Proposed Amendments to the DG Restated AOA (subject to the approval of the competent authorities)

				February 2022
Bef	ore Amendment	Afte	r Amendment	Reason for Proposed Change
-	Section One	<u>S</u>	ection One	
<u>Article (1)</u>			Article (1)	
Incorpora	ation of the Company	Incorporatio	n of the Company	
- has been in Sharjah, purs competent au with the Trad 23/11/2005 Development of Sharjah, Minister of Ec the Memora Association of 10/09/2005 b	a public joint stock company corporated in the Emirate of suant to the approval of the uthorities and in accordance le License No 536548 dated issued by the Economic Department of the Emirates the Decision of HH the conomy No. 429 of 2005 and andum and Articles of of the Company notarized on before the Notary Public of of Sharjah (the " Company "),	- has been inco Sharjah, pursu competent aut with the Trade 23/11/2005 is Development I of Sharjah, ti Minister of Eco the Memorar Association of 10/09/2005 be	public joint stock company proporated in the Emirate of ant to the approval of the norities and in accordance License No 536548 dated sued by the Economic Department of the Emirates ne Decision of H.E the nomy No. 429 of 2005 and ndum and Articles of the Company notarized on fore the Notary Public of Sharjah (the " Company "),	To amend the title of H.E Minister of Economy.
Shareholders decided by amend and r Company's a comply with the Federal Law Commercial Resolution of Board of Dire on the add	Assembly of the Company's held on 28 April 2021 a Special Resolution to restate the provisions of the Articles of Association, to he latest amendments to the No. (2) of 2015 Concerning Companies and the of Chairman of the SCA's rectors No. (03/R.M) of 2020 option of the Corporate Guide for Public Joint Stock as follows:	Shareholders decided by a amend and re- Company's A comply with the Federal Decre Concerning Co the Resolution Board of Direc on the adop Governance G	sembly of the Company' held on 21 April 2022 a Special Resolution to state the provisions of the rticles of Association, to e latest amendments to the e by Law No. (32) of 2021 ommercial Companies and of Chairman of the SCA's tors No. (03/R.M) of 2021 otion of the Corporate uide for Public Joint Stock and its amendments, as	To update the reference to the New Commercial Companies Law No. 32 of 2021 and the amendment to Corporate Governance Guide.
	Article (2)		Article (2)	
	Definitions		Definitions	
following tern set out hereu	ticles of Association, the ns shall have the meanings under unless the context of requires otherwise:	following terms set out hereur	cles of Association, the s shall have the meanings ider unless the context of equires otherwise:	
State	United Arab Emirates.	State	United Arab Emirates.	
Emirate	Emirate of Sharjah.	Emirate	Emirate of Sharjah.	

Companies Law	Federal Law No. (2) of 2015 Concerning Commercial Companies, as amended from time to time.	Companies Law	Federal Decree by Law No. (32) of 2021 Concerning Commercial Companies, as amended from time to time.	To update the reference to the New Commercial Companies Law No. 32 of 2021.
Authority	The Securities and Commodities Authority in the State.	Authority	The Securities and Commodities Authority.	To update the definition in line with the New Commercial Companies Law No. 32 of 2021.
Competent Authority	The Department of Economic Development in the Emirate.	Competent Authority	The Department of Economic Development in the Emirate.	
Market	The stock market licensed by the Authority in which the shares of the Company are listed.	Market	The stock market licensed by the Authority in which the shares of the Company are listed.	
Board of Directors or Board	The Board of Directors of the Company.	Board of Directors or Board	The Board of Directors of the Company.	
Governance Guide	The governance guide of public joint stock companies issued pursuant to Resolution of Chairman of the Authority's Board of Directors No. (03/R.M) of 2020 on the adoption of the Corporate Governance Guide for Public Joint Stock Companies, as amended from time to time.	Governance Guide	The governance guide of public joint stock companies issued pursuant to Resolution of Chairman of the Authority's Board of Directors No. (03/R.M) of 2020 on the adoption of the Corporate Governance Guide for Public Joint Stock Companies, as amended from time to time.	
Special Resolution	A resolution adopted by the majority of votes of shareholders owning not less than three quarters of the shares represented in a General Assembly Meeting.	Special Resolution	A resolution adopted by the majority of votes of shareholders owning not less than three quarters of the shares represented in a General Assembly Meeting	
Cumulative Voting	Each shareholder shall have a number of votes equal to the number of shares he/she holds, which he may cast in favour of one nominee to the membership of the Board of Directors or distribute among any number of nominees he selects, provided that the total number of votes cast	Cumulative Voting	Each shareholder shall have a number of votes equal to the number of shares he/she holds, which he may cast in favour of one nominee to the membership of the Board of Directors or distribute among any number of nominees he selects, provided that the total number of votes	

