



# Vodafone Qatar P.Q.S.C.

## Invitation to the Extraordinary General Assembly Meeting

The Board of Directors of Vodafone Qatar P.Q.S.C. (the "Company") has the pleasure of inviting Vodafone Qatar's shareholders to attend the Extraordinary General Assembly ("EGA") meeting of the Company, which will be held on Wednesday, 18 October 2017 at 6 p.m., at the Four Seasons Hotel, Dafna Area, Doha, Msameer room.

In the event a quorum is not met, a second meeting will be held on Wednesday, 25 October 2017, at 6 p.m., at the Four Seasons Hotel, Dafna Area, Doha, Daibel room.

### Agenda for the Extraordinary General Assembly

1. Approve (subject to obtaining the relevant regulatory approvals) the proposed changes to the Company's Articles of Association ("AoA") in order to (including but not limited to):
  - a) amend Article 73 to change the financial year-end of the Company to start on 1 January and end on 31 December;
  - b) amend Article 29.3 in relation to the procedures for the election of the Chairman;
  - c) introduce activities to Article 3 related to the objects of the Company to expressly permit the Company to enter into potential financing arrangements and to grant security in respect of such financing arrangements;
  - d) amend Article 7 of the AoA so that no natural or legal person shall, directly or indirectly, or through subsidiaries, funds, local or international investment portfolios, own more than 5% of the capital of the Company. The Founders Group (consisting of the Private Founder and Institutional Investors, including those who replace any of them under any legal act such as sale, gift, pledge and other conduct), Vodafone Group Plc and its subsidiaries, Qatari Government and its companies and establishments in which the Qatari Government owns not less (51%) will be exempt from the aforesaid threshold;
  - e) amend Article 30 of the AoA by adding new board membership conditions;
  - f) amend Article 53 by:
    - a. adding a requirement for foreign incorporated companies, and foreign portfolios and funds to provide documentation setting out the full ownership details upon registration for attendance at such General Assembly meeting, in order to attend and vote in the General Assembly (whether an ordinary or extraordinary General Assembly meeting); and
    - b. setting out a prohibition for shareholders holding shares in breach of the 5% maximum threshold to vote using shares exceeding the said 5% threshold in the General Assembly (directly or through proxy). The Founders Group (consisting of the Private Founder and Institutional Investors, including those who replace any of them under any legal act such as sale, gift, pledge and other conduct), Vodafone Group Plc and its subsidiaries, Qatari Government and its companies and establishments in which the Qatari Government owns not less (51%) will be exempt from the aforesaid prohibition.
2. Authorise the Chairman of the Board, the Vice Chairman, the Company's Chief Executive Officer (and/or whomever they may delegate) individually to complete the required formalities in relation to the aforementioned amendments to the AoA, including signing the amended and restated AoA, subject to obtaining the necessary regulatory approvals, and to agree with the Qatar Financial Markets Authority on the changes required to the AoA in order to ensure compliance with the new Corporate Governance Rules for Companies and Legal Entities listed on the Stock Exchange issued by the Qatar Financial Markets Authority Board Decision No. 5 of 2016.
3. Any other business.

**Note:** Please visit the Company's website [www.vodafone.qa](http://www.vodafone.qa) to check the details of the proposed amendments to the AoA.

### Notes:

1. Shareholders are requested to attend the meeting one hour before the specified time, together with proxy forms (if applicable), along with their ID cards in order to complete registration.
2. Only shareholders, whose names have been registered in the Company's shareholder register with the Qatar Central Securities Depository and who appear on the shareholder register issued one day prior to the date of the EGA, are eligible to attend and vote.
3. A natural shareholder who cannot attend the meeting in person may appoint another shareholder in writing to attend on their behalf. Please use the template available on our website ([www.vodafone.qa](http://www.vodafone.qa)).
4. A shareholder who is a natural person may not, in his own capacity and/or as proxy, hold more than 25% of the number of the deciding votes presented at the meeting. This does not apply to representatives of corporate bodies.
5. The total number of shares held by proxy shall not exceed 5% of the Company's share capital.
6. Corporate bodies may appoint anyone to be their representative. Representatives of corporate bodies are requested to present a stamped authorisation letter appointing them as representatives of said corporate bodies at the EGA.
7. Members of the Board of Directors cannot be appointed as proxies.
8. This invitation constitutes a legal announcement to all shareholders without a need to send special invitations by post, in accordance with the Commercial Companies Law No. (11) of 2015.

For more information please contact us on: 44096666 or email: [investorrelationsqatar@vodafone.com](mailto:investorrelationsqatar@vodafone.com)

**Abdullah Bin Nasser Al Misnad**  
Chairman of the Board of Directors