



State of Qatar Official Gazette

Issue#6- 20 Thul-Qi'da 1443 A.H.-19 July 2022

Ooredoo Q.P.S.C.

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Tel No. : (+974) 4440 0400 | Fax No. : (+974) 4411 0389

Company's Authorized Capital (QAR 5,000,000,000)

Company's Issued & Paid Up Capital (QAR 3,203,200,000)

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أريد ش.م.ق.ع.

برج Ooredoo، 100 مركز الخليج الغربي

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رأس مال الشركة المصرح به (5,000,000,000) ر.ق.

ورأس مالها المصدر (3,203,200,000) ر.ق.

The Amendment of Articles of Association of Ooredoo (Q.P.S.C)

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The Amendment of Articles of Association of Ooredoo Q.P.S.C
Documented No. (19163/2019) dated May 23, 2019

Minutes of the Extraordinary Meeting of the General Assembly
No. 77/2022 documented by Department of Documentation.

CHAPTER ONE

NAME AND OBJECTS OF THE COMPANY

Article (1)

Pursuant to Law No. 21 for 1998, Qatar Public Telecommunications Corporation has been transformed into a Qatari Shareholding Company. Its legal form and Articles of Association were amended according to the provisions of the Commercial Companies Law issued by Law No. (11) for 2015 and its amendments by Law No. 8 of 2021. ¹

Article (2)

Name of the Company: Ooredoo - A Qatari Public Shareholding Company (Q.P.S.C.).

Article (3)

The objective of the Company is to own, establish and operate public communication networks, to carry communications inside and outside Qatar and, in order to achieve its objectives; it shall have the right to do the following:

- 1- To establish, own, operate, maintain and develop all types of communication networks inside and outside Qatar in accordance with the provisions of Law No. 21 of 1998.
- 2- To establish and operate all types of fixed and mobile telephone networks, telegram, telex, paging systems, leased circuits, data exchange, multimedia and others.
- 3- To own, establish and operate transmission and receiving stations relating to its activities.
- 4- To own, establish and operate cable television stations in various forms to receive and re-transmit broadcasting and television services inside and outside Qatar.
- 5- To provide communication services to subscribers and to manage, lease and deal in such services.
- 6- To subscribe, or participate in international communication systems and organizations, such as submarine cables, satellite systems etc., and to acquire capacities and circuits in such systems for its own use or with the purpose of leasing them to others.

¹⁻ This Article has been amended earlier by a resolution of the Extraordinary General Assembly Meeting on 8 March 2022.

Notary

//Signature//

The Parties

Witnesses

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- 7- To expand and develop communication systems using the latest technologies, equipment and instruments.
- 8- To publish and distribute the telephone directory and other communication services.
- 9- To deal with, enter into contracts, participate with parties, entities or companies having similar or related activities to those of the Company, or which may help it to achieve its objectives within or outside the State of Qatar.
- 10- To invest or employ its funds in business that increases and enhances such funds or which realizes profits for the Company or which will help it to achieve its objectives.
- 11- To establish companies with others or to own established companies or to acquire and hold shares in established companies.
- 12- To borrow money from any party within or outside the State of Qatar.
- 13- To sell of real estate.
- 14- To provide telecommunications services of all kinds inside and outside Qatar.
- 15- To import chemical substances related to plastics substances.
- 16- To trade in telecommunications equipment.
- 17- To trade in wires and cables.
- 18- To install Fire Fighting, Alarm and safety devices and equipment.
- 19- To trade in anti-rust and anti-corrosion chemicals.
- 20- To trade in phones accessories and tablets.
- 21- To trade in fiber optic cables and their spare parts.
- 22- To trade in high speed digital cables.
- 23- To maintain firefighting, alarm and safety devices.
- 24- To sell and register Internet domains.
- 25- To maintain firefighting, alarm and safety equipment.
- 26- To maintain cable and fiber optic networks.
- 27- To provide internet hosting services.
- 28- To Trade in mobile phone accessories.
- 29- To Sponsor of sporting events.

Notary

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- 30- To provide IT consultancy.
- 31- To provide Cybercafé services.
- 32- To supply Wireless network equipment.

Article (4)

The Headquarters of the Company and its legal domicile shall be in Doha. The Board of Directors may establish branches or agencies or offices for the Company in Qatar or abroad.

Article (5)

The term of the Company is 99 years as of the date on which Law No. 21 for 1998 on the conversion of Qatar Public Telecommunications Corporation into a Qatari Shareholding Company comes into force, and may be extended by a Resolution of the General Assembly in an Extraordinary General Meeting.²

CHAPTER TWO THE COMPANY'S CAPITAL

Article (6)

The authorized capital of the Company amounts to Five Billion Qatari Riyals (QAR 5,000,000,000), and the issued capital of the Company is Three Billion and Two Hundred and Three Million and Two Hundred Thousand Qatari Riyals (QAR 3,203,200,000), divided into Three Hundred Twenty Million Three Hundred Twenty Thousand (320,320,000) ordinary shares, the nominal value of each share amounts to One Qatari Riyals (QAR 1).

Article (7)

The shares shall be nominal and may be traded, transferred, pledged, assigned, and disposed of in any manner.

