Change schedule highlighting key revisions to the Emirates Islamic Memorandum and Articles of Association to be approved at the Emirates Islamic General Assembly Meeting to be held on 22 February 2023

NOTE: This change schedule highlights the rationale for the key changes to the Emirates Islamic memorandum and articles of association ('MoA'), to include (i) aligning the MoA with the provisions of the UAE Companies Law; (ii) complying with applicable regulatory requirements of the Central Bank of the UAE ('CBUAE'); and (iii) editing purposes.

Part A. Key revisions to meet regulatory requirements

Article	Original wording	Revised (new) wording	Rationale for the key changes
18	Subject to the provisions of the Commercial Companies Law and the requirements of the Authority and Central Bank, the Company may issue investment bonds in accordance with Islamic principles by passing a Special Resolution to do so. The Special Resolution must state the value of such bonds and the conditions of issue and whether they can be converted into shares subject to the applicable provisions of the Commercial Companies Law and in conformity with the principles of Islamic Shari'ah. It is permissible for the amount of such bonds from time to time to exceed the amount of the Company's share capital.	Subject to the provisions of the Commercial Companies Law and the requirements of the Authority and Central Bank, the Company may issue investment bonds in accordance with Islamic principles by passing a Special Resolution to do so. The Special Resolution must state the value of such bonds and the conditions of issue and whether they can be converted into shares subject to the applicable provisions of the Commercial Companies Law and in conformity with the principles of Islamic Shari'ah. It is permissible for the amount of such bonds from time to time to exceed the amount of the Company's share capital. The General Meeting may resolve to delegate to the Board of Directors the power to determine the date and conditions of any issue as deemed appropriate by the Board of Directors.	An amended provision has been proposed in Article 18 to expressly allow the General Meeting to delegate authority to the Board of Directors to determine the date and conditions of any issue of investment bonds in line with Islamic principles as the Board may deem appropriate.
19a	The management of the Company shall vest in a Board of Directors consisting of an odd number of not less than (7) members, who will be elected by Ordinary Resolution at a General Meeting of the Company conducted by secret ballot, using Cumulative Voting. The percentage of the females shall not be less than 20% of the Board, provided that it is not less than one female member at all times.	The management of the Company shall vest in a Board of Directors consisting of an odd number of not less than (7) members, who will be elected by Ordinary Resolution at a General Meeting of the Company conducted by secret ballot, using Cumulative Voting. The percentage of female candidates for Board membership shall be as required by all relevant laws and regulations from time to time.	Article 19A has been amended to reflect the principle that the percentage of female candidates for Board membership shall be as required by all relevant laws and regulations from time to time.
23i	Subject to Article 23(c), Article 27 (c) and (d), Article 27 (e) applicable law and any requirements of the Authority and the Central Bank. No Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as	Deleted	Directors' interests, loans and related party transactions to be governed by relevant legislation, regulations and internal policies. The former Articles 23i, 27c, 27d and 31 have therefore been deleted

	vendor, purchaser or otherwise howsoever, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested (not being a contract or arrangement for which the approval of the Company at a General Meeting is by law required to be obtained and has not been so obtained) be liable to be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised from any such contract or arrangement by reason of such Director holding that office or of the relationship thereby established.		in the new MoA proposed.
27c	A Related Party shall not utilize information in their possession due to their Directorship or occupation so as to achieve a benefit for himself or for a third party whatsoever as a result of dealing in the securities of the Company and any other transactions. Such Related Party may not have a direct or indirect interest with any party making deals intended to influence the price of securities issued by the Company provided that he is aware of that.	Deleted	
27d	The Company may not undertake transactions with a Related Party where the value of such transaction is in excess of 5 (five) per cent of the issued share capital of the Company without the approval of the Board of Directors and the consent of the General Meeting of the company to the excess over such percentage. Such transactions shall be assessed by an assessor approved by the Authority and the Related Party shall not participate in the voting on the Board or General Meeting's decision issued in relation to such transaction. The Company's Auditor shall indicate in his report a statement of the deals with conflict of interest and financial transactions made between the Company and any Related Party and the procedures taken in that respect.	Deleted	
31c	No loans shall be made by the Company to a Director and no security shall be given by the Company in connection with any loan to any Director except insofar as is expressly authorised by the Board of Directors of the Central Bank and in	Deleted	

	accordance with any other requirements of the Central Bank.		
43(5)	Issue Sukuk by the Company.	Issue Sukuk by the Company (subject to the review and approval of the ISSC prior to obtaining the approval of the General Meeting).	Article 43(5) reflects the provision that any Sukuk to be issued shall be subject to the prior review and approval of the Internal Shari'ah Supervisory Committee ('ISSC').
Part B. Key revisions to meet business requirements			
61(b)	The shareholders shall give alms tax (Zakat) of their money by themselves and the Company shall calculate for them the due alms tax (Zakat) per share and notify them thereof per year. As for the money held by the Company as reserves, carried forward profits and others and on which Zakat is due, the Company shall pay their Zakat as decided by the ISSC, and transfer such Zakat to the Zakat Fund provided for in Chapter 9 in these Articles of Association.	The shareholders are obliged to pay Zakat on their invested money in the Company after the lapse of each year. The Company, on behalf of its shareholders, shall calculate the due alms (Zakat) per share, notify them thereof per year and also pay the total Zakat by transferring such Zakat to the Zakat Fund stipulated in Article 64 of chapter 9 in these Articles of Association.	Article 61b has been amended, following recommendation by the Board, to simplify the process to pay Zakat on behalf of the shareholders.
Part C. Key revisions for editing purposes			
1			Article 1 was moved from the end of the former MoA and incorporated certain amendments/deletions to some of the previous definitions. This change also helps improve the flow of the MoA and some of the drafting.
All other article changes reflect routine and non-material editing changes			Routine and non-material editing has been carried out where appropriate, to simply and clarify the MoA.