

Article	Original Text	Proposed changes	Rationale	CB Comments
	Preface			
	Bank of Sharjah PJSC was incorporated in the Emirate of Sharjah in the United Arab Emirates by Emiri Decree, issued by His Highness the Ruler of Sharjah on 22/12/1973. After the approval of the competent authorities under Commercial License No. 18948 issued on 20/02/1985 by the Department of Economic Development in Sharjah and with the decision of His Excellency the Minister of Economy No. 332 of 2009 and under the Memorandum of Association and Articles of Association of the company notarized on 08/11/2009 by the notary public in Sharjah, In accordance with the provisions of Federal Law No. (8) Of 1984 regarding commercial companies and the amended laws	No change		
	Whereas Federal Law No. (2) for the year 2015 concerning commercial companies issued on 25/03/2015 stipulated the repeal of the Federal Law No. (8) for the year 1984 concerning commercial companies and the amending laws thereof, and obliged the existing public	Whereas a new Law issued under Federal Decree No. (32) for the year 2021 concerning commercial companies stipulated the repeal of the Federal Law No. (2) for the year 2015 concerning commercial companies and obliged the existing	Mention the new applicable Law in relation with the Commercial Companies.	

	shareholding companies to amend their statutes in accordance with its provisions.	public shareholding companies to amend their statutes in accordance with its provisions.		
	On 30/04/2016, the General Assembly meeting was held and decided by a special resolution to approve the amendment of the provisions of the Articles of Association of the Company to comply with the provisions of Federal Law No. (2) for the year 2015 in respect of commercial companies as follows:	On _____, the General Assembly meeting was held and decided by a special resolution to approve the amendment of the provisions of the Articles of Association of the Company to comply with the provisions of Federal Decree No. (32) for the year 2021 in respect of commercial companies as follows:	Reference to the AGM date when the amendment will be presented for approval.	
	Chapter I			
Article (1)	Definitions			
	The words and expressions hereinafter shall have the meanings attributed to them below:	No change		
	1. The State: The United Arab Emirates.	No change		
	2. Law of Commercial Companies: Federal Law No. (2) (2015 A.D.) concerning Commercial Companies as amended from time to time.	Law of Commercial Companies: Federal Law No. (2) (2015 A.D.) Federal Decree no. (32) of 2021 concerning Commercial Companies as amended from time to time.	We recommend this change to address the recent amendments to the Companies Law, and because the Law no. 2 of 2015 was cancelled pursuant to article (364) of the	

			Federal Decree No. (32) of 2021	
	3. The Authority: The UAE Securities & Commodities Authority	No change		
	4. The Competent Authority: The Department of Economic Development in the Emirate of Sharjah.	No change		
	5. The Central Bank Law: Federal law No. (10) Of 1980 of the Central Bank, the Monetary System and the Regulation of the Banking Profession, any amendments thereto and any Regulations and Circulars issued or which may be issued by the Central Bank in accordance with its provisions.	The Decretal Federal Law No. (14) of 2018 Regarding the Central Bank & Organization of Financial Institutions and Activities The Central Bank Law: Federal law No. (10) Of 1980 of the Central Bank, the Monetary System and the Regulation of the Banking Profession, any amendments thereto and any Regulations and Circulars issued or which may be issued by the Central Bank in accordance with its provisions.	Reference Para (5) and Para (25) of Article (1) of CBUAE Governance Regulation	
		Regulations: means any relevant decree, regulation, circular, standard, notice issued by the Central Bank or the Authority.		
	6. The Central Bank: United Arab Emirates Central Bank.	No change		

