

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

The Chairman of Bahrain Telecommunications Company (B.S.C) is pleased to invite the shareholders to attend the Company's Annual and Extraordinary General Meeting due to be held at 10.00 a.m, on Thursday 29th March 2018, at Batelco Headquarters in Hamala (Staff Centre), in the absence of a quorum, the second meeting will be held on Thursday 12th April 2018 (same time and place), to discuss and approve the following agenda:

Annual General Meeting Agenda:

1. Reading and approval of the minutes of the previous Annual Ordinary General Meeting held on 29 March 2017
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 2017.
3. Listening to External Auditor's report for the financial year ended 31 December 2017.
4. Review and approval of audited financial statements for the year ended 31 December 2017.
5. Approving the Board's recommendation for appropriation and Retained Earnings as follows:
 - a) Distribution of cash dividends to shareholders of 25 fils per share, at a rate of 25% of the paid up capital (10 fils per share was paid in August 2017) which is a total of BD 41.58 million for the financial year ended 31 December 2017 .Distribution of Dividend will commence on 8 April 2018.
 - b) Transfer of BD 87.28 thousand to the Donations Reserve for donations and sponsorship of philanthropic, social and sport activities.
6. Allocation of BD 390.50 thousand as Board Members' remunerations for the financial year ended 31 December 2017, after the approval of MOIC.
7. Approval of the Company's Corporate Governance Compliance with the Code and CBB High Level Standard Requirements as stated in the Annual Report 2017.
8. Approve the authorization of the Board of Directors to buy treasury shares not exceeding 10% of the share capital to support its share price and liquidity in Bahrain Bourse or any other purpose with CBB approval.
9. Relieving the Board Directors of any liability arising from their acts during the financial year ended 31 December 2017.
10. Appointment/re-appointment of the External Auditors for the financial year ending 2018 and authorisation of the Board of Directors to determine their remunerations.
11. Other business in accordance with article 207 of the commercial companies' law.

Extraordinary General Meeting Agenda:

1. Reading and Approval of the minutes of the previous Extraordinary General Assembly Meeting held on 13 December 2017.
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. (1) 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.
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

Accept the following points:

Annual General Meeting Agenda

	Yes	No
1. Approval of the minutes of the previous Annual Ordinary General Meeting held on 29 March 2017.	<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 2017.	<input type="radio"/>	<input type="radio"/>
3. Listening to External Auditor's report for the financial year ended 31 December 2017.	<input type="radio"/>	<input type="radio"/>
4. Review and approval of audited financial statements for the year ended 31 December 2017.	<input type="radio"/>	<input type="radio"/>
5. Approving the board's recommendation to appropriate the year's net profit.	<input type="radio"/>	<input type="radio"/>
6. Allocation of BD 390.50 thousand 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 2017.	<input type="radio"/>	<input type="radio"/>
8. Approve the authorization of the Board of Directors to buy treasury shares not exceeding 10% of the share capital to support its share price and liquidity in Bahrain Bourse or any other purpose with CBB approval.	<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 2017.	<input type="radio"/>	<input type="radio"/>
10. Appointment/re-appointment of the External Auditors for the financial year ending 2018 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"/>

Extraordinary General Meeting Agenda

	Yes	No
1. Approval of the minutes of the previous Extraordinary General Assembly meeting held on 13 December 2017.	<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. (1) 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.	<input type="radio"/>	<input type="radio"/>
4. Authorize the Group Board Secretary to sign on behalf of the company in front of a notary to document these amendments.	<input type="radio"/>	<input type="radio"/>

Deputation form

I, the undersigned As a shareholder in a company of Bahrain Telecommunications (BSC) have hired Mr. 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 Thursday, March 29, 2018 or any adjourned meeting for any of them.

Date / Signature

Shareholder Number:

Name of the shareholder:

Number of shares:

Note:

1. Shareholders can obtain the financial statements for the fiscal year ending 31/12/2017 and 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
2. 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.
3. The Deputation form should be submitted 24 hours before the meeting date.