

**EMIRATES INTEGRATED
TELECOMMUNICATIONS COMPANY PJSC
"du"**

(THE "COMPANY")

NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE COMPANY

Notice is hereby given by the board of directors of the Company (the "**Board**") to the shareholders of the Company (the "**Shareholders**") of the extraordinary general meeting (the "**EGM**") that will be held at 10.00 a.m. on 11 May 2010 at Al Andalus Ballroom, Habtoor Grand Resort & Spa, Dubai, for the purpose of considering and approving the resolutions in relation to the matters set out below.

In accordance with the articles of association of the Company, resolutions in relation to the matters set out in paragraphs 3 and 5 below will require the approval of Shareholders representing 75 per cent. of the issued share capital of the Company.

1. **That** the invitation to Shareholders to subscribe for new shares of nominal value AED 1.00 in the capital of the Company ("**New Shares**") on a priority basis at an issue price to be approved by Shareholders pursuant to resolution 2 to raise AED 1,000,000,000 (the "**Rights Issue**") be approved.
2. **That** the issue price of the New Shares be approved by Shareholders attending and voting at the EGM upon the recommendation of the Board (but which shall not be more than AED 1.91 per New Share).
3. **That** the increase in the share capital of the Company from AED 4,000,000,000 in accordance with Federal Law No. 8 of 1984 concerning Commercial Companies, as amended, and the Company's articles of association by such amount as results from the issue of such number of New Shares (rounded up to the nearest whole number) as are required to implement the Rights Issue (the "**Capital Increase**") be approved.
4. **That** the Board be authorised to implement the Rights Issue and the Capital Increase and issue the New Shares without further reference to the general assembly of the Company within the period of three months from the date of the EGM.
5. **That**, on completion of the Capital Increase, the articles of association of the Company be amended to reflect the Capital Increase and new articles of association in the form tabled at the EGM be approved and adopted by the Company.

Please note:

1. A Shareholder who is entitled to attend an extraordinary general meeting of the Company may appoint a proxy in writing provided that such proxy is not a member of the Board and does not hold, in his capacity as a proxy, more than 5 per cent. of the Company's share capital. Disabled persons must be represented by a delegate and persons under the requisite legal age must be represented by their father or guardian. To register, proxies should be submitted to the Collateral Department at the National Bank of Abu Dhabi, at P.O. Box 6865, 11th Floor, Millennium Tower (previously Ajman University Building), Hamdan Street, Abu Dhabi or handed in at the Company's main office, for the attention of Mr. Mahmoud Hussein, Level 43, Al Salam Tower, Dubai Media City, Dubai, by no later than 9 May 2010.
2. A copy of the financial report with the profit and loss account for the year ended 31 December 2009 will be available at the location of the EGM and at the Company's main office, as well as from our website (www.du.ae).

Ahmad Bin Byat

Chairman

Form of Proxy

To the Chairman of Emirates Integrated Telecommunications Company PJSC "du"

Dear Sir,

I/we, (a) Shareholder(s) of du hereby appoint by virtue of this proxy:

Mr/Mrs/Miss _____

to represent me and vote on my behalf in respect of _____ shares* held by me at the extraordinary general meeting of du to be held on 11 May 2010, or on any other notified later date, if adjourned.

Shareholder number: _____

Number of shares held: _____

Signature: _____

Date: _____

* Please note that a proxy may only be appointed in respect of a maximum of 5% of the share capital of du and accordingly the maximum number of shares that a proxy can vote in respect of is 200,000,000.