Electronic Voting	 in favour of the selected nominees shall not exceed the number of votes held by the shareholder. A type of voting that uses electronic means to either assist in or perform the process of collecting and counting the votes, in accordance with the controls issued by the Authority and/or the Market in this regard. 	Electronic Voting	 cast in favour of the selected nominees shall not exceed the number of votes held by the shareholder. A type of voting that uses electronic means to either assist in or perform the process of collecting and counting the votes, in accordance with the controls issued by the Authority and/or the Market in this regard. 	
Related Parties	Has the meaning given to this term in the Governance Guide.	Related Parties	Has the meaning given to this term in the Governance Guide.	
Board Secretary	Means the secretary of the Board of Directors appointed pursuant to Article 8 of the Governance Guide and Article 21 of these Articles of the Association.	Board Secretary	Means the secretary of the Board of Directors appointed pursuant to Article 8 of the Governance Guide and Article 21 of these Articles of the Association.	
Incroaso a	Article (15) nd Reduction of Capital		Article (15) Reduction of Capital	
1. Upon obt Authority capital m new sha value of adding au nominal	taining the approval of the , the Company's issued ay be increased by issuing res at the same nominal the original shares or by n issuance premium to the value. The Company's apital may also be reduced.	1. Upon obta Authority, capital ma new shar value of t adding an nominal	ining the approval of the the Company's issued by be increased by issuing es at the same nominal the original shares or by issuance premium to the value. The Company's bital may also be reduced.	
less than issued fo excess s reserve thereby	res shall not be issued for their nominal value, and if r more than such value, the hall be added to the legal even if such reserve may exceed half of the apital of the Company.	less than t issued for excess sh reserve thereby n	is shall not be issued for their nominal value, and if more than such value, the hall be added to the legal even if such reserve nay exceed half of the bital of the Company.	
capital s Resolutic and in ac and requ	or reduction the issued shall be by a Special on of the General Assembly cordance with the controls irements set out under the es Law and the rules and	on the no and detern that the m the nomin	any may grant a discount minal value of the share nine its value in the event arket value is lower than nal value of the share. the share discount, a	A New clause No. 3 was added to give the Company the option to issue new shares at less than the par value in accordance with article 198 of the New

regulations issued by the Authority in this regard.	negative reserve in equity in the balance sheet shall be created and deducted from the future profits of the company before any dividends are approved.	Commercial Companies Law.
 Shareholders shall have priority rights to subscription in new shares. The rules followed in subscription to the original shares shall apply to subscription to new shares. Shareholders' subscription priority rights shall not apply in the following cases: 	4. Increase or reduction of the issued capital shall be by a Special Resolution of the General Assembly and in accordance with the controls and requirements set out under the Companies Law and the rules and regulations issued by the Authority in this regard.	Article renumbered.
(a) <u>Joining of a strategic partner</u> in accordance with the Companies Law.		
(b) <u>Conversion into shares in the</u> <u>capital of the Company of cash</u> <u>debts</u> owed to the Federal Government, local government, public corporations and authorities in the State and to banks and finance companies.		
(c) <u>Company's Employees'</u> <u>Incentive plan</u> through a program designed to incentivize outstanding performance and increase Company's profitability by granting employees shares in the Company.		
In the cases stipulated in Clauses (a), (b) and (c) the Company shall obtain the approval of the General Assembly and the Authority to the joining of a strategic partner, the conversion of cash debts into shares and to the Company's employees' incentive plan and shall comply with the conditions and regulations issued by the Authority in this regard.		
5. <u>Conversion of Sukuk and Bonds</u> <u>issued by the Company into shares;</u> the conversion of bonds or Sukuk into shares shall be effected by a resolution of the Board of Directors without referring the matter back to the General Assembly as long as the issuance of Bonds or Sukuk was made by a Special Resolution in accordance with Article (230) of Companies Law.	5. Shareholders shall have priority rights to subscription in new shares. The rules followed in subscription to the original shares shall apply to subscription to new shares. Shareholders' subscription priority rights shall not apply in the following cases:	Article renumbered.

