

# CORPORATE GOVERNANCE

2019 REPORT

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Matters |



etisalat

Emirates Telecommunications Group  
Company (Etisalat Group) PJSC

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# 01 INTRODUCTION

Emirates Telecommunications Group Company PJSC ("Etisalat Group") created an optimal governance environment for its business and activities by committing itself to the best local and international governance rules throughout its operations. Etisalat Group reinforced the principles of transparency, accountability, responsibility and equity, and determined the rights and responsibilities of every stakeholder. The Company also established grounds for cooperation with external auditors to produce reliable reports that are consistent with the International Financial Reporting Standards (IFRS). By this, Etisalat Group was able to create a workplace environment that ensures the integrity of its operations and protects the interests of its shareholders.

The governance report is one of the most important platforms for transparency and interaction with the public given the fact that the governance is embodied in an array of rules and measures under which the Company is run and controlled and it regulates the relations between the Board of Directors, executive management, shareholders and other stakeholders. Moreover, governance handles corporate social responsibility with due attention. This report works on bringing the foregoing to the attention of the public and enables the shareholders to get acquainted with what the Company does in these aspects.

This report tackles the charters, policies and mechanisms that govern the Company's work in the field of governance. It also touches on Etisalat Board of Directors, the Board's Committees, the duties assumed by the Board and by its committees, the Board members' remunerations and their tradings in the Company's securities. Further, it makes mention of the executive management, the related party transactions, the internal control, external audit, the Investor Relations Department, the important events in the Company, its financial indicators and the innovative initiatives during 2019.



## 02 IMPLEMENTATION OF GOVERNANCE RULES

The corporate governance has witnessed an overwhelming interest and has become one of indispensable substantial requirements for the public joint stock companies. Thus, Etisalat Group pioneered in adopting effective governance criteria and measures and is now running its different operations with an integrated system of policies and mechanisms that aim to achieve transparency and to ease and accelerate the achievement of its operations while keeping pace with the fast growing developments in the telecommunications industry.

The Company, in developing these policies and mechanisms, took into account the legislations in force in the UAE, especially the Resolution of Securities and Commodities Authority Chairman No. (7/R.M.) of 2016 regarding the Standards of Corporate Discipline and Governance of Public Shareholding Companies, as amended, ("SCA Resolution No. 7 of 2016") in addition to best international governance practices that are compatible with the said SCA resolution.



Below is a brief summary for some of the policies under which Etisalat Group operates:

### 2.1 BOARD MEMBERSHIP POLICY

Board membership is deemed one of the crucial elements for the Company's well established governance and defining the Company's path towards success and advancement. Therefore, the Company introduced a full-fledged policy to govern Board membership.

This policy included all the provisions and controls, which stipulate the criteria and procedures for such membership. It also explained how the Board is formulated, its term and the provisions related to the Board's Chairman and Vice-Chairman as well as the category of the directorship, be it executive, non-executive, dependent or independent. The policy further set an election mechanism for Board membership and defined the cases of membership expiry/termination and filling the vacant seats of the Board of Directors.

### 2.2 EXTERNAL AUDITOR POLICY

Etisalat Group has always considered the audit function as one of the fundamental control aspects for ensuring integrity of its business. Hence, given the essentiality of the mandates of the External Audit, the Company set a policy that regulates all affairs of the External Auditor in full harmony with the requirements and rules stipulated in the relevant governance and corporate discipline standards in the UAE.

This policy regulated all matters related to the External Auditor including the mechanism of its engagement, its dismissal, its resignation, its requisite qualities, its obligations and duties, the functions it is prohibited to undertake, the consultancies and works it is allowed to engage in.

### 2.3 INSIDERS' SECURITY TRADING POLICY

Etisalat has introduced this policy to set out the controls governing the trading in Etisalat securities by Insiders whom the policy defines as the persons who gain access to material information relating to the Company. This policy also clarified the nature of material information, the mechanism that governs the Insiders' trading and the prohibition periods during which Insiders' cannot buy or sell the Company's securities.

### 2.4 POLICY OF HOLDING SHAREHOLDERS' GENERAL ASSEMBLY

The General Assembly is the supreme apparatus of the Company where the shareholders congregate to resolve the Company's most essential matters. Therefore, the Company set a policy that defines the General Assembly's competencies, jurisdictions, the rules and procedures that govern the call for its convention and the controls that govern its valid functionality in terms of quorum, mechanism of voting, mechanism of passing resolutions and any other matters that relate to the General Assembly and control its functionality. Under the aforesaid policy, the Company could call for and convene its General Assemblies with proficiency and transparency.

### 2.5 DIVIDEND POLICY

In the Company's constant endeavour to create a transparent habitat for shareholders, the Company set a policy for the dividends that mirrors all its provisions and procedures.

The policy defines the principles that govern all the Company's procedures in relation to all dividends' matters including the resolutions related to specifying the quantum of the dividends and the procedures related to the pay-out of dividends. This policy also indicates in details how and why relevant resolutions are made and the grounds on which the value of dividends to be paid out to shareholders is decided. In addition, this policy stipulates other requirements that the Company should observe and take into consideration to preserve the interests of the Company and its shareholders with regard to dividends.

### 2.6 BOARD MEMBERS CONFLICT OF INTEREST POLICY

Viewing the soundness of the its operations, maintaining transparency and adoption of governance best practices as highly crucial, the Company introduced a policy that controls the cases where Board's members have conflict of interest.

# 02

This policy prescribes a framework explaining how to treat the deals and transactions where the Board member or the body, which he represents in the Board, has an interest in conflict with the Company's interest. This Policy also functions as a guide for the Board members on how to handle such deals and transactions and on the responsibility of the Board members for recognising and making disposals on such cases, if any, so as to be treated in a way that observes the

best interest of the Company and its shareholders and fulfils the requirements of the SCA's Resolution No. 7 of 2016 in this connection.

## 2.7 BOARD CONFIDENTIAL INFORMATION DISCLOSURE POLICY

The Company set this policy to prescribe additional criteria to regulate the Board members' communications with stakeholders when such communications involve confidential information. This aims to keep the confidential information under the seal of secrecy and to prevent its abuse. Thus, this policy defined the confidential information in terms of its nature and how to be treated and preserved, and clarified the bases for the communications with other parties.

## 2.8 POLICY OF TRANSACTIONS WITH RELATED PARTIES

The Company established a comprehensive policy that defines the provisions and procedures related to the transactions concluded with the Related Parties in light of the provisions of the SCA's Resolution No. 7 of 2016 and the International Financial Reporting Standards (IFRS). The policy also provided for the measures that need to be taken in this kind of transactions.

This policy defines the Related Parties as the Chairman and Members of the Board of Directors, the members of the Executive Management, the employees of the Company, the companies in which any of those aforementioned persons owns a shareholding of not less than 30% of the capital and the subsidiaries, associates or sister companies of Etisalat Group. The policy further defined the procedures followed in the transactions with the Related Parties and defined the cases where the deal is deemed a transaction which is exclusive to deals, contracts or agreements concluded by Etisalat Group in relation to its non-core business or deals which include preferential terms and conditions that the Company does not usually award to the parties who make deals with it.

In addition to the above, this policy defined the concerns to be considered upon examining the deals with the related parties and the responsibilities related to such deals.



## 03 BOARD OF DIRECTORS

The Board of Directors ("the Board") is the authority that enjoys all the powers required for carrying out Etisalat business, except those reserved by Law or Etisalat Articles of Association for the General Assembly.

The Board of Directors comprises eleven members; some are appointed and others are elected directors. The Government Shareholder (Emirates Investment Authority "EIA" or any other body constituted as government representative in the Company by virtue of a Cabinet Resolution) has the right to appoint 7 Board Members in proportion to its shareholding in the Company while the remaining 4 Board seats are filled by members elected by other shareholders at the General Assembly. Currently, the Board consists of seven appointed and four elected members.

It is worth mentioning here that Etisalat pays incessant attention to female engagement in all aspects of its business including its Board, hence, a female director was appointed in the Company's Board of Directors bringing the feminine percentage in the Board to 9.1% of the total number of the Board members.

The table below shows the names, roles and capacities of the members in Etisalat Group's Board and its committees:

Name	Roles	Capacities
H.E. Obaid Humaid Matar Al Tayer	Chairman of the Board Chairman of IFC	Non-Executive & Independent
Essa Abdulfattah Kazim Al Mulla	Vice-Chairman of the Board Chairman of AC	Non-Executive & Independent
Sheikh Ahmed Mohd Sultan Al Dhahiri	Board Member Member in AC	Non-Executive & Independent
Hesham Abdulla Qassim Al Qassim	Board Member Chairman of NRC	Non-Executive & Independent
Mariam Saeed Ahmed Ghobash	Board Member Member in IFC Member in NRC	Non-Executive & Independent
Saleh Abdulla Ahmad Lootah	Board Member Member in IFC	Non-Executive & Independent
Juan Villalonga	Board Member Member in IFC	Non-Executive & Independent
Samer Saleh Mah'd Halawa	Board Member Member in AC	Non-Executive & Independent
Abdelmonem Bin Eisa Alserkal	Board Member Member in NRC	Non-Executive & Independent
Khalid Abdulwahid Hassan Alrustamani	Board Member Member in AC	Non-Executive & Independent
Otaiba Khalaf Ahmed Al Otaiba	Board Member Member in IFC Member in NRC	Non-Executive & Independent

The table below shows the names, roles and capacities of the members in Etisalat Group's Board and its committees whose term ended in 2019:

Name	Roles	Capacities
Eissa Mohamed Ghanem Al Suwaidi	Chairman of the Board Chairman of IFC	Non-Executive & Independent
Mohamed Sultan Abdulla Alhameli	Board Member Chairman of NRC	Non-Executive & Independent

The table below shows the names of the Government-appointed Board members and the starting dates of their appointments on the Board:

Name	Date of Accession to the Board
H.E. Obaid Humaid Matar Al Tayer	Nov 2019
Eissa Mohamed Ghanem Al Suwaidi	From Jun 2012 until Nov 2019
Essa Abdulfattah Kazim Al Mulla	Jun 2012
Hesham Abdulla Qassim Al Qassim	Mar 2015
Mariam Saeed Ahmed Ghobash	Mar 2018
Saleh Abdulla Ahmad Lootah	Mar 2018
Juan Villalonga	Sep 2018
Samer Saleh Mah'd Halawa	Jan 2019
Mohamed Sultan Abdulla Alhameli	From Mar 2015 to Jan 2019

The table below shows the names of the Board members elected by General Assembly and the starting dates of their Board membership:

Name	Date of Accession to the Board
Sheikh Ahmed Mohd Sultan Al Dhahiri	Apr 2000
Abdelmonem Bin Eisa Alserkal	Mar 2012
Khalid Abdulwahid Hassan Alrustamani	Mar 2015
Otaiba Khalaf Ahmed Al Otaiba	Mar 2015

### 3.1 BOARD OF DIRECTORS



**H.E. Obaid Humaid  
Matar Al Tayer**  
(Chairman)



**Essa Abdulfattah  
Kazim Al Mulla**  
(Vice-Chairman)



**Juan Villalonga**  
(Board Member)



**Khalid Abdulwahid  
Hassan Alrustamani**  
(Board Member)



**Mariam Saeed  
Ahmed Ghobash**  
(Board Member)



**Hesham Abdulla  
Qassim Al Qassim**  
(Board Member)



**Saleh Abdulla  
Ahmad Lootah**  
(Board Member)



**Otaiba Khalaf  
Ahmed Al Otaiba**  
(Board Member)



**Samer Saleh  
Mah'd Halawa**  
(Board Member)



**Sheikh Ahmed Mohd  
Sultan Al Dhahiri**  
(Board Member)



**Abdelmonem  
Bin Eisa Alserkal**  
(Board Member)



**Hassan Mohamed Al Hosani**  
(Group Corporate Secretary  
& Board Rapporteur)

## 3.2 PROFILES OF BOARD MEMBERS

The Company's Board has a varied array of expertise, skills and qualifications in various fields like telecom, information technology, banking, finance, investment, oil and gas, real estate, aviation, insurance, hospitality, etc. Below are the profiles of the current Board members:

### H.E. OBAID HUMAID MATAR AL TAYER

H.E. Obaid Humaid Al Tayer has been holding the post of Minister of State for Financial Affairs of UAE since February 2008. He also chairs Boards of Directors of a number of governmental bodies including Emirates Development Bank, Emirates General Petroleum Corporation and Al Ittihad Credit Bureau.

His Excellency holds the position of Deputy Chairman at General Tax Authority, the position of Board Member and Chairman of the Executive Committee at Emirates Investment Authority, the position of Deputy Chairman at General Pension and Social Security Authority and Deputy Chairman of Real Estate Authority.

With His Excellency's exceptional experience, he qualified to accede to several posts in a number of international and regional organisations including OPEC Fund for International Development (OFID) Governor, International Fund for Agricultural Development (IFAD), the Arab Fund for Economic and Social Development and Arab Monetary Fund. In addition, he holds the posts of Governor at Banque Arabe pour le Développement Économique (BADEA), the Multi Investment Guarantee Authority (MIGA), the Arab Investment and Export Credit Guarantees Corporation and International Islamic Trade Finance Corporation (ITFC).

His Excellency had also held the post of Deputy Governor and president of the Arab Group at the International Monetary and Financial Committee as well as the World Bank Group and the Islamic Development Bank Group (ISDBG).

His Excellency had further held the post of Chairman of Industrial Bank, Deputy Chairman of Real Estate Bank, Chairman of Dubai's Chamber of Industry and Commerce, Emirates Post Group Holding (EPG) and Federal Customs Authority (FCA).

His Excellency had also been a member in the Federal National Council and a member in Dubai Municipal Council, Dubai Economic Council, Union National Bank and Emirates Telecommunications Group Company. His Excellency was further given several international awards including the award of "Best Minister in the Middle East and North Africa for 2012" from the Emerging Markets Magazine on the sideline of the annual meetings of the International Monetary Fund and the International Bank Group, which were held in Tokyo during October 2012.

The expertise of His Excellency gained recognition at the international, regional and local level where His Excellency was given the award of "Ordine Della Stella Solidarity Italiana" from the President of the Republic of Italy in 2007. His Excellency was also given the award of "Lee Jordi National Merit" from the President of the French Republic in 2003.

H.E. Obaid Al Tayer is holder of a bachelor's degree in Electrical Engineering from the University of Colorado, Boulder, United States of America.

### ESSA ABDULFATTAH KAZIM AL MULLA

Mr. Essa Kazim holds an Honorary Doctorate from Coe College, USA, master's degree in Economics from the University of Iowa, USA, master's degree in Total Quality Management from the University of Wollongong and a bachelor's degree in Mathematics, Economics and Computer Science from Coe College. He currently holds the following positions:

- Governor – Dubai International Financial Centre
- Chairman – Borse Dubai
- Chairman – Dubai Financial Market
- Member – Higher Board of Directors of Dubai International Financial Centre (DIFC)
- Member – Supreme Fiscal Committee in Dubai
- Deputy Chairman – Supreme Legislation Committee in Dubai
- Chairman – DIFC Authority Board of Directors
- Chairman – DIFC Investments Board of Directors
- Board Member – Free Zones Council
- Board Member – NASDAQ Dubai
- Board Member – Rochester Institute of Technology
- Member of the Board of Governors – Hamdan Bin Mohammed E-University
- Member of the Council – United Arab Emirates University
- Board Member – NASDAQ Inc
- Board Member & Secretary General – Dubai Islamic Economy Development Centre

### SHEIKH AHMED MOHD SULTAN AL DHAHIRI

Sheikh Ahmed Al Dhahiri graduated with a bachelor's degree in Civil Engineering from UAE University – Al Ain in 1993. He currently holds the following positions:

- Vice-Chairman – Abu Dhabi National Hotels Company (ADNH)
- Vice-Chairman – Abu Dhabi Aviation (ADA)
- Board Member – First Abu Dhabi Bank (FAB)
- Board Member – Al Dhafra Insurance Co

### SALEH ABDULLA AHMAD LOOTAH

Mr. Saleh Lootah currently serves as Deputy CEO of the Technical Support in the TV and Radio sector at Dubai Media Incorporated. He is leading the organisation's transformational efforts in the engineering, digital and operational fronts along with the efforts to transform and develop the entity's initiative of becoming a leading multiplatform broadcaster.

Mr. Saleh Lootah holds an Executive Master of Business Administration degree from Oxford University and a bachelor's degree (Hon.) in Communication Engineering from Khalifa University for Science, Technology and Research.

Upon his graduation, Mr. Lootah worked for Emirates Integrated Telecommunications Company (Du) in the field of satellite broadcasting, handling the accounts and satellite operations of major broadcasters in the region. He also served as Director of Business Development in the same field.

After moving to Dubai Media Inc., Mr. Lootah headed the Department of Engineering and led the process of transforming the infrastructure into a flexible file-based system that caters for high quality transmission on various media platforms.

### JUAN VILLALONGA

Juan Villalonga is the former Executive Chairman and CEO of Telefónica Group, where he grew the company's market capitalisation from \$12 billion to over \$100 billion.

In 2010, the Harvard Business Review ranked Juan as number 33 on the list of the top 100 performing CEOs in the world. Juan is a former partner at McKinsey and Company.

Juan serves on the Board of Etisalat and he is a member of the Advisory Board of Lutetia Capital. He holds an MBA from IESE and an LLB from University of Deusto.

### HESHAM ABDULLA QASSIM AL QASSIM

Mr. Hesham Al Qassim holds a bachelor's degree in Banking and Finance and a master's degree in International Business Management & in Executive Leadership Development. He currently assumes the following positions:

- Vice-Chairman – Dubai Real Estate Corporation
- Chief Executive Officer – "wasl" Asset Management Group
- Vice-Chairman and Managing Director – Emirates National Bank of Dubai PJSC
- Chairman – Emirates Islamic Bank PJSC
- Chairman – Emirates NBD S.A.E Egypt
- Chairman – DenizBank A.S. Turkey
- Board Member – National General Insurance Company
- Board Member – Dubai International Financial Centre Authority (DIFCA)
- Board Member – DIFC Investments LLC
- Board Member – Amlak Finance
- Chairman – Emirates Institute for Banking and Financial Studies (EIBFS)
- Board Member – Pak Telecom Mobile Ltd (PTML-Ufone) Pakistan
- Board Member – Pakistan Telecommunications Company Limited (PTCL)
- Chairman – Dubai Sports Corporation
- Vice-Chairman – Dubai Autism Centre
- Board Member – Federal Authority for Government Human Resources
- Board Member – The National Human Resources Development Committee in the Banking and Financial Sector
- Board Member – The International Humanitarian City
- One of the Founders of Young Arab Leaders Organisation

### MARIAM SAEED AHMED GHOBASH

Ms. Mariam Ghobash is a Director in the Global Special Situations Department at the Abu Dhabi Investment Council. Prior to joining the Council, she worked as an investment professional in HSBC Middle East whereby she was a member of the private equity team. Ms. Ghobash currently serves as a member of the Board of Directors of ALDAR Properties, Emirates Development Bank and is Vice-Chairman of Invest AD. She has also recently been appointed to the University Council at Zayed University. Previously, she has also served on the boards of National Bank of Abu Dhabi, Al Hilal Bank and National Takaful Co. "Watania". Ms. Ghobash holds a Bachelor of Science in Economics degree from The Wharton School, University of Pennsylvania in the United States of America. She has also successfully completed the General Management Program at Harvard Business School.

### SAMER SALEH MAH'D HALAWA

Samer Halawa is the Chief Legal Officer of Mubadala Investment Company, a global investment company owned by the Government of Abu Dhabi, with a mandate to create sustainable financial returns. As Chief Legal Officer, Samer leads the Group's global legal, tax and regulatory affairs functions. He has been the driving force behind implementing and leading a world-class governance, ethics and compliance function at Mubadala.

In addition, he is Secretary to Mubadala Board and Board Executive Committee, and a member of Mubadala Investment Committee and Management Committee. These bodies are mandated by Mubadala Board to develop and monitor investment strategies, oversee financial and operational performance, and manage Group-wide corporate affairs.

Prior to joining Mubadala in 2005, Samer headed the Corporate and Commercial Law practice of Habib Al Mulla & Co in Dubai, practising a wide variety of international and local corporate and commercial law, specialising in cross-border M&A transactions.

