

Emirates Telecommunications Group Company PJSC
Etisalat Group
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شركة مجموعة الإمارات للاتصالات ش.م.ع.
مجموعة اتصالات
المركز الرئيسي: ص ب ٣٨٣٨، أبو ظبي
الإمارات العربية المتحدة
هاتف: ٢ ٦٢٨٣٣٣٣ (+٩٧١)
فاكس: ٢ ٦٣١٧٠٠٠ (+٩٧١)
الموقع الإلكتروني: www.etisalat.com



GCS-fj/2018/1.3/ 54
5th March, 2018

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5 مارس 2018

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 ،،،

**Copy of Etisalat Group's Announcements
on the General Assembly Meeting & the
Board Elections**

**نسخة من إعلان اجتماع الجمعية العمومية وإعلان
انتخابات مجلس إدارة "مجموعة اتصالات"**

Emirates Telecommunications Group Company PJSC ("Etisalat Group") has the pleasure to enclose a copy of announcement of the Board Elections along with the announcement of the Company's General Assembly scheduled to be held on 21st March 2018, which will be published in Al Ittihad Newspaper, Alkhaleej Newspaper and Gulf News on 6th March 2018 and also on the Website of the Company.

يسر شركة مجموعة الإمارات للاتصالات ش.م.ع. ("مجموعة اتصالات") أن ترفق طيه نسخة من إعلان انتخابات مجلس الإدارة مع إعلان الدعوة لاجتماع الجمعية العمومية للشركة المزمع عقده في 21 مارس 2018، وسيتم نشر الإعلانين في كل من صحيفة الإتحاد والخليج وجلف نيوز في يوم الثلاثاء الموافق 6 مارس 2018، وكذلك على الموقع الإلكتروني للشركة.

Kind regards,

وتفضلوا بقبول فائق الاحترام والتقدير


حسن محمد الحوسني
أمين عام الشركة - مجموعة اتصالات
Hassan M. Al Hosani
Corporate Secretary – Etisalat Group



Encl.: As mentioned

المرفقت: كما ورد اعلاه





شركة مجموعة الإمارات للاتصالات ش.م.ع.
(مجموعة اتصالات)
Emirates Telecommunications
Group Company PJSC
(Etisalat Group)

Notice for Annual General Meeting

The Board of Directors of Emirates Telecommunications Group Company PJSC ("Etisalat Group") has the pleasure to invite the esteemed shareholders to attend the Company's Annual General Meeting ("AGM") to be held on Wednesday, 21st March 2018, 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 31st December 2017.
2. To hear and approve the External Auditor's report for the financial year ended 31st December 2017.
3. To discuss and approve the Company's consolidated financial statements for the financial year ended 31st December 2017.
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 2017 and to approve the interim dividends amounting to 40 Fils per share which were distributed for the first half of the year 2017 by virtue of the Board resolution passed in its meeting held on 26th July 2017 to bring the total dividend pay out per share for the financial year ended 31st December 2017 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 31st December 2017.
6. To absolve the External Auditors from liability for the financial year ended 31st December 2017.
7. To appoint the External Auditors for the year 2018 and to determine their fees.

8. To approve the proposal concerning the remunerations of the Board Members for the financial year ended 31st December 2017.
9. To elect four directors to fill the Board seats unassigned for the Government's Shareholder.
10. To pass a Special Resolution in respect of:
 - a. Approving a budget of not more than 1% of the Company's average net profits of the last two years (2016-2017) 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.
 - b. Amending the Articles No. 21, 26(1), 55(12), 67(1), and 67(2) of the Company's Articles of Association ('AoA') after obtaining approval of the competent authorities.
 - c. Approving Company's buyback of its shares within a maximum of 5% of its paid-up capital, for the purpose of cancelling or re-selling such shares, after obtaining approval of competent authorities and empowering the Company's Board of Directors to finalize the rest of procedures.

