

Bahrain Telecommunications Company (Batelco) B.S.C.
Call for Annual General Meeting & Extraordinary General Assembly meeting

The Chairman of Bahrain Telecommunications Company (Batelco) B.S.C. (the 'Company') is pleased to invite the shareholders to attend the Company's Annual and Extraordinary General Meeting due to be held at 10.00a.m, on Wednesday 27th March 2019, at Batelco Headquarters in Hamala (Staff Centre), in the absence of a quorum, the second meeting will be held on Wednesday 10th April 2019 (same time and place), to discuss and approve the following agenda:

First: Annual General Meeting Agenda:

1. Reading and approval of the minutes of the previous Annual Ordinary General Meeting held on 29 March 2018.
2. Review and approval of the Board's report on the Company's operations and its financial position for the financial year ended 31 December 2018.
3. Listening to External Auditor's report on the consolidated financial statements of the Company for the financial year ended 31 December 2018.
4. Review and approval of audited consolidated financial statements for the year ended 31 December 2018.
5. Approving the recommendation of the Board of Directors for the allocation of the net profit for the year ended 31 December 2018 as follows:
 - a) Transfer of BD 2.67 million to the Statutory Reserve.
 - b) Distribution of cash dividends to shareholders registered in the registrar on the day of the AGM (except for the treasury shares) of 27.5 fils per share, at a rate of 27.5% of the paid up capital (10 fils per share interim dividend was paid in August 2018) which is a total of about BD 45.74 million for the financial year ended 31 December 2018. Distribution of Dividend will commence on 4 April 2019.
 - c) Transfer of BD 1.25 million to the Donations Reserve for donations and sponsorship of philanthropic, social and sport activities.
 - d) Transfer of BD 443 thousand to the Retained Earnings.
6. Allocation of BD 418 thousand as Board Members' remunerations for the financial year ended 31 December 2018.
7. Approval of the Company's Corporate Governance Compliance with the Code and CBB High Level Standard Requirements as stated in the Annual Report 2018.
8. To notify and approve the transactions carried out during the financial year ended 31 December 2018 with any of the related parties as described in note #30 of the financial statements in line with Article 189 of the Commercial Companies Law.
9. Relieving the Board Directors of any liability arising from their acts during the financial year ended 31 December 2018.
10. Appointment/re-appointment of the External Auditors for the financial year ending 2019 and authorisation of the Board of Directors to determine their remunerations.
11. Other business in accordance with article 207 of the commercial companies' law.

Second: Extraordinary General Meeting Agenda:

1. Reading and approval of the minutes of the previous Extraordinary General Assembly Meeting held on 29 March 2018.
2. Approval of the amendment of the Memorandum of Association and the Articles of Association of the Company to comply with the requirements of Law No. (19) of 2018 concerning amending certain provisions of the Commercial Companies Law promulgated by Legislative Decree No. (21) of 2001, after obtaining all official approvals.
3. Authorize the Board of Directors to implement the required changes in the Articles of Association and authorize the Group Chief Executive Officer to sign on behalf of the company before the notary public to document these amendments.

Abdulla bin Khalifa Al Khalifa

Chairman of the Board of Directors

Accept the following points:

First: Annual General Meeting Agenda

- | | Yes | No |
|--|-----------------------|-----------------------|
| 1. Approval of the minutes of the previous Annual Ordinary General Meeting held on 29 March 2018. | <input type="radio"/> | <input type="radio"/> |
| 2. Approval of the Board's report on the company's operations for the financial year ended 31 December 2018. | <input type="radio"/> | <input type="radio"/> |
| 3. Listening to External Auditor's report on the consolidated financial statements of the Company for the financial year ended 31 December 2018. | <input type="radio"/> | <input type="radio"/> |
| 4. Review and approval of audited consolidated financial statements for the year ended 31 December 2018. | <input type="radio"/> | <input type="radio"/> |
| 5. Approving the Board's recommendation for the allocation of the net profit for the year ended 31 December 2018. | <input type="radio"/> | <input type="radio"/> |
| 6. Allocation of BD 418,000 as Board members' remunerations. | <input type="radio"/> | <input type="radio"/> |
| 7. Approval of the Company's Corporate Governance Compliance with the Code and CBB High Level Standard Requirements as stated in the Annual Report 2018. | <input type="radio"/> | <input type="radio"/> |
| 8. Approval the transactions carried out during the financial year ended 31 December 2018 with any of the related parties | <input type="radio"/> | <input type="radio"/> |
| 9. Relieving the Board Directors of any liability arising from their acts during the financial year ended 31 December 2018. | <input type="radio"/> | <input type="radio"/> |
| 10. Appointment/re-appointment of the External Auditors for the financial year ending 2019 and authorisation of the Board of Directors to determine their remunerations. | <input type="radio"/> | <input type="radio"/> |
| 11. Other business in accordance with article 207 of the commercial companies' law. | <input type="radio"/> | <input type="radio"/> |

Second: Extraordinary General Meeting Agenda

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|---|-----------------------|-----------------------|
| 1. Approval of the minutes of the previous Extraordinary General Assembly meeting held on 29 March 2018. | <input type="radio"/> | <input type="radio"/> |
| 2. Approval of the amendment of the Memorandum of Association and the Articles of Association of the Company to comply with the requirements of Law No. (19) of 2018 concerning amending certain provisions of the Commercial Companies Law promulgated by Legislative Decree No. (21) of 2001, after obtaining all official approvals. | <input type="radio"/> | <input type="radio"/> |
| 3. Authorize the Board of Directors to implement the required changes in the Articles of Association and authorize the Group Chief Executive Officer to sign on behalf of the company before the notary public to document these amendments. | <input type="radio"/> | <input type="radio"/> |

Deputation form

I, the undersigned as a shareholder in a company of Bahrain Telecommunications (Batelco) B.S.C. have hired Mr./Ms. to attend and vote on my behalf at the Annual General Meeting and Extraordinary Annual General Meeting of the Company that will be held on Wednesday, March 27, 2019 or any adjourned meeting for any of them.

Date /

Signature

Shareholder Number:

Name of the shareholder:

Number of shares:

Note:

- Shareholders can obtain the financial statements and a copy of the annual report for the fiscal year ended 31/12/2018 and a copy of the proxy from Batelco's website www.batelcogroup.com and the share registrar office Bahrain clear at their office located in Bahrain Financial Harbor, Harbor Mall (fourth Floor)- Tel. 17108834 – Fax. 17228061- Email address: registry@bahrainbourse.com.bh
- 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.
- The Deputation form should be submitted 24 hours before the meeting date.