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Before deciding to take up any rights under the Rights Issue you should (a) consult a financial adviser and obtain your own financial advice and (b) ensure that you have read carefully the circular to shareholders of the Company ("**Shareholders**") relating to the Rights Issue (the "**Shareholder Circular**").

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## **PRESS RELEASE**

### **du proposes rights issue to fund accelerated growth strategy**

- Growth strategy builds on du's strong operational and financial track record since inception, notably capturing approximately a third of the UAE mobile market in just three years
- Plan to raise AED 1 billion to build an industry-leading infrastructure that enhances the overall customer experience
- Move expected to enable du to target investment grade status and diversify its funding sources in the future
- Founding shareholders have affirmed their belief in the strategy and will fully underwrite the rights issue

**Dubai, UAE, 19 April 2010** – Emirates Integrated Telecommunications Company, PJSC ("du"), announced today that it proposes to raise AED 1 billion through a rights issue. The capital raised will fund an accelerated growth strategy that will build on the company's track record as a leading integrated telecommunications service provider in the UAE.

An Extraordinary General Meeting ('EGM') will be held on 11 May 2010 to approve the increase in the company's share capital and the issue of new shares to shareholders on a pro rata basis. The rights issue subscription period is expected to start on 27 May 2010 and end on 8 June 2010. The subscription price will be determined by the Board on or about 11 May, subject to final approval by shareholders at the EGM, at a price of up to AED 1.91 per new share.

#### **Transaction rationale**

- Deliver on commitment to customers by continuing to enhance network capabilities and expand fixed and mobile infrastructure;

- Invest in the next phase of growth by accelerating du's capital expenditure programme to become *the* preferred integrated telecommunications provider in the UAE; and
- Transform the Company from a high growth early stage venture to a more mature company with efficient management of future funding requirements. A detailed review of du's capital structure was carried out that resulted in a roadmap to follow over the next few years that included achieving investment grade status and accessing a range of funding sources in the future. In light of this, the Board concluded that an injection of equity would be a proactive first step in achieving this plan.

The founding shareholders of du (Emirates Investment Authority, Mubadala Development Company PJSC and Emirates Communications and Technology LLC), holding approximately 80% of the Company, fully support the rights issue and have agreed to vote in favour of the resolutions to be proposed at the EGM. The founding shareholders have also agreed to take up their rights in full and oversubscribe for any new shares remaining after all other shareholders have had the opportunity to take up their rights and oversubscribe for additional new shares.

J.P. Morgan is acting as Rights Issue Co-ordinator and Bookrunner and Mashreqbank is acting as Lead Receiving Bank for the rights issue.

**Ahmad Bin Byat, Chairman of du, said:**

"When we launched our services in February 2007, our goal was to become a competitive telecommunications service provider in the UAE, and by 31 December 2009 we had successfully reached a mobile market share in excess of 32 per cent., having shown excellent resilience to the challenging global economic conditions in 2009.

"One of our goals is to transform du from a high growth early stage venture to a more mature company with efficient management of future funding requirements. The capital raised through this rights issue will provide the necessary first step in taking the Company forward to achieve its goals.

"du's management team continues to work hard to provide innovation, value for money and excellent service to our customers. There is a wealth of opportunity before us and we remain focused on capitalising on these opportunities, our position in the market place and the exemplary work our employees have put in to achieve the highest levels of customer satisfaction."

**Commenting, Osman Sultan, Chief Executive Officer of du, said:**

"This rights issue is an important and strategic move that will contribute significantly to delivering on our accelerated and efficient growth strategy.

"We have consistently reported strong financial results, with 2009 having been our strongest yet. Underlying this success is a robust strategy, within which customer satisfaction is central. During 2009 we have been dedicated to improving network capabilities, expanding

our broadband infrastructure and increasing mobile coverage, and to this end we have invested in excess of AED 2.4 billion in 2009, and expect to commit AED 2.2 billion more in 2010.

"The AED 1 billion we are seeking to raise will allow us to continue to deliver on our promise, ultimately enabling the Company to carry on building a successful, sustainable telecommunications business. The additional capital is critical to making this happen. To this end, we are very encouraged by the decision of the founding shareholders to fully subscribe to their rights and to oversubscribe should the opportunity present itself."

