



Invitation to the Extraordinary General Asembly Meeting of Gulf International Services Q.P.S.C.

The Board of Directors is pleased to invite you to attend the company's Extraordinary General Assembly Meeting to be held on Wednesday, May 2nd, 2018 at 5:30 pm in Al Sonbok (1) Ballroom, Sharq Village & Spa - Doha. In case that a quorum is not met, a second meeting will be held on Tuesday, May 8th, 2018 at the same time and location.

Agenda of the Extraordinary General Assembly Meeting

1. Approve the proposed changes to the Article of Association:

First Change: Article 20 regarding the Restrictions on Shareholding:

Before amendment:

(20.1) With the exception of those entities listed as (a) to (e) in the table below, no person or entity shall hold (or be beneficially entitled to), whether directly or indirectly, Shares of a nominal value exceeding one (1) percent (%1) of the capital of the Company.

	Person/entity	Ownership limit
(a)	Qatar Petroleum (or an Affiliate of Qatar Petroleum)	No Limit
(b)	Qatar Investment Authority (or an Affiliate of Qatar Investment Authority)	No Limit
(c)	General Retirement and Pension Authority (or be beneficially entitled to hold such Shares)	%21.4 of the capital of the Company
(d)	Selected Institutions	%1.4 of the capital of the Company
(e)	Government of the State of Qatar and wholly owned government companies	%2 of the capital of the Company

For the purposes of this Article, a legal person, its subsidiaries and companies and/or individuals under its control, shall be deemed one person and a decision passed by the Board in this respect shall be final, conclusive and binding on all concerned.

After amendment:

(20.1) With the exception of those entities listed as (a) to (c) in the table below, no person or entity shall hold (or be beneficially entitled to, whether directly or indirectly), Shares of a nominal value exceeding two percent (%2) of the capital of the Company.

	Person/entity	Ownership limit
(a)	Qatar Petroleum (or an Affiliate of Qatar Petroleum)	No Limit
(b)	Qatar Investment Authority (or an Affiliate of Qatar Investment Authority)	No Limit
(c)	General Retirement and Pension Authority (or be beneficially entitled to hold such Shares)	%22 of the capital of the Company

For the purposes of this Article, a legal person, its subsidiaries and companies and/or individuals under its control, shall be deemed one person and a decision passed by the Board in this respect shall be final, conclusive and binding on all concerned.

Second Change: the addition of a new paragraph to Article no. 23 on the eligibility of Directors:

23.5: Eligibility of Directors (continued):

In the event that the Shares are listed on the Qatar Exchange or on a regulated stock exchange, and for the purpose of determining whether a person is suitable to be appointed as an Independent Director, the determination of an Independent Director shall be in accordance with

the regulations and requirements of such stock exchange. The relevant Independent Director must not be under the influence of any factor that may limit his/her capacity to consider, discuss and decide on the Company's matters in an unbiased and objective manner.

Notes

- Please bring your Identity Card and NIN number issued by the Qatar Exchange to the meeting for registration, which will commence at 4:30 pm.
- If you are not able to attend personally, you may wish to authorize another GIS shareholder to vote on your behalf in the meeting. You can do this by using a proxy form which you can download from the company's website: www.gis.com.qa.
- Once completed and signed, the proxy form must be delivered to Gulf International Services no less than 48 hours prior to the commencement of the meeting.
- No proxy may be appointed to act if, in consequence of such appointment, the proxy shall represent more than five (5) per cent. of the Company's issued share capital when the Shares of the person appointing the proxy are aggregated with the Shares of the person appointed to act as proxy.
- Kindly be advised that one shareholder may act as proxy for one or more shareholders, subject to the Articles of Association.
- For the avoidance of doubt, shareholders are advised that this Notice to Shareholders constitutes good and valid notice, with no need for distribution by normal post, under the Company's Articles of Association as approved for amendment under Extraordinary General Assembly Resolution of 19 April 2009.