	7. The Company: Bank of Sharjah P.J.S.C	No change		
	8. Dirhams: The official currency of the UAE.	No change		
	9. The Market: The Abu Dhabi Securities Exchange where the Company's shares are listed.	No change		
		Articles of Association: means the article of Association of the Company as may be amended from time to time.	We propose to add this new definition to comply with the definitions used by the standard AOA template of the SCA.	
	10. The Board of Directors: The Company's Board of Directors	No change		
	11. The Management: The Company's executive management, which includes the General Manager the Executive Manager, the Chief executive Officer or the Managing Director authorized by the Board of Directors to manage the Company and their deputies or delegates and the Company's financial, administrative and supervisory teams.	Senior Management: The Company's executive management responsible and accountable to the Board of Directors for the sound and prudent day-to-day management of the Company, generally including but not limited to, the Chief Executive Officer, Chief Financial Officer, Chief Risk Officer and heads of the compliance and internal audit functions. which includes the General Manager the Executive Manager, the Chief executive	We recommend this amendment so the text comply with Para (30) of Article (1) of the CBUAE Corporate Governance Regulation. Note: As per the said Regulation, no board member can take an executive office accordingly the Managing Director role is impliedly cancelled.	

		Officer or the Managing Director authorized by the Board of Directors to manage the Company and their deputies or delegates and the Company's financial, administrative and supervisory teams.		
	12. Independent Member of the Board: is a person who was not personally, or through his spouse or any of his relatives a member of the Company's executive management during the past two years, and none of them had any substantial financial dealings with the Company, its holding company or any of its subsidiaries or affiliates during the past two years.	Independent Member of the Board: is a person who was not personally, or through his spouse or any of his relatives a member of the Company's executive management during the past two years, and none of them had any substantial financial dealings with the Company, its A member of the Board who has no relationship with the Company or the Group that could lead to benefit which may affect his decisions. He must not be under any other undue influence, internal or external, ownership or control which would impede the Members' exercise of objective judgment. The Independent Member forfeits his independence in the case set out in the Regulations.	We recommend this change in accordance with Para (19) of Article (1) of the CBUAE Corporate Governance Regulation.	

		holding company or any of its subsidiaries or affiliates during the past two years.		
	The Member of the Board loses his independent character in any of the following instances, inter alia:			
	- Being employed by a party connected to the Company in the past two years; - If he had connections with a consultancy firm or a firm that offers consultancy or financial services to the Company or to a party related to the Company; - If he had connections to a major customer or supplier of the Company or any party related to it by any kind of financial, commercial & professional services; - If he had contracts for personal services with the Company, any party related to it or with its executive management staff; - If he was connected to a non-profit organization which receives substantial funding from the Company or a party affiliated to it; - If he works as executive staff in another company in which the Company's	The Member of the Board loses his independent character in any of the following instances, inter alia: — Being employed by a party connected to the Company in the past two years; — If he had connections with a consultancy firm or a firm that offers consultancy or financial services to the Company or to a party related to the Company; — If he had connections to a major customer or supplier of the Company or any party related to it by any kind of financial, commercial & professional services; — If he had contracts for personal services with the Company, any party related to it or with its executive management staff;	We suggest deleting the standards related to independency of board member as such standards are set out in the CBUAE regulation so that the Bank will not be required to amend this AOA every time there is a change in the standards.	

	executives staff occupy the office of Board of Directors members; - If during the past two years, he had connections with or was employed by the present or past auditors of the Company or of any party affiliated to it.	-If he was connected to a non-profit organization which receives substantial funding from the Company or a party affiliated to it; -If he works as executive staff in another company in which the Company's executives staff occupy the office of Board of Directors members; -If during the past two years, he had connections with or was employed by the present or past auditors of the Company or of any party affiliated to it.		
	13. Executive Board Member: a member who is fully devoted to the management of the Company or who receives a monthly or annual salary from the Company.	Executive Board Member: a member who is fully devoted to the management of the Company or who receives a monthly or annual salary from the Company.	We recommend to remove this definition as all members of the Board are non-executive. Reference Para (2) of Article (13) of the CBUAE Corporate Governance Regulation.	
	14. Non-Executive Board Member: a member who is not fully devoted to managing the Company or who does not receive a monthly or annual salary from the Company.	Non-Executive Board Member: a member of the Board who does not have any management responsibilities within the Company, and may or may not	We recommend the amendment. Reference Para (22) of Article (1) of the CBUAE	

