The article before amendment	The article after amendment
Article No. (1) **Definitions** Unless the context requires otherwise, the following expressions have the meanings assigned to each of them below in this Memorandum of association and the company's Articles of association: **State:** The United Arab Emirates. **The Companies Law:** Federal Law No. (2) of 2015 in the matter of commercial companies and any amendment thereof. **The Authority:** The Securities and Commodities Authority. **Market:** The Dubai Financial Market, in which the company's shares are listed therein. **Board of Directors:** The Board of Directors of the company **Corporate Governance:** A set of controls and rules that ensures institutional discipline in relationships and management in the Company in accordance with international standards and methods through identifying the responsibilities and duties of the members of the Board of Directors and the Senior Executive Management of the Company, taking into	**Article No. (1)** **Definitions** Unless the context requires otherwise, the following expressions have the meanings assigned to each of them below in this Memorandum of association and the company's Articles of association: **State:** The United Arab Emirates. **The Companies Law:** Federal Law No. (2) of 2015 in the matter of commercial companies and any amendment thereof. **The Authority:** The Securities and Commodities Authority. **The Authority Law:** Law No. (4) of 2000 concerning the Emirates Securities and Commodities Authority and Market, as amended from time to time. **Market:** The Dubai Financial Market, in which the company's shares are listed therein. **Board of Directors:** The Board of Directors of the company **Corporate Governance:** A set of controls and rules that ensures institutional discipline in relationships and management in the Company in accordance with international standards and methods through identifying the responsibilities and duties of the

account the protection of the rights of shareholders and Stakeholders. **Control:** The ability to influence or control - directly or indirectly - the appointment of a majority of a company's board of directors or decisions issued by it or from the general assembly of the company, through ownership of a percentage of shares or shares, or by agreement or other arrangement that leads to the same effect. **Related parties:** • Chairman and members of the Board of Directors and members of the company's senior executive management, the companies in which any of them own a controlling interest, and the parent, subsidiary, sister, or affiliate companies of the company. Relatives of the chairman or member of the board of directors or senior executive management up to the first degree. • The natural or legal person who was, during the year preceding the transaction, a holder of 10% or more of the company's shares or member of its board of directors, its parent company or its subsidiaries. • The person who has control of the company. **Conflict of interests:** the situation in which the impartiality (neutrality) of decision-making is affected	members of the Board of Directors and the Senior Executive Management of the Company, taking into account the protection of the rights of shareholders and Stakeholders. **Control:** The ability to influence or control - directly or indirectly - the appointment of a majority of a company's board of directors or decisions issued by it or from the general assembly of the company, through ownership of a percentage of shares or shares, or by agreement or other arrangement that leads to the same effect. **Related Parties:** The Chairman and members of the Board of Directors of the Company, members of the Senior Executive Management of the Company, employees of the Company, and the companies in which any of such persons holds 30% or more of its capital, as well as subsidiaries or sister companies or affiliate companies. **Conflict of interests:** The situation in which the impartiality (neutrality) of decision-making is affected by a personal or material personal interest where the interest of the Related Parties overlaps or appears to overlap with the interests of the Company as a whole or when using the professional or official capacity in some way to achieve a personal benefit.

by a personal or material personal interest where the interest of the related parties overlaps or appears to overlap with the interests of the company as a whole or when using the professional or official capacity in some way to achieve a personal benefit.

Cumulative Voting: Where each shareholder has a number of votes equal to the number of shares owned by him so that he may vote for one candidate for the membership of the Board of Directors or divide the same among the selected candidates, provided that the number of votes he gives to the candidates he chooses shall not exceed the number of votes in his possession.

Islamic Financial Institutions Law: Federal Law (6) of 1985 concerning Islamic banks, financial institutions and investments companies.

The Company: Dubai Financial Market, a public joint stock company.

The Competent Authority: Dubai Department of Economic Development.

Date: Any indication of time or date is calculated according to the Gregorian calendar.

The Supreme Authority: The authority related to the Ministry of Islamic Affairs & Awqaf, formed by a decision of the Council of Ministers "if any".

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Special Resolution: The decision issued by a majority of the votes of shareholders who own no less than three quarters of the shares represented in the Company's general meeting.

Special Resolution: The decision issued by a majority of the votes of shareholders who own no less than three quarters of the shares represented in the Company's general meeting. Words in singular form include the plural too. The words mentioned as masculine also include the feminine and vice versa. Titles wherever they mentioned here are intended to facilitate guidance and reference only and do not affect the structure, meaning, or interpretation thereof.	**E Voting:** Voting that uses electronic means to either assist or implement the process of taking and counting votes. **Market**: Securities Market licensed in the State by the Authority. **Securities:** Shares, bonds and notes issued by joint stock companies, bonds and notes issued by the Federal Government, Local Governments, public authorities and public institutions in the State, and any other domestic or non-domestic financial instruments accepted by the Authority. Words in singular form include the plural too. The words mentioned as masculine also include the feminine and vice versa. The words and expressions for which no definition or text has not been mentioned in this Articles of Association, the definitions and texts mentioned in the provisions of the Companies Law, the Authority Law, then the decisions issued by the Authority according to what is modified from time to time shall apply thereto. Titles wherever they mentioned here are intended to facilitate guidance and reference only and do not affect the structure, meaning, or interpretation thereof.

