the closure of record for the 2019 second half dividends shall be on Thursday, 09/04/2020, and the date of the last day of share purchase that is entitled to dividends is 07/04/2020 and the date of share purchase exclusion from entitlement to dividends is 08/04/2020.

## **Board of Directors**