### KHALID ABDULWAHID HASSAN ALRUSTAMANI

Mr. Khalid Alrustamani holds a bachelor's degree in Finance from George Washington University, Washington D.C., USA. He currently holds the following positions:

- Chairman and CEO – AW Rostamani Group
- Board Member, Member of the Credit and Investment Committee, Member of the Risk Committee – Commercial Bank of Dubai
- Board Member – Dubai Insurance Company

### ABDELMONEM BIN EISA ALSERKAL

Mr. Abdelmonem graduated from Point Loma Nazarene University – San Diego, California, United States in 1993 with a degree of Bachelor in Business Administration (emphasis on Economics). He currently holds the following positions:

- Founder – Alserkal Avenue
- Managing Director – Nasser Bin Abdullatif Alserkal Est
- Board Member – Al Burj Real Estate Ltd
- Board Member – USOS Holding LLC
- Board Member – Alserkal Group
- Advisory Board Member – Tharawat Family Business Forum
- Board of Patrons – Art Dubai
- Board of Patrons – Jean Paul Najjar Foundation
- Member – The British Museum's Contemporary and Modern Middle Eastern Art Acquisition Group
- Member – Tate's Middle East and North Africa Acquisition Committee
- Member – Guggenheim's Middle Eastern Circle
- Member – Centre Pompidou International Circle Middle East
- Patron – Peggy Guggenheim Collection
- Honorary Member – Thinkers & Doers Forum, Paris

### OTAIBA KHALAF AHMED AL OTAIBA

Mr. Otaiba obtained a Bachelor of Laws from the University of Damascus in 2001, and a license to practice law (before the First Instance Courts, Courts of Appeal and Supreme Court) from the Ministry of Justice in the United Arab Emirates in 2004.

Mr. Otaiba participated in numerous legal seminars and committees at the local and international level, among the most prominent of these activities is the participation as a member on the National Committee of Lawyers in the UAE. He also was the Head of the Legal Suits Division of the Legal Department at National Bank of Abu Dhabi for two years.

Otaiba bin Khalaf Al Otaiba is a partner in "Al Otaiba & Hamdan Budebes Advocates & Legal Consultants Office", which was founded by him in 2004, headquartered in the city of Abu Dhabi, United Arab Emirates, and has a number of branches including a branch in Dubai, and a branch in Al Ain.

# 03

### 3.3 PROFILE OF ETISALAT GROUP CORPORATE SECRETARY & BOARD RAPPORTEUR

Mr. Hassan Al Hosani has a vast experience in the legal field spanning more than 20 years, during which he has held a number of positions in the public and private sectors. He began his career in the oil and gas sector where he worked

for nine years during which he served as a legal advisor to the National Petroleum Construction Company (NPCC) known as one of the largest oil construction companies in the region and the Middle East. Mr. Hassan then moved to the public sector of the Emirate of Abu Dhabi where he assumed the position of General Counsel for the Department of Municipal Affairs as well as the Head of Regulations and Legislations Department.

Mr. Hassan Al Hosani holds a bachelor's degree in Law from the United Arab Emirates University and is a lawyer registered in the Registry of

Lawyers at the Ministry of Justice. He is also a commercial arbitrator accredited by Abu Dhabi Commercial Conciliation and Arbitration Centre (ADCCAC) and Member of Arbitration/ADR Steering Committee of ICC UAE.

As Etisalat Group Corporate Secretary ("GCS") since 2012, he serves as an advisor to the Board in all legal and governance related matters. In doing so, the GCS ensures providing an independent legal opinion to the Board and adopting not only the applicable rules and regulations in the UAE but also the best-in-class governance practices. The GCS also observes the Regulator's legal requirements for Board & AGM meetings, elections and Board directorship. Besides, he serves as an interface between the Board and each of the Group's Executive Management, SCA/ADX, shareholders, public authorities and other stakeholders. The GCS, as the rapporteur of the Board, the "Investment and Finance Committee", the "Nominations and Remunerations Committee" and the "General Assembly", he ensures meeting the legal requirements for their meetings and he follows up the implementation of their resolutions in a manner that keeps up with the in place regulations as well as best practices.

### 3.4 MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors held five meetings during 2019. The below table shows the Board members' attendance in these meetings:

Name	19 Feb	23 Apr	23 Jul	23 Oct	12 Dec
H.E. Obaid Humaid Matar Al Tayer (His term started in Nov 2019)					✓
Eissa Mohamed Ghanem Al Suwaidi (His term ended in Nov 2019)	✓	x	✓	✓	
Essa Abdulfattah Kazim Al Mulla	✓	x	✓	✓	✓
Sheikh Ahmed Mohd Sultan Al Dhahiri	✓	Proxy to Abdelmonem Alserkal	Proxy to Abdelmonem Alserkal	✓	✓
Hesham Abdulla Qassim Al Qassim	✓	✓	✓	x	✓
Mariam Saeed Ahmed Ghobash	✓	✓	✓	✓	✓
Saleh Abdulla Ahmad Lootah	✓	✓	✓	✓	✓
Juan Villalonga	✓	✓	✓	✓	✓
Samer Saleh Mah'd Halawa (His term started on 13 Jan 2019)	x	✓	✓	✓	✓
Mohamed Sultan Abdulla Alhameli (His term ended on 12 Jan 2019)	x				
Abdelmonem Bin Eisa Alserkal	✓	✓	✓	✓	✓
Khalid Abdulwahid Hassan Alrustamani	✓	✓	Proxy to Chairman	✓	✓
Otaiba Khalaf Ahmed Al Otaiba	x	✓	✓	x	✓

\* To run the Company business in some ordinary matters that required to pass quick and urgent resolutions thereon, the Board passed six resolutions by circulations during the year 2019. Three of them were passed on 13 June 2019, two on 19 September 2019 and one on 11 September 2019.



## 04 COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors of Etisalat Group has a flexible and streamlined management system that facilitates the undertaking of its duties. This system is based on sub-constituting three Board Committees namely: Audit Committee, Nominations & Remunerations Committee and Investment & Finance Committee. An essential role is being played by each Committee in assisting the Board to effectively assume its roles and responsibilities of running the Company.



#### 4.1 AUDIT COMMITTEE ("AC")

To mould and attain the abovementioned flexible management system, an Audit Committee has been constituted to help the Board of Directors in various fields and to undertake its duties in accordance with its Charter, which serves as an authorisation by the Board of Directors to the Audit Committee for undertaking the functions mentioned therein in

compliance with the laws and regulations taking force in the country. Such Charter also sets out, in detail, its functions and powers, the mechanism of its constitution, the conditions governing the convention of its meetings and the quorum for the same, in addition to how it shall take its decisions.

The functions of the Audit Committee include, among other things, monitoring the soundness and integrity of the Company's financial

statements, developing and implementing a policy for contracting with the external auditor and ensuring such auditor's independence as well as reviewing the systems of the financial control systems and risk management. In addition, the Committee reviews/checks the implementation of internal control systems and policies and supervises the functions of the Internal Control and Audit Department to ensure the sound performance of its duties.

The Committee consists of five non-executive and independent members; four of them are Board Members in addition to one external member who holds qualifications in finance and vast experience in this area. Also, all the Committee members are well-versed in financial and accounting matters. The Committee convenes periodically and whenever necessary. Mr. Essa Abdulfattah Kazim Al Mulla, Chairman of the Committee, commits that he is responsible of the Committee work system, reviewing its functions mechanism and ensuring its efficiency.

#### 4.1.1 MEETINGS OF THE AUDIT COMMITTEE

The Committee held eight meetings in 2019. The meetings' attendance by the Committee members in 2019 was as follows:

Name	20 Jan	13 Feb	18 Feb	21 Apr	22 Jul	7 Oct	20 Oct	8 Dec
Essa Abdulfattah Kazim Al Mulla (Chairman)	✓	✓	✓	✓	✓	✓	✓	✓
Sheikh Ahmed Mohd Sultan Al Dhahiri	✓	✓	✓	✓	x	x	✓	✓
Samer Saleh Mah'd Halawa (AC member from 21 Feb 2019)				✓	✓	✓	✓	✓
Khalid Abdulwahid Hassan Alrustamani	x	x	✓	✓	✓	x	✓	✓
Salim Sultan Al Dhaheri (External member)	✓	✓	x	✓	✓	✓	✓	✓

#### 4.2 NOMINATIONS AND REMUNERATIONS COMMITTEE ("NRC")

The Nominations and Remunerations Committee has been constituted from within the Board of Directors to assist the Board in performing its duties diligently and effectively as per the Committee's Charter, which serves as an authorisation by the Board of Directors to it for undertaking the functions mentioned therein in compliance with the laws and regulations taking force in the UAE. The Committee's Charter also sets out, in detail, the functions and powers granted to the Committee, its constitution, the conditions governing the convention of its meetings and its quorum, and the Committee's decision-making mechanism.

Whereas the Company's cadre is deemed fundamental for the Company's advancement and for achievement of its targeted goals, the Committee assumes setting the policies which define Etisalat requirements of talents at the levels of Executive Management and staff as well as setting the policies pertaining to the remunerations, incentives and salaries of the members of the Board of Directors, Executive Management and staff of the Company in a manner that ensures meeting the

Company's objectives and that is commensurate with its performance. In performing its functions, the Committee takes into account preserving the competitive and fair nature of the compensations, which is to be in line with Etisalat's strategy of attracting and retaining the talented staff in order to achieve the best results.

The Committee is also responsible for organising and administering the nominations for the Board Directorship. Further, it constantly ensures meeting the independence requirements by the independent Board members and reports to the Board of Directors in the event that one of the independent Board members loses his independence capacity.

The Committee consists of four non-executive and independent members from the Board of Directors, and convenes periodically and whenever necessary. Mr. Hesham Abdullah Qassim Al Qassim, Chairman of the Committee, commits that he is responsible of the Committee work system, reviewing its functions mechanism and ensuring its efficiency.

#### 4.2.1 MEETINGS OF THE NOMINATIONS AND REMUNERATIONS COMMITTEE

The Committee held four meetings in 2019. The meetings' attendance by the Committee members in 2019 was as follows:

Name	5 Feb	14 May	24 Sep	19 Nov
Hesham Abdulla Qassim Al Qassim (NRC Member until 20 Feb and NRC Chairman from 21 Feb)	✓	✓	✓	✓
Mohamed Sultan Abdulla Alhameli (NRC Chairman until 12 Jan 2019)				
Mariam Saeed Ahmed Ghobash	✓	✓	✓	✓
Abdelmonem Bin Eisa Alserkal	✓	✓	✓	✓
Otaiba Khalaf Ahmed Al Otaiba (NRC member from Feb 2019)		✓	✓	✓

#### 4.3 INVESTMENT AND FINANCE COMMITTEE ("IFC")

The IFC was formed to assist the Board in the investment-related business at the local and international levels given that Etisalat Group is one of the major companies investing in telecom industry and has a shareholding in many companies such as Maroc Telecom, Etisalat Misr, Mobily, Etisalat Pakistan and many other companies. This necessitated the Board to constitute such a Committee to assist it in undertaking its duties pertaining to such Group's investments along with other financial matters that are fundamental for the Company's success and progress.