Article No. (2) **The Company's name** The company's name is Dubai Financial Market, a public shareholding company. And hereinafter referred to as the Company. The company shall abide and be subject to all the provisions mentioned in the Companies Law, Islamic Financial Institutions Law and Federal Law No. (4) of 2000 concerning the Emirates Securities and Commodities Authority and Market and all other applicable laws and The official decisions that are in effect at the present time.	**Article No. (2)** **The Company's name** The company's name is Dubai Financial Market, a public shareholding company. And hereinafter referred to as the Company. The Company shall abide and be subject to all the provisions mentioned in the Companies Law, Islamic Financial Institutions Law and Federal Law No. (4) of 2000 concerning the Emirates Securities and Commodities Authority and Market and all other applicable laws and official decisions that are in effect or as may be amended from time to time.
Article (5) **The Objects of the Company.** The Company shall carry out its activities in compliance with Islamic Sharia 1. To play the role of the stock market in the Emirate of Dubai and what is required in this regard to carry out the work of organizing and supervising the trading of Securities listed on the Market in accordance with the laws and regulations in this regard and in a manner that guarantees fairness among the dealers in the market: (the Market)	**Article (5)** **The objects of the Company.** The Company shall carry out its activities in compliance with Islamic Sharia 1. To carry on the business of the Securities Market in any Emirate, country or region in accordance with the followed laws and regulation that required controlling and supervising the trading activities on listed companies according to the related laws, rules and regulations that secure fairness among market participants. Including but not limited to:

A. To list shares, bonds and other instruments licensed (permitted) to be listed by the Emirates Securities and Commodities Authority ("Securities") B. To carry on the business of clearing, settlement, and depositary for the listed securities according to the related laws and regulations. C. To issue licenses to authorized brokers «The Brokers», supervise and regulate their activities in the Market and to conduct disciplinary proceedings, impose fines or penalties on brokers and listed companies. D. To impose procedures related to market control, brokers inspection, disclosure and transparency obligations in accordance with applicable laws and regulations. E. To arbitrate disputes arising with regard to any trading activities on the Market. F. To monitor trading activities in Securities that are executed in accordance with applicable laws and regulations and to provide reports and data to the relevant authorities. G. To establish the internal rules relating to the Market's operations and its financial and administrative affairs.	A. Setting rules, regulations and instructions for listing, depositing, clearing and trading in securities and licensing the activities of brokers and financial institutions. B. To list shares, bonds and other instruments licensed (permitted) to be listed by the Authority ("Securities"). C. To carry on the business of clearing, settlement, and depositary for the listed Securities according to the related laws and regulations. D. To issue licenses to authorized brokers «The Brokers», supervise and regulate their activities in the Market and to conduct disciplinary proceedings, impose fines or penalties on brokers and listed companies. E. To impose procedures related to Market control, brokers inspection, disclosure and transparency obligations in accordance with applicable laws and regulations. F. To arbitrate disputes arising with regard to any trading activities on the Market. G. To monitor trading activities in Securities that are executed in accordance with applicable laws and regulations and to provide reports and data to the relevant authorities.

H. To establish specialized committees and determining the scope of their work and their remuneration. Q. To charge annual fees on listed companies and brokers and to charge trading fees and other fees for services provided by the Market. R. To apply for, promote and obtain from any Government or other authority any statute, decree, order or license or other authority for enabling the Company to carry out any of its objects and to enter into any arrangements with any Government, authority, company, firm or person that may seem conducive to the attainment of any of the objects of the Company. 2. To acquire, hold, manage, develop, and dispose of property of all kinds, movable or immovable in UAE and elsewhere and any interest, right or privilege over or in respect of any such property. 3. To carry on the business of investment holding in accordance with Islamic Sharia principles, and in particular to acquire and hold shares, bonds, sukuk, securities and investments issued by in any part of the world, and in the funds or other securities and other investments issued by any government, public body, authority or company carrying on business in UAE or	H. To establish the internal rules relating to the Market's operations and its financial and administrative affairs. Q. To establish specialized committees and determining the scope of their work and their remuneration. R. To charge annual fees on listed companies and brokers and to charge trading fees and other fees for services provided by the Market. L. To apply for, promote and obtain from any Government or other authority any statute, decree, order or license or other authority for enabling the Company to carry out any of its objects and to enter into any arrangements with any Government, authority, company, firm or person that may seem conducive to the attainment of any of the objects of the Company. 2. To acquire, hold, manage, develop, and dispose of property of all kinds, movable or immovable in UAE and elsewhere and any interest, right or privilege over or in respect of any such property. 3. To carry on the business of investment holding in accordance with Islamic Sharia principles, and in particular to acquire and hold shares, bonds, sukuk, securities and investments issued by in any part of the world, and in the funds or other securities and other