Article (8)

With the exception of Qatar Holding Company, its Subsidiaries and Companies under its control, and the General Retirement and Social Insurance Authority, no person, whether as an individual or a legal entity, shall hold shares in the Company of a nominal value exceeding 10% of the Company's capital, or more than 5% of the Company's capital if such a person is carrying out activities similar to the Company's activities. For the purposes of this Article, a legal entity, its subsidiaries and companies under its control, shall be deemed one person and a decision passed by the Board of Directors in this respect shall be final.

The Board of Directors shall have the right to refuse registration or transfer of any shares if the Board determines that such a transaction has been carried out in breach of this Article.

²- This Article has been amended earlier by a resolution of the Extraordinary General Assembly Meeting on 8 March 2022.

Notary

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Article (9)

The issuance and exchange of the Company's shares shall be governed by the applicable Regulations of Qatar Financial Market Authority or any other financial market in which such shares are listed.

Article (10)

The Company shall keep a Register of Shareholders in which entries shall be made showing the name, nationality, address and occupation of each Shareholder, the number of shares he holds, their serial numbers, the amount paid for each share and the date of registration of such shareholder and the date of removal of any Shareholder's name from the register and the manner of such removal.

The Register shall show all the transfers of shares or temporary certificates of shares.

The transfer of the ownership of the shares shall be made in accordance with the applicable terms and conditions of Qatar Financial Markets Authority or any other financial market in which these shares are listed. Moreover, the Company may buy its own shares with the intention to sell such shares in accordance with the terms and condition set out by Qatar Financial Markets Authority.

Article (11)

Shareholders shall only be liable for the value of each share held and their liability shall not be increased.

Article (12)

Shareholders shall be bound by the Company's Articles of Association and the resolutions of its General Assembly.

Article (13)

A share is indivisible, but two persons or more may jointly hold one share, or a number of shares, provided that they are represented before the Company by one person only. If such Shareholders do not appoint a Representative, the person whose name first appears in the register shall be deemed such Representative. The joint holders of one share are considered responsible collectively for the obligations arising from such ownership.

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Article (14)

Subject to Article 8, shares may be sold, but such sale shall not bind the Company unless it is registered in the register referred to in Article 10. Shares may also be pledged, donated or otherwise dealt with and the same requirement of registration shall apply. Ranking of a pledge shall be determined by the date of registration of the pledge. A pledge holder shall have the right to receive dividends on the pledged shares, except where the pledge contract otherwise provides.

Article (15)

No restraint shall be placed on Company funds for the satisfaction of any debt of any Shareholder, but shares held by such Shareholder and Dividends of such share may be repossessed.

Article (16)

Each share shall give its holder equal proprietary rights as other Shareholders, without any discrimination, in the Company's assets or equal rights to receive Dividends as provided below.

Article (17)

The Shareholder whose name is recently entered in the register shall have the right to receive any amounts due as Dividends or a share in the Company's assets.

Article (18)

Subject to the provisions of the Commercial Companies Law, a resolution of the following issues can only be taken only by The General Assembly is extraordinarily convened:

- 1- Amending the Company's Articles of Association.
- 2- Increasing or decreasing the Company's capital.
- 3- Extending the term of the Company.
- 4- winding up, dissolution, transferring, merging or restructuring of the Company with another Company.
- 5- Selling or disposing of the entire project subject to the Company.

Notation in the commercial registry in the event of a decision to approve any of the above matters.

Notary

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The Commercial Registry must be endorsed if a decision is made to approve any of the above issues. However, the General Assembly is not entitled to make any amendments to the Company's Articles of Association that would increase the burdens on the shareholders, change the Company's nationality, or transfer the headquarters of the parent Company to another country, and any decision to the contrary shall be null and void.³

Article (19)

Pursuant to the provisions of the Companies Law and upon approval of the competent department of Ministry of Economy and Trade, the Company's capital may be increased under a resolution issued in the Extraordinary General Assembly Meeting after the approval; the resolution should indicate the amount of increase and the price of the new issued shares. The General Assembly may authorize the Board of Directors to specify the date of implementing that resolution within one-year maximum. Furthermore, the Company's capital shall not be increased except by paying the value of all shares.

The increase of the capital may be made by any of the following methods:

- 1- Issuance of new shares.
- 2- Capitalization of the financial reserves, any part thereof or the profits.
- 3- Transferring instruments into shares.
- 4- Issuance of new shares against in-kind shares or evaluated equity.

Article (20)

The Extraordinary General Assembly Meeting may issue, through subscription offered to the public, certain person or persons, a negotiable bond and the issue terms thereof may include the possibility of converting the issued bonds into shares after the passage of a certain period determined by the Extraordinary Meeting.

Article (21)

Reduction of the Company's capital shall not be made except by the resolution of Extraordinary General Assembly after listening to the report of Auditor, provided that the approval of the competent department of Ministry of Economy and Trade shall be obtained. The aforementioned is applicable in the following two conditions:

- 1- The Capital is more than the needs of the Company.
- 2- If the Company has incurred a loss.⁴

³⁻ This Article has been amended earlier by a resolution of the Extraordinary General Assembly Meeting on 8 March 2022.

⁴⁻ This Article has been amended earlier by a resolution of the Extraordinary General Assembly Meeting on 8 March 2022.