A charter for this Committee has been composed and has defined its functions and duties, the cases in which the Committee is entitled to make the decisions which it deems appropriate and the cases in which it is only empowered to make recommendations for the Board to pass the appropriate resolutions thereon. This Charter serves as an authorisation by the Board for the Committee to carry out the functions and responsibilities stipulated therein.

The Investment and Finance Committee consists of five independent and non-executive members from within the Board of Directors and convenes periodically and whenever necessary. H.E. Obaid Humaid Matar Al Tayer, Chairman of the Committee, commits that he is responsible of the Committee work system, reviewing its functions mechanism and ensuring its efficiency.

#### 4.3.1 MEETINGS OF THE INVESTMENT AND FINANCE COMMITTEE

The Committee held eight meetings in 2019. The meetings' attendance by the Committee members in 2019 was as follows:

Name	22 Jan	12 Mar	7 May	11 Jun	9 Jul	17 Sep	22 Oct	17 Nov
H.E. Obaid Humaid Matar Al Tayer (IFC Chairman from 10 Nov 2019)								x
Eissa Mohamed Ghanem Al Suwaidi (IFC Chairman until 9 Nov 2019)	✓	✓	✓	✓	✓	✓	✓	
Mariam Saeed Ahmed Ghobash	✓	✓	✓	✓	✓	✓	✓	✓
Saleh Abdulla Ahmad Lootah	✓	✓	✓	✓	✓	✓	✓	✓
Juan Villalonga	✓	✓	✓	✓	✓	✓	✓	✓
Otaiba Khalaf Ahmed Al Otaiba (IFC member until Feb 2019 and from 30 Jun 2019)	✓				x	✓	x	✓



## 05 BOARD REMUNERATIONS

The remuneration of Board members is a lump sum amount submitted to the General Assembly approval via Board recommendation. Etisalat Group's Articles of Association, which was promulgated by virtue of Cabinet Resolution No. 29 of 2015, linked the remunerations of the Board of Directors to the net profit that the Company generates and set a ceiling for such remunerations so as not to exceed 0.5% of last financial year's net profit after deducting the amortisations and reserves.

The total remunerations of the Board members for the year 2018 amounted to AED (16,618,000), while the Board remunerations for the year 2019 amounted to AED (17,515,726) covering membership in the Board and its Committees along with the allowance for attendance of the Board Committees' meetings.

Such remunerations constitute 0.22% of the net profit after deducting the amortisations and reserves.

The tables below show the total attendance fees paid to each Board member against all the Committee meetings they attended in 2019:

Investment and Finance Committee	
Name	Attendance Fee (AED)
H.E. Obaid Humaid Matar Al Tayer	(IFC Chairman from 10 Nov 2019)
Eissa Mohamed Ghanem Al Suwaidi (IFC Chairman until 9 Nov 2019)	49,000
Mariam Saeed Ahmed Ghobash	56,000
Saleh Abdulla Ahmad Lootah	56,000
Juan Villalonga	56,000
Otaiba Khalaf Ahmed Al Otaiba (IFC member until Feb 2019 and from 30 Jun 2019)	21,000

Audit Committee	
Name	Attendance Fee (AED)
Essa Abdulfattah Kazim Al Mulla	56,000
Sheikh Ahmed Mohd Sultan Al Dhahiri	35,000
Samer Saleh Mah'd Halawa (AC member from 21 Feb 2019)	35,000
Khalid Abdulwahid Hassan Alrustamani	35,000

Nominations and Remunerations Committee	
Name	Attendance Fee (AED)
Hesham Abdulla Qassim Al Qassim (NRC Chairman from Feb 2019)	28,000
Mohamed Sultan Abdulla Alhameli	(NRC Chairman until 12 Jan 2019)
Mariam Saeed Ahmed Ghobash	28,000
Abdelmonem Bin Eisa Alserkal	28,000
Otaiba Khalaf Ahmed Al Otaiba (NRC member from Feb 2019)	21,000

\* There aren't any additional allowances, salaries or compensations for the Board other than Board and Committees' retainer fees and the Committees' attendance fees.



## 06 INSIDERS' SECURITIES TRADING

This report tackles Etisalat Securities Trading Policy in another context where it articulates the policies set to implement the governance rules and corporate disciplines. The aforesaid policy controls the Insiders' tradings in the Company's securities in compliance with the governance and disclosure requirements applicable in the UAE and best international practices in this regard.

This section of the report provides for the tradings in Etisalat shares effectuated by the Chairman and Members of the Board of Directors and their

first of kin relatives since they are subject to the abovementioned policy given that they are deemed part of the Insiders' definition; namely, Chairman, Board members, the top Management and any person who has access to the Company's material information prior to publishing it.

The material information is defined by the abovementioned Policy as any information, positive or negative, that may impact the price of Etisalat securities, hence, affect investors' decisions towards buying or selling such securities.

The table shows the tradings in the Company's shares conducted by the current Board Members, their spouses, sons and daughters in 2019 along with the shares they hold as of year-end 2019:

Name	Position/ Kinship	Owned Shares	Total Sold Shares	Total Purchased Shares
H.E. Obaid Humaid Matar Al Tayer	Chairman	3,850,973	0	0
Essa Abdulfattah Kazim Al Mulla	Vice-Chairman	0	0	0
	His wife	241,595	0	0
Sheikh Ahmed Mohd Sultan Al Dhahiri	Board Member	14,519	0	0
	His wife	459,224	0	0
Hesham Abdulla Qassim Al Qassim	Board Member	0	330,000	0
	His wife	110,000	0	0
	His son	3,850	0	0
	His son	4,950	0	0
	His daughter	4,950	0	0
	His daughter	5,500	0	0
Mariam Saeed Ahmed Ghobash	Board Member	0	0	0
	Saleh Abdulla Ahmad Lootah	Board Member	20,411	0
Juan Villalonga	Board Member	0	0	0
Samer Saleh Mah'd Halawa	Board Member	0	0	0
Abdelmonem Bin Eisa Alserkal	Board Member	2,688,561	0	0
Khalid Abdulwahid Hassan Alrustamani	Board Member	319,983	0	0
Otaiba Khalaf Ahmed Al Otaiba	Board Member	12,291	0	0



# 07 EXECUTIVE MANAGEMENT

The Executive Management carries out Etisalat's day-to-day activities and exercises the authorities delegated to it by the Board of Directors of the Company pursuant to the customary practice and the governance rules and regulations. The Executive Management, in undertaking its functions, abides by a performance mechanism and ambitious targets approved by the Board of Directors and grounded on linking remunerations and incentives with the level of performance. The Company set a clear policy, approved by the Board, with well-defined limits to ease the mission of the Executive Management in exercising its role and tasks. The authorities granted to the Management under this power of attorney include, but are not limited to, executing documents, transactions, warranties, contracts and agreements as well as signing bank documents, appointing employees and setting their roles, establishing companies and representing the company before official and quasi-official bodies. In addition, the Company established clear rules that set the limits within which the Management may act in regard with the above. The current authorisation ends on 21<sup>st</sup> March 2021.

## 7.1 SALARIES AND REMUNERATIONS OF EXECUTIVE MANAGEMENT

The details of Etisalat Group's key Executive Management members with the positions they hold, their joining dates and their gross salaries and remunerations for the year 2019 are set out below:

Position	Appointment Date	Gross Salaries & Remunerations (AED)	Gross Bonuses*
Group Chief Executive Officer	01/11/1992	4,440,000	15,000,000
Group Chief Corporate Strategy and Governance Officer	19/06/1993	2,534,681	2,576,000
Chief Executive Officer/ International	27/09/2015	2,402,700	3,060,000
Group Chief Financial Officer	01/01/2012	2,270,550	4,018,000
Group Chief Human Resource Officer	01/12/1991	2,296,561	2,565,000
Group Chief Carrier & Wholesale Officer	24/10/1981	2,209,716	2,398,750
Group Chief Procurement Officer	19/04/1999	2,150,047	2,604,000
Chief Technology Officer - International	01/09/2013	2,201,267	1,508,600
Chief Commercial Officer - International	04/10/2016	1,530,240	1,013,650

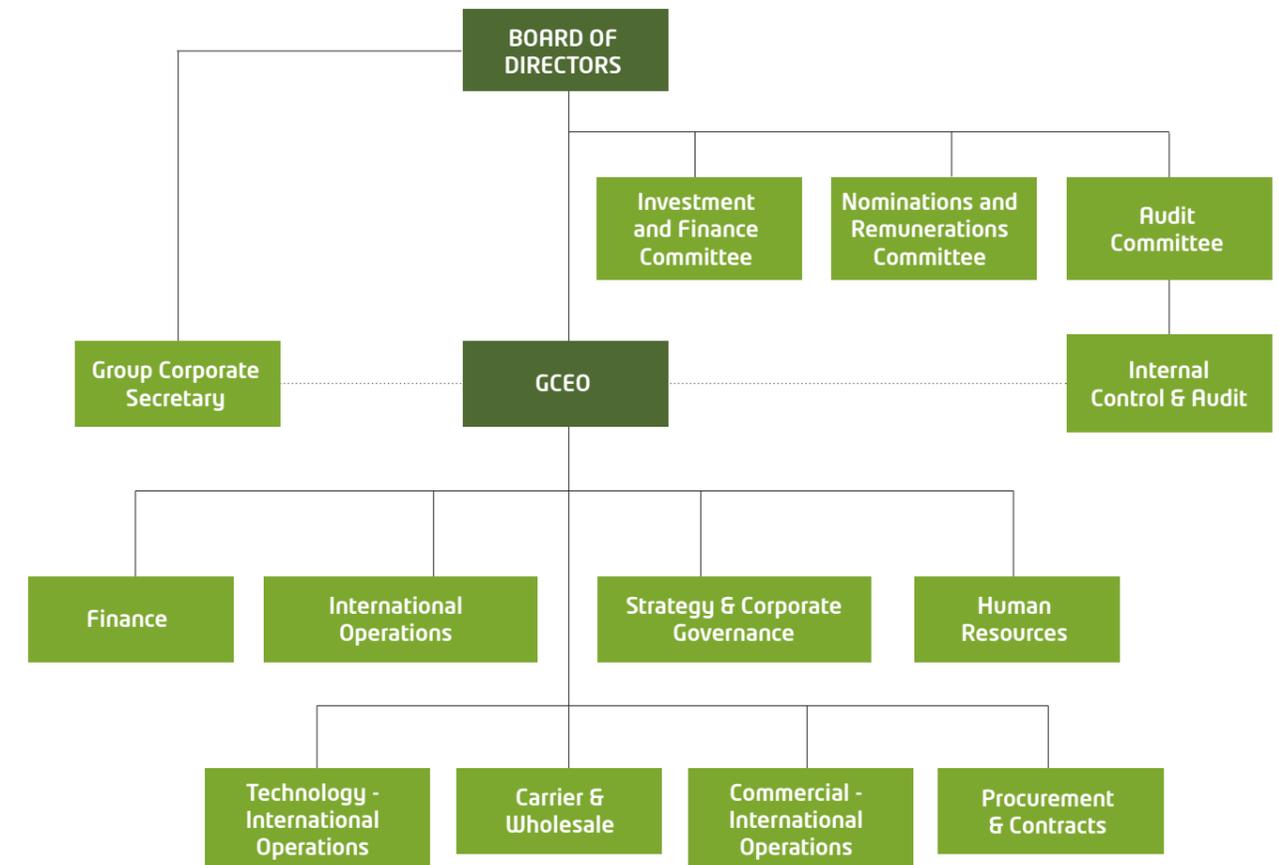
\*There are no other remunerations paid for the year 2019

## 7.2 NATIONALISATION RATE IN ETISALAT GROUP

The Company has always been keen to place Emiratisation on top of its priorities, hence, the Emiratisation percentage has taken an upward trend during the past three years. The national staff in the Company reached 47.1%, 47.6% and 47.8% of the Company's total cadre during the years 2017, 2018 and 2019, respectively.