elsewhere, and subject to nonexistence of any conflict of interest with the companies main activities. 4. To procure the Company to be registered or recognized in any foreign state or country or dependency or place. 5.To pay for any property or rights acquired by the Company, either in cash, by installments or otherwise, or in shares, with or without preferred or deferred rights in respect of dividend or payment of capital or otherwise, or by any securities or obligations which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Board of Directors may approve. 6. To exercise and enforce all rights and powers conferred by the incident to the ownership of any investment in UAE or elsewhere 7. To apply for, purchase, or otherwise acquire any patents, patent rights, copyrights, trademarks, licenses, and the like, conferring any exclusive or nonexclusive or limited right to use, which may seem capable of being used for any of the purposes of the Company, or acquisition of which may seem calculated directly or indirectly to benefit the Company. 8. To support or subscribe to any charitable or public object, and to give pensions, gratuities, donations and	investments issued by any government, public body, authority or company carrying on business in UAE or elsewhere, and subject to nonexistence of any conflict of interest with the companies main activities. 4. To procure the Company to be registered or recognized in any foreign state or country or dependency or place. 5. To pay for any property or rights acquired by the Company, either in cash, by installments or otherwise, or in shares, with or without preferred or deferred rights in respect of dividend or payment of capital or otherwise, or by any Securities or obligations which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Board of Directors may approve. 6. To exercise and enforce all rights and powers conferred by the incident to the ownership of any investment in UAE or elsewhere. 7. To apply for, purchase, or otherwise acquire any patents, patent rights, copyrights, trademarks, licenses, and the like, conferring any exclusive or nonexclusive or limited right to use, which may seem capable of being used for any of the purposes of the Company, or acquisition of which may seem calculated directly or indirectly to benefit the Company.

emoluments to any person in the employment of the Company, or formerly in their employment or engaged in any business acquired by the Company, and the wives, widows, families and dependants of any such persons; and to support and subscribe to any schools, hospitals, dispensaries, dining-rooms, places of recreation, and any educational, scientific, literary, religious, charitable, or other institutions, or objects or societies or any corporations or establishments calculated to advance the interests of the Company, or of the persons employed by the Company. 9. To act by delegate or otherwise upon any trade council, committees, chamber of commerce or any similar body and to make any donations, whether charitable or otherwise, which the Company may deem expedient for or in connection with its objects, or any of them. 10. To own in total or partially, and/or manage and/or carry out any of its activities with regard to financial markets or companies owning or managing financial markets in foreign jurisdictions. 11. Performing any actions or matter that will aid the Market in meeting its objects in accordance with applicable laws and regulations.	8. To support or subscribe to any charitable or public object, and to give pensions, gratuities, donations and emoluments to any person in the employment of the Company, or formerly in their employment or engaged in any business acquired by the Company, and the wives, widows, families and dependants of any such persons; and to support and subscribe to any schools, hospitals, dispensaries, dining-rooms, places of recreation, and any educational, scientific, literary, religious, charitable, or other institutions, or objects or societies or any corporations or establishments calculated to advance the interests of the Company, or of the persons employed by the Company. 9. To act by delegate or otherwise upon any trade council, committees, chamber of commerce or any similar body and to make any donations, whether charitable or otherwise, which the Company may deem expedient for or in connection with its objects, or any of them. 10. To own in total or partially, and/or manage and/or carry out any of its activities with regard to financial markets or companies owning or managing financial markets in foreign jurisdictions.

12. To pursue any activity that is compliant with the Islamic Sharia principles and that may be related to the lawful commercial operation of the Company, inclusive of (but not limited to) products and services related to company services, information products, market and data services, investor relation solutions, training and consulting, provision of statistics, information technology solutions, research information and calculation and publication of index related information. 13. To invest into, enter into joint ventures or cooperate with other financial markets, commercial companies or other relevant entities locally or internationally, which may assist the Company in achieving any of its objects set out herein. 14. To Carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above objects The company may have an interest, participate, or cooperate in any way with other companies, institutions, and entities inside or outside the state, as long as it carries out similar activities. It may buy these entities or companies, or join them in accordance with the permitted regulations.	11. Performing any actions or matter that will aid the Market in meeting its objects in accordance with applicable laws and regulations. 12. To pursue any activity that is compliant with the Islamic Sharia principles and that may be related to the lawful commercial operation of the Company, inclusive of (but not limited to) products and services related to Company services, information products, market and data services, investor relation solutions, training and consulting, provision of statistics, information technology solutions, research information and calculation and publication of index related information. 13. To invest into, enter into joint ventures or cooperate with other financial markets, commercial companies or other relevant entities locally or internationally, which may assist the Company in achieving any of its objects set out herein. 14. To Carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above objects. The Company may have an interest, participate, or cooperate in any way with other companies, institutions, and entities inside or outside the state, as