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CHAPTER THREE

MANAGEMENT OF THE COMPANY

Article (22)

The Management of the Company shall be undertaken by a Board of Directors comprised of ten (10) Members, five (5) of whom, including the Chairman, shall be appointed by Qatar Holding, and none shall be removed except, under a decision of Qatar Holding. The General Assembly shall elect five (5) Members by secret ballot provided that Qatar Holding shall not participate in the voting. The voting shall be made in accordance with the Commercial Companies Law as well as the rules and instructions of Qatar Financial Markets Authority.

A Member of the Board of Directors is required to:

- 1- Shall be at least twenty-one (21) years old, and shall have full legal capacity.
- 2- Have not previously been sentenced to a criminal penalty or to an offence against honour or a breach of trust, or to an offence under Articles 334 and 335 of the Commercial Companies Act or for the offences referred to in Article 40 of Qatar Financial Market Authority Act No. 8 of 2012, or is prohibited from engaging in any business in the Authority's supervised entities under Article 35 of Act No. 8 of 2012. or had been sentenced bankrupt unless it is Rehabilitation.
- 3- Shall be an Owner or Shareholder or elected Member of the Board shall hold five thousand (5,000) shares at least Within thirty (30) days of his election, such shares shall be deposited in any certified bank within sixty (60) days from the effective date of the membership. Further, such shares shall remain deposited and may not be retained or mortgaged until expiration of the membership and the Independent Member shall be exempt from this requirement. The balance-sheet for the last financial year in which the Member has performed his duties, shall be certified. The above-mentioned shares shall be allocated in order to guarantee the rights of the Company, Shareholders, Debtors and Third Parties in relation to the responsibilities of the Board of Directors before them. In case the elected Member fails to submit the guarantee in accordance with the mentioned provisions, the membership thereof shall be deemed null and void.
- 4- The elected Member of Board membership must submit a written declaration acknowledging that he has not held any position that is legally prohibited from combining it with Board membership in the Company.
- 5- The Company is obliged to send a list of names and data of the candidates for Board membership to Qatar Financial Markets Authority for approval at least two (2) weeks before the date set for the Board's election with the CV of each candidate and a copy of the nomination requirements.

Notary

//Signature//

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- 6- One third of the Board Members must be Independent Members, a majority of its Members must be non-dedicated to the Company management or non-remunerated members. One or more Board seats may be allocated to represent the minority and another to represent the Company's Employees.⁵

Article (23)

The Board of Directors - not contrary to the provisions of the Law- shall perform its functions and tasks and assume the following responsibilities:

- 1- Performing all its functions responsibly, in good faith, serious and attention, and that its decisions are based on adequate information from Executive Management or any other reliable source.
- 2- Representing all Shareholders, as well as committing to the interest of the Company as a whole, not the interest of those who represent it or vote for it to be appointed to the Board.
- 3- Determining the delegated powers of the Executive Department, the decision-making procedures and the duration of the delegation, as well as the subjects on which the Executive Department is competent to decide, and submit periodic reports on the exercise of the delegated powers.
- 4- Developing procedures to familiarize new board members with the Company's work, in particular financial and legal aspects, as well as their training if necessary.
- 5- Ensuring that the Company has adequate information on its affairs available to all Board Members in general and to non-Board Members in particular in order to enable them to carry out their duties and functions efficiently.
- 6- The Board of Directors shall be prohibited from selling, mortgaging or discharging the Company's debtors from their obligations unless stated in the Articles of Association of the Company and under the conditions set forth therein. However, in the event that the Articles of Association contain provisions in this regard, the Board shall not perform the said actions except with the authorization of the General Assembly unless the acts are within the purposes of the Company.⁶

Article (24)

The term of membership of the Board of Directors shall be for three (3) years and it may be renewed.

Article (25)

The Board of Directors shall elect a Deputy Chairman from amongst its Members, to act for the Chairman in his absence.

⁵- This Article has been amended earlier by a resolution of the Extraordinary General Assembly Meeting on 8 March 2022.

⁶- This Article has been amended earlier by a resolution of the Extraordinary General Assembly Meeting on 8 March 2022.

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Article (26)

If a post of a Member of the Board of Directors becomes vacant, and the occupant is an appointed Member, the Qatar Holding LLC shall appoint a successor. If he is an elected Member, he shall be succeeded by the nominee having the highest votes in the list of nominees who were not elected to become Members, and in the event of incapacity, he will be succeeded by whoever comes next and the new Member will complete his predecessor's term. However, if vacant posts from amongst the elected Members shall amount to three (3), the Board of Directors shall be required to call the General Assembly to an Extraordinary Meeting, within two (2) months of the date of the last post becoming vacant, to elect new Members to fill the vacant posts. In case of no Member exists to fill the vacant post, the Board of Directors shall continue by the remaining Members unless the number of the Board of Directors' number became less than five (5) Members. In case the number of the Board of Directors Members is reduced below five (5) Members, the Board of Directors shall convene a General Assembly Meeting, in order to elect a Member to fill the vacant seats, within two (2) months of the date in which the seats were vacated or the Members of the Board of Directors became just five (5) Members.