## 7.3 ORGANISATION STRUCTURE OF ETISALAT GROUP

Below is the chart of Etisalat Group:





## 08 RELATED PARTY TRANSACTIONS

Etisalat Group did not conduct any transactions with Related Parties in the year 2019 in accordance with the definition of transactions and Related Parties stipulated under SCA's Resolution No. 7 of 2016, as amended, which regulate this type of transactions.



## 09 INTERNAL CONTROL AND AUDIT

The Board of Directors is responsible for the Company's internal control system, its annual review and ensuring its efficiency. Hence, the Board approved certain governance functions and structures that achieve the goal of effectively undertaking the internal control functions and ensuring the efficiency and effectiveness of internal control aspects within the Company.

In order to ensure the optimal application for the internal control and audit requirements, Etisalat has adopted the internationally recognised "three lines of defence" model. Thus, the system of internal control and audit in Etisalat consists of the following three elements:

### 1- FRONTLINE BUSINESS FUNCTIONS

(First line of defence) - governed by policies, procedures, code of business ethics and delegated mandates as approved by the Board of Directors and signed by all staff. The business functions are responsible for having adequate skills, operating procedures, systems and controls in place to comply with policies and mandates and to exercise sound risk management.

### 2- THE INTERNAL CONTROL FUNCTION

(Second line of defence) - includes the Enterprise Risk Management (ERM) and Compliance responsibilities. The Internal Control function is responsible for the oversight and monitoring of risks as well as the oversight of overall corporate compliance requirements.

### 3- THE INTERNAL AUDIT FUNCTION

(Third line of defence) - which provides overall independent assurance.

The Internal Control and Internal Audit functions are run by a specialised department named Internal Control and Audit Department, which is headed by Mr. Mohamed Dukandar who has a wide experience of over 23 years in the fields of governance, internal control and internal audit at reputable companies, especially telecom companies. Mr. Dukandar is a Chartered Accountant (CA), Certified Internal Auditor (CIA) and Certified Control Self Assessor (CCSA). It is noteworthy that Mr. Dukandar assumes the role as Group Chief Internal Control and Audit Officer as well as the Compliance Officer since joining the Company in 2016.

The Internal Control and Audit Department is completely independent from the Executive Management, reporting functionally to the Etisalat Board of Directors which, in turn, has authorised the Audit Committee to supervise the functions of this department. The Board of Directors has approved an Audit Committee Charter, which defines the functions and powers of the Audit Committee.

The Audit Committee assists the Board of Directors in fulfilling its oversight responsibility to the shareholders over the Company's (i) financial reporting process, (ii) system of internal control, (iii) audit process, (iv) enterprise risk management process and (v) process for monitoring compliance with laws, regulations and the code of conduct.

The Audit Committee undertakes an annual self-assessment of its (and its individual members') performance, role, delegations and performance for the purposes of determining if key risks and strategic issues, which it handles need to be reviewed or re-allocated by the Board. The Board also undertakes an annual review of the composition of the Committee to ensure its continued compliance with industry and regulatory best practices.

### 9.1 INTERNAL CONTROL FUNCTION

The Internal Control function engages with teams across the 1<sup>st</sup> line of defence to maintain risk management practices and compliance obligations in line with the Group-wide internal control framework. The Internal Control function provides the Management and the Audit Committee with timely and reliable assurances. It also helps the Management and the Audit Committee to:

- Focus on the delivery of operational, financial, compliance and strategic objectives
- Minimising surprises (i.e. identifying and managing key risks)
- Dealing more effectively with changing economic and competitive environments
- Meeting legal, regulatory and social responsibilities

The scope of work of Internal Control is to implement and maintain:

- An ERM team to ensure key risks are appropriately identified and managed
- Regular risk assessments are conducted across Etisalat Group and OpCos in line with defined risk tolerance and appetite levels
- Reports on these risks are regularly submitted to the Management and the Audit Committees within Group and across OpCos. These reports help to drive appropriate actions in order to mitigate risks
- A Compliance team to:
  - Ensure policies and processes are in place to meet corporate legal and regulatory obligations
  - Verify adherence to policies and processes for legal and regulatory obligations
- A culture of continuous improvement in relation to process efficiency and the awareness of risk management

### 9.2 INTERNAL AUDIT FUNCTION

The Internal Audit function role is to provide independent and objective assurance and consulting services, which are designed to add value and improve the operations of Etisalat. The function helps Etisalat accomplish its objectives by creating a comprehensive approach to anticipate, identify, prioritise, monitor and facilitate the

management of Etisalat's key business risks, facilitate implementation of cost-effective internal controls and compliance thereon.

The function is governed by adherence to the mandatory elements of The Institute of Internal Auditors' (IIA) International Professional Practices Framework, including the Core Principles for the Professional Practice of Internal Auditing, the Code of Ethics, and the International Standards for the Professional Practice of Internal Auditing.

The function evaluates and reports on the effectiveness and efficiency of Etisalat's operations, systems and controls, in line with the internationally recognised Internal Audit framework.

The function has had the privilege of being the first UAE-listed company to successfully pass an External Quality Assessment by the IIA Global with the highest rating of Generally Conforms in the three areas: Attributes Standards, Performance Standards and Code of Ethics. The function was recertified in 2019 by the IIA and achieved 100% conformance to all applicable Internal Auditing Standards.

In addition, the function was presented with the '2019 Leading Practices in Internal Audit - Overall Winner' award in the Private Category at the IIA Annual Regional Conference. The function has previously won the overall 'Best Practice Award' at the 5<sup>th</sup> Chief Audit Executive Conference in 2015 and again in the Governance, Risk & Compliance (GRC) Private Sector category at the 7<sup>th</sup> Chief Audit Executive Conference in 2017. These awards are a reflection of the function's drive towards excellence and continuous improvement and a recognition of practices and standards implemented by the function.

### 9.3 KEY CONTROL/AUDIT MATTERS

The Internal Control and Audit Department addresses key issues or risks identified in the annual reports and accounts, which include but are not limited to the following:

- Ensuring establishment of remediation or action plans for all key risks and compliance breaches, if any. Such plans are to identify the responsible persons along with timelines for completion;
- Monitoring progress in completing agreed actions with regular reporting on their status to Audit Committee; and
- Performing follow-up reviews, as needed.

The functions provide the Audit Committee with an annual assessment on the efficiency and effectiveness of the internal control environment across the Etisalat Group. In addition, the Internal Control and Audit Department team report to the Management and the Audit Committee, at least quarterly, on the status of the internal control environment, including the reporting of any significant control issues and the status of actions to address deficiencies.

For 2019, fourteen Internal Control reports have been shared with the Audit Committee. These included an annual report summarising the Internal Control & Audit department's activities for the year and four quarterly reports each on (i) the Company's risk profile (ii) Internal Audit activities, and (iii) Special Audit & Investigation activities.

The Internal Control and Audit Department is not aware of any material problems faced by the Company that have not been disclosed in 2019 Consolidated Financial Statements. The function updates its annual plan as required in line with its risk-based internal audit planning approach to reflect changes in the Company's risk profile.



# 10

## THE EXTERNAL AUDITOR

### 10.1 A GLANCE

KPMG has been assuming the External Auditor's role in the Company since the beginning of 2018. Its partner is Avtar Singh Jalif. KPMG is a global network of professional firms providing Audit, Tax and Advisory services across a wide range of industries, Government and non-profit sectors.

KPMG operates in 154 countries and has more than 200,000 people working in member firms around the world. The KPMG network is coordinated by Swiss cooperative KPMG International (KPMGI).

In the UAE, KPMG has been established since 1973 as a leading professional services firm taking pride in its reputation for delivering cutting-edge solutions and exceptional client value. With over 50 partners and directors leading 750 professionals across offices in Dubai, Abu Dhabi and Sharjah, KPMG works shoulder

to shoulder with its clients, helping them solve their most complex business issues in support of their growth objectives.

KPMG values diversity and inclusion, fostering a positive and encouraging culture. As a result, it attracted passionate individuals who share a common purpose of Inspiring Confidence and Empowering Change for their clients and the communities in which they live and work. Amid times of economic change, technology advancement and industry disruption, KPMG has the depth of expertise, global reach, clarity of insight and strength of purpose to work shoulder to shoulder with its clients – now and into the future.

With a worldwide presence, KPMG continues to build on its member firms' successes, thanks to its clear vision, maintained values and its people.

