



Vodafone Qatar Q.S.C

Ordinary and Extraordinary General Assembly Meeting

The Board of Directors has the pleasure to invite Vodafone Qatar Shareholders to attend the Ordinary and Extraordinary General Assembly Meetings of Vodafone Qatar Q.S.C which will be held at 10:00pm on Tuesday, 30 June 2015, at the Four Seasons Hotel (Al Daibel Room). Shareholders' Registration starts at 9:00pm.

In the event a quorum is not achieved, a second meeting will be held on Tuesday, 7 July 2015, at 10:00pm at the Company's headquarters at the Qatar Science and Technology Park.

Agenda for the Ordinary General Assembly

1. Review of the Board of Director's report of the Company's activities and its financial status for the financial year ended 31 March 2015 and its future plans.
2. Review of Auditor's report on the Company's Accounts for the financial year ended 31 March 2015.
3. Discussion and approval of the Company's Balance Sheet and the Profit and Loss Accounts for the financial year ended 31 March 2015.
4. Review of the recommendation of the Board of Directors regarding distributable profits of 2.1% for the financial year ending 31 March 2015 and approval.
5. Discharging the members of the Board from liabilities and discussing their remuneration for the year ended 31 March 2015.
6. Overview of Vodafone Qatar's Corporate Governance Report 2014-2015.
7. Appointment of an external auditor for the financial year ending 31 March 2016 and approval of the auditor's fee.

Agenda for the Extraordinary General Assembly

Approval to amend some of the provisions of the Articles of Association of Vodafone Qatar Q.S.C. to comply with Islamic Sharia principles after obtaining the Ministry of Economy and Commerce's approval. The suggested amendments are as follows:

1. Amending Article 3 relating to the objects of the Company by adding the following paragraph at the end of the Article without any additional numbering:

"In pursuing the above objects, the Company commits to abide by and apply Sharia principles in its contracts and operations in accordance with the support and guidance of its appointed Sharia advisor(s)".

2. Amending the title of Chapter III and Article 24 by replacing the word "securities" with "Islamic Sukuk".
3. Approval to amend the Arabic wording of Article 41 to comply with the English wording as follows after obtaining the approval of the Ministry of Economy and Commerce. For the avoidance of doubt, there will be no change to the current English wording.

Article 41 before amendment (English translation of current Arabic version)

"The General Assembly shall determine the remuneration of the Board members and the total of such remuneration may not exceed 10% of the net profit after deduction of the legal reserve and dividends to the shareholders of not less than 5% of the paid up capital. The minimum dividend is for the purpose of determining the remuneration of the Board of Directors and is not an obligation for the Company to pay dividends where no profit has been achieved. **It may be provided** that the Board members may obtain a lump sum amount in the event the Company fails to achieve profits. In such event, the General Assembly shall have to approve such amount and the Ministry of Economy and Commerce shall fix a maximum limit for such amount."

Article 41 after amendment (English translation of the amended Arabic version)

"The General Assembly shall determine the remuneration of the Board members and the total of such remuneration may not exceed 10% of the net profit after deduction of the legal reserve and dividends to the shareholders of not less than 5% of the paid up capital. The minimum dividend is for the purpose of determining the remuneration of the Board of Directors and is not an obligation for the Company to pay dividends where no profit has been achieved, **the Board members** may obtain a lump sum amount in the event the Company fails to achieve profits. In such event, the General Assembly shall have to approve such amount and the Ministry of Economy and Commerce shall fix a maximum limit for such amount."

4. Adding a new Chapter VII and Article 64 relating to Sharia Supervision and the appointment of the Sharia advisor.

Note: To review the articles in detail, please visit the Company's website or the Qatar Stock Exchange.

Dr. Khalid Bin Thani A. Al Thani
Chairman

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 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 Monday the 29th of June 2015, are eligible to attend Vodafone Qatar's Annual Ordinary General Assembly Meeting.
4. Board of 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. (5) of 2002, and its amendments.
11. The meeting will be conducted in Arabic and English.