The company may not perform any activity for which a license is required from the supervisory authority overseeing the activity in the country or outside the country unless after obtaining the license from that authority and providing a copy of these licenses to the authority and the competent authority.	long as it carries out similar activities. It may buy these entities or companies, or join them in accordance with the permitted regulations. The Company may not perform any activity for which a license is required from the supervisory authority overseeing the activity in the country or outside the country unless after obtaining the license from that authority and providing a copy of these licenses to the authority and the competent authority.
Article No. (18) **Company's management** 1. The Company is managed by a Board of Directors consisting of seven members, who are elected by the General Assembly of shareholders by cumulative secret vote. 2. In all cases, the majority of the members of the board, including the chairman, must be citizens of the state.	**Article No. (18)** **Company's management** 1. The Company is managed by a Board of Birectors consisting of seven members, who are elected by the General Assembly of the shareholders by a cumulative secret vote, who meets the conditions stipulated by the law and decisions issued by the Authority as modified from time to time, provided that the majority of the members of the Board of Directors are independent. Executives who have practical experience and technical skills for the benefit of the Company and in all cases when selecting non-executive members of the Company, the member must be able to allocate sufficient time and attention to his membership and

	that this membership does not represent a conflict with other interests of him. 2. In all cases, the majority of the members of the board, including the chairman, must be citizens of the state.
Article No. (19) **Term of membership of the Board of Directors** 1. Each member of the Board of Directors shall take office for a period of three Gregorian years, and at the end of this period the Board shall be reconstituted, and the members whose membership period has expired may be re-elected. 2. The Board of Directors may appoint members in the vacant places during the year, provided that this appointment is submitted to the General Assembly at its first meeting to confirm their appointment or appoint of others. 3. With the exception of members appointed by the federal or local government on the company's board of directors according to its contribution to the Company's capital under Article (148) of the Companies Law, if vacant positions reach a quarter of the number of board members or more during the term of the board's term, the board must invite the General Assemble to meet within thirty days from the date of the last	**Article No. (19)** **Term of membership of the Board of Directors** 1. Each member of the Board of Directors shall take office for a period of three Gregorian years, and at the end of this period the Board shall be reconstituted, and the members whose membership period has expired may be re-elected. 2. The Board of Directors may appoint members in the vacant places during the year, provided that this appointment is submitted to the General Assembly at its first meeting to confirm their appointment or appoint of others. 3. With the exception of members appointed by the federal or local government on the Company's board of directors according to its contribution to the Company's capital under Article (148) of the Companies Law, if vacant positions reach a quarter of the number of board members or more during the term of the board's term, the board must invite the General Assemble to meet within thirty days from the date of the last

vacancy position to elect those who fill the vacant positions, and in all cases the new member shall complete the term of his predecessor. 4. The Company must have a secretory for the board of directors, and the board's secretory may not be from its members. 5. According to the provision of Article (144/2) of the Commercial Companies Law, the General Assembly may appoint a number of members with experience in the Board of Directors who are not shareholders in the company, provided that they do not exceed one third of the number of members specified in the articles of association in the following cases: a. Non availability of the required number of nominees during the nomination period for membership of the Board of Directors in a way that leads to reduce the number of members of the Board of Directors less than the minimum requested for validity of its meeting. B. Approval of the appointment of members of the Board of Directors who were appointed in the vacant positions by the Board of Directors. C. The resignation of the members of the Board of Directors during the meeting of the General Assembly. 6. The candidate for membership of the Board of Directors must submit to the Company the following:	vacancy position to elect those who fill the vacant positions, and in all cases the new member shall complete the term of his predecessor. 4. The Company must have a secretory for the board of directors, and the board's secretory may not be from its members. 5. The candidate for membership of the Board of Directors must submit to the Company the following: A. The candidate's CV including work experience, qualifications, and the Board seat applied for (Executive, Non-Executive, Independent). B. An undertaking to comply with the provisions of the Companies Law and the decisions issued in implementation thereof and the Company's Articles of Association, and that the candidate will exert the due care of a prudent. C. A statement of the names of companies and corporations which the candidate works for or serves as a member of the boards of directors therein, as well as any other works the candidate performs directly or indirectly that constitutes competition to the Company. D. A declaration that the candidate does not violate Article (149) of the Commercial Companies Law. E. In case of the legal person's representatives, an official letter from such legal person shall be submitted;

A.The candidate's CV including work experience, qualifications, and the Board seat applied for (Executive, Non-Executive, Independent). B. An undertaking to comply with the provisions of the Companies Law and the decisions issued in implementation thereof and the Company's Articles of Association, and that the candidate will exert the due care of a prudent. professional person during the performance of his/her duties. C. A statement of the names of companies and corporations which the candidate works for or serves as a member of the boards of directors therein, as well as any other works the candidate performs directly or indirectly that constitutes competition to the Company. D. A declaration that the candidate does not violate Article (149) of the Companies Law. E. In case of the legal person's representatives, an official letter from such legal person shall be submitted; containing names of his/her nominees for Board membership. H. A statement of the commercial companies to which he participates or participates in, and the number of shares he owns.	containing names of his/her nominees for Board membership. H. a statement of the commercial companies to which he participates or participates in, and the number of shares he owns.
Article No. (21) **Authorities (powers) of the Board of Directors:**	**Article No. (21)** **Authorities (powers) of the Board of Directors:**

