

GCS-mm/2021/1.3/142

Date: 18th March 2021

المرجع: GCS-mm/2021/1.3/142

التاريخ: 18 مارس 2021

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 ،،،

Report of Etisalat Group's General Assembly Meeting

تقرير اجتماع الجمعية العمومية لمجموعة اتصالات

Kindly be advised that Emirates Telecommunications Group Company ("Etisalat Group") PJSC held its General Assembly Meeting on Wednesday, 17th March 2021 at 04:30 p.m. In the meeting, the General Assembly discussed the agenda items, which were published in the daily newspapers of 25th February 2021, and passed the suitable resolutions thereon as set forth in the attachments.

يرجى التكرم بالعلم بأن شركة مجموعة الإمارات للاتصالات ("مجموعة اتصالات") ش.م.ع. قد عقدت اجتماع الجمعية العمومية للشركة في تمام الساعة الرابعة والنصف من عصر يوم الأربعاء الموافق 17 مارس 2021، حيث ناقشت الجمعية بنود جدول الأعمال الذي تم نشره في الصحف اليومية الصادرة في 25 فبراير 2021 واتخذت القرارات المناسبة بشأنها كما هو مبين في المرفقات.

In the same context, the General Assembly Meeting elected the four Directors who will occupy the seats unassigned for Government Shareholder on the Board, as follows:

وفي السياق ذاته، قامت الجمعية العمومية بانتخاب الأعضاء الأربعة الذين سيشغلون المقاعد غير المخصصة لمساهم الحكومة في المجلس، وهم:

- 1- Sheikh Ahmed Mohamed Sultan Al Dhahiri
- 2- Mr. Abdelmonem Bin Eisa Alserkal
- 3- Mr. Khalid Abdulwahid Alrustamani
- 4- Mr. Otaiba Khalaf Ahmed Al Otaiba

- 1- الشيخ/ أحمد محمد سلطان الظاهري
- 2- السيد/ عبدالمنعم بن عيسى السركال
- 3- السيد/ خالد عبدالواحد الرستماني
- 4- السيد/ عتيبة خلف أحمد العتيبة

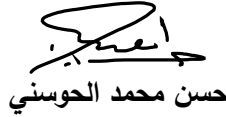
It is worth mentioning here that Emirates Investment Authority (Government Shareholder in Etisalat Group) has nominated its representatives to occupy its seven seats on the Company's Board of Directors for the term which will start on 21st March 2021, as follows:

وتجدر الإشارة هنا إلى أن جهاز الإمارات للاستثمار (مساهم الحكومة في مجموعة اتصالات) قد قام بتسمية ممثليه لشغل المقاعد السبعة المخصصة له في مجلس إدارة الشركة خلال ولاية المجلس التي ستبدأ في 21 مارس 2021، وهم:

1. H.E. Jassem Mohamed Alzaabi, Chairman 1- معالي جاسم محمد عبيد بوعتابه الزعابي، رئيساً
2. Mr. Essa Abdulfattah Kazim Al Mulla 2- السيد/ عيسى عبدالفتاح كاظم الملا
3. Mr. Hesham Abdulla Qassim Al Qassim 3- السيد/ هشام عبدالله قاسم القاسم
4. Ms. Mariam Saeed Ahmed Ghobash 4- الأنسة/ مريم سعيد أحمد غباش
5. Mr. Saleh Abdulla Ahmed Alabdooli 5- السيد/ صالح عبدالله أحمد العبدولي
6. Mr. Mansoor Ibrahim Ahmed Almansoori 6- السيد/ منصور إبراهيم أحمد المنصوري
7. Mr. Michel Combes 7- السيد/ ميشيل كومبيس

Kind regards,

وتفضلوا بقبول فائق الإحترام والتقدير،،،



حسن محمد الحوسني

أمين عام الشركة - مجموعة اتصالات

Hasan Mohamed Al Hosani

Group Corporate Secretary – Etisalat Group



Enclosure:

- General Assembly Meeting report

المرفقات:

- تقرير اجتماع الجمعية العمومية



Etisalat Group's General Assembly Meeting Results

Date	17th March 2021
Name of the Listed Company	Emirates Telecommunications Group Company (Etisalat Group) PJSC
Date and day of the meeting	Wednesday, 17th March 2021
The starting time of the meeting	04:30 pm
The ending time of the meeting	05:55 pm
Venue of the meeting	The General Assembly Meeting was held virtually.
Chair of the General Assembly Meeting	H.E. Obaid Humaid Al Tayer – Chairman of the Board of Directors
Quorum of the total attendance (percentage of capital)	79.59%
Distributed as follows:	
Personal attendance rate (%)	NA
Authenticity (%)	NA
Proxy (%)	NA
Attendance through electronic voting (%)	Authenticity: 68.95% Proxy: 10.64%

