arab orient insurance company PSC
شركة المشرق العربي للتأمين ش.م.ع

Paid Up Capital: Dhs. 250,000,000
رأس المال المدفوع: ٢٥٠,٠٠٠,٠٠٠ درهم

Registered under Federal Law No. (6) of 2007
Certificate No. 14 dated 29th December 1984
مسجلة طبقاً للقانون الإتحادي رقم (٦) لسنة ٢٠٠٧م
شهادة رقم ١٤ بتاريخ ١٩٨٤/١٢/٢٩م

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ص.ب. ٢٧٩٦٦ دبي، إ.ع.م.
هاتف ٢٩٥٣٤٢٥ (٠٤)، فاكس ٢٩٥٥٧٠١ (٠٤)
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Minutes of the Meeting of the Board of Directors of Arab Orient Insurance Company (Public Shareholding Company) held in Dubai on Tuesday 3rd February 2009 at 10.00 a.m.

Present - Board of Directors

Mr. Abdulla Hamad Al Futtaim
(Chairman of the Board of Directors)

Mr. Omar Abdulla Al Futtaim
(Vice Chairman of the Board of Directors)

By Invitation - Management

Mr. Omer H. Elamin
(Senior Managing Director)

The Chairman stated that the Notice of the Meeting dated January 28, 2009 had been duly served on and had been received by all the Directors together with the Agenda and relevant supporting documentation.

The Chairman called the meeting to order and the meeting proceeded to deliberate on the items of the Agenda.

Item 1 **Consideration and approval of the draft of the Board of Directors' Report on the activities of the Company and its financial situation for the year ended December 31st, 2008.**

The draft of the said Board of Directors' Report which had previously been provided to the Board Members was tabled (copy attached as Annexure 1)

After due deliberations the following resolution was adopted unanimously.

"RESOLVED THAT the Board of Directors' Report on the activities of the Company and its financial situation for the financial year ended on December 31st, 2008, as attached hereto, be and is hereby approved."

Item 2 **Consideration of the Auditors' Report for the financial year ended on December 31st, 2008.**

After deliberations the following resolution was adopted unanimously:

"RESOLVED THAT the Auditors' Report for the financial year ended 31st December 2008 as per copy attached, be and is hereby approved".

Item 3 **Approval of the Balance Sheet and Profit and Loss Account of the Company for the financial year ending on 31st December 2008.**

The Board reviewed the salient features of the Balance Sheet and Profit and Loss Account.

It was accordingly unanimously:-

RESOLVED THAT the audited Financial Statements of the Company comprising of the Balance Sheet as at December 31st, 2008 and Profit and Loss Account of the Company for the Financial year ended December 31st, 2008 including the appropriation of the Profit as shown therein, and the Statement of Cash Flows for the year ended upon that date together with the Notes thereon be and are hereby approved.

FURTHER RESOLVED that Mr.Abdulla Hamad Al Futtaim, Chairman and Mr.Omar Abdulla Al Futtaim, Vice Chairman be and are hereby authorized to sign the said Financial Statements.

Item 4 **Board's recommendation of the distribution of profits to the Shareholders for the financial year 2008.**

RESOLVED THAT the Profits of the Company available for appropriation for the financial year 2008 which amounts to Dhs.150,093,246/- (Dirhams One Hundred Fifty Million Ninety Three Thousand Two Hundred and Forty Six only) be and is hereby recommended to the Ordinary General Assembly Meeting of the Shareholders to be distributed in the following manner.

	UAE Dirhams
Net Profit for the year	150,093,246
Retained Profit brought forward	46,904
	150,140,150
Appropriations	
Transfer to Statutory Reserve	(14,582,637)
Transfer to Legal Reserve	(15,009,325)
Transfer to Exceptional Loss Reserve	(13,555,420)
Proposed Dividend	(50,000,000)
Transfer to General Reserve	(56,852,619)
Retained Profit carried forward	140,149

Item 5 **Approval of transfer to shareholders' equity unrealized loss on investment held for sale**

RESOLVED THAT unrealized loss to be transferred on the investment held as available for sale to equity under "Cumulative changes in fair value of securities"

Item 6 **Approval of Convocation of the Ordinary General Assembly of the Shareholders**

RESOLVED THAT the Ordinary General Assembly of the Shareholders of the Company be convened on Wednesday, 25th February 2009 at the Company's Principal Office, to deliberate the following Agenda.