Article (27)

The General Assembly may, on the signed application of a number of Shareholders holding not less than a quarter of the Company's subscribed capital, remove a Director who is not appointed by Qatar Holding. In such event, the Chairman shall call for a Meeting of the General Assembly within ten (10) days of receiving such an application, otherwise the Companies Control Department, on failure of the Chairman to do so, may, with the approval of the Minister of Economy and Trade, call for such Meeting. The decision of removal shall be carried by a simple majority of the Shareholders, Qatar Holding shall not vote and its shares shall not be counted when determining the majority. Furthermore, Qatar Holding may replace or remove any of the Directors appointed by it.

Article (28)

The Board of Directors shall have full authority to manage the Company and shall execute all business required by this Management according to the Company's objectives' and this authority is only restricted by the Law or Company's Articles of Association or the resolutions of the General Assembly.

The Board may delegate any of its powers to a Committee or more Committees from amongst their Members, or to the Chairman or General Manager, as the Board may deem appropriate.

The ultimate responsibility for the Company remains with the Board of Directors and if it forms Committees or delegates other entities or persons to carry out some of its work, the Board shall avoid issuing general or indefinite authorizations.

Notary

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Article (29)

The Chairman of the Board of Directors, or the deputy thereof in case of the Chairman's absence, shall have the right to sign for the Company. They shall represent the Company before courts and third parties. The Board of Directors has the right to delegate to the General Manager or other staff Members of the Company, the authority to sign on behalf of the Company, individually or collectively, on matters determined by the Board of Directors.⁷

Article (30)

The Board of Directors shall convene upon invitation from the Chairman of the Board, or the Deputy thereof in case of the absence of the Chairman, or upon the request of at least two (2) of the Members. The number of Meetings should not be less than six (6) times within each financial year. The Meeting of the Board of Directors shall not be valid unless it is attended by at least half of the Members, amongst them the Chairman or Deputy Chairman. There shall not be a lapse of more than three (3) full months without convening a Meeting of the Board of Directors.

The participation in the Meeting may be made via any approved secured modern technology which enables the participant to actively listen and participate in the Board's deliberations.

Article (31)

The Meeting of the Board shall be convened at the main Headquarters of the Company or it may be convened in any other place as may be agreed on by the Members.

Article (32)

When necessary, a Board Member may depute, in writing, another Board Member to act on the behalf thereof. In such case, the Member so deputed shall have two (2) votes. A Member shall not be deputed by more than one (1) Member. At the time of deputation, a Member so deputed shall comply with the terms of deputation. The Board Member loses his membership if:

1- Found in breach or was no longer fulfilling of the legal capacity requirements stipulated under Article (22) of the Company's AoA.

⁷- This Article was amended under the resolution of the Extraordinary General Assembly held on 8 March 2022.

Notary

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The Parties

Witnesses

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- 2- Failed to attend (3) consecutive Meetings, or (4) non-consecutive Meetings, without a reasonable justification.
- 3- Resigned from the position thereof in writing, under the approval of the Board of Directors as provided by the applicable Commercial Companies Law.
- 4- Found in breach to Article (98) of Commercial Companies Law No. 11 of 2015, as amended by Law No. (8) of 2021 and/or Article (7) of the governance system for Companies and legal corporations operating in the main market issued under the decision of Qatar Financial Market Authority No. (5) of 2016.⁸

Article (33)

Resolutions of the Board shall be passed by the majority of the votes of the Attendees, and, should the votes be equal on both sides, the Chairman's or acting Chairman's side shall prevail. A Member who objects to the resolutions may record his objection in the Minutes of the Meeting. When necessary, resolutions may be passed provided that all Board Members approve such resolutions in writing, whereas such resolutions shall be presented in the next Meeting of the Board in order to be included in the Minutes of the Meeting.

Article (34)

The duties of the general Secretariat of the Board shall be assigned by a Secretary, whereas such Secretary shall be selected and the prerogatives and compensation thereof shall be determined by the Board.

Article (35)

Minutes of the Board's Meetings shall be included in a specific record and shall be signed by the Chairman and the Secretary. Moreover, Meetings shall be included in the record on a regular basis after each Meeting and in successive pages.

Article (36)

The Chairman and Senior Executive Management may not be involved in any business in competition with the Company. They also may not trade to their own accounts or for the account of others in one of the branches of the Company's Activity, unless they acquire the approval of the General Assembly, otherwise the Company may be entitled to claim for damages and deem the Activity undertaken by the Chairman to have been undertaken to its own account.⁹

⁸- This Article was amended under the resolution of the Extraordinary General Assembly held on 8 March 2022.

⁹- Article (36) was added to the AoA under the resolution of the Extraordinary General Assembly held on 8 March 2022.

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Article (37)

The Board may call the Company's General Manager, or any of the Company's staff, or any expert, to the Board's Meetings to provide any required information or explanations.

Article (38)

The General Assembly, in an Ordinary Meeting, shall determine the bonus of the Directors, provided that the percentage of such bonus shall not exceed (5%) of the net profit after the deduction of the reservations, statutory deductions and distribution profits (cash or in kind) not less than (5%) of the Company's capital paid by the Shareholders. ¹⁰ Members of the Board of Directors may receive a lump sum if the Company failed to achieve profit, and in such case, the General Assembly approval must be acquired and the Ministry may set a cap on the said sums.

