Amendment to the Articles of Association of Amlak Finance PJSC

Schedule of Changes

Original Article	Amended Article
NA	**Definitions**: **Higher Sharia Authority:** means the Sharia Authority established by the Cabinet decision No. (1 and 5/102) of 2016, and article 17 of Decretal Federal Law No. (14) of 2018Regarding the Central Bank & Organization of Financial Institutions and Activities.
Article 4 The Company shall conduct its business in compliance with the provisions of Islamic Sharia. The Company shall accept investment deposits from depositors and…..	**Article 4** The Company shall conduct its business in compliance with the provisions of Islamic Sharia and comply with the Sharia governance framework issued by the Central Bank and the Higher Sharia Authority. The Company shall accept investment deposits from depositors and…..
Article 33 Subject to Article (3/11) of the Commercial Companies Law, the General Assembly shall, on recommendation of the Board of Directors, appoint the Fatwa and Sharia Supervisory Board, provided that its members shall be at least three but not to exceed five from those specialized in Sharia transactions in connection with the activities of the Company. The Board of Directors shall issue a regulation to regulate the activity of such Sharia Board and the financial remuneration of its chairman and members.	**Article 33** Subject to Article (79/2) of the Decretal Federal Law No. (14) of 2018 , the General Assembly shall, based on recommendation of the Board of Directors, appoint the an independent internal Sharia control committee the"Internal Sharia Control Committee" , provided that its members shall be at least three but not to exceed five from those specialized in Sharia and financial transactions. The Board of Directors shall issue a regulation to regulate the activity of the committee and the financial remuneration of its chairman and members. The applications related to the appointment, renewal, dismissal or acceptance of resignation shall be sent to the Higher Sharia Authority for ratification. Any appointment, renewal, dismissal or acceptance of resignation considered shall not be considered valid only after the approval of the Higher Sharia Authority prior to present it to the General Assembly to approve it. Curriculum vitae of the candidate shall be attached to the applications related to the approval of appointment or renewal
Article 34 The Fatwa and Sharia Supervisory Board shall issue the Fatwas, approve the contract forms to be used by the Company and review and audit all the operations of the Company. The Fatwa and Sharia Supervisory Board shall be entitled to accept or reject any activity conducted by the Company in violation of the principles of the Islamic Sharia. The Board of Directors shall fully comply with the resolutions of the Fatwa and Sharia Supervisory Board. The Board shall provide a report of the result of such audit to the General Assembly held annually. The chairman of the Sharia Board shall read such report and reply to the enquiries by the members of the General Assembly in respect thereof.	**Article 34** Subject to Article (**80**) of the Decretal Federal Law No. (14) of 2018 regarding the Central Bank and Organization of Financial Institutions and Activities, the Internal Sharia Control Committee shall have the right to review and audit all of the activities, products, services, contracts, documents and the policies of the Company, and approves them and sets the necessary Sharia controls within the framework of the rules, principles and standards established by the Higher Sharia Authority in order to guarantee its compliance with the principles of the Islamic Sharia, and all of its opinions or Fatwas shall be binding. The Committee shall submit annual report on the outcome of its audit to the General Assembly. The Chairman of the Internal Sharia Control Committee or one of its members shall read the report and respond to the queries of the members of the General Assembly in respect thereof. The annual sharia audit report issued by the Company's Internal Sharia Control Committee shall be sent to the Higher Sharia Authority for review and approval