1. The Board of Directors shall have all powers and authorities in managing the company and performing all works and actions on behalf of the company, as the Company is authorized to do, and exercising all the powers required to achieve its purposes, and these powers and powers are not limited, except what is preserved by the Companies Law or the Articles of Association to the General Assembly. 2. The Board of Directors shall set rules and regulations related to administrative, financial affairs, and personnel affairs and their financial entitlements. The Board shall also establish a regulation for the organizing of its activities and meetings and the distribution of powers and responsibilities. 3. Subject to the provisions of the Companies Law and the implementing resolution issued by the Authority, “the Board of Directors is authorized to contract loans for periods of more than three years, to sell the Company’s assets, the store, or mortgage the Company’s movable and immovable assets, or to release the Company’s debtors of their obligations, or make reconciliation and agree on Arbitration". 4. The Board of Directors warrants the allocation of sufficient resources to enable the company to exercise its regulatory function and obligations as a licensed	1. The Board of Directors shall have all powers and authorities in managing the Company and performing all works and actions on behalf of the Company, as the Company is authorized to do, and exercising all the powers required to achieve its purposes, and these powers and powers are not limited, except what is preserved by the Companies Law or the Articles of Association to the General Assembly. 2. The Board of Directors may delegate any of the powers conferred upon it to any other person (including - without limitation - any member of the Board of Directors) or to a committee as it deems appropriate, provided that the delegate or authorized person on the Board of Directors, whether he is A person or committee that abides by the regulations and powers that the board imposes on them. 3. The Board of Directors shall set rules and regulations related to administrative, financial affairs, and personnel affairs and their financial entitlements. The Board of Directors shall also establish a regulation for the organizing of its activities and meetings and the distribution of powers and responsibilities. 4. Subject to the provisions of the Companies Law and the implementing resolution issued by the Authority, “the Board of Directors is authorized to contract loans

financial market in the United Arab Emirates in accordance with the laws and regulations in force, and the Board of Directors ensures that no conflicts of interest arise between the Company's function, organizational obligations and its commercial goals.	for periods of more than three years, to sell the Company's assets, the store, or mortgage the Company's movable and immovable assets , or to release the Company's debtors of their obligations, or make reconciliation and agree on Arbitration. " 5. The Board of Directors warrants the allocation of sufficient resources to enable the Company to exercise its regulatory function and obligations as a licensed financial market in the United Arab Emirates in accordance with the laws and regulations in force, and the board of directors ensures that no conflicts of interest arise between the Company's function, organizational obligations and its commercial goals.
Article (25) **Transactions With Related Parties** 1.the Company shall not enter into transactions with Related Parties without the consent of the Board of Directors in cases where the value of the transaction does not exceed (5%) of the Company's capital, and with the approval of the general assembly where such percentage threshold is exceeded. The Company is not allowed to enter into transactions that exceed (5%) of the issued capital unless the transaction has evaluated by an assessor accredited by the Authority. And the Company's auditor must include in its report a	**Article (25)** **Transactions With Related Parties** 1.the Company shall not enter into transactions with Related Parties without the consent of the Board of Directors in cases where the value of the transaction does not exceed (5%) of the Company's capital, and with the approval of the general assembly where such percentage threshold is exceeded. The Company is not allowed to enter into transactions that exceed (5%) of the issued capital unless the transaction has evaluated by an assessor accredited by the Authority. And the Company's auditor must include in its report a

statement of conflicts of interest and financial transactions that took place between the Company and any of the related parties and the measures taken in their regard.	statement of conflicts of interest and financial transactions that took place between the Company and any of the related parties and the measures taken in their regard. 2. Transactions that enter into the nature of the Company's business and do not give a member of the Board of Directors preferential terms are not considered trasnaction with Related Parties and do not constitute a conflict of interest. However, the Board member - the party to the transaction - must disclose them to the Board, and the rest of the Board members attending the meeting shall consider whether it is appropriate for the member who is a party to the deal to participate in the discussion of the same item at the board meeting.
Article No. (28) **The location of board's meetings, the number of meetings, and invitation** 1. The meetings of the Board of Directors shall be held in the Company's headquarter or any other place approved by the members of the Board of Directors (4) four times a year at least once every two months or whenever the need arises to convene, The meeting shall be based on a written invitation from the	**Article No. (28)** **The location of board's meetings, the number of meetings, and invitation** 1. The meetings of the Board of Directors shall be held in the Company's headquarter or any other place approved by the members of the Board of Directors (4) four times a year at least or whenever the need arises to convene, The meeting shall be based on a written invitation from the Chairman of the Board, or his