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 Securities Department of the First Abu Dhabi Bank ("FAB") (formerly National Bank of Abu Dhabi "NBAD"), P.O. Box 6865-Abu Dhabi, latest by 18th March 2018. Only original delegation forms will be accepted. For AGM quorum purposes, a Proxy holder may not represent a number of shareholders whose aggregate shareholding is in excess of 5% of the Company's capital (except for Government Shareholder). 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 original passport or UAE I.D or Khulasat Al Qaid. The corporate shareholders shall submit official documents issued by competent authorities to prove the identity and nationality of their owners.
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.
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 ordinary shares. In case the quorum is not achieved in the first meeting, a second meeting for AGM should be held

on Monday, 26th March 2018, in 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 Tuesday, 20th March 2018, shall be entitled to vote in the AGM. In case first meeting is inquorate and a second meeting is convened for the AGM on 26th March 2018, the owner of the shares registered on Sunday, 25th March 2018 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 Article 1 of Etisalat's Articles of Association "AoA") shall be counted to the extent that they do not reach 5% of the ordinary shares represented in the AGM.
7. The restricted shares owned by non-national shareholders (categories of shareholders not mentioned in Article 7 of AoA) shall neither be counted in the quorum nor shall their holders be eligible for voting or participating in the AGM deliberations.
8. The shareholders can review the Company's financial statements, the governance report and the amendments to the AoA on the website of the Company and the website of Abu Dhabi Securities Exchange (ADX).
9. The AGM's resolutions shall be passed by majority of 66% of the ordinary 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 on the matters addressable during the meeting.
11. The Shareholders should update their own contacts and addresses at ADX to ensure appropriate receipt of their dividends since the distribution of dividends for this year will be through ADX.
12. The closure of record for the 2017 second half dividends shall be on Sunday, 1/4/2018, and the date of the last day of share purchase that is entitled to dividends is 28/3/2018 and the date of exclusion from dividends is 29/3/2018. In case of convening a second AGM meeting due to inquorate 1st AGM meeting, then the closure of record for the 2017 second half dividends shall be on Thursday, 05/4/2018, and the date of the last day of share purchase that is entitled to dividends is 03/4/2018 and the date of exclusion from dividends is 04/4/2018.



Board of Directors

شركة مجموعة الإمارات للاتصالات ش.م.ع.
(مجموعة اتصالات)

Emirates Telecommunications
Group Company PJSC
(Etisalat Group)



Election of Board Members

The Board of Directors is pleased to inform the shareholders that candidature for Etisalat's Board Directorship will be open during the period from Tuesday 06/03/2018 to Thursday 15/03/2018. Shareholder fulfilling the conditions prescribed for candidature to Board Directorship may nominate himself for the same by placing an application at Etisalat's Corporate Secretariat Department in Etisalat Head Office Building located at the intersection of Sheikh Zayed II Street and Sheikh Rashid Bin Saeed Al Maktoum Street in the Emirate of Abu Dhabi. Such application must enclose a brief resume of the applicant and the type of directorship for which he is candidating (i.e. executive, non-executive or independent member).

General Conditions:

1. Candidature for Etisalat's Board Directorship will remain open for (10) days from the date of the respective announcement pursuant to the requirements of Article (40) of SCA's Resolution No. (7/Chairman) of 2016 concerning Governance Rules of Public Joint Stock Companies and Corporate Discipline Standards .
2. A candidate for directorship must satisfy the conditions set forth in the Federal Law No 2 of 2015 concerning Commercial Companies, SCA's Resolution No. (7/Chairman) of 2016 concerning Governance Rules and Corporate Discipline Standards and Etisalat's Articles of Association.
3. A Candidate's application should enclose the documents referred to in Article (41) of SCA's Resolution No. (7/Chairman) of 2016.
4. After closure of candidature, no candidate may assign his candidature to the favor of any other candidate.
5. Etisalat will post the names of candidates and their particulars related to the candidature on the bulletin boards located in its Head office and on its internet website (www.etisalat.com) on 18/03/2018.
6. After closure of candidature, a list comprising the names of candidates will be provided to SCA.

Etisalat Board of Directors

Handwritten signature in blue ink.