### **Extraordinary General Meeting ('EGM')**

Shareholders are encouraged to attend and vote at the EGM at 10am on 11 May 2010 at the Habtoor Grand Resort & Spa in Dubai to approve the rights issue and the related increase in the Company's share capital.

The EGM will be held to consider and approve resolutions related to the matters below (the "Resolutions"):

1. That the invitation to Shareholders to subscribe for new shares of nominal value AED 1.00 in the capital of the Company ("New Shares") on a priority basis at an issue price to be approved by Shareholders pursuant to resolution 2 to raise AED 1,000,000,000 (the "Rights Issue") be approved.
2. That the issue price of the New Shares be approved by Shareholders attending and voting at the EGM upon the recommendation of the Board (but which shall not be more than AED 1.91 per New Share).
3. That the increase in the share capital of the Company from AED 4,000,000,000 in accordance with Federal Law No. 8 of 1984 concerning Commercial Companies, as amended, and the Company's articles of association by such amount as results from the issue of such number of New Shares (rounded up to the nearest whole number) as are required to implement the Rights Issue (the "Capital Increase") be approved.
4. That the Board be authorised to implement the Rights Issue and the Capital Increase and issue the New Shares without further reference to the general assembly of the Company within the period of three months from the date of the EGM.
5. That, on completion of the Capital Increase, the articles of association of the Company be amended to reflect the Capital Increase and new articles of association in the form tabled at the EGM be approved and adopted by the Company.

### **Expected Timetable of Principal Events**

| <b><u>Events prior to the commencement of the subscription period</u></b> | <b><u>Date (2010)</u></b> |
|---------------------------------------------------------------------------|---------------------------|
| Announcement of the approval by the Board of the Rights Issue             | 7 am on 19 April          |
| Shareholder Circular is published on the Company's website                | 19 April                  |

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|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| Notice of EGM mailed to shareholders and published in two UAE daily Arabic language newspapers and one UAE daily English language newspaper                                                        | 19 April                        |
| EGM Record Date for entitlement of shareholders to vote at the EGM                                                                                                                                 | 5 pm on 10 May                  |
| Publication of first quarter 2010 financial results                                                                                                                                                | 8 am on 11 May                  |
| EGM to approve the Resolutions, including the Issue Price                                                                                                                                          | 10 am on 11 May                 |
| Announcement of results of EGM                                                                                                                                                                     | No later than<br>5 pm on 11 May |
| Invitations to holders of existing shares at the Record Date to participate in the Rights Issue published in two UAE daily Arabic language newspapers and one UAE daily English language newspaper | 12 May                          |
| Record Date for entitlement of shareholders to participate in the Rights Issue                                                                                                                     | 5 pm on 17 May                  |
| Mailing of invitation letters (to holders of existing shares at the Record Date only)                                                                                                              | From 23 May                     |

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|----------------------------------------------------------------------------|---------------------------|
| <b><u>Events following the commencement of the subscription period</u></b> | <b><u>Date (2010)</u></b> |
|----------------------------------------------------------------------------|---------------------------|

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|---------------------------------------------------------------------------------------------------------------------------------------|-------------------------|
| Commencement of the subscription period                                                                                               | On or around<br>27 May  |
| Last time and date for acceptance of completed subscription forms and payment in full at the receiving bank(s)                        | 2 pm on 8 June          |
| Mailing of letters to shareholders to notify them of the number of New Shares allocated to them                                       | From 22 June            |
| Refunds made to shareholders who did not receive the number of additional New Shares applied for (including interest accrued thereon) | From 22 June            |
| Dealings in New Shares commence on the Dubai Financial Market                                                                         | On or around<br>27 June |

*The times and dates set out in this expected timetable of principal events may be adjusted by us, in which event details of the new times and/or dates will be notified to Shareholders.*

## **Further information**

Additional information follows and forms part of this announcement.

### **Online information:**

A dedicated page for the Rights Issue can be found in the Investor Relations section of du's website and accessed via the Company's website [www.du.ae/investors](http://www.du.ae/investors).