### 10.2 EXTERNAL AUDIT FEES, SERVICES & COSTS

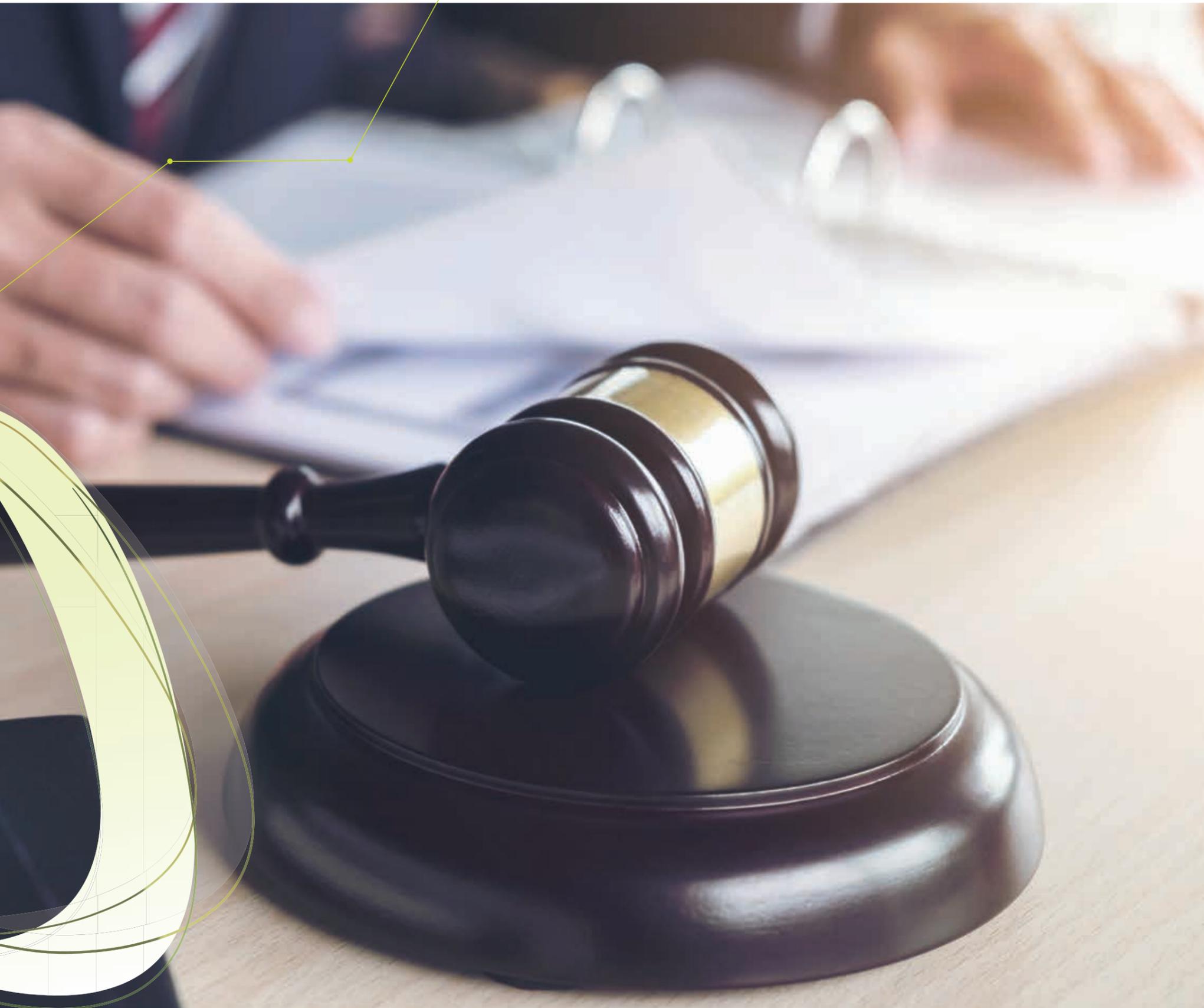
Below are the details and breakdowns of the external audit costs paid during 2019:

- The external audit services' fees for 2019 are amounting to AED 2,445,782. These fees are against audit of the financial statements and services related to SCA review (XBRL)
- The External Auditor fees in 2019 against services other than the audit tasks are amounting to AED 2,073,660. These fees cover regulatory audit and other advisory work
- The fees for services, which were delivered to the Company in 2019 by other Audit firms – other than the Company's auditors – are amounting to AED 224,204. These fees were against advisory services including tax. The firms, which delivered these services were as follows:

1. PricewaterhouseCoopers
2. Ernst & Young Middle East
3. Deloitte & Touche (M.E.)

### 10.3 EXTERNAL AUDIT QUALIFIED OPINIONS ON INTERIM & ANNUAL FINANCIAL STATEMENTS OF THE YEAR 2019

The external auditor did not state any qualified opinions on the interim and annual financial statement of the year 2019.



## 11 VIOLATIONS

During the year 2019, Etisalat received fifty-five violation decisions from the Telecommunications Regulatory Authority (TRA), one of which was withdrawn by TRA. In addition, there was one decision from SCA. Below are the details of these decisions:

1. Twenty-six violation decisions were in relation to Point of Sales of indirect sales.
2. Nineteen violation decisions were in relation to Mobile Registration requirements.
3. Four violation decisions were in relation to customer protection requirements.
4. Four violation decisions were in relation to number portability.
5. One violation decision was in relation to price control request.
6. One decision for serving the notification of Board meeting date on ADX one business day prior to the meeting date instead of two days.

Etisalat has allocated resources to address these requirements to the satisfaction of the TRA and work is still ongoing in this regard. This includes implementing adequate controls to eliminate recurrence of any such violations. Also, the Company took the necessary measures to ensure notifying ADX on the Board meeting convention date two days ahead of the meeting.



# 12 CORPORATE SOCIAL RESPONSIBILITY

Etisalat continues its commitment to corporate social responsibility in 2019, with CSR ingrained in the core spirit of our way of doing business.

Etisalat is moving towards concrete efforts to set new sustainability targets for tackling issues like climate change, through increasing awareness, and promoting sustainable economic growth and providing access to state-of-the-art telecommunication technologies.

Etisalat continues to focus on enabling technology and digital capabilities at a grassroots level to make a collective impact on the society.

# 12

A summary of Etisalat CSR activities of the year 2019 is as follows:

## 12.1 SOCIAL DEVELOPMENT

- MOI Civil Defense International Day
- Al Madam 4<sup>th</sup> Shopping Festival
- Crisis & Emergency Management Conference (CEMC 2019)
- Sharjah City for Humanitarian Services
- Telecom Partner of Arab Media Forum
- UAE Journalists Association CSR Forum
- Al Bait Metwahed Society
- Foundation for Regions Development 2019 Career Fairs 2019
- Future Build Exhibition 2019
- 3<sup>rd</sup> Annual Arab Ministerial Housing Forum 2019

- International Conference on Urban Planning 2019
- Support for International Women's Day
- UAE #1 Passport Celebration
- Family Development Foundation for UAE Children
- Support for UAE Children's Day
- Labour Day
- Father's Day
- Emirati Women's Day
- Etisalat Privileges for People of Determination
- Expo 2020 Dubai Volunteer Programme
- Emirates Association CSR Forum
- International Day of Older Persons 2019
- AccessAbilities Expo 2019

**VALUE: AED 3.96m**

## 12.2 CULTURAL & ENVIRONMENT & COMMUNITY SUPPORT

- Qouz Arts Festival 2019
- Fujairah Chess & Culture Club

- Zayed Heritage Festival 2019
- An Evening of Loyalty. Thanks to Generation Maker
- Dubai International Holy Quran Award
- 14<sup>th</sup> Ramadan Festival - Emirates Heritage Club
- Support for New York University Arts Centre
- Support for Earth Hour
- Support for UAE Government's Well of Hope
- Eid Gift Campaign
- Zakat Fund
- Dirham Al Waqf
- UAE Nation Brand

**VALUE: AED 1.88m**

## 12.3 INNOVATION, EDUCATION & HEALTH

- International Fair for Education and Training 2019
- Think Science
- British Education Technology Exhibition (BETT) 2019
- Cyber Bullying Campaign
- Training Sessions - The Emirates Association for the Gifted
- Crime Prevention International Conference
- Dubai Fitness Challenge 2019
- Etisalat Award for Children Book 2019 from "The UAE Board on Books for Young People"
- Sharjah International Book Fair 2019
- Blood Donation Campaigns in Abu Dhabi, Dubai, Ajman, Sharjah
- Partnership with Madrasa program

- Internet Safer Day – Aqdar Campaign
- Participation in 'Future Pioneers' Initiative
- Telecom Partner of International Therapeutic Diet Initiative
- Support for Sheikh Khalifa bin Zayed Foundation
- Support of Sharjah World Book Day
- Emirates Association for Visually Impaired - Sharjah Braille Books Distribution
- National Day Bullying Prevention Week and Etisalat Cyber Awareness Campaign
- Knowledge Summit
- Bil Arabi Initiative

**VALUE: AED 6.57m**

## 12.4 SPORTS & YOUTH

- The Professional League Committee (PLC)
- UAE Football Association
- U.A.Q Football Championship 2019
- Special Olympics World Games Abu Dhabi 2019
- People of Determination Championship 2019
- Hosting of Special Olympics 'Flame of Hope'
- Arabian Gulf Cup 2019 Final
- Etisalat Marathon 2019
- Mansour bin Zayed Football Cup
- Arab Women Sports Tournament 2019
- Support for Emirates Foundation for Youth and Development

**VALUE: AED 35.56m**



# 13

## INVESTOR RELATIONS

### 13.1 COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

In light of the Company's keenness to create the best means of communication with its shareholders, it assigned Investor Relations Department to serve as an interface with its shareholders. This Department functions through various platforms like newspapers, the Company's website, IR App and Abu Dhabi Securities Exchange website in which it publishes Company-related information and data such as its financial disclosures, corporate events and developments, Board of Directors' reports, governance reports, sustainability reports and shareholding percentages and structure. In doing so, the Company keeps abreast with the

best international practices in this field and complies with the provisions of SCA's Resolution No. 7 (R.M.) of 2016 Concerning Corporate Governance and Discipline Standards of Public Joint Stock Companies.

The Investor Relations Department is headed by Mr. Nazih Ramez El Hassanieh whose experience in the financial and respective sectors approximates to twenty-two years, of which ten years were in investor relations field in Etisalat Group. Mr. Nazih holds a Master of Science in Management degree from Babson College in USA.

**Investor Relations Contact:**

Etisalat Investor Relations  
Etisalat Head Office, P.O. Box 3838  
Email: [ir@etisalat.ae](mailto:ir@etisalat.ae)  
Website:  
<http://www.etisalat.com/en/ir/index.jsp>

**Shareholders Affairs Contact:**

Ms. Engy Zaki  
Phone: +971 2 618 2661  
Email: [shares@etisalat.ae](mailto:shares@etisalat.ae)

### 13.2 INSIDERS TRADING SUPERVISORY COMMITTEE

In an endeavour to ensure the implementation of Etisalat's Insider Trading Policy, which governs the insiders' tradings and compliance with the applicable rules and regulations for this kind of tradings in the country, Etisalat Group is in constant engagement in managing, following up and supervising insiders' trading and ownership through Investor Relations Department. Besides, this department updates the Insider list and sends such record to Abu Dhabi Security Market ("ADX") as amended. Hence, Investor Relations Department currently preforms the functions related to insiders' tradings instead of the Committee. Nazih El Hassanieh, the head of investor relations, commits

that he is responsible for the Company's insider tradings, reviewing the working mechanism and ensuring its effectiveness.