	before being submitted to the shareholders of the General Assembly
Article 35 The Fatwa and Sharia Supervisory Board shall have the right to inspect at any time all the books, records and documents of the Company, together with the contracts entered into by Company and any other documents. The Fatwa and Sharia Supervisory Board may demand such explanations as it may deem required to perform its duties. If the Fatwa and Sharia Supervisory Board is unable to perform its duty, it shall confirm the same in a report to be provided to the Board of Directors. If the Board of Directors fails to facilitate the task of the Fatwa and Sharia Supervisory Board, such report shall be referred to the General Assembly after being presented to the Board of Directors.	**Article 35** The Internal Sharia Control Committee shall have the right to inspect at any time all the books, records and documents of the Company, together with the contracts entered into by Company and any other documents. The Internal Sharia Control Committee may demand such explanations as it may deem required performing its duties. If the Fatwa and Internal Sharia Control Committee are unable to perform its duty, it shall confirm the same in a report to be provided to the Board of Directors. If the Board of Directors fails to facilitate the task of the Internal Sharia Control Committee, such report shall be referred to the General Assembly after being presented to the Board of Directors
Article 36 The Fatwa and Sharia Supervisory Board shall elect from its number a chairman and a vice chairman at its first meeting after being appointed. The chairman or, in his absence, the vice chairman shall represent the Fatwa and Sharia Supervisory Board before the Board of Directors and the General Assembly.	**Article 36** The Internal Sharia Control Committee shall elect from its number a chairman and a vice chairman at its first meeting after being appointed. The chairman or, in his absence, the vice chairman shall represent the Internal Sharia Control Committee before the Board of Directors and the General Assembly
Article 37 No member of the Fatwa and Sharia Supervisory Board may be suspended from work or removed without a reasoned resolution by the Board of Directors confirming that such member violated a Sharia provision or principle unanimously approved by the Sharia scholars or committed any breach that may adversely affect the performance of the duties of his job as provided hereunder. The suspension or removal resolution shall be referred to the concerned member and the Fatwa and Sharia Supervisory Board for comment. Then, such resolution shall be referred to the General Assembly of the Company at its first meeting thereafter. In the event of a vacancy in the Fatwa and Sharia Supervisory Board, the Board of Directors may appoint a member provided that such appointment is presented to the General Assembly in its first meeting	**Article 37** No member of the Internal Sharia Control Committee may be suspended from work or removed without a reasoned resolution by the Board of Directors confirming that such member violated a Sharia provision or principle unanimously approved by the Sharia scholars or committed any breach that may adversely affect the performance of the duties of his job as provided hereunder. The suspension or removal ,reasoned, resolution shall be referred to the Higher Sharia Authority for approval and the decision shall not be considered effective until receiving the Higher Sharia Authority approval. Then, such resolution shall be referred to the General Assembly of the Company at its first meeting thereafter. In the event of a vacancy in the Internal Sharia Control Committee, the Board of Directors may appoint a member provided that such appointment is presented to the Higher Sharia Authority for approval and then to the General Assembly in its first meeting
Article 38 A quorum of the meeting of the Fatwa and Sharia Supervisory Board shall not be present unless the majority of its members are attending. No member of the Fatwa and Sharia Supervisory Board may delegate to any other member the right to vote on his behalf on the resolutions of the Board. Such resolutions shall be passed by the majority votes. In the event of parity, the chairman shall have a casting vote. Quorum at the meeting of the Fatwa and Sharia Supervisory Board to discuss urgent matters that cannot be adjourned shall be present if the chairman and one of its members is present thereat and they both vote in favor of the resolution, provided that such resolution shall be presented to the Fatwa and Sharia Supervisory Board at its first meeting thereafter.	**Article 38** A quorum of the meeting of the Internal Sharia Control Committee shall not be present unless the majority of its members are attending. No member of the Internal Sharia Control Committeemay delegate to any other member the right to vote on his behalf on the resolutions of the Board. Such resolutions shall be passed by the majority votes. In the event of parity, the chairman shall have a casting vote. Quorum at the meeting of the Internal Sharia Control Committee to discuss urgent matters that cannot be adjourned shall be present if the chairman and one of its members is present thereat and they both vote in favor of the resolution, provided that such resolution shall be presented to the Internal Sharia Control Committee at its first meeting thereafter.

