

## **Invitation to the Annual General Assembly and the Extraordinary General Assembly Meeting of Vodafone Qatar P.Q.S.C.**

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 Annual General Assembly (“**AGA**”) and the Extraordinary General Assembly (“**EGA**”) meeting of the Company, which will be held on Monday, 19 March 2018 at 5:30 p.m., at the Four Seasons Hotel, Dafna Area, Doha, Daibel Room to consider and approve the items set out in the agendas below.

In the event a quorum is not met, a second meeting will be held on Sunday, 25 March 2018, at the same time and venue mentioned above.

### **Agenda for the Annual General Assembly**

1. Review and approve the Board of Directors’ report of the Company’s activities and its financial position for the nine (9) month period ended 31 December 2017 and its future plans.
2. Review and approve the External Auditor’s report on the Company’s Accounts for the nine (9) month period ended 31 December 2017.
3. Discuss and approve the Company’s Balance Sheet and the Profit and Loss Accounts for the nine month (9) month period ended 31 December 2017.
4. Review and approve the proposal of the Board of Directors regarding the distributable profits for the nine (9) month period ended 31 December 2017.
5. Discharge the members of the Board of Directors from any liability and discuss their remuneration for the nine (9) month period ended 31 December 2017.
6. Review and approve the Company’s Corporate Governance Report for the nine (9) month period ended 31 December 2017.
7. Appoint the External Auditor of the Company for the financial year 2018 and fix their fees.

### **Agenda for the Extraordinary General Assembly**

1. Approve (subject to obtaining all relevant regulatory approvals) a reduction in the share capital of the Company from QAR 8,454,000,000 to QAR 4,227,000,000 by means of reducing the nominal value of the shares of the Company from QAR 10 per share to QAR 5 per share in accordance with the relevant provisions of Articles 201 to 204 of the Commercial Companies Law, and the Articles of Association of the Company and to approve that any further remaining losses up to a maximum amount of QAR 45 million be set-off by making a payment from the Company’s distributable reserves;
2. Approve (subject to obtaining all relevant regulatory approvals) the proposed changes to Articles 6, 7, and 8 of the Company’s Articles of Association (“**AoA**”) in order to reflect the capital reduction and the change in the nominal value of the shares;
3. Approve the extension of the Term of the Company to sixty (60) years from the date of the grant of the Licence to Provide Public Mobile Telecommunications Networks and Services in the State of Qatar (the “**Licence**”) being 29 June 2008, based on the extension to the Licence so that it now expires on 28 June 2068 so that the Term of the Company is in line with the term of the Licence. Article 5 of the AoA shall be amended so that the Term of the Company is aligned with the Term of the Licence;
4. Subject to and conditional upon the completion of the previously publicly announced transaction (namely the sale by Vodafone Europe B.V. (“**Vodafone Europe**”) to Qatar Foundation for Education Science and Community Development (“**Qatar Foundation**”) of its entire shareholding in Vodafone and Qatar Foundation LLC (the “**Private Founder**”) so that Qatar Foundation becomes the 100 per cent. shareholder in the Private Founder (the “**Transaction**”), and in particular the satisfaction of all conditions (the “**Conditions**”) set out in a conditional share purchase agreement dated 26 February 2018 entered into between Vodafone Europe and Qatar Foundation (the “**SPA**”):
  - a. Approve the amendment to the structure of the Board of Directors of the Company so that it be composed of seven (7) members, four (4) of which will be appointed by the Private Founder and the remaining three (3) Directors will be independent members elected by the shareholders of the Company. The current structure of the Board of Directors will remain in place until the expiry of the term of the current Directors on 25 July 2019; and
  - b. Approve (subject to obtaining all relevant regulatory approvals) the proposed changes to Articles 29, 36 and 39 of the AoA in order to reflect the change in the structure of the Board of Directors of the Company.

In the event that the Transaction is not completed (i.e. all Conditions have not been satisfied within six (6) months from the date of the SPA being the period specified in the SPA for satisfying all Conditions), the amendments set out in paragraphs (a) and (b) above shall not be effected;
5. Approve (subject to obtaining all relevant regulatory approvals) the proposed changes to Article 41 of the AoA to allow for the payment of a lump sum amount of USD1,500,000 (US Dollars One Million Five Hundred Thousand) to be paid to the Members of the Board of Directors in the event that the Company does not achieve profits in any financial year. The allowance available to each Board member shall not exceed USD200,000 and the Chairman USD300,000 based on their attendance and committee participation; and
6. 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 decisions, including but not limited to signing the amended and restated AoA, subject to obtaining all necessary regulatory approvals.

**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 on the day of the AGA and 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 signed and stamped authorisation letter appointing them as representatives of said corporate bodies at the meeting.
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)

**Abdulla Bin Nasser Al Misnad**

Chairman of the Board of Directors