Ordinary Resolutions of the General Assembly Meeting

1. To approve the appointment of Mr. Hasan Alhosani "Group Corporate Secretary" as rapporteur of the meeting, and First Abu Dhabi Bank as Collector of votes.
The above agenda item was approved by 97.1574% of the votes.
2. 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 2020.
The above agenda item was approved by 96.8743% of the votes.
3. To hear and approve the External Auditor's report for the financial year ended 31st December 2020
The above agenda item was approved by 98.6449% of the votes.
4. To discuss and approve the Company's consolidated financial statements for the financial year ended 31st December 2020.
The above agenda item was approved by 96.3885% of the votes.
5. To consider the Board of Directors' recommendation regarding distribution of dividends for the second half of the year 2020 at the rate of 40 Fils per share and one- time special dividend of 40 fils per share. Thus, the total amount of dividends per share for the financial year ended 31st December 2020 will be 1.20 Dirham (120% of the nominal value of the share).
The above agenda item was approved by 95.7590% of the votes.
6. To absolve the Members of the Board of Directors from liability for the financial year ended 31st December 2020.
The above agenda item was approved by 97.5238% of the votes.
7. To absolve the External Auditors from liability for the financial year ended 31st December 2020.
The above agenda item was approved by 97.5739% of the votes.
8. To appoint the External Auditor(s) for the year 2021 and to approve their fees.
The above agenda item was approved by 98.5087% of the votes.
9. To approve the proposal concerning the remunerations of the Board Members for the financial year ended 31st December 2020.
The above agenda item was approved by 91.7900% of the votes.
10. To approve Board Remuneration Policy.
The above agenda item was approved by 97.0911% of the votes.



11. To delegate to the Board the authority of appointing and determining fees of two representatives to represent shareholders who are unable to participate in future Annual General Assembly Meetings.

The above agenda item was approved by 98.6205% of the votes.

Special Resolutions of the General Assembly Meeting

12. To approve a budget of not more than 1% of the Company's net profits of the last two years (2019-2020) for voluntary contributions to the community (Corporate Social Responsibility), and to authorize the Board of Directors to effect the payments of such contributions to the beneficiaries determined at its own discretion.

The above agenda item was approved by 98.5855% of the votes.

13. To approve amending the Company's Articles of Association whereby:

- a. The current 20% ownership limit for the non-UAE national shareholding in Etisalat Group will be increased to 49%.
- b. The three consecutive years limit of the External Auditor appointment will be amended to be in line with the amended Commercial Companies Law which increased the limit to six consecutive years.

The above agenda item was approved by 96.3906% of the votes and the Special Shareholder (Emirates Investment Authority) representative approved Etisalat Group's Articles of Association's amendments under agenda item 13 (a).

14. To approve cancelling the Share Buyback program.

The above agenda item was passed by 98.3429% of the votes and approved by the Special Shareholder (Emirates Investment Authority) through its representative's voting on this item.

Election of Four Board Members to Occupy the Seats Undesignated for the Government Shareholder

The below dignitaries participated in the election to occupy the four seats undesignated for the Government Shareholder:

1. Sheikh Ahmed Mohamed Sultan Bin Suroor Al Dhahiri (as Non-Independent and Non-Executive Member)
2. Mr. Abdelmonem Bin Eisa Bin Nasser Alserkal (as Non-Independent and Non-Executive Member)
3. Mr. Khalid Abdulwahid Hassan Alrustamani (as Independent and Non-Executive Member)
4. Mr. Otaiba Khalaf Ahmed Khalaf Al Otaiba (as Independent and Non-Executive Member)

Since the number of seats is similar to the number of the candidates, all the candidates won the election.



The AGM Approval on the Board Proposal for Cash Dividend Distribution

Cash Dividends

Amount		Percentage		
10,431,591,218		120%*		
Distributions	Last Entitlement Date (LED)	Ex- Dividends Date (EXD)	Registry Closing Date (RCD)	Payment Date
Interim Dividend for Q1 the Year 2020	29th April 2020	30th April 2020	3rd May 2020	11th May 2020
Interim Dividend for Q2 of the Year 2020	28th July 2020	29th July 2020	3rd August 2020	11th August 2020
Interim Dividend for Second Half of the Year 2020	24th March 2021	25th March 2021	28th March 2021	15th April 2021
One-time Special Dividend	24th March 2021	25th March 2021	28th March 2021	15th April 2021

* The actual dividend payout is 120% of the nominal value of the share because:

- 25% for Q1 2020 was distributed on 11th May 2020,
- 15% for Q2 2020 was distributed on 11th August 2020,
- 40% for the second half of 2020 will be paid on 15th April 2021, and
- 40% one-time special dividends will be paid on 15th April 2021.

Name: Hasan Mohamed Al Hosani – Group Corporate Secretary & AGM Rapporteur

Date: 17th March 2021

Signature:



Stamp:





H.E. Jassem Mohamed Obaid Bu Ataba Alzaabi
Chairman

معالي جاسم محمد عبيد بوعتابه الزعابي
رئيس المجلس



Mr. Essa Abdulfattah Kazim Al Mulla
Vice Chairman

السيد/ عيسى عبدالفتاح كاظم الملا
نائب رئيس المجلس



Mr. Hesham Abdulla Qassim Al Qassim

السيد / هشام عبدالله قاسم القاسم



Mr. Saleh Abdulla Ahmed Saeed Alabdooli

السيد/ صالح عبدالله أحمد سعيد العبدولي



Mr. Mansoor Ibrahim Ahmed Saeed Almansoori

السيد/ منصور إبراهيم أحمد سعيد المنصوري



Ms. Mariam Saeed Ahmed Ghobash

السيدة / مريم سعيد أحمد غباش



Mr. Michel Combes

السيد / ميشيل كوباس



Sheikh Ahmed Mohamed Sultan Al Dhahiri

الشيخ / أحمد محمد سلطان الظاهري



Mr. Abdelmonem Bin Eisa Bin Nasser Alserkal

السيد/ عبدالمنعم بن عيسى بن ناصر السركال



Mr. Otaiba Khalaf Ahmed Khalaf Al Otaiba

السيد / عتبية خلف أحمد خلف العتبية



Khalid Abdul Wahid Hassan Alrostamani

السيد/ خالد عبدالواحد حسن الرستمانى