	(a) <u>. Joining of a strategic partner</u> in accordance with the Companies Law.	
	(b). <u>Conversion into shares in the capital</u> of the Company of cash debts owed to the Federal Government, local government, public corporations and authorities in the State and to banks and finance companies.	
	(c). <u>Company's Employees' Incentive</u> <u>plan</u> through a program designed to incentivize outstanding performance and increase Company's profitability by granting employees shares in the Company.	
	In the cases stipulated in Clauses (a), (b) and (c) the Company shall obtain the approval of the General Assembly and the Authority to the joining of a strategic partner, the conversion of cash debts into shares and to the Company's employees' incentive plan and shall comply with the conditions and regulations issued by the Authority in this regard.	
6. <u>Issuance of shares for Employees</u> <u>incentive plan</u> : The Board of Directors may from time to time issue new shares from the Authorized capital at the same nominal value of the original shares of the Company to meet shares grants made pursuant to the Company's Employees' incentive plan approved by the General Assembly and the Board of Directors provided that the total issued shares shall not exceed (5%) five of the Company's capital from time to time.	6. Conversion of Sukuk and Bonds issued by the Company into shares; the conversion of bonds or Sukuk into shares shall be effected by a resolution of the Board of Directors without referring the matter back to the General Assembly as long as the issuance of Bonds or Sukuk was made by a Special Resolution in accordance with Article (230) of Companies Law.	The concept of authorized capital has been abolished by the New Commercial Companies Law and therefore, it's proposed to delete clause 6. Previous clause 5 was renumbered as clause 6.
Section Four	Section Four	
<u>The Company's Board of</u> <u>Directors</u>	<u>The Company's Board of</u> <u>Directors</u>	

<u>Arti</u>	<u>cle (20)</u>	Article (20)	
	of the Board of ectors	Composition of the Board of Directors	
shall vest in it which shall comembers elect Assembly to voting in a set that the major are non-exet members we experience ar	ecret ballot, provided ity of Board members ecutive independent	 The Management of the Company shall vest in its Board of Directors, which shall consist of (11) eleven members elected by the General Assembly through cumulative voting in a secret ballot, provided that the majority of Board members are non- executive independent members who have practical experience and technical skills that serve the interest of the Company. 	
Board membe must able to o and effort to I	on of non-executive rs, the Board member devote adequate time his/her role and such t be in conflict with hterests.	2. Upon election of non-executive Board members, the Board member must able to devote adequate time and effort to his/her role and such role must not be in conflict with his/her other interests.	
required perce the State in the Board of Dire	shall comply with the entage of nationals of ne composition of the ectors in accordance elevant laws and	3. The Company shall comply with the required percentage of nationals of the State in the composition of the Board of Directors in accordance with the relevant laws and regulations.	
required per representation the Board accordance v Guide. If this achieved, th disclose the	shall comply with the centage of female in the composition of of Directors in with the Governance s percentage is not be Company shall reasons for not required percentage.	4. The Company shall comply with the required percentage of female representation in the composition of the Board of Directors in accordance with the Governance Guide and the Company shall disclose that representation in the annual corporate governance report.	To reflect the amendment of the Corporate Governance Guide.
Board commit it in carrying including the be formed	Directors shall form the tees required to assist g out its functions, committees that shall pursuant to the Guide. In this respect:	5. The Board of Directors shall form the Board committees required to assist it in carrying out its functions, including the committees that shall be formed pursuant to the Governance Guide. In this respect:	
accordance wi by the Board specifically inc the tasks of th authorities gr manner of its c	es shall be formed in ith the procedures set of Directors and shall clude the definition of ne committee, tenure, anted to it and the control by the Board of ne committees shall	(a) Committees shall be formed in accordance with the procedures set by the Board of Directors and shall specifically include the definition of the tasks of the committee, tenure, authorities granted to it and the manner of its control by the Board of Directors. The committees shall present a written	

