



# Vodafone Qatar Q.S.C

## Ordinary and Extraordinary General Assembly Meeting

The Board of Directors has the pleasure to invite the shareholders of **Vodafone Qatar Q.S.C.** (the "**Company**") to attend the Ordinary and Extraordinary General Assembly Meetings of the Company which will be held at 5:00pm on Monday, 25 July 2016, at the Four Seasons Hotel (Al Daibel Room). Shareholder registration will start at 4:00pm.

In the event that a quorum is not achieved, a second meeting will be held on Wednesday 27th July 2016 at 5:00pm at the Company's headquarters in Qatar Science and Technology Park.

### Agenda for the Ordinary General Assembly

1. Review and approve the Board of Director's report of the Company's activities and its financial status for the financial year ended 31 March 2016 and its future plans.
2. Presentation of the Sharia Advisor's report.
3. Review and approve the Auditor's report on the Company's Accounts for the financial year ended 31 March 2016.
4. Discussion and approval of the Company's Balance Sheet and the Profit and Loss Accounts for the financial year ended 31 March 2016.
5. Review of the recommendation of the Board of Directors regarding distributable profits for the financial year ending 31 March 2016 and approval.
6. Discharging the members of the Board from liabilities and discussing their remuneration for the year ended 31 March 2016.
7. Review and approve the Company's Corporate Governance Report 2015-2016.
8. Appointment of an external auditor for the financial year ending 31 March 2017 and approval of the auditor's fee.
9. Approving the appointment of the Sharia advisor as recommended by the Board of Directors.
10. Election of three Independent Board Members to the Company's Board of Directors and approving the formation of the new Board of Directors for the term 2016 to 2019.

### Agenda for the Extraordinary General Assembly

1. To approve setting the foreign investment threshold (excluding GCC nationals) in the Company at 49% as per the provisions of the Foreign Investment Law No. (13) of 2000 (as amended), subject to the approval of the Ministry of Economy and Commerce and making the necessary amendments to the Articles of Association.
2. To approve the Company's amended and restated Articles of Association in order to comply with the provisions of the Commercial Companies Law No. (11) of 2015.
3. To authorise the Chairman of the Board of Directors, the Vice Chairman or whomever the board may delegate to sign and complete the required formalities to affect these changes subject to obtaining all regulatory approvals including the approval of the Ministry of Economy and Commerce.

**Note: please visit the Company's website [www.vodafone.qa](http://www.vodafone.qa) to view the amended and restated Articles of Association.**

### Notes:

1. Shareholders are requested to arrive for registration one hour early.
2. A shareholder who does not attend the meeting in person can appoint a shareholder to attend on their behalf. Appointment of such proxy must be in writing and signed by the shareholder. Please use the template available on our website – [www.vodafone.qa/AGM](http://www.vodafone.qa/AGM) or attached to the invite.
3. Only shareholders, whose names have been registered in the company's shareholder register with the Exchanges after closing of business on Sunday the 24<sup>th</sup> of July 2016, are eligible to attend Vodafone Qatar's Annual Ordinary General Assembly Meeting.
4. Board Directors cannot be appointed as proxies.
5. Corporate Bodies may appoint anyone to be their representative with a written and stamped letter.
6. The total number of shares held by the proxy cannot exceed 5% of the Company's shares capital.
7. The proxy should bring a copy of the shareholder's ID card to the meetings, as well as their own ID card.
8. Representatives of Corporate Bodies are requested to present an authorisation letter appointing themselves as representatives of said Corporate Bodies in the Annual Ordinary Assembly and Extraordinary General Assembly Meetings.
9. A natural shareholder 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.
10. This call is considered legally announced to all shareholders without a need to send special invitations by post in accordance with the Commercial Companies Law No. (11) of 2015, and its amendments.
11. The meeting will be conducted in Arabic and English.