



NOTICE OF 2017 ANNUAL GENERAL MEETING

Ooredoo Maldives Plc. (the "Company") is pleased to announce that its 2017 Annual General Meeting ("AGM") will be held on Sunday, 1st October 2017, at 20:30 hrs. at Dharubaaruge Rannabandeyri Maalam, Male', Republic of Maldives.

Agenda:

Agenda Item 1: **Recitation of Holy Quran.**

Agenda Item 2: **Approval of the minutes of the 2016 Annual General Meeting.**

Ordinary Resolution: That the minutes of the 2016 Annual General Meeting are hereby approved. The 2016 AGM was held when Ooredoo Maldives Plc was a private company. The draft minutes can be accessed on the Company's website by accessing the link <http://www.ooredoo.mv/investors/>.

Agenda Item 3: **Approval of the Audited Balance Sheet, Profit and Loss Account and the Auditors Report of the Company for the year ended 31st December 2016.**

Ordinary Resolution: That the Audited Balance Sheet, Profit and Loss Account and the Auditors Report of the Company for the year ended 31st December 2016 are hereby approved.

The Audited Balance Sheet, Profit and Loss Account and the Auditors Report can be accessed on the Company's website by accessing the link <http://www.ooredoo.mv/investors/>.

Agenda Item 4: **Approval of the Company's Directors' Report for the year ended 31 December 2016.**

Ordinary Resolution: That the Company's Directors' Report for the year ended 31st December 2016 is hereby approved.

The Directors' Report can be accessed on the Company's website by accessing the link <http://www.ooredoo.mv/investors/>.

Agenda Item 5: **Ratification of the appointment of the Auditors for 2017 and their remuneration.**

Ordinary Resolution: That the appointment of KPMG to hold office as the Auditors of the Company for the year 2017 at a remuneration of US\$ 39,800 (exclusive of tax and out of pocket expenses incurred directly in connection with the engagement to be

charged on an actual basis subject to a maximum of 5% of the fee) is hereby approved.

The following parties have submitted proposals for appointment as Auditors of the Company for the year 2017:-

Name	Proposed Fee (US\$)*
KPMG Maldives (Company Auditors for the year 2016)	39,800
PriceWaterhouseCoopers Maldives	45,425
Ernst & Young Maldives	46,115
*Fees are exclusive of tax. Out of pocket expenses incurred directly in connection with the engagement will be charged on an actual basis subject to a maximum of 5% of the fee.	

All proposals have been reviewed by the Audit Committee, which has recommended the appointment of KPMG to the Board of Directors. The Board of Directors requests the Shareholders to ratify the appointment of KPMG.

Agenda Item 6: **Appointment and Election of Directors**

Pursuant to the Articles of Association of the Company, a Shareholder holding 12.5% of the total issued shares of the Company is entitled to appoint 1 person to be a Director, with the exception that the general Shareholders (which shall mean all the Shareholders except Wataniya International FZ-LLC), are entitled to appoint 1 person to be a Director even if the percentage of Shares held by such Shareholders is less than 12.5%.

Agenda Item 6(a): **Appointment of Director by Wataniya International FZ-LLC**

Wataniya International FZ-LLC holds 90.5% of the total issued shares of the Company and is thus entitled to 7 persons to the Board of Directors and has nominated Dr. Shaikha Al-Jabir.

The profile of Dr. Shaikha Al-Jabir. can be accessed on the Company's website by accessing the link <http://www.ooredoo.mv/investors/>.

Agenda Item 6(b): **Election of Director by the general Shareholders**

The general Shareholders hold 9.5% of the total issued shares of the Company and are thus entitled to elect 1 Director to the Board of Directors to represent such shareholders. The names of eligible applicants are stated below:-

- (a) Mr. Ibrahim Firushan;
- (b) Ms, Fareeha Shareef;
- (c) Mr. Ahmed Zuhoor.

The profiles of the applicants can be accessed on the Company's website by accessing the link <http://www.ooredoo.mv/investors/>.

Agenda Item 7: Discussions by Shareholders

Copies of Documents

Shareholders can also obtain copies of the documents listed in the Agenda Items from Ooredoo Maldives Plc's office at 5th Floor, H. Sunleet, Boduthakurufaanu Magu, Male', Republic of Maldives during office hours 8:30am to 4:30pm.

Shareholders eligible to attend the AGM

Persons (including legal entities) registered as shareholders of the Company as of 17:00 hrs on Wednesday, 13th September 2017 are eligible to attend the AGM. Eligible shareholders are requested to pre-register their attendance by submitting the "Registration Form" by no later than 17:00 hrs on Monday, 25th September 2017 at Ooredoo Maldives Plc's office at 5th Floor, H. Sunleet, Boduthakurufaanu Magu, Male', Republic of Maldives or by e-mailing the Registration Form to investor.relations@ooredoo.mv. Registration forms are available from Ooredoo Maldives Plc's office at 5th Floor, H. Sunleet, Boduthakurufaanu Magu, Male', Republic of Maldives and also from the Company's website <http://www.ooredoo.mv/investors/>.

Proxy Form

A Shareholder entitled to attend and vote is entitled to appoint one proxy to attend and vote in place of such Shareholder and such proxy need not be a Shareholder of the Company, but a Director cannot be a proxy for any Shareholder. A proxy must be over the age of 18 years on the date of registration as a proxy and one person can only act as proxy for a maximum of 100 Shareholders.

Shareholders who wish to appoint a proxy to attend the AGM on their behalf may do so by submitting a "Proxy Form". Proxy forms should be submitted by no later than 17.00 hrs on Thursday, 28th September 2017 to Ooredoo Maldives Plc's office at 5th Floor, H. Sunleet, Boduthakurufaanu Magu, Male', Republic of Maldives or by e-mailing the Proxy Form to investor.relations@ooredoo.mv

Proxy Forms will be available from Ooredoo Maldives Plc's office at 5th Floor, H. Sunleet, Boduthakurufaanu Magu, Male', Republic of Maldives and also from the Company's website <http://www.ooredoo.mv/investors/>

The appointment of a proxy can be revoked by submitting a "Proxy Revocation Form" by no later than 17.00 hrs on Thursday, 28th September 2017 to Ooredoo Maldives Plc's office at 5th Floor, H. Sunleet, Boduthakurufaanu Magu, Male', Republic of Maldives or by e-mailing the Proxy Form to investor.relations@ooredoo.mv. Any Shareholder who has appointed a proxy can thereafter attend the AGM in person only if the proxy has been revoked by submission of a Proxy Revocation Form.

The Company may (but shall not be under any obligation) call Shareholders to verify the appointment of a proxy.

Pre-registration Forms, Proxy Forms and Proxy Revocation Forms which are incomplete, illegible, unclear or do not contain all the supporting documents will be rejected at the discretion of the Company.

Registration at AGM on 1st October 2017

Shareholders (including those who have pre-registered to attend the AGM) and proxy holders are requested to be present at Dharubaaruge Rannabandeyri Maalam, Male', Republic of Maldives for registration between 19:30 hrs and 20:30 hrs on Sunday, 1st October 2017 prior to entering the AGM venue. Please present your identification (identity card/ passport) to the counter for registration. Persons who do not register at the counter prior to entering the AGM venue will not be entitled to participate and vote at the AGM.

General Information on Voting

All Shareholders of the Company as of 17:00 hrs on Wednesday, 13th September 2017 are eligible to attend the AGM in person or by proxy and participate and vote in person or by proxy.

Each Shareholder who is present in person (or by proxy) shall have 1 (one) vote per Agenda Item.

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