(i) Hearing and approval of the Board of Director's Report and Auditor's Report for the financial year ending on 31st December 2008.

(ii) Ratification of the Balance Sheet and the Profit & Loss Account of the Company for the financial year ending on 31st December 2008.

(iii) Approval of the distribution of profits to the shareholders for the financial year 2008 as recommended by the Board of Directors.

(iv) Appointment of the Auditors of the Company for the financial year 2009 and fixing their remuneration.

(v) Releasing the Members of the Board of Directors and the Auditors from the liabilities.

(vi) Re-election of the members of the Board of Directors for a new period of three (3) years commencing from 26.06.2009.

FURTHER RESOLVED THAT Mr.Omer Elamin, Senior Managing Director be and is hereby authorized to forthwith (1) Publish the Notice of the Ordinary General Assembly Meeting together with the Agenda in two local Arabic language newspapers, and (2) Sign and dispatch the Notice of the Ordinary General Assembly together with the Agenda to each Shareholder at his registered address by Registered Mail and to the Auditors, Ministry of Economy & Planning, Government of Dubai Department of Economic Development, Securities & Commodities Authority, Dubai Financial Market and (3) do all other acts necessary for this purpose.

FURTHER RESOLVED THAT Mr.Omer Elamin obtain the Securities & Commodities Authority and Insurance Authority approval for the Agenda and for the date of the Ordinary General Assembly Meeting and that the Chairman be and is hereby authorized to make such changes as may be required by the regulator in the Agenda and the scheduled date and time for the General Assembly Meeting.

Item 7 **Board recommendation to increase the capital of the Company from Dirhams Two Hundred Fifty (250) million to Dirhams Three Hundred (300) million by integrating part of the general reserve into the capital.**

Resolved that the Board recommend to the General Assembly that the capital of the Company be increased from Dhs. 250 million to Dhs.300 million by integrating part of the general reserve into the capital.

Item 8 **Board recommendation to amend Article 6 of the Articles of Association of the Company so as to state therein the capital of the Company as being Dirhams Three Hundred (300) million**

Resolved that the Board recommends the amendment of Article 6 of the Articles of Association of the Company so as to state therein the capital of the Company as being Dirhams Three Hundred (300) million.

Item 9 **Board's Approval of Convocation of an Extraordinary General Assembly**

Resolved that an Extra-Ordinary General Assembly to be held on 25th February 2009 at the Company's office to consider and approve the following agenda of the said Extra-Ordinary General Assembly which Agenda is also subject to the Ministry's approval.

(i) Approval of increase capital of the Company from Dirhams Two Hundred Fifty Million (250) million to Dirhams Three Hundred (300) million by integrating a part of the general reserve into the capital and creating 500,000 gratis (bonus) shares of Dirhams 100 each aggregating to Dirhams 50,000,000 to be distributed amongst the shareholders, as fully paid up in proportion to the shares owned by each of them respectively.

(ii) Approval of amendment of Article 6 of the Articles of Association of the Company as follows:-

Before Amendment

"Article 6

The capital of the Company is Dirhams Two Hundred Fifty (250) million divided into 2,500,000 shares of Dirhams One Hundred (100) each fully paid up in cash by United Arab Emirates Nationals".

After Amendment

"Article 6

The capital of the Company is Dirhams Three Hundred (300) million divided into 3,000,000 shares of Dirhams One Hundred (100) each fully paid up in cash by United Arab Emirates Nationals"

There being no further business the meeting closed 12.00 noon

ABDULLA HAMAD AL FUTTAIM
(Chairman & Director)

OMAR ABDULLA AL FUTTAIM
(Vice Chairman & Director)