Article (39)

The Company shall have a General Manager who shall be appointed through a resolution issued by the Board. The Board may at any time reverse the appointment resolution or may, as it deems fit, change the title of the position.

Article (40)

The General Manager shall, under the supervision and direction of the Board, execute the Board's resolutions. The Board shall define the prerogatives and authorities of the General Manager, who shall be accountable before the Board for performing such duties and authorities.

CHAPTER FOUR GENERAL ASSEMBLY

Article (41)

The General Assembly shall represent all the Shareholders and shall not be convened in any place other than Doha.

Article (42)

Company's Shareholders are entitled of all the relevant rights under the applicable Commercial Companies Law and the Governance System of Companies and Legal Entities operating in the main market and the Company's AoA. These rights are generally:

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¹⁰- This Article was amended under the resolution of the Extraordinary General Assembly held on 8 March 2022.

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- 1- Right to review to the Company's AoA and all the data relevant to the Members of the Board.
- 2- Right to review to the Company' published information and documents relevant to the performance of the Company, including the quarterly, half-yearly as well as the yearly Financial Statements, Disclosures, Annual Board of Directors' Report, and the Annual Governance Report. The Company reserve its right to restrict access to any information or data that if disclosed may affect/ damage the competitive position of the Company or any affiliates thereof.
- 3- Right to review to all the sums received by the Chairman of the Board of Director and each Member of the Board, whether salaries, compensations, wages, benefits-in-kind, sums dedicated to each Board Member and all process that might invoke potential conflict of interest.
- 4- Right to attend General Meetings, discuss matters presented to the Assembly, vote on the resolutions of the General Assembly, make preservations/ objections to the resolutions, as well as participate in decision making. Voting is conducted through a show of hands, whereas each Shareholder shall have number of votes proportionate to the number of the respective shares thereof. Resolutions are made under the absolute majority of the shares represented in the Assembly. Whenever the resolution is related to the election, revocation or invoking the liability of the Board Members, or if requested by the Chairman or a group of Shareholders representing, at least, on tenth of the votes represented in the Assembly, voting shall be made in the fashion of anonymous ballot under Article (22) of the Company' AoA. Also, Shareholders are entitled to review to the General Assembly Meeting Minutes.
- 5- Shareholders are entitled to electronically participate and vote in the General Assembly deliberations as per the conditions set by the Ministry of Commerce and Qatar Financial Market Authority.
- 6- Right to object to any resolution, whenever the Shareholder deems that such resolution serves/ detracts the interest of a specific category of the Shareholder, or give rise to a specific interest to Board Members or a third party without any benefit to the Company. The Shareholder must record his objection in the Minutes, and their entitlement to revoke the objected resolution under the provisions of the Law in this regard.
- 7- Right to monitor the Company' Management, elect and dismiss Board Members, approve/ deny the Board Members bonuses as per the provision of the AoA.

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- 8- Right to address inquiries to the Board Members, request the response to the extent that does not prejudice the Company' interest, and escalate the matter to the General Assembly if the response was found not satisfactory.
- 9- Incapacitated and minor Shareholders are entitled to attend the General Assembly Meeting, represented by their lawful Representatives. Shareholders have the right to access to the Shareholders Registry in the Company, as well as any other AoA information, rules and Companies Governances, without prejudice to the other Shareholder rights and/ or Company' Interests. Such information must be made available, free of charge, in official business hours by submitting a request to the Secretary who must respond to the request within two (2) weeks. In all cases, such access must be made in the Company Headquarter and other information may be made available on the Company' website.
- 10- Preemptive right. This right may be waived to third parties under the resolution of the Extraordinary General Assembly with a majority of three quarters of the Company Capital. The transfer of the right shall not be valid unless approved by the Management. ¹¹

Article (43)

- 1- Every Shareholder may attend the General Assembly meetings, and shall have a number of votes equivalent to the number of shares. Resolutions shall be issued by an absolute majority of the shares represented in the Meeting.
- 2- Minors and persons lacking legal capacity shall be represented by their legal Representatives.
- 3- Representation in the Meetings may be conducted with a Proxy, provided that such Representative is a Shareholder, and the Proxy shall be special and documented in writing. A Shareholder may not appoint any of the Board Members of the Board of Directors as his representative in attending General Assembly Meetings.
- 4- Under any circumstances, the number of the shares owned by a Representative, under this capacity, shall not exceed more than (5%) of the Company's capital.
- 5- The Board of Directors shall be represented in the General Assembly by not less than the quorum required for duly convening the Board's Meetings, including the Chairman or the Deputy Chairman.

¹¹- This Article was amended under the resolution of the Extraordinary General Assembly held on 8 March 2022.

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Members of the Board shall not be permitted to vote on a resolution of the General Assembly regarding the discharge of any of their liability. ¹²

Article (44)

It is not permissible to register any transfer of title of shares in the Company's register on the day the General Assembly is convened.

Article (45)

The Meetings of the General Assembly shall be chaired by the Chairman of the Board of Directors, his Deputy or any Member authorized by the Board. Furthermore, in the event of absence of all the previously mentioned Members, the General Assembly shall appoint one (1) of the Board Members or Shareholders to chair this Meeting, as well as the General Assembly shall appoint a Secretary for the Meeting and two (2) Scrutineers to count votes. In case the General Assembly Meeting is convened to discuss a matter pertaining to the Chairman, the General Assembly shall appoint one (1) of the Shareholders to chair this Meeting.

