

**Bahrain Telecommunications Company (B.S.C)  
Call for Extraordinary General Assembly Meeting**

The Chairman of Bahrain Telecommunications Company (B.S.C) is pleased to invite the shareholders to attend the Company's Extraordinary General Assembly Meeting to be held at 10.00 a.m, on Wednesday the 13<sup>th</sup> December 2017, at Batelco Headquarters in Hamala (Staff Centre). In the absence of a quorum, the second meeting will be held on Thursday 28 December 2017 (at the same time and place), to discuss and approve the following agenda:

1. Approving the minutes of the previous extraordinary general meeting held on 18 March 2015.
2. Approving the amendments to the Articles of Association of the Company as follows:

**a. Amend the Arabic heading of Article (33) to become "Corporate Governance"**

**b. Amend Article (34) as follows:**

The Board of Directors shall exercise all functions necessary for the management of the Company, its subsidiaries, affiliates, associates or investments as per their objects.

The Board shall be authorized within such functions to sign financing and borrowing contracts for any term of the purpose of financing the Company, its subsidiaries, affiliates, associates or investments' projects from national or international banks working in or outside Bahrain, in addition to the right to issue corporate guarantees (including requesting a bank or financial institution to issue bank guarantee), letters of comforts and give other forms of security to third parties on behalf of the Company or any of its subsidiaries, affiliates, associates and investments.

The Board of Directors shall, in particular, have the power to determine the necessary regulations for the organization and management of the Company, its subsidiaries, affiliates, associates or investments, appointment and termination of service of the Chief Executive, determination of his duties and remuneration, purchase and sale of movable and immovable assets and/or mortgage (and/or create any other form of encumbrance) over the movable and immovable assets, granting permission for withdrawal of money and securities owned by the Company, its subsidiaries, affiliates, associates or investments and transfer and sale thereof. It may also authorize the institution of or reply to any suit before the Courts of Justice where the Company its subsidiaries, affiliates, associates or investments are plaintiff or defendant, to settle disputes or refer the same to arbitration, cancel entries and waive rights, whether such waiver is with or without consideration and to determine the manner of utilization of the funds of the Company, its subsidiaries, affiliates, associates or investments.

Such power shall only be in accordance with its objects, save to the extent limited by the Commercial Companies' Law, the Central Bank Regulations, these Articles of Association, the resolutions of the General Meeting or any other applicable law and for the avoidance of doubt subject to the necessary approvals pertaining to its subsidiaries, affiliates, associates or

investments having been obtained, in accordance with their respective Memorandum & Articles of Associations documents and the applicable laws, rules and regulations for such matters.

The Board of Directors shall have the right to distribute interim dividends to the shareholders of the Company during the financial year, such interim distribution shall be approved by the General Assembly Meeting of the Company together with the full year's distribution of dividends.

**c. Amend Article (36) as follows:**

Voting by the Board of Directors shall be carried out in accordance with the Company's prevailing Board Charter adopted by a simple majority vote of the directors present. In case of a tie, the Chairman or in his absence his deputy the person deputising for him shall have a casting vote. A dissenting member of the Board shall record his dissent in the Minutes. The Board may adopt resolutions, with the exception of the resolutions of approving the financial reports, by correspondence, including post, electronic mail or fax correspondence or conference telephone calls, or telephone with a view or video or any other means of communication with view and sound, provided that in order for resolutions taken in this manner to be valid, they shall be approved by all the members and recorded in the minutes of the following Board meeting. Any member to whom a proposed resolution is sent (to him wherever he is located) and who fails to respond within three working days following the date on which the proposed resolution is sent to him shall be considered to have approved the resolution.

3. Authorize the Board of Directors to implement the changes in the Articles of Association.
4. Authorize the Group Board Secretary to sign on behalf of the company in front of a notary to document these amendments.

Mohamed Bin Khalifa AlKhalifa

Chairman

**Note:**

1. Any shareholder whose name is registered in the shareholders' register of the company has the right to attend the meeting in person or to authorize another person to attend and vote on his behalf. Taking into consideration that the agent attending on behalf of the shareholders is not the chairman, member of the board or staff of the company.
2. Shareholders can obtain a copy of the proxy from the share registrar office Bahrain bourse at their office located in Bahrain Financial Harbor, Harbor Mall (fourth Floor)- Tel. 17108834 – Fax. 17228061- Email address: [registry@bahrainbourse.com.bh](mailto:registry@bahrainbourse.com.bh)
3. The Deputation form should be submitted 24 hours before the meeting date.
4. For any inquiries, please contact the Public Relations and Investor Relations Department at (17884485)