

GCS-mm/2023/1.3/79

Date: 20th March 2023

المرجع: GCS-mm/2023/1.3/79

التاريخ: 20 مارس 2023

**H.E. Chief Executive Officer
Abu Dhabi Securities Exchange
Abu Dhabi, UAE**

**سعادة/ الرئيس التنفيذي المحترم،
سوق أبوظبي للأوراق المالية
أبوظبي، دولة الإمارات العربية المتحدة**

Dear Sir,

تحية طيبة وبعد ،،،

Announcement of e&'s General Assembly Meeting

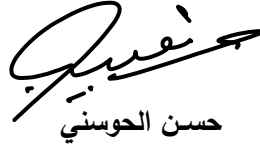
إعلان اجتماع الجمعية العمومية لـ "e&"

Please be advised that Emirates Telecommunications Group Company PJSC ("e&") will hold the Annual General Assembly meeting at 4:30pm on Tuesday, 11/04/2023. The meeting will be held through physical and virtual participation. Therefore, kindly find enclosed the invitation, which includes the agenda of the General Assembly meeting, and the relevant documents.

يرجى التكرم بالعلم بأن شركة مجموعة الإمارات للاتصالات ش.م.ع ("e&") ستعقد اجتماع الجمعية العمومية السنوية في تمام الساعة 4:30 من عصر يوم الثلاثاء الموافق 2023/04/11، وسيقام الاجتماع من خلال الحضور الشخصي والمشاركة الإلكترونية عن بعد. وعليه، نرفق طيه إعلان الدعوة المتضمن جدول أعمال الاجتماع وكذلك المستندات المتعلقة به.

Kind regards,

وتفضلوا بقبول فائق الإحترام والتقدير،،،



حسن الحوسني

الأمين العام للمجموعة - e&

**Hasan Al Hosani
Group Corporate Secretary - e&**

Encl:

- As stated above

المرفقات:

- كما هو موضح أعلاه.



e&international

e&life

e&enterprise

e&capital



Annual General Assembly Meeting

The Board of Directors of Emirates Telecommunications Group Company PJSC (e&) has the pleasure to invite the shareholders to participate in the Annual General Assembly meeting of the Company to be held at 4:30 p.m. on Tuesday, 11th April 2023. The meeting will be held physically in e& Head Office building located at the intersection of Sheikh Zayed II Street and Sheikh Rashid Bin Saeed Al Maktoum Road in Abu Dhabi and virtually through electronic participation. Below are the meeting agenda items:

Ordinary Resolutions:

1. To discuss 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 2022.
2. To discuss and approve the External Auditor's report for the financial year ended 31st December 2022.
3. To discuss and approve the Company's consolidated financial statements for the financial year ended 31st December 2022.
4. To approve the Board of Directors' recommendation regarding distribution of dividends for the second half of the year 2022 at the rate of 40 fils per share. Thus, the total amount of dividends per share for the financial year ended 31st December 2022 will be 80 fils (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 2022.
6. To absolve the External Auditor from liability for the financial year ended 31st December 2022.
7. To appoint the External Auditor(s) for the year 2023 and determine their fees.
8. To approve the remunerations of the Board Members for the financial year ended 31st December 2022.
9. To approve amendment of Board Remuneration Policy.

Special Resolutions:

10. To approve allocation of a budget not exceeding 1% of the Company's average net profits of the last two years (2021-2022) for voluntary contributions to the community (Corporate Social Responsibility), and to authorise the Board of Directors (with the right to subdelegate) to effect the payments of such contributions to the beneficiaries determined at its own discretion.

Notes:

1. The registration/undertaking to electronically attend the meeting and voting on the meeting agenda items will be opened through the link www.smartagm.ae from 4:30 p.m. on Monday, 10/04/2023, and will be closed at 4:30 p.m. on Tuesday, 11/04/2023.
2. Each shareholder is entitled to attend or to delegate to a proxy, who is not a Board Member, employees of the company or brokerage company or its employees to attend the AGM on their behalf by virtue of a written special written authorisation/proxy made pursuant to the delegation form attached with the invitation dispatched by mail. Holders of proxies must send a copy of their proxies to the email address is@bankfab.com with their names and mobile numbers to receive text messages for registration, latest by 06/04/2023. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
3. According to Clauses 1 and 2 of Article 40 of the Corporate Governance Manual, a delegated person for a number of shareholders shall not have more than (5%) of the Company issued capital after gaining that delegation. However, if the proxy is representing one single shareholder, his/her proxy may exceed 5% of the Company's capital. The shareholder signature on the power of attorney shall be approved by any of the following entities:
 - a) Notary Public.
 - b) Commercial chamber of economic department in the state.
 - c) Bank or company licensed in the state, provided that the agent shall have account with any of them.
 - d) Any other entity licensed to perform attestation works.
4. In accordance with point 2 and 3 above, The Proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.
5. In case the quorum was not achieved in the first meeting, the proxies issued for the first meeting shall be considered valid for any later meetings unless expressly cancelled by the shareholder through a notification to First Abu Dhabi Bank – Issuer Services Department – at least two days prior to the second meeting.
6. The corporate shareholder may authorise 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. The authorised person shall have the powers as determined under the delegation decision.
7. The convention of the AGM shall only be deemed valid if attended by shareholders representing, physically/virtually or by proxy, at least 66% of the Company's shares. In case the quorum is not achieved in the first meeting, a second meeting should be held on Tuesday, 18/04/2023, at the same time and mechanism. The second meeting shall then be considered quorate and duly held regardless of the number of attendees.
8. The owners of the shares registered on Monday, 10/04/2023, shall be entitled to vote in the AGM. In case the first meeting is inquorate and a second meeting is convened on 18/04/2023, the owner of the shares registered on 17/04/2023 shall be entitled to vote in the second meeting.
9. Notwithstanding item 8 above and for the purposes of voting in the AGM, the votes of the Associated Persons (as defined in Clause 1 of Etisalat's Articles of Association "AoA") shall be counted to the extent that they do not reach 5% of the shares represented in the AGM.
10. All the documents related to the AGM can be reviewed by the shareholders as they will be uploaded on the website of the Company <https://www.etisalat.ae/agm-en> and the website of Abu Dhabi Securities Exchange (ADX) www.adx.ae.
11. The shareholders can review the Company's integrated report on the website of the Company <https://eand.com/en/investors/annual-reports.jsp> and the website of Abu Dhabi Securities Exchange (ADX) www.adx.ae.
12. The shareholders can browse and download the Investors Rights Manual, Reference Guide For the Nomination and Inclusion of Women on Boards of Directors and Minority Investor Protection through the below links, respectively:
https://eand.com/en/system/assets/images/securities-investors-rights-english_tcm771-171295.pdf
<https://eand.com/en/system/com/assets/docs/general/uae-gender-balance-council.pdf>
<https://www.scaa.gov.ae/ar/services/minority-investor-protection.aspx>
13. The AGM's ordinary resolutions shall be passed by majority of 66% of the 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.
14. 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 or opining on the matters addressable during the meeting.
15. The closure of record for the 2022 second half dividends, considering Eid Holiday from 20th to 23rd April, shall be on Monday, 24/04/2023, and the date of the last day of share purchase that is entitled to dividends is 18/04/2023 and the date of share purchase exclusion from entitlement to dividends is 19/04/2023. In case of Eid Holiday falls on 21st to 24th then the closure of record for the 2022 second half dividends will be on 25/04/2023, and the date of the last day of share purchase that is entitled to dividends is 19/04/2023 and the date of share purchase exclusion from entitlement to dividends is 20/04/2023.
16. Dividend distribution will be carried out by Abu Dhabi Securities Exchange (ADX) in its capacity as the exclusive dividends distribution agent for the companies listed therein. The company has agreed with ADX to commence dividend distribution on 01/05/2023, and to appoint First Abu Dhabi Bank (FAB) as disbursement agent to pay dividends according to ADX's instructions in this regard.
17. The shareholders should update their own bank details at ADX through mobile application "SAHMI" to ensure appropriate receipt of their dividends; since distribution of dividends will be through ADX.

Board Remunerations Policy



This document aims at setting clear principles which provide for the basis for remunerations of Chairman and the Members of Board of Directors of Emirates Telecommunications Group Company PJSC (hereinafter referred to as the "e&"). These principles are tailored in a way that complies with relevant provisions of the Company's Articles of Association ("AoA") and the provisions of the Chairman of Securities and Commodities Authority Resolution No.(3/Chairman) of 2020 Concerning the Approval of Joint Stock Companies Governance Guide. Further, the Policy took into consideration the competitive, challenging and evolving nature of telecom sector.

In accordance with Article 33 (1) of the Articles of Association, the remunerations of the Board shall be paid as a lump sum based on a recommendation by the Board and approval of the General Assembly provided that such remuneration does not exceed (0.5%) of the net profits for the closed financial year after deducting the depreciations and reserves.



This Policy has the following components

A. Board Annual Fees:

e& Board	
Role	Retainer
Chairman	AED 4,400,000
Vice Chairman	AED 2,640,000
Board Member	AED 1,760,000



B. Board Committees' Annual Fees:

e& Board Committees			
Role	Investment & Finance Committee	Other Committees	Second Committee
Com. Chairman	AED 1,056,000	AED 634,000	AED 422,000
Com. Member	AED 880,000	AED 528,000	AED 352,000

- When there is more than one fee against different committees' chairmanship or membership, the higher amount will be considered.
- Business travel expenses, telephone, data, cable TV and other services are subject to e& relevant policies and manuals.