### **Enquiries:**

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du

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### **Notes to Editors**

du, a leading integrated telecommunications service provider in the UAE, launched mobile telecommunication services in February 2007 across the UAE, in addition to internet and pay TV services in several Dubai free zones. Call Select, du's nationwide fixed line services for voice telephony, was launched in July 2007.

The financial year ended 31 December 2009 demonstrated the underlying quality and strength of du's business. It was universally recognised as the most challenging year in recent times for the world economy, however, against this challenging environment, du achieved its third consecutive year of growth. Revenues increased by 35% to AED 5.3 billion in 2009 and EBITDA rose by 189% to AED 1.1 billion. du also built on its first year of net profit (before royalty) in 2008 to reach a net profit (before royalty) in 2009 of AED 528.2 million.

Based on data published by the Telecommunications Regulatory Authority ('TRA'), the majority of new mobile subscribers in the UAE come to du. The Company believes this is testament to the reputation du has built for the quality of its mobile network, innovative services and the value offered to customers. In fact du's mobile subscriber base increased by 1 million to 3.48 million customers in 2009 and the number of post-paid mobile subscribers more than doubled during the year to 137,500. At the end of 2009, the Company had approximately 406,000 fixed line customers, an increase of 45% from the end of 2008.

For business customers, du business offers include Closed Business User Group and preferred International Destinations. du Broadcast Services division brings scalable media technology platforms and telecommunication solutions to the broadcasting community through its world class teleport (Samacom) and Master Control Room (MCR) facilities.

du products and services for consumers and business are available through du's retail network, currently comprising of over 30 du shops located in strategic locations across the UAE, more than 3000 authorized dealers or through du e-shop, accessible at <http://www.du.ae/en/where-to-buy/eshop.html>. du shops are a "one stop shop" for mobile service, carrier select and the payment of the service bills.

du is 39.5 per cent. owned by Emirates Investment Authority, 19.75 per cent. by Mubadala Development Company PJSC, 19.5 per cent. by Emirates Communications and Technology LLC and the remaining stake by public shareholders. It is listed on the Dubai Financial Market (DFM) and trades under the name du.

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This announcement and the information contained herein is not an offer of securities for sale, or solicitation of an offer to purchase securities, in the United States (including its territories and possessions, any State of the United States and the District of Columbia), Canada, Australia or Japan. The securities discussed herein have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or under any securities laws of any state or other jurisdiction of the United States and accordingly may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except pursuant to registration of the securities under the Securities Act or an applicable exemption from the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offer of securities in the United States.

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The Company is not taking any action to permit an offering of the securities discussed herein in any jurisdiction outside the United Arab Emirates. This announcement is only directed at Shareholders who hold shares in the Company as at 5.00 p.m. on 17 May 2010 (the "**Record Date**"). The securities are

only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, Shareholders as at the Record Date.

J.P. Morgan is acting exclusively as Rights Issue Co-ordinator and Bookrunner for the Company for the purposes of the Rights Issue and no one else in connection with the Rights Issue and will not regard any other person as a client in relation to the Rights Issue and will not be responsible to anyone other than the Company for providing the protections afforded to clients of J.P. Morgan nor for giving advice in relation to the Rights Issue or in relation to any matter, transaction or arrangement referred to in this announcement or the Shareholder Circular.

This announcement may contain "forward-looking statements" concerning the Company. Generally, the words "will", "may", "should", "continue", "believes", "expects", "intends", "anticipates" or similar expressions identify forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those suggested by them. Many of these risks and uncertainties relate to factors that are beyond the Company's ability to control or estimate precisely, such as future market conditions and the behaviour of other market participants, and therefore undue reliance should not be placed on such statements. Neither the Company, J.P. Morgan nor any other entity involved in the Rights Issue or their respective advisers, assumes any obligation to, and does not intend to, update or revise publicly these forward-looking statements, except as required pursuant to applicable law.

This announcement does not constitute a recommendation concerning the Rights Issue. The value of shares (including the securities discussed herein) can go down as well as up. Past performance is not a guide to future performance. Shareholders as at the Record Date should consult a professional advisor as to the suitability of the Rights Issue for the individual concerned.

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