Article (46)

Upon a call of the Board of Directors, The Ordinary General Assembly Meeting shall be convened at the Company's Headquarters at least once a year, within the first four months following the end of the financial year. The Board may convene the General Assembly meeting whenever it deems necessary, or on request of the Auditor, or a number of Shareholders representing not less than tenth (10%) of its capital, or when the number of the Board Members decreased to be less than five members, provided that the Auditor or the Shareholders shall have a serious reason for such call. Accordingly, the Board shall take its decision in this matter within at least fifteen days from the date of receiving such application.

The call to convene the General Assembly Meeting shall be made by the Board of Directors through electronic Invitation via the financial market and Company website, in the form of an Announcement published in a daily local newspapers issued in Arabic language, or through any other means of knowledge. The Announcement/ Invitation must be made, at least, twenty-one (21) days before the determined Assembly date. ¹³

Article (47)

An ordinary Meeting shall not be deemed to be correctly held unless:

- 1- An Invitation is directed to Management in order to delegate a Representative to attend the Meeting on behalf thereof.
- 2- The Auditor attends the Meeting.

¹²- This Article was amended under the resolution of the Extraordinary General Assembly held on 8 March 2022.

¹³- This Article was amended under the resolution of the Extraordinary General Assembly held on 8 March 2022.

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- 3- Shareholders representing at least 50% of the capital. If such quorum is not present, another Meeting shall be convened to during the fifteen (15) days following the first Meeting, pursuant to Article (45) of the AoA. The Invitation to the Meeting shall be issued three (3) days before the Meeting at least.
- 4- Such Second Meeting shall be valid regardless of the number of the represented shares. The Assembly's resolutions shall be passed with an absolute majority of the shares represented at the Meeting.¹⁴

Article (48)

The Minutes of the Meeting of the General Assembly shall be written and attached thereto a name list of the of the attending Shareholders or Representatives of the number of shares in their possession, acting both as a Principal or as a Representative of another Member, the number of votes cast, the decisions issued and decisions approved or disapproved, and a full summary of the discussions held. The Minutes shall be signed by the Chairman of the Assembly, the collectors and the Auditors. The signatories shall be responsible for the authenticity of the data contained therein. The Company shall disclose the results of the General Assembly immediately after its completion and deposit a copy of the Minutes of the Meeting with the Authority as soon as it is approved.¹⁵

Article (49)

The Extraordinary General Assembly shall be called by the Board, or by a written request addressed to the Board from a number of Shareholders holding not less than 25% of the Company's shares, if the Board failed to send the Invitation within fifteen (15) days from the date of the request, the Requesters may present such request to the competent Department in order to send the request and it will be at the expense of the Company.

Article (50)

- 1- The Meeting of the Extraordinary General Assembly shall not be valid unless it is attended by a number of Shareholders representing at least 75% of the capital. Failing this, another Meeting shall be called thirty (30) days after the previous one, and shall be deemed valid if it is attended by a number of Shareholders representing more than 50% of the capital.

¹⁴- This Article was amended under the resolution of the Extraordinary General Assembly held on 8 March 2022.

¹⁵- This Article was amended under the resolution of the Extraordinary General Assembly held on 8 March 2022.

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- 2- If the Quorum is not secured in the second Meeting, a third Meeting shall be called to convene thirty (30) days after the second Meeting, and it shall be valid irrespective of the number of the Attendees. If the purpose of the Meeting is to issue a resolution in connection with the matters set out in Clauses (4) and (5) of Article (137) of the Commercial Companies Law, such Meeting shall not be effective, unless attended by a number of Shareholders representing (75%) of the Company's capital at least. The Board of Directors shall publish the decisions of the Extraordinary General Assembly if they include amending the Company's Articles of Association.

Article (51)

Subject to the provision the Commercial Companies Law, the General Assembly may, in an Extraordinary Meeting, amend the Articles of Association of the Company.

Article (52)

The General Assembly shall not discuss any matters not included in the Agenda of the Meeting set out in the call for convocation Letter. However, the General Assembly is entitled to discuss the serious matters that are disclosed during the Meeting.

If a number of Shareholder representing (5%) of the capital of the Company requested listing specific matters into the Meeting Agenda, then the Board shall list such matter, otherwise the General Assembly shall have the right to discuss such matters during the Meeting.¹⁶

Article (53)

The resolutions of the General Assembly, carried in accordance with the Company's Articles of Association, shall be binding on all Shareholders, including absentees, dissidents and those who are legally incompetent or lacking legal capacity.

Decisions of the General Assembly shall pass by the absolute majority of shares represented in the Meeting.

Article (54)

Subject to the Commercial Companies Law, the Company shall have one or more Auditors appointed by the General Assembly for one year and for a period not exceeding five consecutive years, and it may not reappoint such Auditor before the lapse of two years from his appointing. The General Assembly assesses the fees of the said Auditor, and the Auditor is responsible for the correctness of the data contained in his Report in his capacity as an agent for all Shareholders. Each Shareholder, during the General Assembly Meeting, has the right to discuss with the Auditor and ask for clarification regarding what is stated in this Report.¹⁷

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¹⁶- This Article was amended under the resolution of the Extraordinary General Assembly held on 8 March 2022.