In October 2019, Etisalat's Board approved the amended "Etisalat Group Insider Trading Policy" that included establishing of a Share Trading Compliance Committee. The Committee shall develop controls to ensure compliance with regulatory requirements for insider trading. In particular, the Committee aims at establishing procedures, monitoring adherence to the rules for the insider trading, monitoring of trades and the implementation of the policy under the overall supervision of the Board of Directors of the Company. The Committee consists of Group Chief Financial Officer, Group Chief Internal Control and Audit Officer, Group Corporate Secretary and Vice President Investor Relations. The Committee's charter was approved in January 2020 and is under implementation.



## 14 SPECIAL RESOLUTIONS

The special resolution, as defined in the Company's Articles of Association, is the resolution that requires approval of the Company's General Assembly by votes of a majority of three fourths of the shares represented in the Company's General Assembly. Special Resolutions are passed for specific matters defined and specified in the Company's Articles of Association, which are also in conformity with the relevant laws and regulations taking effect in the UAE. The General Assembly held on 20<sup>th</sup> March 2019 passed the following Special Resolutions:

1. Approving a budget of not more than 1% of the Company's average net profits of the last two years (2017-2018) for voluntary contributions to the community (Corporate Social Responsibility), and to authorise the Board of Directors to effect payments of such contributions to beneficiaries to be determined at the Board's own discretion.
2. Approval of lifting the restriction of voting rights of foreign shareholders on the decisions of the AGM.
3. Approval on setting a Borrowing Cap at 1.5 times (150%) of consolidated Net Debt to EBITDA for the last 12 months as per IFRS compliant consolidated financial statements of Etisalat Group or thirty billion dirhams, whichever is lower. This Borrowing Cap includes debentures, financial obligations or facilities, bonds or sukuks, whether convertible or non-convertible to shares in the company, and bank guarantees. The Articles of Association shall specify the terms, conditions and procedures in addition to the powers of the Board of Directors within the Borrowing Cap and the cases requiring the approval of the General Assembly and the Special Shareholder.
4. Approval on amending the AoA Clauses relating to the above special resolutions number 2 and 3 after obtaining the approval of the competent authority (Telecommunications Regulatory Authority). Such amendment will include Clauses No. 1, 7, 9, 21, 26 and 55 of the AoA, as well as amending any other Clauses, which may be affected by the abovementioned amendments.



# 15 GENERAL INFORMATION

## 15.1 PRICE OF ETISALAT SHARE IN 2019

The below table shows Etisalat's share price in UAE dirham in 2019:

Date	Open	High	Low	Close
2019-01	16.88	17.02	16.88	17.02
2019-02	17.00	17.06	16.88	16.88
2019-03	16.52	16.72	16.52	16.70
2019-04	16.64	16.74	16.60	16.70
2019-05	15.60	16.30	15.60	16.30
2019-06	16.68	16.72	16.66	16.68
2019-07	17.52	17.56	17.24	17.24
2019-08	16.64	16.90	16.58	16.90
2019-09	16.46	16.50	16.32	16.50
2019-10	16.58	16.70	16.56	16.56
2019-11	16.30	16.42	16.30	16.30
2019-12	16.52	16.52	16.36	16.36

## 15.2 SHAREHOLDERS HOLDING 5% AND ABOVE OF ETISALAT SHARES

The below table shows the names of shareholders holding 5% and above of Etisalat total shares and the percentage of their shareholdings as at the end of 2019:

Shareholder	Number of Shares	Shareholding Percentage
Emirates Investment Authority (EIA)	5,218,052,400	60%

## 15.3 ETISALAT SHARES PERFORMANCE

The below charts show Etisalat share's performance compared to the General Index and Telecommunication Index in 2019:



## 15.4 SHAREHOLDING STRUCTURE AT THE END OF 2019

The below table shows the percentage of shareholding owned by different categories of shareholders as at the end of 2019:

Shareholder	Percentage of the Owned Shares			
	Individuals	Corporate	Government	Total
UAE	29.6%	3.7%	61.6%	94.9%
GCC	0.0%	0.1%	0.1%	0.2%
Arab	0.0%	0.0%	0.0%	0.0%
Foreign	0.0%	4.9%	0.0%	4.9%
<b>Total</b>	<b>29.7%</b>	<b>8.7%</b>	<b>61.7%</b>	<b>100.0%</b>

## 15.5 SHAREHOLDING VOLUME DETAILS

The below table shows the shareholding percentages to capital as at the end of 2019:

Shareholding	Number of Shareholders	Number of Shares	Shareholding percentage
Less than 50,000	9,099	88,135,958	1.01%
50,000 to less than 500,000 shares	2,754	449,843,303	5.17%
500,000 to less than 5,000,000 shares	810	1,175,913,823	13.52%
5,000,000 shares and above	94	6,982,860,916	80.29%
<b>Total</b>	<b>12,757</b>	<b>8,696,754,000</b>	<b>100.00%</b>



# 16

## INNOVATIVE INITIATIVES

Within a dynamic and rapidly evolving industry, innovation remains critical to survive, thrive and drive as organisations explore new spaces and face enormous uncertainties. Etisalat has always advocated the need to institutionalise innovation within the DNA of the company and followed a systematic approach to spur innovation both internally and externally; stemming from its belief that creativity is not limited to few people or aspects of life, but a trait that can be acquired, nurtured and utilised universally to transform operations, outcomes and ecosystems.

In 2019, Etisalat delivered various key achievements that were classified as innovative or were only possible because of the Company's

ability to reimagine processes, solutions and interactions creatively, hence, affirming Etisalat's position as a model for innovation and novelty, which can be cited through multiple examples.

### 16.1 INTERNAL INNOVATION

Etisalat continues to endorse various internal initiatives that stimulate and promote corporate-wide innovation; be it in the Company's operating model, platforms, talent or day-to-day operations, which will naturally deliver more value to its customers. Amongst which was "Liquid Studio", which is the company's ideation and prototyping incubator for people ideas that aim at injecting the use of Analytics, Robotics, AI, Machine Learning and Big Data in almost every aspect of operation.

Overall, internal innovation in Etisalat can be captured under two broad innovation categories, which are processes and products.

#### a. Process innovation

While bringing digital transformation into every aspect of the organisation, Etisalat considered processes to be the core vehicle carrying out this critical change, hence, shifted gears and prioritised process innovation with latest cutting-edge technologies and practices as follows:

##### 1. Automation and Robotic Process Automation (RPA) was integral in reimagining the conventional processes and brought significant operational & cost efficiencies:

- Etisalat has fully automated the Business Care Centre backend processes using RPA robotics and machine learning to enhance and streamline operations, where more than 122 robots have been deployed so far

- Accelerated the configuration process of Product Price List/Discount of products in inventory application using a BOT. The process does not involve human interaction and reduces remarkably the delivery timelines

- Automating various routine Human Resources operations by using RPA in tasks like Duty Travel, Sick leave, Education Claim Reimbursement, etc.

- Using robotics for auto correction of IPTV issues. This was an integral part of a TV-Audience Measurement (TAM) platform that was developed in-house and integrated with Etisalat Big Data platform to deliver a comprehensive TV audience measurement

- Use of robotics and automation in delivering Zero touch network experiences, in which orchestration and network management

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requires no human intervention in intelligent planning and auto provisioning. As an example, conducting roaming testing with zero human intervention, and delivering technical support activities by a vBOT instead of back office staff

- Material Receipt transactions at warehouse were enhanced RPA, whereby warehouse staff only initiate the transaction in the ERP Inventory module and the RPA BOT handles rest of the actions required
- The configuration of Supplier Bank Account during Supplier Registration in ERP Procurement module is performed using RPA, which has simplified the Supplier registration process to a large extent. In addition, the process of floating RFQ to suppliers was automated while enabling the tracking of all communications including emails and attachments
- In-house development of a Business Order Tracker to digitalise to order fulfilment. The main capabilities of the engine is to provide a channel agnostic E2E view of the order status integrated with logistics partners to ultimately provide real-time and unified order tracking experience across business service orders
- Implementation of Charging Network Bypass automation ensured Etisalat operations and

core business functions are not hampered by a disaster or unplanned incident that can potentially bring critical charging systems offline

- Deploying One Touch Pre-activation for fixed and IoT services to minimise time to market across the UAE
- IFRS Revenue Accounting and Reporting implementation on Cloud-enabled FinTech platform helped Etisalat to be the first company in the region whose accounting systems passed an external audit for 100% certification to the new International Financial Reporting Standards (IFRS)
- Implementation of Correspondence Management System (CMS) for tracking of all incoming and outgoing correspondences while making them available to all application users according to their roles and access privileges
- Introduced API Management platform within the organisation, which will help in setting up the API Management process and customer onboarding process
- Introduced real-time Payment Monitoring & Tracking system that facilitates customer care team to proactively support customers before any complaints are created
- Introduced real-time Order Monitoring & Tracking system that empowered business with real-time view of ongoing business

activities including tracking of any product (Mobile & Fixed) orders live, complete control over the customer order fulfilment process and identification of delays/issues in advance, to avoid customer complaints

- Enablement of 360 degrees management of tickets, including auto closure, connecting operations, field maintenance, projects, provisioning and planning

## 2. Artificial Intelligence (AI) & Machine Learning (ML), Big Data & Analytics assisted automated operations resulted in fruitful outcomes in terms of tremendous improvements in the service levels and customer experience:

- Multilingual (both English & Arabic) AI Virtual Assistant for Business Care services enabled business users to get to know their service order status at their fingertips. Hence, increasing self-care penetration and enhancing customer experience through agentless support
- Similarly, a range of innovative tools were launched in Consumer Customer Care, including Virtual Assistant, and AI embedded with Big Data & Analytics, that led to significant improvements in both customer experience and operational efficiencies
- Machine learning & AI techniques were deployed in customer value management (CVM) processes, which used dynamic variables for real-time profiling of the customers and the development of a wider range of high relevance, tailor-made offers
- Enhancing Mobile Network Optimisation through the use of AI and machine learning based recommender for network key parameters
- Agentless Customer Complaints Management, Motive for fixed services was deployed to manage fixed services faults. Complaints on call centres dropped significantly
- Kraken, the in-house built communication and collaboration platform unleashed great

efficiency in collaborative fault handling and incidents management, allowing multiple parties to work together when faults happens on the network

