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الرقم: ه.أ.م/إ/2013/011
3 يونيو 2013

3 June 2013

الأستاذ/ حسن السركال المحترم
نائب رئيس تنفيذي - رئيس تنفيذي العمليات – رئيس قطاع العمليات
سوق دبي المالي
دبي - الإمارات العربية المتحدة

Mr. Hasan Al Serkal
Executive Vice President, Chief Operations Officer (COO), Head of Operation Division
Dubai Financial Market
Dubai -United Arab Emirates

الموضوع: **إخطار بنتائج إجتماع مجلس إدارة شركة الإمارات للإتصالات المتكاملة ش.م.ع. "دو"**

Subject: **Emirates Integrated Telecommunications Company PJSC (the "Company") - Notification of the results of the Board of Directors meeting**

تحية طيبة وبعد ،،،

Dear Mr. Al Serkal,

يسرنا إفادتكم بأن إجتماع مجلس إدارة شركة الإمارات للإتصالات المتكاملة ش.م.ع. "دو" قد انعقد في تمام الساعة 2:00 مساء يوم الأثنين الموافق 3 يونيو 2013 في مقر الشركة ببرج السلام، وقد قرر الموافقة على التالي:

1- تعيين هنا الرستماني كعضو مجلس إدارة
2- تعيين عبدالحميد سعيد كنائب رئيس مجلس الإدارة
3- عرض استثمار في حقوق ملكية مركز الخزنة للبيانات المحدود (تعارض في المصالح).*

Please be informed that the Board of Directors at its meeting held at 2:00 pm, on Monday 3rd June 2013, in Al Salam Tower, has approved the following:

1- The appointment of Hana Al Rostamani as Board member
2- The appointment of Abdulhamid Saeed as Vice Chairman.
3- Investment proposition into the equity of Khazna Data Center Limited (Related Party).*

وتفضلوا بقبول فائق الشكر والتقدير،،،

Yours sincerely,

حنان أحمد
أمين عام مجلس الادارة

Hanan Ahmad
Company Secretary

- نسخه لهيئة الاوراق المالية والسلع

*المرفقات: تفاصيل الإتفاقية

- Copy to Securities and Commodities Authority

*Attachment: Details of the agreement

شركة الإمارات للإتصالات المتكاملة (ش.م.ع.)
ص.ب. ٥٠٢٦٦٦، دبي، الإمارات العربية المتحدة
هاتف ٣٦٠٠٠٠٠ (٤) ٩٧١+ فاكس ٣٦٠٤٤٤٠ (٤) ٩٧١+ www.du.ae

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رأس مال مصرح به ومصدر ومدفوع بالكامل بقيمة ٤,٥٧١,٤٢٨,٥٧١ درهم
رخصة تجارية رقم ٥٧٦٥١٣؛ سجل تجاري رقم ٧٧٩٦٧

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1 – Name of the conflicted board member and nature and extent of the interest

Jassem Al Zaabi - The transaction comprises the purchase by du of 10% of the share capital of Khazna Data Center Limited (**Khazna**) (the **Transaction**). Mubadala is the whole shareholder of Technology Holding Company LLC (**THC**) which in turn owns 100% of the share capital of Khazna (the target company in the Transaction). Jassem al Zaabi is the Executive Director of Information and Communications Technology (**ICT**) unit of Mubadala Development Company PJSC (**Mubadala**). Mubadala's ICT unit team has been in negotiations with du Management in relation to the Share Sale Agreement and Shareholders Agreement (under negotiations) to be entered into between du and THC.

Waleed Al Muhairi - Chief Operations Officer of Mubadala. Mubadala is the ultimate sole shareholder of Khazna, as set out above.

Abdulhamid Saeed - Board member - Mubadala

2 – Name of the conflicted shareholder

In accordance with du Related Party Transactions Policy, a party in a transaction is related to du if directly or indirectly that party is under common control with du or has an interest in du that gives it significant influence over du. By virtue of THC being a Mubadala subsidiary, THC and du are under common control of Mubadala. In addition, Mubadala, in its capacity as shareholder of du, has an interest in du that gives it significant influence over du.

3 – Nature and conditions of the Transaction

The Transaction comprises the purchase by du of 10% of the share capital of Khazna. du and THC are on negotiations in relation to the terms of a Share Sale Agreement and Shareholders Agreement (together the **Agreements**) to be entered into between du and THC. In accordance with the Agreements, du has the right to appoint one director to the board. There are certain reserved matters at the level of the shareholders and directors for which a qualified majority of votes representing 75% of the share capital is required. Therefore, unless du purchases further shares of Khazna, du by purchasing 10% of the share capital of Khazna will not have a significant influence or control over Khazna.

4 – Amount

The consideration for the purchase of shares to be paid by du is based on the total nominal value of the outstanding and issued share capital of Khazna and the total outstanding amount of shareholder loans divided by the total number of shares. The Shareholders Agreement provides that du will be required to fund Khazna through capital calls. The funding requirements are set out in a funding plan and relate to the construction of the facilities to operate a data center. The maximum financial commitment of du for the purchase of shares and the initial funding requirements is AED 57.5 million.