Chairman of the Board, or his deputy or upon the written request of at least two members of the Board. The invitation shall be sent not less than one week prior to the specified date together with the agenda. Each member has the right to add to the agenda any matter he deems necessary for discussion in the meeting. 2. If a member of the Board of Directors fails to attend the Board meetings for three consecutive sessions or five intermittent sessions, during the term of the Board of Directors without an acceptable excuse to the Board, he shall be considered resigned.	deputy or upon the written request of at least two members of the Board .The invitation shall be sent not less than one week prior to the specified date together with the agenda. Each member has the right to add to the agenda any matter he deems necessary for discussion in the meeting. 2. If a member of the Board of Directors fails to attend the Board meetings for three consecutive sessions or five intermittent sessions, during the term of the Board of Directors without an acceptable excuse to the Board, he shall be considered resigned.
Article No. (29) **Quorum for board's meetings and voting for its decisions** 1- Meetings of the Board of Directors shall not be valid unless attended by the majority of its members in person. A member of the Board of Directors may delegate another member to vote on his behalf and, in such case, the member so delegated shall have two (2) votes. A member of the Board of Directors may not be a delegate for more than one (1) member. Provided that And that the number of members of the Board of Directors present themselves shall not be less than half of the number of Board members.	**Article No. (29)** **Quorum for board's meetings and voting for its decisions** 1. Meetings of the Board of Directors shall not be valid unless attended by the majority of its members in person. A member of the Board of Directors may delegate another member to vote on his behalf and, in such case, the member so delegated shall have two (2) votes. A member of the Board of Directors may not be a delegate for more than one (1) member. Provided that And that the number of members of the Board of Directors present themselves shall not be less than half of the number of Board members.

2. Voting by correspondence is not allowed, and a delegated member shall vote on behalf of the absent member in accordance with the delegation. 3. The Board of Directors resolutions shall be issued by the majority of votes of those members and representatives present at the meeting. In the case of parity, the side of Chairman or his deputy shall have a casting vote. 4. It shall be recorded in the minutes of the Board of Directors or its committees the details of matters considered and the resolutions that have been made, including any reservations of members or dissenting views expressed. These minutes of meetings shall be signed by the members who attend the meeting as well as the secretary of the meeting. The minutes of meetings of the Board of Directors and its committees shall be kept by the secretary of the Board of Directors In case one of the members refuses to sign, his objection shall be recorded in the minutes together with the reasons for objection, if given, and a copy of the minutes shall be sent to members to keep them. The signatories of these minutes shall be responsible for the truthfulness of the data contained therein, and the Company shall abide by the regulations issued by the Authority in this regard.	2. Voting by correspondence is not allowed, and a delegated member shall vote on behalf of the absent member in accordance with the delegation. 3. The Board of Directors resolutions shall be issued by the majority of votes of those members and representatives present at the meeting. In the case of parity, the side of Chairman or his deputy shall have a casting vote. 4. It shall be recorded in the minutes of the Board of Directors or its committees the details of matters considered and the resolutions that have been made, including any reservations of members or dissenting views expressed. These minutes of meetings shall be signed by the members who attend the meeting as well as the secretary of the meeting. The minutes of meetings of the Board of Directors and its committees shall be kept by the secretary of the Board of Directors In case one of the members refuses to sign, his objection shall be recorded in the minutes together with the reasons for objection, if given, and a copy of the minutes shall be sent to members to keep them. The signatories of these minutes shall be responsible for the truthfulness of the data contained therein, and the Company shall abide by the regulations issued by the Authority in this regard.

5. It is permissible to participate in the meetings of the company's board of directors through modern technology means, with the need to observe the procedures and controls issued by the authority in this regard.	5. It is permissible to participate in the meetings of the Company's Board of Directors through modern technology means, with the need to observe the procedures and controls issued by the Authority in this regard.
Article No: 30 **Board of Directors Decisions by passing:** Taking into account the commitment to the minimum number of board meetings mentioned in Article (28) of this Articles of Association, the Board of Directors may issue some of its decisions by passing in emergency cases and those decisions are considered valid and effective as if they were taken in a meeting that was called and duly held, taking into account the following: 1. The cases of passing decisions shall not exceed four times annually. 2. The majority approval of the members of the Board of Directors that the situation calling for the issuance of the decision by passing is an emergency. 3. Handing over the decision in writing to the members of the Board of Directors for approval accompanied by all the necessary documents for review. 4. Written consent shall be decided by the majority on any of the passing resolutions of the Board of Directors, provided that it shall be reviewed in the subsequent	**Article No: 30** **Board of Directors Decisions by passing:** Taking into account the commitment to the minimum number of board meetings mentioned in Article (28) of this Articles of Association, the Board of Directors may issue some of its decisions by passing in emergency cases and those decisions are considered valid and effective as if they were taken in a meeting that was called and duly held, taking into account the following: 1. The majority approval of the members of the Board of Directors that the situation calling for the issuance of the decision by passing is an emergency. 2. . Handing over the decision in writing to the members of the Board of Directors for approval accompanied by all the necessary documents for review. 3. Written consent shall be decided by the majority on any of the passing resolutions of the Board of Directors, provided that it shall be reviewed in the subsequent meeting of the Board of Directors to record the resolutions in the minutes.

meeting of the Board of Directors to record the resolutions in the minutes.	4. The passing decision is not considered a meeting; hence, the minimum number of meetings of the Board of Directors shall be maintained.
Not exist a new article.	**Article No 34:** **Remuneration of the Chairman and Members of the Board of Directors** Remuneration of the Chairman and members of the Board of Directors is made up of a percentage of the net profit not exceeding 10% of the fiscal year profits. The Company may also pay expenses, fees, additional bonuses, a monthly salary as decided by the Board of Directors to any of its members if this member works in any committee, makes special efforts, or additional work to serve the Company in addition to his regular duties as a member of the Board of Directors. Attendance allowance may not be paid to the Chairman or a Board member for attending the Board meetings.
Article No 35 **General Assembly Meeting:** 1. Every Shareholder shall have the right to attend general meetings of the Company and shall be entitled to a number of votes equal to the number of shares, which he hold.	**Article No 35** **General Assembly Meeting:** 1. The General Assembly of the Company shall be held in the location specified in the invitation for the meting, and each shareholder has the right to attend the meetings of the general assembly and shall have the votes equal to the number of shares in his possession.

2. A Shareholder may appoint any other person, other than a member of the Board of Directors of the Company, as a proxy to attend General Assembly on his behalf. The proxy to be valid should be in writing and the signature of the shareholder should be attested or authenticated. Any legal entity which is a Shareholder may, by resolution of its Directors or other governing body, authorize such person as it thinks fit to act as its representative at any General Assembly of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the legal entity which he represents as such legal entity could exercise if it were an individual Shareholder. In all cases, the number of shares which a proxy can represent in such capacity shall not exceed five percent (5%) of the share capital of the Company. 3. Legally incapacitated persons shall be represented by their legal representatives.	A person who has the right to attend the General Assembly may delegate someone from other than the members of the Board of Directors, its employee or a brokerage company or its employee, to attend on his behalf as per a written delegation and it should be clearly stated his right to attends the meeting and vote on its decisions. A delegated person for a number of shareholders should not have more than (5%) of the Company's issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives. 2. A legal person shall have the right to delegate his representatives or those in charge of his administration as per a decision issued from the Board of Directors or any similar body, to represent him at the meetings of the General Assembly of the company, and the delegated person shall have the powers prescribed in the delegation decision. 3. Without prejudice to the provisions of Article (178) of the Companies Law, the General Assembly shall appoint two representatives (2) or more from the shareholders who will be nominated by the Company's board of directors according to the Company's need to attend the general assembly meetings and vote on its decisions on behalf of the shareholders and determine

	their remuneration, from a Law firm registered in the schedule of practicing lawyers in the country or financial analysts accredited by the authority and any other body approved by the authority, and according to the mechanism determined by the authority. 4. It is permissible to hold General Assembly meeting by electronic means accordant to the Authority gaudiness and approval.
Article No 36 **The Invitation to the General Assembly Meeting:** Shareholders are invited to attend the General Assembly meetings by publishing in two local daily newspapers, one of which is issued in Arabic and in registered letters, at least fifteen days before the date set for the meeting, after obtaining the approval of the Authority, and the invitation must include the agenda of that meeting and send a copy of the invitation papers to the authority and the competent authority.	**Article No 36** **The Invitation to the General Assembly Meeting:** Shareholders are invited to attend the General Assembly meetings by publishing in two local daily newspapers, one of which is issued in the Arabic language and in registered letters or text messages (SMS) or by e-mail or any other electronic means that can be proofed, at least fifteen days before the date set for the meeting, after obtaining the approval of the Authority, and the invitation must include the agenda of that meeting and send a copy of the invitation papers to the Authority and the competent authority.
Article No 38 **Registration of shareholders' attendance at the General Assembly meeting** 1. The shareholders who wish to attend the General Assembly shall register their names in the electronic	**Article No 38** **Registration of shareholders' attendance at the General Assembly meeting** 1. The registered shareholder on the working day preceding the meeting of the General Assembly of a

record prepared by the Company's management for this purpose at the meeting place, before sufficient time of the time specified for the meeting to be held. 2. The shareholders 'record must include the name of the shareholder or his representative, the number of shares he owns, the number of shares he represents and the names of their owners, along with the presentation of the agency's, The shareholder or deputy is given a card to attend the meeting stating the number of votes represented personally or by agency. 3. A printed summary of the number of shares represented in the meeting and the attendance percentage is extracted from the shareholders register, and it is signed by both the secretory of the session, the president of the meeting and the company auditor, and a copy is sent to the observer representing the authority and a copy is attached to the minutes of the general assembly meeting. 4. The registration for attending the general assembly meetings is closed when the chairman of the meeting announces that the specified quorum for that meeting has been completed or not completed, and it is not permissible after that to accept the registration of any shareholder or deputy on his behalf to attend that	Company shall be deemed to be the holder of the right to vote in that meeting of the General Assembly. 2. The shareholders who wish to attend the General Assembly shall register their names in the electronic record prepared by the Company's management for this purpose at the meeting place, before sufficient time of the time specified for the meeting to be held. 3. The shareholders 'record must include the name of the shareholder or his representative, the number of shares he owns, the number of shares he represents and the names of their owners, along with the presentation of the agency's, The shareholder or deputy is given a card to attend the meeting stating the number of votes represented personally or by agency. 4. A printed summary of the number of shares represented in the meeting and the attendance percentage is extracted from the shareholders register, and it is signed by both the secretory of the session, the president of the meeting and the company auditor, and a copy is sent to the observer representing the authority and a copy is attached to the minutes of the general assembly meeting. 5. The registration for attending the general assembly meetings is closed when the chairman of the meeting announces that the specified quorum for that meeting

meeting, as it is not permissible to take into account his voice or his opinion in the issues raised in that meeting.	has been completed or not completed, and it is not permissible after that to accept the registration of any shareholder or deputy on his behalf to attend that meeting, as it is not permissible to take into account his voice or his opinion in the issues raised in that meeting.
Article No. (41) **Method of voting in the General Assembly meeting** 1. Voting at General Assembly shall be in accordance with the procedure decided by the chairman of the meeting, unless the General Assembly resolves to adopt a specific voting procedure. 2. Every Shareholder present in person or by proxy or being a legal entity by its respective representative shall have one vote for each share of which he or the legal entity is the registered holder. 3. In the case of joint holders, the vote of the senior, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Shareholders. 4. Voting shall be by secret ballot if it concerns the election of Board of Directors or their dismissal. 5. In case of equal votes, the chairman of the meeting shall be entitled to a casting vote.	**Article No. (41)** **Method of voting in the General Assembly meeting** 1. Voting at General Assembly shall be in accordance with the procedure decided by the chairman of the meeting, unless the General Assembly resolves to adopt a specific voting procedure. Electronic voting may take place according to the mechanism and conditions followed by the Market in which the Company's shares are listed and approved by the Authority. 2. Every Shareholder present in person or by proxy or being a legal entity by its respective representative shall have one vote for each share of which he or the legal entity is the registered holder. 3. In the case of joint holders, the vote of the senior, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Shareholders.

	4. Voting shall be by secret ballot if it concerns the election of Board of Directors or their dismissal. 5. In case of equal votes, the chairman of the meeting shall be entitled to a casting vote.
Article No 45 **Issuance of a Special Resolution** The General Assembly shall issue Special Resolution by the majority of the votes of the shareholders who own no less than three quarters of the shares represented at the Company's General Assembly in the following cases: 1. Increase or decrease the capital. 2. Issuing loan bonds or sukuk. 3. Providing voluntary contributions for the purposes of community service. 4. Dissolving the Company or merging it with another company. 5. Selling the project that the Company undertook or disposing thereof in any other way. 6. Extending the term of the Company. 7. Amending the Articles of Association or its Memorandum of Association. 8. In cases where the Companies Law requires the issuance of a Special Resolution.	**Article No 45** **Issuance of a Special Resolution** The General Assembly shall issue special Resolution by the majority of the votes of the shareholders who own no less than three quarters of the shares represented at the Company's General Assembly in the following cases: 1. Change the company name. 2. Issuing loan bonds or sukuk. 3. Providing voluntary contributions for the purposes of community service. 4. Dissolving the Company or merging it with another company. 5. Selling the project that the Company has undertaken or disposing thereof in any other way. 6. When the Company desires to sell (51%) or more of its assets, whether the sale takes place in one or through several deals, within one year from the date of the first deal or transaction. 7. Extending or reducing the duration of the Company.

In all cases, according to the provisions of Article (139) of the Companies Law, the Company's Board of Directors must obtain the prior approval of the Authority and the competent authority to issue the Special Resolution that resulting thereof an amendment its Articles of Association or its Memorandum of Association before submitting it to the General Assembly.	8. Amending the Articles of Association or its Memorandum of Association. 9. Entering of a strategic partner. 10. Converting cash debt into shares in the Company's capital. 11. Issue a program to motivate the Company's employees by owning shares in it. 12. Increase the Company's authorized capital. 13. Adding an issue premium to the par value of the share. 14. Incorporation of the reserve in the Company's capital. 15. Decreasing the Company's capital. 16. Dividing the nominal value of the Company's shares. 17. Transformation of the Company. 18. The merger of the Company. 19. Extending the liquidation period. 20. The Company's purchase of its shares. 21. In cases where the Companies' law requires issuance of a Special Resolution. In all cases, according to the provisions of Article (139) of the Companies Law, the Company's Board of Directors must obtain the prior approval of the Authority and the competent authority to issue the Special Resolution that resulting thereof an

	amendment its Articles of Association or its Memorandum of Association before submitting it to the General Assembly.
Article No 46 **Listing an Item in the General Assembly Agenda** 1. General Assembly may not discuss and decide upon any other matter not stated or included in the agenda of the meeting. 2. An exception to Clause (1) of this Article and with compliance with the regulations issued by the Authority in this regard, the General Assembly shall have the authority to do the following: a. The right to deliberate on the serious matters discovered during the meeting. B. Listing of an additional item in the agenda of the General Assembly before starting discussion of the agenda, based on a request submitted by the Authority or a number of shareholders representing (10%) of the Company's capital at least to the meeting president to include the additional item, otherwise the applicant has the right to appeal to The General Assembly to decide whether to add the item to the agenda or not.	**Article No 46** **Listing an Item in the General Assembly Agenda** 1. General Assembly may not discuss and decide upon any other matter not stated or included in the agenda of the meeting. 2. An exception to Clause (1) of this Article and with compliance with the regulations issued by the Authority in this regard, the General Assembly shall have the authority to do the following: a. The right to deliberate on the serious matters discovered during the meeting. B. Listing of an additional item in the agenda of the General Assembly before the date of the general meeting and after the publication of the invitation or during the meeting of the General Assembly in accordance with the procedures established by the Authority.