- Self-Healing, a process of fault detection and auto correction on the network has been enhanced by the deployment of self-healing logics. Faults can be detected and auto-corrective actions can be taken within 20 seconds
- Using AI and Analytics for preventive maintenance to predict unavailability of mobile sites has improved network availability and drove OPEX reduction in sites' visits
- Using AI and Big Data in Human Resources in cases like: Training Needs Analysis, best candidate fit, department happiness, turnover hidden costs, etc. In addition to the use of Blockchain technology to achieve 100% paper-less secure cloud-based repository of HR letters with capability of self-authentication of documents, and the launch of HR Virtual Agent to cater for day-to-day employees requirements and new hires onboarding

## b. Products innovation

Etisalat has launched several unique and creative propositions that placed Etisalat as a leading innovative telecom service provider, not only in domestic and regional markets but also on the global telecom landscape:

- 2019 was marked by the successful market launch of 5G services and smartphones, which enabled Etisalat customers to enjoy superfast 5G network of speeds of up to 1Gbps on 5G-enabled smartphones, hence ensuring Etisalat's leading position as the region's pioneer in developing the next-gen network and 5G use cases for its customers. While realising the technology even further with the achievement of 3.1Gbps download throughput over its 5G standalone network and completing the first end to end 5G call in the UAE, hence becoming the first operator to achieve this milestone globally

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- Etisalat has expanded its digital services portfolio with a FinTech product by launching eWallet, country's first Central Bank licensed digital payment platform, a joint venture with Noor bank, offering e-wallet services
- Etisalat embarked on virtualisation of Radio Access Network (RAN) using the Open virtual RAN (vRAN) solution and is ranked amongst early worldwide adopters of this technology. This vRAN is considered an aggressive approach to eradicate dependency of the Radio Access Network (RAN) on vendors
- Etisalat deployed virtualised DHCP service for IPTV and Public Wi-Fi, which utilises telecom cloud NFVI platform. The service aims at reducing the total time of service deployment thus improving operational efficiency
- Smiles, Etisalat's Customers' Lifestyle and Engagement platform, became available to all UAE residents, businesses and visitors with an OTT business model, following its remarkable success among Etisalat customers with unprecedented engagement levels making it the largest happiness currency in the UAE
- Delivery of Hassantuk, the end-to-end Smart Fire Monitoring System, which is designed to optimise response to fire and emergency alerts in ready villas in the UAE

through a 24x7 connected fire alarm system. It harnesses the power and advantages of smart technology to transfer real-time data to a dedicated Civil Defense Command Control Centre of the Ministry of Interior

- Development of innovative concepts and products, e.g. "Freedom" postpaid line, which gives its subscribers for the first time in the UAE, an option to enjoy the superior benefits of postpaid without any commitment in addition to many unprecedented perks
- As another first in the MENA region, Etisalat launched an exclusive, one of the best in the world 'Upgrade Anytime' program, allowing customers to enjoy a free upgrade to Apple's new generation phones 90 days from the subscription date, thus reinforcing Etisalat's position as the operator of choice for smart devices in the UAE
- Mobile Services Centre, an online platform was launched that offered flexibility to corporate customers to manage and control mobile services of their individual employees
- CloudTalk was the UAE's first business unified communication and collaboration service launched by Etisalat. CloudTalk, an agile, secure and cloud-based solution with state-of-the-art features like instant messaging, video conferencing, screen sharing, mobile app and more, will be beneficial for businesses looking to simplify their intricate communication infrastructure

- Video Cloud Platform, a state-of-the-art Video Analytics Platform developed by Etisalat for real-time alerts to reduce incident response times using AI algorithms and Big Data, reducing the requirement of vast manpower and time. Successful POCs led the Etisalat Safe City Video Analytics Platform to be officially chosen by Dubai Police as its primary collaboration platform, used for the Oyoon Safe City initiative. Additionally, as a first of its kind, the solution is hosted in Etisalat data centre as managed solution outside of traditional Dubai Police IT environment

## 16.2 EXTERNAL INNOVATION

Etisalat has established a strong foundation to nurture and grow innovation in the surrounding ecosystem in collaboration with stakeholders from government and private sectors. It has expanded its FutureNow open innovation program to accelerate the adoption of latest technologies through a collaborative platform of experts and capabilities to drive digital transformation. It now encompasses the Open Innovation Centre, the Co-Creation Lab, the Scale-ups Program, and the IoT Partnerships Program.

- The Open Innovation Centre has become an essential asset for Government entities and Enterprise customers to understand how to embrace their journey into Digital Transformation to be able to compete in today's disruptive market. It has over 335 corporate customer visits in 2019
- Throughout the year, the Co-Creation Lab has conducted 16 design thinking workshops, generating over 315 new ideas and 83 unique service concepts with Etisalat Government and Enterprise customers. While the Co-Creation Lab serves the B2B segment, Etisalat follows the same approach with partners and consumers. For the latter, various tools and platforms are used to gauge customers' insights, and to ensure the realisation of their needs and ideas in workable products and services

- As part of the Scale-ups Program, Etisalat has launched #FutureNowCalls initiative, which aimed at creating an ecosystem of innovative scaleups from across the globe to accelerate their businesses in the UAE and MENA region in partnership with Etisalat to bring new solutions to the market. In 2019, Etisalat ran 10 innovation challenges in the areas of cloud computing, artificial intelligence, robotic process automation, industrial IoT, augmented reality and other emerging technologies. Some of these challenges were run in partnership with Dubai Future Foundation and its Dubai Future Accelerators program as well as FinTech Hive, the region's first and biggest FinTech accelerator and hub, sponsored by Dubai International Financial Centre that aims to identify solutions for the banking, insurance and regulatory industries

- The IoT Partnership Program was launched officially during GITEX 2019 and aimed at creating an ecosystem of IoT partnerships to further strengthen the solution portfolio of Etisalat Digital. A key enabler of the program is the #FutureNowWorkshops, where Etisalat invites developers and innovators ranging from IoT companies to talented university students, to build, test and integrate their applications on Etisalat's digital IoT platform. In 2019, Etisalat held two #FutureNowWorkshops where over hundred developers and students developed a Weather Monitoring solution as well as a Smart Home solution using Etisalat IoT platform. An on ground implementation, a smart city initiative of using NBIOT water meters, was completed with public utility provider (DEWA)

Finally, Etisalat and EBTIC have collaborated to host the innovation month in Abu Dhabi, while Etisalat's Liquid Studio has collaborated with EBTIC to deliver a series of talks focused on Artificial Intelligence and Machine Learning for business and social benefits.



# 17

## KEY EVENTS FOR THE YEAR 2019

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## JANUARY

- Etisalat achieved 'The Most Valuable Telecoms Brand' in MENA by Brand Finance
- Maroc Telecom was granted a unified mobile license for MAD 1.3 billion in Burkina Faso
- Etisalat's innovation programme 'Future Now' signed agreements with four scaleups to develop Artificial Intelligence and Blockchain solutions
- Etisalat entered into a strategic partnership with the Federal Electricity and Water Authority to provide them with a smart business messaging platform

## FEBRUARY

- Etisalat unveiled Robotic Centre of Excellence to deliver automated solutions for greater customer satisfaction

## MARCH

- Etisalat Group's shareholders casted their approval votes on lifting restrictions on foreign shareholders voting rights
- Etisalat collaborated with 'Abu Dhabi Smart Solutions and Services Authority' to digitise government services through its platform 'TAMM'
- AT&T joined Global Cyber Security Alliance formed by Etisalat Group, Singtel, Softbank and Telefonica

- UAE ranked as global leader in Fibre Optic Network for a third year in a row supported by Etisalat's countrywide fibre network

## APRIL

- Etisalat launched the UAE's first cloud gaming service to deliver high-quality cloud-based games on its eLife TV
- Mobily granted fixed line service licence by Saudi CITC allowing the Company to become a fully integrated telecom operator
- Etisalat Internal Control & Audit was presented with the "2019 Leading Practices in Internal Audit - Overall Winner" award in the Private Category at the IIA Annual Regional Conference for its digitisation initiatives

## MAY

- Etisalat launched first smartphones supporting 5G network in the MENA region

## JUNE

- Maroc Telecom completed the acquisition of 100% ownership of Tigo Chad
- Etisalat and Noor Bank jointly launched eWallet, a new mobile digital payment service
- Onatel, Maroc Telecom's company in Burkina Faso, launched 4G services in Burkina Faso
- Etisalat enabled 5G network inside Abu Dhabi's new international airport to become the first airport in the region with 5G coverage allowing speeds of up to 1Gbps

## JULY

- Etisalat collaborated with 8 banks to develop UAE Connect, a new Blockchain platform to digitise trade
- Etisalat collaborated with Microsoft to provide state-of-the-art digital transformative solutions
- Etisalat Misr and Telecom Egypt signed four agreements to provide virtual fixed voice and bitstream services
- Credit rating agency Standard & Poor's affirmed Etisalat's rating at AA- with stable outlook

## AUGUST

- Etisalat Academy launched the GCC's first accredited Service Automation Framework (SAF) Training Centre
- PTCL partnered with Metropolitan Corporation Islamabad to support clean and green environment
- The Company finalised all required approvals for amending some provisions of its Articles of Association and had the amended version notarised by the Notary Public

## SEPTEMBER

- Etisalat signed an agreement to acquire Help AG's operations in the UAE and KSA

- Etisalat named 'Best Regional Wholesale Carrier' by Telecoms World Middle East

## OCTOBER

- Etisalat Digital and SonicWall partnered to deliver network security to SMBs
- Etisalat successfully completed the first end-to-end 5G standalone call in the MENA region
- Etisalat Digital teamed up with Abu Dhabi Digital Authority (ADDA) to launch Scale AD innovation programme
- Etisalat Internal Control & Audit was assessed as "Generally Conforms" to 100% of applicable Internal Auditing Standards by the Institute of Internal Auditors

## NOVEMBER

- Credit rating agency Moody's affirmed Etisalat's rating at Aa3 with stable outlook

## DECEMBER

- Etisalat was recognised as the fastest mobile and broadband network in the region by Ookla
- Etisalat launched the second edition of 'Hello Business Pitch' competition, a unique platform that promotes business growth and innovation



**H.E. Obaid Humaid Al Tayer**  
Chairman of the Board



**Hesham Abdulla Al Qassim**  
NRC Chairman



**Essa Abdulfattah Kazim**  
AC Chairman



**Mohamed Dukandar**  
Chief Internal Control & Audit Officer