

Invitation to the Annual General Assembly and the Extraordinary General Assembly Meeting of Vodafone Qatar P.Q.S.C

The Board of Directors of **Vodafone Qatar P.Q.S.C.** (“**Vodafone Qatar**” or the “**Company**”) has the pleasure of inviting Vodafone Qatar’s shareholders to attend the Annual General Assembly (“**AGA**”) and the Extraordinary General Assembly (“**EGA**”) meeting of the Company, which will be held on Monday, 4 March 2019 at 6:30 p.m., at the Four Seasons Hotel, Dafna Area, Doha, Daibel Room to consider and approve the items set out in the agendas below.

In the event a quorum is not met for the AGA and / or the EGA, a second meeting will be held on Tuesday, 12 March 2019, at 4:30 p.m. at the same venue mentioned above.

Agenda for the Annual General Assembly

1. Review and approve the Board of Directors’ report of the Company’s activities and its financial position for the financial year ended 31 December 2018.
2. Review and approve the External Auditor’s report on the Company’s Accounts for the financial year ended 31 December 2018.
3. Review and approve the Company’s Balance Sheet and the Profit and Loss Accounts for the financial year ended 31 December 2018.
4. Review and approve the proposal of the Board of Directors regarding the dividend payable to shareholders for the financial year ended 31 December 2018.
5. Discharge the members of the Board of Directors from any liability and discuss their remuneration for the financial year ended 31 December 2018.
6. Review and approve the Company’s Corporate Governance Report for the financial year ended 31 December 2018.
7. Appoint the External Auditor of the Company for the period from 1 January 2019 to 31 December 2019 and fix their fees.
8. Elect the three (3) Independent Board Members to the Company’s Board of Directors and approve the formation of the new Board of Directors for a term of three (3) years commencing on the date of the AGA.

Agenda for the Extraordinary General Assembly

1. Approve (subject to obtaining all relevant regulatory approvals) the proposed changes to Articles 6, 7 and 8 of the Company’s Articles of Association (“**AoA**”) in order to implement the decision of the Qatar Financial Markets Authority relating to their requirement that all listed companies on the Qatar Stock Exchange reduce the nominal value of their shares to one (1) Qatari Riyal each by way of a share split, subject to and conditional upon the Qatar Financial Markets Authority announcing the effective date of when the required share split will be effective for the Company.
2. Approve (subject to obtaining all relevant regulatory approvals) the proposed changes to Article 3 and the deletion of Article 72 of the AoA so that the Company no longer has to appoint a Sharia advisor or facilitate and undertake quarterly Sharia compliance audits in respect of its business and operations.
3. Authorise the Chairman of the Board, the Vice Chairman, any board member who may be mandated by the Chairman, the Company’s Chief Executive Officer (and/or whomever they may delegate) individually to complete the required formalities in relation to the aforementioned decisions, including, but not limited to signing the amended and restated AoA before the competent authorities, including the Authentication Department at the Ministry of Justice, subject to obtaining all necessary regulatory approvals.

Note: Please visit the Company’s website www.vodafone.qa to check the details of the proposed amendments to the AoA.

Notes:

1. Shareholders are requested to attend the meeting one (1) hour before the specified time, together with proxy forms (if applicable), along with their ID cards in order to complete registration.
2. Only shareholders whose names have been registered in the Company’s shareholder register with the Qatar Central Securities Depository and who appear on the shareholder register issued on the day of the AGA and EGA are eligible to attend and vote.
3. A natural shareholder who cannot attend the meeting in person may appoint another shareholder in writing to attend on their behalf. Please use the template available on our website (www.vodafone.qa).
4. A shareholder who is a natural person 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.
5. The total number of shares held by proxy shall not exceed 5% of the Company’s share capital.
6. Corporate bodies may appoint anyone to be their representative. Representatives of corporate bodies are requested to present a signed and stamped authorisation letter appointing them as representatives of said corporate bodies at the meeting.
7. Members of the Board of Directors cannot be appointed as proxies.
8. This invitation constitutes a legal announcement to all shareholders without a need to send special invitations by post, in accordance with the Commercial Companies Law No. (11) of 2015.

For more information please contact us on: 44096666 or email: investorrelationsqatar@vodafone.com

Abdulla Bin Nasser Al Misnad
Chairman of the Board of Directors