Article 39 In the event a dispute arises between the members of the Fatwa and Sharia Supervisory Board and the members of the Board of Directors in connection with the duties of the Fatwa and Sharia Supervisory Board, the Board of Directors shall comply with the opinion of the Fatwa and Sharia Supervisory Board.	**Article 39** In cases where disagreement arises, over a Sharia opinion, between members of the Internal Sharia Supervision Committee, or disagreement between the Internal Sharia Committee and the Board of Directors of the Company, over the compliance or non-compliance of a particular matter with the provisions of Sharia, the disagreement shall be referred to the Higher Sharia Authority, whose opinion on the matter shall be final
Article 40 The Company shall have a Sharia controller to be appointed by the Board of Directors upon the recommendation of the Fatwa and Sharia Supervisory Board of the Company. Such controller shall be assisted by an adequate number of Sharia controllers. The Sharia Controller shall review and audit the transactions of the Company to ensure that such transactions are compliant with the provisions of the Islamic Sharia and the Fatwa and resolutions of the Fatwa and Sharia Supervisory Board. The Sharia Controller shall report to the Fatwa and Sharia Supervisory Board to take the appropriate resolutions	**Article 40** The Company shall have a division or internal section to undertake internal Sharia audit and monitor compliance of the Company with the fatwas and opinions of the Internal Sharia Supervision Committee. Such division or section shall report to the Board of Directors of the Company, and its employees shall not have any executive powers or any responsibilities towards the businesses, activities and contracts which they review or audit from a Sharia perspective. The said division/ section shall be headed by a Sharia controller appointed by the Board of Directors of the Company
Article 42 Invitations to the shareholders to attend the General Assembly shall be by announcement in two daily local newspapers, at least one of which is issued in Arabic, and by registered mail, or in accordance with the notification method determined by the Authority in that regard, at least 15 days before the date set for the meeting after obtaining the approval from the Authority. The invitation should contain the agenda of the General Assembly meeting. A copy of the invitation shall be sent to the Authority, Competent Authority and the Central Bank of the UAE	**Article 42** Invitations to the shareholders to attend the General Assembly shall be by announcement in two daily local newspapers, at least one of which is issued in Arabic, and by registered mail or by sending phone SMS and e-mail (if any), or in accordance with the notification method determined by the Authority in that regard, at least 15 days before the date set for the meeting after obtaining the approval from the Authority. The invitation should contain the agenda of the General Assembly meeting. A copy of the invitation shall be sent to the Authority, Competent Authority and the Central Bank of the UAE
Article 49 Voting at the General Assembly shall be in accordance with the procedure specified by the chairman of the assembly unless the General Assembly specifies another voting procedure. If the subject of the vote relates to the appointment, dismissal or accountability of the Board Directors, voting should be by secret Cumulative Voting.	**Article 49** Voting at the General Assembly shall be in accordance with the procedure specified by the chairman of the assembly unless the General Assembly specifies another voting procedure. If the subject of the vote relates to the appointment, dismissal or accountability of the Board Directors, voting should be by secret Cumulative Voting. Subject to the provisions of Article (183) of the Companies Law, a shareholder may vote electronically in the General Assembly meetings of the Company in accordance with the mechanism adopted by the Market, where the Company' shares are listed, and approved by the Authority. In such case, the following requirements shall be satisfied: a. The shareholder must sign a prior declaration before the meeting confirming his written consent to follow the electronic voting mechanism and prove his attendance in the meeting and his full knowledge of how to use such mechanism and the consequent limitation of his electronic voting on the agenda items of the General Assembly before the beginning of the meeting, and that he cannot discuss the agenda items or vote in the event of adding new items to the agenda of the General Assembly; and confirming his adherence to all the controls issued by the Market in this regard. b. The Chairman of the meeting shall explain the number of shares participating in the meeting by electronic voting, whose attendance has been confirmed in the register of

	shareholders when announcing that the quorum for the meeting has been realized. c. The vote collector, upon voting on the resolutions of the General Assembly, shall indicate the number of votes cast through electronic voting on each resolution of the General Assembly. d. Any other requirements as determined by the Authority
Article 64 a. The Company shall establish a Zakat Fund, and the Board of Directors shall issue the rules regulating the work of the said fund, and shall appoint a committee of three persons to manage the said fund. b. The fund shall have a separate account independent from all the Company's remaining accounts and Mudaraba accounts. The Zakat payable by the Company shall be deposited within the said fund as determined by the Fatwa and Sharia Board. Moneys of the fund shall be disposed of by a resolution from the Fatwa and Sharia Board pursuant to the provisions of the Islamic Sharia principles c. The moneys of the fund shall be deposited in an investment account in the name of the fund until they are paid to the entitled persons. Part of the moneys of the fund shall be transferred to a current account for disbursement as needed. d. The Company shall establish a fund for benevolent-loan and the Board of Directors shall issue the rules regulating the work of the said fund, and shall appoint a committee of three persons to manage the said fund. e. The fund shall have a separate account independent from all the Company's remaining accounts and Mudaraba accounts. The Board of Directors may allocate a determined amount for the "benevolent loan fund". f. The benevolent loan may be granted to the public whether individuals or entities, without charging any profits or interests of any type, provided they shall be Muslims in need. All benevolent loan contracts shall be authenticated and the required necessary repayment securities shall be received in accordance with the Islamic Sharia and the applicable laws in the State. g. All the works performed by the benevolent loan fund shall be subject to audit and to the financial and Sharia Supervision. h. The Board of Directors may exempt the insolvent from the repayment of the full or balance of the benevolent loan amount once the said insolvency is proven	**Article 64 to be Cancelled**
Article 69 The Commercial Companies Law and its implementing resolutions shall apply to the Company and shall be considered as an integral part of the Articles of Association of the Company and complementary to it.	**Article 69** In case of any contradiction between the provisions of these Articles of Association and the provisions of the Decretal Federal Law No. (14) of 2018 regarding the Central Bank and Organization of Financial Institutions and Activities, or provisions of the Federal Commercial Companies Law No. 2 of 2015 and its amendments or any of its implementing resolutions, regulations or circulars issued pursuant to either of them, the provisions of such laws, regulations, , decisions or circulars shall prevail.