¹⁷- This Article was amended under the resolution of the Extraordinary General Assembly held on 8 March 2022.

The Parties

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Article (55)

The Auditor shall carry out the following:

- 1- Auditing the Company's accounts in accordance with the approved auditing rules, the requirements of the profession and its scientific and technical principles.
- 2- Auditing the Company's budget as well as the profit and loss accounts.
- 3- Heeding the application of the Law and the Articles of Association of the Company.
- 4- Examining the Company's financial and administrative systems as well as its financial and internal control systems and ensuring their suitability for the proper conduct of the Company's business and the preservation of its funds.
- 5- Verifying the Company's assets and ownership in addition to ensuring the legality and validity of its obligations.
- 6- Reviewing the resolutions of the Board and the instructions issued by the Company.
- 7- Implementation of any other functions in accordance with the law, standards and other legislation governing the auditing profession.¹⁸

CHAPTER FIVE **DISCLOSURE AND TRANSPARENCY**

Article (56)

The Company adheres to disclosure requirements, including financial reports, the number of shares owned by the Chairman, Board Members, Senior Executive Management, Senior Shareholders or controlling Shareholders, as well as the requirements of disclosing information pertaining to the Chairman and the Board Members, its Committees and their scientific and practical experiences, as stated in their CVs, and whether any of them is a Member of another Board of Directors, its Senior Executive Management, or a Member of any of its Board Committees.

Each of the Chairman of the Board of Directors and Members of the Senior Executive Management shall be obligated to disclose to the Board any interest, direct or indirect, besides the dealings and deals that the Company entered into with any "related party" in which the latter has an interest that may conflict with the Company's interest. The Disclosure must include the type, value and details of such deals and transactions, the nature and extent of the interest of the said related party, additionally, those benefiting from the such deals and transactions must be indicated. In addition, the Board must, at least one week before the date set for convening the General Assembly that is requested to consider the Company's budget and the Board's Report, put at the Shareholders' disposal a detailed statement of transactions and deals with related parties, as well as disclosing the transactions with related parties in the Company's Annual Report.

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¹⁸- This Article was amended under the resolution of the Extraordinary General Assembly held on 8 March 2022.

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The Company may not enter into any large transaction equal to or more than (10%) of the market value of the Company or the value of the Company's net assets according to the latest announced financial statements, whichever is the last, with any "related party" except after the approval of the Company's General Assembly and after that evaluation has been made by the Auditor. Assembly Meetings on 8 March 2022.

The Report of the account provider is submitted to the Company's General Assembly, and after those deals and transactions have been evaluated by the Auditor, the Report of the account provider is submitted to the General Assembly provided that it includes the type and details of those transactions and deals, their value, the nature and extent of the interest and the stakeholder, and an indication of whether they are in accordance with market prices and on a purely commercial basis. This approval is renewed annually if these transactions and deals are of a periodic nature and must be included in the Agenda of the following General Assembly so as to complete the procedures for its conclusion.¹⁹

Article (57)

No "related party" who is a party or has a connection with a transaction, relationship or deal entered into by the Company may attend the Meetings of the General Assembly or the Board while discussing that process, relationship or deal besides being not entitled to vote on the decisions issued by the General Assembly or the Board in this regard.

All relationships that the Company establishes with a third party must be in the interest of the Company, and all transactions concluded by the Company must be in accordance with the market prices on a purely commercial basis and must not include conditions that contradict the interest of the Company.²⁰

Article (58)

If the Company intends to enter into any deal or group of related deals aiming at acquiring, selling, leasing, exchanging or disposing (except for the creation of guarantees) of the Company's assets or that the Company will earn or those deals that would change the basic nature of the Company's business and that its total value exceeds (10%) of the market value of the Company or the value of the Company's net assets according to the latest announced financial statements, and if that deal or deals would prejudice the ownership of the capital or might harm the interests and rights of Shareholders in general and the minority in particular, the Company shall present the matter to the General Assembly, if the Shareholders object to these deals, that objection must be recorded in the Minutes of the General Assembly Meeting and that appropriate measures are taken to guarantee the rights of the Shareholders.

Notary

//Signature//

¹⁹- This Article was amended under the resolution of the Extraordinary General Assembly held on 8 March 2022.

²⁰- This Article was amended under the resolution of the Extraordinary General Assembly held on 8 March 2022.

The Parties

Witnesses

- | | | |
|-----------------------------|-----------|-----------|
| 1- Signature Affixed | 2- | 3- |
| 4- | 5- | 6- |
| 7- | 8- | 9- |
| 10- | 11- | 12- |

Documentation Seal

State of Qatar
Ministry of
Justice
Department of
Documentation

Ooredoo Q.P.S.C.

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P.O. Box 217, Doha, Qatar | C.R. No.: 21183
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Company's Authorized Capital (QAR 5,000,000,000)
Company's Issued & Paid Up Capital (QAR 3,203,200,000)

ooredoo.qa

أريد ش.م.ق.ع.

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رأس مال الشركة المصرح به (5,000,000,000) ر.ق.
ورأس مالها المصدر (3,203,200,000) ر.ق.

