Invitation for the General Meeting of Emirates Integrated Telecommunications Company PJSC



Emirates Integrated Telecommunications Company PJSC

The Board of Directors of Emirates Integrated Telecommunications Company PJSC (the "Company") has the pleasure to invite its shareholders to attend the General meeting (the "GM") of the Company's Shareholders which will be held at 3:00 pm on Tuesday, 14th of April 2020 at Dubai Media City, Al Salam Tower, Auditorium, 45th floor, Dubai, UAE to consider the following agenda:

GM AGENDA:

- Special resolution: Amendment to the Article no. (18) of the Company's Articles of Association subject to the approval from all the relevant authorities.
- Hearing and approving the Board of Directors' report of the Company's activities and its financial position for the fiscal year ended on 31 December 2019.
- 3. Hearing and approving the Auditor's report for the fiscal year ended on 31 December 2019.
- 4. Discussing and approving the Company's financial statements along with the profit and loss statement for the fiscal year ended on 31 December 2019.
- 5. Considering and approving the Board of Directors' recommendation regarding the distribution of dividends amounting to AED 0.21 per share for the second half of the year 2019 to bring the total dividend pay-out per share for the financial year ended on 31 December 2019 to AED 0.34 per share (34% of the nominal value of the share).
- 6. Discharging the Board of Directors from their liabilities for the fiscal year ended on 31 December 2019.
- 7. Approving the Board of Directors remuneration of AED 9,603,000 for the year ended on 2019.
- 8. Discharging the external auditors of the Company from their liabilities for the fiscal year ended on 31 December 2019.
- Appointing the external auditors of the Company for the fiscal year ending on 31 December 2020 and determining their fees of AED 1,478,000.

Please note:

- Any shareholder who has the right to attend the GM, may delegate any person other than a member of the Board of Directors of the Company under a special written proxy. In such capacity, no proxy may represent more than 5% of the shares in the capital of the Company. Shareholders who are minors or interdicted shall be represented by their legal representatives.
- A corporate person may delegate one of its representatives or those in charge of its management under a
 resolution passed by its board of directors or any similar entity to represent such corporate person in the
 GM. The delegated person shall have the powers as determined under the delegation resolution.
- Each Shareholder who is registered in the Company's sharebook on Monday, 13th of April 2020 has the right to vote at the GM.
- Shareholders that are registered in the Company sharebook on Sunday, 26th of April 2020 shall be deemed
 to be entitled to receive the dividend approved by the GM.
- Shareholders are requested to update their contact details and addresses at the Dubai Financial Market to
 ensure that dividend is delivered properly.
- A copy of the proposed amendment to the Articles of Association, the Company's corporate governance
 report and financial report for the fiscal year ended on 31 December 2019 will be available on Dubai Financial
 Market website www.dfm.ae, as well as the Company's website:
 https://www.du.ae/about-us/investor-relations
- In the event of failure to attain a quorum, a second meeting will be held at the same venue and time on Sunday, 19th of April 2020.
- For the special resolution, a decision is required to be passed by majority of the votes of shareholders who
 own at least 75% of the shares represented at the GM.
- Information on investor rights and responsibilities can be found on the Securities and Commodities Authority (SCA) website: https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx

ارات ترتصادت المتعامد س.م.ع	المادة رقم (13) من التنظم الإساسي سرحة الإما
	جدول التعديلات المادة رقم (18) من االنظام الأساسي لشركة الإم بعد بين الله الراء الشركة عدد من اعضاء مجلس الإدارة بصل إلي عشرة (10) أعضاء (و علية يجوز أن يتكون المجلس من رقم زوجي) ويتم تعيين ثمانية (8) منهم لعضوية المجلس من قبل الموسسين التالية أسماؤهم ووفقاً للشروط التالية: (أ) تقوم الحكومة الاتحادية لدولة الإمارات (بصفتها مساهم مؤسس) بتعيين أربعة (4) من أعضاء مجلس الإدارة بشرط أن تكون مالكة لنسبة 30% من رأس مال الشركة. (ب) تقوم شركة الإمارات للاتصالات والتكنولوجيا ذم م (بصفتها مساهم مؤسس) بتعيين أربعة (4) من نسبته 15% على الأقل من رأسمال الشركة، عصوين اثنين (2) من أعضاء مجلس الإدارة شريطة أن تكون في جميع الأوقات مالكة لما الخزم، عضواً واحداً لكل نسبة 7.5% كاملة ومتبقية يحملها في رأس مال الشركة، ويسقط (ج) بحق الحكومة الإتحادية لدولة الإمارات العربية المتحدة أن تعين، قبل المساهمة التي استفاد الاتحادية لدولة الإمارات العربية المتحدة نسبة مساهمة لا تؤ هله تعيين عضو آخر، بوجوز له الاتحادية لدولة الامارات العربية المتحدة نسبة مساهمة لا تؤ هله تعيين عضو آخر، بوجوز له الاتحادية لدولة الامارات العربية المتحدة من استخدام تأك النسبة التصويت في الجمعية العمومية على انتخاب الأعضاء المتبقيين. للحكومة الإعضاء المتبقيين وفقاً للمادة 18 (1) (2)، إذا بقي المساهمين في رد.) يتم انتخاب عضوين آخرين بشسة المساهمين في وقت. الجمعية العمومية المادة (18.1.ج) من قبل المساهمين في ولا يحق الحكومة الإعضاء المتبيين وفقاً للمادة 14.1 من قانون الشركات. الإعضاء في حال قام بتعيين أكثر من نصف عدد أعضاء المجلس الذين يتم انتخابهم من قبل المساهمين، وعلى الجمعية العمومية في هذه الحالة انتخاب أعضاء جدد، وإذا تقرر عزل عضو المجلس فلا يجوز المارات العربية المتحدة المشاركة في انتخاب من قبل المساهمين، وعلى المؤسر عن المجلس الإدارة إذا انخفضت نسبة مساهمته في صدور قرار العزل.
	الشركة عن ما هو مبين في المادة (18-1) أعلاه ، وفي هذه الحالة تقوم أول جمعية عمومية تُعقد إلحاقاً لتاريخ فقدان المؤسس المعني لحقه في تعيين أعضاء لمجلس الإدارة بانتخاب الاعضاء بمقتضى المادة (18-1) أعلاه. 3. يجب أن تكون أغلبية أعضاء مجلس إدارة الشركة من المتمتعين بجنسية دولة الإمارات العربية المتحدة.
	4. على كل عضو من أعضاء المجلس - بمن فيهم الرئيس - أن يستوفي المعابير التي تحددها لجنة الترشيحات والمكافآت وأي شروط أو ضوابط أخرى تحددها هيئة الأوراق المالية والسلع بخصوص مؤهلات الأعضاء.
	5. على كل عضو في المجلس أن يراعي الأنظمة والقوانين والمتطلبات التي تحددها هيئة الأوراق المالية والسلع بخصوص الأسهم التي يمتلكها هو والأطراف ذات العلاقة سواء كانت هذه الأسهم في الشركة أو في الشركات التابعة أو الشقيقة أو الحليفة، وعليه مراعاة غير ذلك من الأمور التي تقتضي الإفصاح عنها والقيام بها بموجب الأنظمة والقوانين السارية في دولة الإمارات العربية المتحدة

After

1.The management of the Company shall be vested in a Board of Directors comprised of up to ten (10) members (and may accordingly

Before

1.The management of the Company shall be vested in a Board of Directors comprised of up to [ten (10) members] (and may accordingly be an even number)

[eight (8)] of which to be appointed by the following shareholders and pursuant to the following terms:

- a. The Federal Government of the UAE shall appoint four (4) members to the Board of Directors provided it continues to be the owner of 30% of the share capital of the Company;
- Emirates Communications and Technologies Company LLC shall appoint two (2) members to the Board of Directors provided it continues to be the owner of 15% of the share capital of the Company;
- c. Mubadala Development Company P.J.S.C shall appoint two (2) members to the Board of Directors provided it continues to be the owner of 15% of the share capital of the Company
- 2.A Founder shall lose its right to appoint members to the Board of Directors if its ownership in the Company falls below the percentages specified in Article 18.1 above. In such event the members to the Board of Directors shall be elected pursuant to a simple majority by the first Ordinary General Assembly to be held following the date on which such Founder lost its right to appoint directors to the Board.
- 3.Up to two (2) further members of the Board of Directors (in addition to those appointed in accordance with Article 18(1)) shall be elected by the General Assembly in accordance with Article 144 of Federal Law No. 2 of 2015 concerning Commercial Companies.
- 4.The majority of the members of the Board of Directors shall be nationals of the United Arab Emirates.

be an even number) eight (8) of which to be appointed by the following founding shareholders and pursuant to the following terms:

- a. The Federal Government of the UAE (as founding shareholder) shall be entitled to appoint four (4) members to the Board of Directors provided it continues to be the owner of 30% of the share capital of the Company;
- Emirates Communications and Technologies Company LLC (as founding shareholder) shall be entitled to appoint two (2) members to the Board of Directors provided it continues to be the owner of 15% of the share capital of the Company;
- c. The Federal Government of the UAE shall be entitled to appoint, before the other founding shareholder, one member for each full 7.5% and residual of the Company's share capital it owns and such right of the Federal Government of the UAE to vote in the General Assembly for electing other Board member shall cease at the percentage that it has utilized for the appointment of its representatives in the Board. Subject to Article 18 (1) (d), if the Federal Government of the UAE still has a percentage that does not qualify for the appointment of another member, it may use that (residual) percentage to vote in the General Assembly on the election of the remaining members. The Federal Government of the UAE has the right to replace its members at any time.
- d. Up to two (2) further members of the Board of Directors (in addition to those appointed in accordance with Article 18.1 (a), 18.1 (b), and 18.1 (c) shall be elected by the shareholders in the General Assembly of the Company by secret Accumulative Ballot in accordance with Article 144 of Companies Law. The Federal Government of the UAE shall not be entitled to participate in the election of the remaining members, if it appointed more than half of the members of the Board.
- e. The General Assembly shall have the right to dismiss all or some of the members of the Board who are elected by the shareholders. In this case, the General Assembly shall elect new members. If it is decided to dismiss a member of the Board, he/she may not be re-nominated for membership of the Board before the expiry of three years from the date of the dismissal decision.
- 2.A Founder shall lose its right to appoint members to the Board of Directors if its ownership in the Company falls below the percentages specified in Article 18.1 above. In such event the members to the Board of Directors shall be elected pursuant to Article 18-1 above by the General Assembly to be held following the date on which such Founder lost its right to appoint directors to the Board.
- 3.The majority of the members of the Board of Directors shall be nationals of the United Arab Emirates.
- 4. Each member of the Board including the Chairman shall meet the criteria determined by the Nomination and Remuneration Committee and any other terms and conditions determined by the Securities and Commodities Authority concerning the qualifications of members.
- 5. Each member of the Board shall take into account the regulations, laws and requirements determined by the Securities and Commodities Authority regarding the shares owned by him/her and the related parties, whether these shares are in the Company or in the subsidiaries, sister or allied companies, and shall take into account other matters requiring disclosure and shall carry out these matters under the laws and regulations in force in the United Arab Emirates.



المرجع: ر.م.إ./2020/16 التاريخ: 30 مارس 2020

Mr. Hassan Al Serkal

Executive Vice President, Chief Operations Officer (COO), Head of Operation Division

Dubai Financial Market

Dubai -United Arab Emirates

Subject: Emirates Integrated Telecommunications
Company PJSC (the "Company") - Notification for
the electronic registration by the shareholders to
attend and vote on the items of the Company's
General Assembly

As per SCA's new guidelines, the shareholders of the Company are requested to register remotely/ electronically to be able to attend and vote on the items of the Company's General Assembly scheduled on Tuesday, 14th April 2020. The registration for remote attendance and electronic voting by the shareholders of the Company will be opened on Monday 13/4/2020 at 3:00 pm and will be closed on Tuesday 14/4/2020 at 3:00 pm.

For registration, the shareholders have to visit the following link during the above period: www.smartagm.aeThe proxy holder(s) must send the proxies and any supporting documents by email to FAB bank (the "Arranger") at the following email: IS@bankfab.com and mention his/her personal mobile number so that the Arranger can do the verification. The Arranger will then send a short message service (SMS) with user name/password to the proxy holder(s) for completing the registration process.

النستاذ/ حسن السركال المحترم نائب رئيس تنفيذي العمليات – رئيس قطاع العمليات

> سوق دبي المالي دبى - الإمارات العربية المتحدة

الموضوع إخطار بالتسجيل الالكتروني لحضور الجمعية العمومية لشركة الامارات للاتصالات المتكاملة ش.م.ع ("الشركة") والتصويت على بنود الاجتماع

تحية طيبه وبعد ،،،

بناء على قرار هيئة الأوراق المالية والسلع، على مساهمي شركة الامارات للاتصالات المتكاملة ش.م.ع. تسجيل الحضور والتصويت على بنود الجمعية العمومية الكترونياً. يفتح باب التسجيل للتصويت الإلكتروني اعتباراً من الساعة الثالثة من بعد ظهر يوم الثنين الموافق 2020/04/13 ويتم إغلاق التسجيل في تمام الساعة - الثالثة من بعد ظهر يوم الثلاثاء الموافق 2020/04/14 يوم الثلاثاء الموافق 2020/04/14 . يرجى دخول الرابط التالي: www.smartagm.ae .

يجب على أي وكيل عن مساهم أن يرسل التوكيلات عن طريق البريد الإلكتروني إلى بنك أبو ظبي الأول (المنظم للاجتماع) وأي مستندات داعمة إلى البريد الإلكتروني التالي IS@bankfab.com ويذكر رقم الهاتف المحمول الخاص به حتى يتمكن المنظم من التحقق وإرسال بواسطة خدمة الرسائل النصية (SMS) اسم المستخدم وكلمة السرّ لإكمال التسجيل.

Yours sincerely,

Hanan Ahmad

حنان أحمد

Company Secretary

الأمين العام لمحلس الادارة





وتفضلوا بقبول فائق الشكر والتقديرس