present a written report to the Board of Directors on the procedures, results and recommendations reached in absolute transparency, and the Board of Directors shall ensure the follow-up of the work of committees to ensure their compliance with works assigned thereto.	report to the Board of Directors on the procedures, results and recommendations reached in absolute transparency, and the Board of Directors shall ensure the follow-up of the work of committees to ensure their compliance with works assigned thereto.		
(b) Each committee shall, once formed, be liable to the Board of Directors for its activities. However, the Board of Directors shall not be released of liability for activities, functions and authorities delegated to such Committee.	(b) Each committee shall, once formed, be liable to the Board of Directors for its activities. However, the Board of Directors shall not be released of liability for activities, functions and authorities delegated to such Committee.		
(c) The Board of Directors shall ensure the proper composition, qualifications and competencies of the members of Board committees.	(c) The Board of Directors shall ensure the proper composition, qualifications and competencies of the members of Board committees.		
Article (21)	Article (21)		
<u>Membership of the Board of</u> <u>Directors</u>	Membership of the Board of Directors		
 Members of the Board of Directors shall hold office for a term of three Georgian years and at the end of this period the Board shall be reconstituted. Members whose term of office has expired may be re-elected. 	1. Members of the Board of Directors shall hold office for a term of three Georgian years and at the end of this period the Board shall be reconstituted. Members whose term of office has expired may be re- elected.		
 Subject to the provisions of Article 143 of Companies Law, if the office of a member of the Board of Directors becomes vacant, the Board of Directors shall appoint a new member to hold the vacant position, provided that such appointment shall be presented to the general assembly at its first meeting to approve such 	 Subject to the provisions of Article 143 of Companies Law, if the office of a member of the Board of Directors becomes vacant, the Board of Directors shall appoint a new member within a maximum period of (30) days to hold the vacant position, provided that such appointment shall be presented to the general assembly at its first 	To reflect Commercial Law.	the New Companies

	assembly, and the new member shall complete the term of his predecessor.
3. If the vacant positions reach quarter of the number of mer of the Board of Directors remaining members shall invi general assembly to convene no later than 30 (thirty) days the date of vacancy of the last to elect new members to fill vacancies.	nbersquarter of the number of members of thethethe Board of Directors, the remaininge themembers shall invite the generalwithinassembly to convene within no laterfromthan 30 (thirty) days from the date ofofficevacancy of the last office to elect new
4. The Board of Directors shall at the Board Secretary who directly report to the Boa Directors. The Board Sec shall be independent from Company's management and not be a member of the Boa Directors. The Board may see assistance of an external pa perform the duties of the Secretary. The mandates remuneration of the secretary be determined by the Boa Directors.	shallthe Board Secretary who shall directly report to the Board of Directors. The Board Secretary shall the be independent from the Company's shallthebe independent from the Company's shallmanagement and shall not be a rrd of trop of the Board of Directors.k theThe Board may seek the assistance of an external party to perform the Board duties of the Board Secretary. The and mandates and remuneration of the shallshallsecretary shall be determined by the
5. The seat of a Board of Dire member becomes vacant if:	ectors 5. The seat of a Board of Directors member becomes vacant if:
(a) he dies or becomes of uns mind or incompetent in other v act as Board member;	
(b) Convicted of a crime an honesty or honour;	painst (b) Convicted of a crime against honesty or honour;
 (c) Declared bankrupt or stopped paying his comm debts without necessarily be connection with a declaration bankruptcy; 	ercial stopped paying his commercial ng in debts without necessarily being in
(d) Resigned from his po pursuant to a written submitted to the Company to effect;	notice pursuant to a written notice
(e) Dismissed pursuant to a S Resolution of the Ge Assembly;	neral (e) Dismissed pursuant to a Special Resolution of the General Assembly;
(f) If he is absent from the meetings for three conse times or five non-consecutive	cutive meetings for three consecutive