The Company's capital structure and every agreement it enters into regarding it shall be disclosed and the owners of (5%) or more of the Company's shares, directly or indirectly shall be disclosed as well.

CHAPTER SIX COMPANY FINANCE

Article (59)

The Company's financial year shall begin on January 1st and end on December 31st of every year.

Article (60)

The Board of Directors shall prepare an Annual Report on the previous year's financial statements, including the Company's balance sheet and profit and loss account, in a timely manner to allow the General Assembly to convene, within three months after the end of the financial year.

The Board shall also prepare a Report on the Activities of the Company during the previous financial year and its financial status at the end of the same year.

Article (61)

A percentage to be determined by the Board shall be deducted annually from the gross profit for the following purpose:

- a- To cover the cost of depreciation or compensate for the reduction of the value of the Company's assets.
- b- To cover the Company's obligations under Labor Laws.

Article (62)

The net profits shall be distributed as follows:

- 1- Ten percent (10%) of the net profits shall be deducted annually to be allocated for the compulsory reserve account. If the Company has issued new shares in accordance with the provisions of Article 19 of its Articles of Association, of a value more than its nominal value, that value shall be added to the compulsory reserve account. The General Assembly may stop this deduction if the reserve amounts to 50% of the nominal issued capital. It can also decide on using the excess of this limit in areas it deems beneficial to the Company and its Shareholders. If the reserve becomes less than the above-mentioned percentage, the deduction shall be resumed to raise the reserve to 50%.

Notary

//Signature//

The Parties

Witnesses

- | | | |
|-----------------------------|-----------|-----------|
| 1- Signature Affixed | 2- | 3- |
| 4- | 5- | 6- |
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ورأس مالها المصرح (3,203,200,000) ر.ق.

2 - The General Assembly shall deduct a part of the profit to face the Company's obligation under Labor Laws.

The Ordinary General Assembly may, on the recommendation of the Board, decide to deduct parts of net profits to be allocated into an optional reserve account, this reserve is used on areas decided by the General Assembly, then an amount sufficient for distributing initial dividends to the Shareholders equal to at least five percent (5%) of the paid part of their shares shall be deducted from the net profits. If in any year, the profits realized would not allow for such distribution of Dividends from the profits of any subsequent years. The Ordinary General Assembly may delegate the Board the power to distribute Semi-Annual Dividends on account of the final Dividends among the Shareholders based on the results of the Semi-Annual audited financial statements provided that such distribution shall be made with the consent of and in accordance with terms approved by the Department of Trade Affairs of the Ministry of Economy and Trade.

3 - A maximum of five percent (5%) of the remaining profits shall be allocated for the remuneration of the Board Members. The rest of the profits shall be distributed to the Shareholders as additional Dividends, or carried forward to the following year, in accordance with a recommendation of the Board, or allocated for setting up an extraordinary reserve fund or depreciation fund.²¹

Article (63)

The reserve funds shall be used for the best benefit of the Company based on a Board of Directors' resolution.

Article (64)

Dividends shall be paid to the Shareholders on the date and in the place determined by the Board. The eligibility to receive the profits that the General Assembly approved to distribute, whether they are cash or free shares, to the Shareholders registered in the Shareholders' registry with the depository at the end of exchange on the day of the General Assembly Meeting.

²¹- This Article has been amended by a resolution of the Extraordinary General Assembly Meetings on 8 March 2022.

Notary

//Signature//

The Parties

Witnesses

1- Signature Affixed	2-	3-
4-	5-	6-
7-	8-	9-
10-	11-	12-

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CHAPTER SEVEN

DISSOLUTION AND LIQUIDATION OF THE COMPANY

Article (65)

Should the Company lose half of its capital, the Board Members shall call for an Extraordinary General Assembly Meeting to decide on whether it will be dissolved prior to the end of the term specified in these Articles of Association or otherwise continue to operate its business. If the Board didn't call for an Extraordinary Meeting of the General Assembly, or was not able to make a decision on such matter, then the stakeholder may request the competent court to dissolve the Company.

Article (66)

When the term of the Company expires, or in case of its dissolution prior to the end of its term, the General Assembly shall, at the request of the Board of Directors, determine the mean of liquidation of the Company and shall appoint a liquidator, or a number of liquidators, and define their powers. The mandate of the Board of Directors shall terminate upon the appointment of the liquidators, but the powers of the General Assembly shall remain in force until the process of liquidation is completed and the liquidator's liability is discharged.

Article (67)

The provision of Companies Law No. 11 for the year 2015 and its amendments with Law No. 8 for the year 2021 and any amendment on it shall apply on any matters that have not been mentioned in these Articles of Association.

Signature

Chairman

//Signature Affixed//

Documentation Minutes

On Tuesday, 17/5/2022 at the Headquarters of the Documentation Department at the Ministry of Justice, appeared before me..... the notary in the Department, the above-signed persons and presented this document requesting the authentication thereof, consequently, I checked such as well as the capacity and identity of the above-signed, but I did not find any legal preventative for documentation. Then I recited document and explained the legal effects thereto, accordingly, the above-signed read and signed the document before me.

The Documentation Department is not responsible for this document, its contents or the obligations arising from it.

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The Notary

The First Witness:

Name:

Nationality:

ID No:

Signature:

The Second Witness:

Name:

Nationality:

ID No:

Signature:

