Amendment to the Articles of Association of Amlak Finance PJSC

Schedule of Changes

	Original Article	Amended Article	Reason Behind the Change
1	Subject to the provisions of the Law and after obtaining the approval of the Authority and the Central Bank, the share capital of the Company may be increased by issuing new shares of the same nominal value as the original shares or of the same nominal value plus a premium. The share capital of the Company may also be reduced after obtaining the approval of the Authority and the Central Bank. New shares may not be issued at less than the nominal value thereof. If such shares are issued at a premium, such premium shall be added to the legal reserves even if, by doing so, the legal reserves exceed half of the share capital.	Subject to the provisions of the Law and after obtaining the approval of the Authority and the Central Bank, the share capital of the Company may be increased by issuing new shares of the same nominal value as the original shares or of the same nominal value plus a premium. The share capital of the Company may also be reduced after obtaining the approval of the Authority and the Central Bank. New shares may not be issued at less than the nominal value thereof. If such shares are issued at a premium, such premium shall be added to the legal reserves even if, by doing so, the legal reserves exceed half of the share capital. It is also possible to grant an issuance discount on the nominal value of shares according to the provisions of Article 198 of the Law.	Applying article 198 of the Law 32 of 2021
2	Article (20) Every Board Director shall hold his/her function for a term of three years. At the end of such term, the Board of Directors shall be reconstituted. Board Directors whose term of office is completed may be re-elected. The Board of Directors may appoint new Directors to fill the positions that become vacant during the year provided that such appointment is presented to the General Assembly in its first meeting following thereon to ratify such appointment or to appoint other Board Directors. If the positions becoming vacant during any one year reach or exceed one quarter of the number of the Board Directors, the Board of Directors must call for a General	Article (20) Every Board Director shall hold his/her function for a term of three years. At the end of such term, the Board of Directors shall be reconstituted. Board Directors whose term of office is completed may be re-elected. The Board of Directors may appoint new Directors to fill the positions that become vacant during the year within thirty days (30) provided that such appointment is presented to the General Assembly in its first meeting following thereon to ratify such appointment or to appoint other Board Directors. If the Board of Directors did not appoint the ne Director(s) within the provided time limit, the General Assembly will open the	Applying article 145 of Law 32 of 2021

	Assembly to convene within maximum thirty days from the date of the last position becoming vacant in order to elect new Board Directors to fill the vacant positions. In all cases, the new Board Director shall complete the term of his predecessor and such Board Director may be re-elected once again.	nomination process to elect new Director (s) in the vacant position(s) in its first meeting, the new Board Director(s) shall complete the term of his predecessor. If the positions becoming vacant during any one year reach or exceed one quarter of the number of the Board Directors, the Board of Directors must call for a General Assembly to convene within maximum thirty days from the date of the last position becoming vacant in order to elect new Board Directors to fill the vacant positions. In all cases, the new Board Director shall complete the term of his predecessor and such Board Director may be re-elected once again.	
3	Article (30) a. The Board Directors and the Executive Management are responsible towards the Company, shareholders and third parties for all acts of fraud and abuse of power, and for each violation of the Commercial Companies Law and these Articles of Association, and the management mistakes, and any condition to the contrary shall be invalid. The executive management shall represent the general manager, the executive director, or the chief executive officer of the company and their deputies, and all those at the level of senior executive positions and executive management officials who have been appointed by the Board of Directors in their positions. b. The responsibility set forth in item (a) of this article is on all members of the Board of Directors if the mistake was a result of a resolution adopted by consensus, but if the said resolution was approved by majority then the opposing Board Directors shall not be liable if they documented their opposition in the minutes of the meeting. If a Board Director was absent during the meeting that the said resolution was taken he will still be liable unless he proved that he had no knowledge of the resolution or that he had knowledge but was unable to object to it. The	Article (30) a. The Board Directors and the Executive Management are responsible towards the Company, shareholders and third parties for all acts of fraud and abuse of power, and for each violation of the Commercial Companies Law and these Articles of Association, and any condition to the contrary shall be invalid. The executive management shall represent the general manager, the executive director, or the chief executive officer of the company and their deputies, and all those at the level of senior executive positions and executive management officials who have been appointed by the Board of Directors in their positions. b. The responsibility set forth in item (a) of this article is on all members of the Board of Directors if the mistake was a result of a resolution adopted by consensus, but if the said resolution was approved by majority then the opposing Board Directors shall not be liable if they documented their opposition in the minutes of the meeting. If a Board Director was absent during the meeting that the said resolution was taken he will still be liable unless he proved that he had no knowledge of the resolution or that he had knowledge but was	Applying article 162 of law 32 of 2021

	responsibility stipulated in item (a) of this article is on the Executive Management if the error arises by a decision taken by it	unable to object to it. The responsibility stipulated in item (a) of this article is on the Executive Management if the error arises by a decision taken by it	
4	Article (31) A percentage not exceeding (10%) of the net profit for the fiscal year after deducting depreciation and reserves shall be allocated as remuneration for the Board of Directors. The fines on the Company imposed by the Authority or the Central Bank or the Competent Authority as a result of the Board of Directors' violations of the Commercial Companies Law or the Articles of Association of the Company during the fiscal year shall be deducted from the remuneration. The General Assembly may choose not to deduct all or some of the fines if it found that such fines are not the result of failure or mistake of the Board of Directors	Article (31) A percentage not exceeding (10%) of the net profit for the fiscal year after deducting depreciation and reserves shall be allocated as remuneration for the Board of Directors. The fines on the Company imposed by the Authority or the Central Bank or the Competent Authority as a result of the Board of Directors' violations of the Commercial Companies Law or the Articles of Association of the Company during the fiscal year shall be deducted from the remuneration. The General Assembly may choose not to deduct all or some of the fines if it found that such fines are not the result of failure or mistake of the Board of Directors. As an exception to paragraph 1 above, and subject to the regulations issued by the Authority in this regard, the Company may, upon the General Assembly approval, pay to a member of the Board of Directors a fee of a lump sum not exceeding (AED 200,000) two hundred thousand dirhams at the end of the financial year in the event that the company did not achieve profits during the fiscal year, or if the board member's share of the profits was less than |(AED200,000) two hundred thousand dirhams. In this event, no combination of remuneration and fees shall be allowed.	Applying article 171-2 of Law 32 of 2021
5	Article (42) Invitations to the shareholders to attend the General Assembly shall be as per the regulations and the conditions stated in the decisions issued by the Authority, at least 21 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 SMS and Email "if any", or in accordance with the notification method as determined by the Authority, at least 21 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	Applying article no. 174 of Law no. 32 of 2021 and SCA circular regarding Annual General Meetings for PJSC

	It is permissible to hold a general assembly meeting remotely using modern technology means, pursuant to with the controls and conditions set by the Authority in this regard.	the Central Bank of the UAE. It is permissible to hold a general assembly meeting remotely using modern technology means for attendance and voting, pursuant to with the controls and conditions set by the Authority in this regard.	
6	Article (51) The General Assembly may, through a Special Resolution, decide the following: Increase the share capital in any way or reduction of the share capital. Dissolution of the Company or its merger with another company. Sale or otherwise disposing of the business venture of the Company. Extension of the term of the Company. Issue Sukuk or instruments by the Company Give contributions not exceed 2% of the average net profits of the Company during two fiscal years preceding the year of contribution subject to Article (242) of the Law. Amendment to the Memorandum of Association or these Articles, subject to the following restrictions: The amendment should not increase the shareholders' obligations; The amendment should not cause transfer of the head office out of the State.	Article (51) The General Assembly may, through a Special Resolution, decide the following: Increase the share capital in any way or reduction of the share capital. Dissolution of the Company or its merger with another company. Sale or otherwise disposing of the business venture of the Company. Extension of the term of the Company Issue Sukuk or instruments by the Company. Give contributions by allocating part of the annual profits of the Company or part of the accumulated profits subject to Article (244) of the Law. Amendment to the Memorandum of Association or these Articles, subject to the following restrictions : The amendment should not increase the shareholders' obligations. The amendment should not cause transfer of the head office out of the State.	Applying article 244 of law 32 of 2021
7	The Law number 2 of 2015 has been replaced in all articles of where it has been mentioned by the number of the new law 32 of 2021. Also, all the numbers of articles which have been amended by the new law have been replaced.		