during the Board's tenure without an excuse acceptable to the Board; orduring the Board's tenure without an excuse acceptable to the Board; or(g) if he holds office in violation of(g) if he holds office in violation of	
(a) if he holds office is violation of (a) if he holds office is violation of	
the provisions of Companies Law. (g) in the provisions of Companies Law.	
6. If it is resolved to dismiss a member 6. If it is resolved to dismiss a member	
of the Board of Directors, he shall of the Board of Directors, he shall not be	
not be eligible for nomination for eligible for nomination for membership of	
membership of the Board of the Board of Directors before the expiry of	
Directors before the expiry of three three years from the date of his dismissal.	
years from the date of his dismissal.	
Article (39) Article (39)	
Remuneration of the Chairman Remuneration of the Chairman	
and Members of the Board of and Members of the Board of Directors	
Directors	
1. The remuneration of the Chairman 1. The remuneration of the Chairman The	
	mpanies Law provides
	option to pay lump sum s to the directors where
	Company does not
	ke profit, or makes
	ufficient profit. The
	posed amendment is in
for consideration by the General all depreciations and reserves; or line	with the New
	mpanies Law.
expenses, fees or additional (b) subject to any controls issued	
remuneration or a monthly salary as by the Authority a fee not	
determined by the Board of exceeding AED 200,000 where -	
Directors to any of its members, if such member works in any (i) the Company does not make a	
committee or exerts special efforts profit; or	
or performs additional work for the	
Company beyond his usual duties (ii) if the Company makes a profit	
as a member of the Board of but the share of profit able to be	
Directors of the Company. Neither paid to the Board members in	
the Chairman nor the members may accordance with paragraph (a)	
be paid attendance allowance, is less than AED 200,000.	
though the Company shall pay to members residing outside the State It is not permissible to combine	
members residing outside the State It is not permissible to combine the cost of travel, accommodation, the fee payable under paragraph	
boarding and transportation (b) with any share of profit under	
incurred in attending the meetings paragraph (a). The remuneration	
of the Board and its committees. for the above mentioned fee shall	
be submitted for consideration by the	
General Assembly.	
2 The Company may pay average	
2. The Company may pay expenses, fees or additional remuneration or a	
monthly salary as determined by the	
Board of Directors to any of its	
members, if such member works in	
any committee or exerts special	
efforts or performs additional work for	
the Company beyond his usual	

	duties as a member of the Board of Directors of the Company. Neither the Chairman nor the members may be paid attendance allowance, though the Company shall pay to members residing outside the State the cost of travel, accommodation, boarding and transportation incurred in attending the meetings of the Board and its committees.	
2. Fines imposed on the Company by the Authority or the Competent Authority for violations by the Board of Directors of the Companies Law or the Articles of Association during the ended financial year shall be deducted from the remuneration of the Board of Directors. The General Assembly may not deduct such fines if it transpired that they did not result from any negligence or error committed by the Board of Directors.	3. Fines imposed on the Company by the Authority or the Competent Authority for violations by the Board of Directors of the Companies Law or the Articles of Association during the ended financial year shall be deducted from the remuneration of the Board of Directors. The General Assembly may not deduct such fines if it transpired that they did not result from any negligence or error committed by the Board of Directors.	Article renumbered.
Section Five	Section Five	
The General Assembly	The General Assembly	
Article (41)		
	<u>Article (41)</u>	
General Assembly Meeting	<u>Article (41)</u> General Assembly Meeting	

2. A corporate person may delegate by virtue of a resolution issued by its board of directors or whoever acts on its behalf any of its representatives or managers to represent it at the General Assembly meetings of the Company and such delegated person shall have the powers specified in the proxy resolution.	2. A corporate person may delegate by virtue of a resolution issued by its board of directors or whoever acts on its behalf any of its representatives or managers to represent it at the General Assembly meetings of the Company and such delegated person shall have the powers specified in the proxy resolution.	
3. It shall be permitted for meetings of the General Assembly to be held and for the shareholder to participate in its deliberations through modern technological means of telepresence according to the controls set forth by the Authority and/or the Market in this regard.	3. It shall be permitted for meetings of the General Assembly to be held and for the shareholder to participate in its deliberations through modern technological means of telepresence according to the controls set forth by the Authority and/or the Market in this regard.	
Coation Ton	Contian Tan	
Section Ten	Section Ten	
<u>Section Ten</u> <u>Final Provisions</u>	<u>Section Ten</u> <u>Final Provisions</u>	
Final Provisions	Final Provisions	
Final Provisions <u>Article (67)</u>	Final Provisions <u>Article (67)</u>	
Final Provisions	Final Provisions	
Final Provisions Article (67)	Final Provisions <u>Article (67)</u>	To update the provisions relating to Social Contributions to reflect the New Commercial Companies Law. The 2 % cap have been removed from the Commercial Companies Law.