		qualify as an Independent Member of the Board. a member who is not fully devoted to managing the Company or who does not receive a monthly or annual salary from the Company.	Corporate Governance Regulation.	
	15. Corporate Governance and its Controls: is the set of controls, standards and procedures which maintain institutional compliance in managing the Company according to international standards and methods by defining the responsibilities and duties of the Company's Directors and executive management while taking the rights of the shareholders and interested parties into consideration.	Corporate Governance and its Controls: the set of relationships between the Company's management, Board, shareholders and other stakeholders which provides the structure through which the objectives of the Company a reset, and the means of attaining those objectives and monitoring performance. It helps define the way authority and responsibility are allocated and how corporate decisions are made. is the set of controls, standards and procedures which maintain institutional compliance in managing the Company according to international standards and methods by defining the responsibilities and duties of the Company's Directors and executive	We recommend the amendment. Reference Para (10) of Article (1) of the CBUAE Corporate Governance Regulation.	

		management while taking the rights of the shareholders and interested parties into consideration.		
	16. Rules of Listing: are the rules and requirements set forth in the Law and the related implementing regulations and decrees and the internal regulations of the Market.	Rules of Listing: are the rules and requirements set forth in the Federal Law number (4) of 2000 concerning the Authority and the Market of the Securities and Commodities in the UAE , Law and the related implementing regulations and decrees and the internal regulations of the Market.	We propose this change as the expression “Law” is not defined in the AOA. Accordingly, we replaced the expression with the name of the actual law that this clause is referring to. Reference: Definition of SCA Corporate Governance Regulation (3.R.m.) of 2020 <u>Note:</u> Despite the above, we recommend to remove the entire definition if the Management decides to remove the Terms of Reference of the Board Committees from this AOA, given that this definition is only used in those Terms.	
	17. Rules of Disclosure: the rules and requirements of disclosure provided for in the Law and its implementing regulations and decrees.	Rules of Disclosure: the rules and requirements of disclosure provided for in the Federal Law number (4) of 2000 concerning the Authority and	We propose this change as the expression “Law” is not defined in the AOA. Accordingly, we replaced	

		the Market of the Securities and Commodities in the UAE, Law and its implementing regulations and decrees.	the expression with the name of the actual law that this clause is referring to. Reference: Definition of SCA Corporate Governance Regulation (3.R.m.) of 2020	
	18. Internal Audit: Operations and measures undertaken by the Company to ensure its compliance with laws, regulations, decrees and rules, which regulate its activities.	Internal Audit: An independent function that provides independent assurance to the Board of directors and Senior Management on the quality and effectiveness of the company's internal controls, risk management and governance systems and processes, thereby helping the Board and Senior Management protect their organization and its reputation. Internal Audit is a supervisory, advisory and objective independent activity to add value and improve operation level of the Company. Operations and measures undertaken by the Company to ensure its compliance with laws, regulations, decrees and rules, which regulate its activities.	We recommend to make this change in accordance with the definitions set out in SCA Corporate Governance Regulation (3.R.m.) of 2020	Amended by CBUAE letter with reference CBUAE/BSD/2022/3605 of 5 September 2022 (Attached)

	19. Essential Information: any event, incident, decree or information, which may directly or indirectly affect the price of or the volume of, trading in a security or which may affect the person's decision to buy, keep, dispose of or sell the security.	Essential Information: any event, incident, decree or information, which may directly or indirectly affect the price of or the volume of, trading in a security or which may affect the person's decision to buy, keep, dispose of or sell the security in accordance with the respective laws and Regulations.	We recommend this change to limit the interpretation of the definition so that it complies with the applicable laws.	
	20. Next of Kin: the father, mother, spouse, children and siblings.	Next of Kin Relatives : the father, mother, spouse, children, siblings, in-laws and set children.	We recommend to expand the definition taking into consideration that tightening the transactions with relatives falls within the interest of the Bank. Reference Para (14) Article (1) of the CBUAE Corporate Governance Regulation in addition to the definitions set out in SCA Corporate Governance Regulation (3.R.m.) of 2020	
	21. Interested Parties: any person who has an interest with the Company such as shareholders, employees, creditors, customers, suppliers and prospective investors.	No change	Comply with SCA Corporate Governance Regulation (3.R.m.) of 2020	

	22. Parent/ Mother Company: a company, which undertakes the formation and control of another company.	Parent/ Mother Company: a company, which undertakes the formation and control of another company a company linked to a Subsidiary through any of the following connections: 1) It has the right to exercise or actually exercise a Control over the Subsidiary. 2) A mother company of the mother company of the Subsidiary.	We recommend the change to comply with the definitions set out in SCA Corporate Governance Regulation (3.R.m.) of 2020	
	23. Subsidiary: a company in which not less than half the capital belongs to another company.	Subsidiary: a company in which not less than half the capital belongs to another company . An entity, owned by another entity by more than 50% of its capital, or under full control of that entity regarding the appointment of its Board of Director	We recommend the change to comply with Para (31) Article (1) of the CBUAE Corporate Governance Regulation	
	24. Sister Company: a company that belongs to a same group which holds another company.	Sister Company: a company that belongs to a same group which holds another company . An entity owned by another entity by more than 25% and less than 50% of its capital.	We recommend the change to comply with Para (1) Article (1) of the CBUAE Corporate Governance Regulation	

	25. Associated Company: a company which has a contract of collaboration and coordination with another company.	No change		
		Group: A group of entities which includes an entity ('first entity') and: (a) Any Controlling shareholder of the first entity; any Subsidiary of the first entity or of any Controlling Shareholder of the first entity; and (b) Any Affiliate, joint venture, sister company and other member of the Group.	We recommend add this definition to comply with Para (17) Article (1) of the CBUAE Corporate Governance Regulation	
	26. Special Decision: the decision issued by the majority of votes of shareholders who own at least three quarters of shares represented in the meeting of the General Assembly of the Company.	No change.	Comply with the definitions of the Companies Law.	
	27. Cumulative voting: is where each shareholder has votes equivalent to the number of shares, he owns, such that he may cast them in favour of one candidate to a directorship or distribute them to those candidates whom he favours provided that the number of the votes cast	No change.	Comply with the definitions of the Companies Law.	

	to the candidates of his choice does not exceed, in any event, the votes he holds.			
	28. Conflict of Interest: is a situation where the impartiality in adopting a resolution is affected by a personal material or moral interest such that the interests of Related Parties do or seem to intertwine or conflict with the interests of the Company as a whole; and where the professional or official capacity is used somehow to realize a personal benefit.	Conflict of Interest: a situation of actual or perceived conflict between the duty and private interests of a person, which could improperly influence the performance of his duties and responsibilities. is a situation where the impartiality in adopting a resolution is affected by a personal material or moral interest such that the interests of Related Parties do or seem to intertwine or conflict with the interests of the Company as a whole; and where the professional or official capacity is used somehow to realize a personal benefit.	We recommend the change to comply with Para (7) Article (1) of the CBUAE Corporate Governance Regulation <u>Note:</u> There is no similar definition in the Companies law or in SCA's Corporate Governance Regulation.	
	29. Control: is the ability to directly or indirectly influence or control the appointment of a majority of the Company's Board members or the resolutions of the Board or the General Meeting whether by holding a portion of the shares or by concluding an agreement or other arrangements which lead to the same influence.	No change.	It complies with Para (9) Article (1) of the CBUAE Corporate Governance Regulation <u>Note:</u> There is no similar definition in the Companies law or in SCA's Corporate Governance Regulation.	

	30. Related Parties are: -The Chairman of the Board; the Directors; members of the Senior Executive Management of the Company and companies where any of those holds a controlling interest; Parent Companies; Affiliated Companies; Sister Companies' or Associated Companies. -First degree relatives of the Chairman or any other Board member or of any member of the Senior Executive Management; -Any natural or moral person who held, during the year preceding a transaction, 10 per cent or more of the Company's capital, or who was a Director of the Company, its parent Company or its Affiliated Companies. -The person who has control over the Company.	Related Parties are: -The Group and its Controlling Shareholder's Members of the Board;Chairman of the Board; the Directors; members of the Senior Executive Management (and their First Degree Relatives per the Central Bank's regulations) and the employees of the Company and companies where any of those holds not less than 30% of its capital, or where controlling interest can be established; controlling interest; the Group; Parent Companies; Affiliated Companies; Sister Companies' or Associated Companies. -First degree Relatives of the Chairman or any other Board member or of any member of the Senior Executive Management; -Any natural or moral person who held, during the year preceding a transaction, 10 per cent or more of the Company's capital, or who was a Director of the Company, its	We recommend the change. Reference paragraph (26) of Article (1) of the CBUAE Corporate Governance Regulation, as well as SCA Regulation no. (3.RM) of 2020> Note: Definition of Related Parties was removed from the new Companies Law as the new law left it this item to SCA. Reference para (6) Article (152) of the Federal Decree no. (32) of 2021). Since SCA left corporate governance of banks to CBUAE, we adopted the definition of "Related Party" as used by CBUAE	Amended by CBUAE letter with reference CBUAE/BSD/2022/3605 of 5 September 2022 (Attached)

		parent Company or its Affiliated Companies. -The person or his Relatives who has Control or great influence over the Company.		
Article (2)	Name of Company			
	The name of the company is “Bank of Sharjah” a Public Joint Stock Company, hereinafter called the “Company”	No change		
Article (3)	Head Office			
	The corporate Head Office and Legal Domicile shall be in the City of Sharjah, Emirate of Sharjah. The Board of Directors may establish branches for the Company in the various Emirates and overseas after receiving the approval of the Central Bank, provided the local and overseas branches together with the Head Office shall constitute one bank.	No change		
Article (4)	Duration of Company			
	The term of this Company shall be ninety-nine calendar years starting on the date of approval by the Competent	The term of this Company shall be ninety-nine calendar years starting on the date of approval by the	We recommend this amendment to comply with	

	Authority of these Articles. The Company shall continue to exist for the full said period unless it is dissolved prematurely for any of the reasons specified herein or in prevailing laws.	Competent Authority of these Articles. The Company shall continue to exist for the full said period unless it is dissolved prematurely for any of the reasons specified herein or in prevailing laws the Law of Commercial Companies. The term may be increased or decreased by a Special Resolution if required by the Company's objectives.	Article (108) of the Companies Law.	
Article (5)	The Corporate Objectives			
	The objectives presently carried on by the Company which the Company will continue to carry on are the performance of commercial banking operations in general. This will permit the Company to receive, in the normal course of its business, funds from the public in the form of notice or term deposits and to issue certificates of deposit in respect thereof; to utilize bonds and certificates of deposit wholly or partially for the purpose of extending loans and facilities to its own account and at its own risk and responsibility.	No change.		

	The Company may also issue and encash cheques; issue public and private lending; trade in foreign currencies, precious metals and carry-on other banking operations authorized by the laws of the UAE or normally recognized by custom and practice to be banking operations.	No change.		
	The Company may also, by Board Resolution, carry on any activities related to the above or permitted by the relevant parties and by the Authority and which are not considered to be in conflict with the above objectives.	No change.		
	Without limiting the generality of the foregoing, the Company may carry on, for the purpose of realizing its objectives, all or any of the following activities, inter alia:	No change.		
	1- The opening of creditor accounts of any kind whatever whether current, savings or deposit in the names of customers who may be individuals or companies, public or quasi-public institutions, local or federal governmental departments, mixed corporations, trading, agricultural and	No change.		

	consumer cooperatives and any other persons of public or private law.			
	2- Offering automatic teller services in accordance with the standard conditions to be set by the Company.	No change.		
	3- Extending credit facilities in the form of current overdrawn accounts, loans, documentary credits or trust receipts, or by issuing letters of guarantee or discounting promissory notes against security in the form of personal rem guarantees (be it moveable or immovable property) or without securities.	No change.		
	4- Purchasing, selling and lending foreign currencies and foreign drafts in foreign currencies, both instant and future, provided there is physical delivery.	No change.		
	5- Discounting, buying and re-discounting drafts, promissory notes, bills of exchange, bonds, coupons and other commercial and industrial notes.	No change.		
	6- Lending against bills of lading, bills of transport and payment orders in the State and overseas.	No change.		
	7- Issuing guarantees in favour of third parties with or without security.	No change.		

	8- Collecting the amounts of drafts, bills of exchange, documents, bills of lading and other notes to the account of customers or third parties against a commission.	No change.		
	9- Depositing funds with other banks and giving to other banks advances secured by commercial notes with specific maturity dates.	No change.		
	10- Buying and selling debentures and bonds issued and guaranteed by local, federal and foreign governments and public institutions to its own account or to the account of third parties.	No change.		
	11- Accepting subscriptions in stocks and bonds of public shareholding companies and receiving commissions therefore.	No change.		
	12- Investing deposits in local and foreign investments within the guidelines set by the Central Bank from time to time as to the levels of reserves and the nature of the investments.	No change.		
	13- Obtaining loans or term deposits from banks, financial institutions or underwriters whether in the State or overseas.	No change.		

	14- Keeping all kinds of bank notes, precious metals, debentures, parcels and packages, renting private safe deposits, and buying and selling gold ingots and other precious metals whether physical or future provided there is actual delivery.	No change.		
	15- Acting as trustee or escrow agent and appointing agents with or without commission.	No change.		
	16- Entering into contracts with insurance companies to enable borrowers to discharge their liabilities.	No change.		
	17- Generally, the Company shall be entitled to carry on all banking services and commercial operations as permitted by the laws and regulations in effect with respect to commercial banks.	No change.		
	In order to realize these objectives, the Company may:	No change.		
	a) Buy shares in companies involved in activities similar to those of the Company and sell, pledge and dispose of them in any manner permissible by law; buy shares and bonds in commercial companies for amounts not to exceed 25% of the Company's private funds unless it has come to it in settlement of	Buy shares in companies involved in activities similar to those of the Company and sell, pledge and dispose of them in any manner permissible by law; buy shares and bonds in commercial companies for percentages determined by the Central Bank from amounts not to	We recommend the change to comply with Para (4) of Article (93) of the Central Bank Law.	

	debts due in which case the Company shall have to sell the shares and bonds in excess of the said ratio within two years from the date of acquiring them.	exceed 25% of the Company's private funds unless it has come to it in settlement of debts due in which case the Company shall have to sell the shares and bonds in excess of the said ratio within two years from the date of acquiring them.		
	b) Own movable and fixed assets quasi fixed assets with their attachments, rights and privileges attached thereto for the purpose of facilitating the Company's activities or the performance of the services related to such activities or resulting therefrom, and maintain such assets and dispose of them in any manner permissible by law, all within the provisions of Article. 90 (b) of the Banking Law.	Own movable and fixed assets quasi fixed assets with their attachments, rights and privileges attached thereto for the purpose of facilitating the Company's activities or to discharge its debt to third party, and it shall liquidate the same within the period set out by the Central Bank. or the performance of the services related to such activities or resulting therefrom, and maintain such assets and dispose of them in any manner permissible by law, all within the provisions of Article. 90 (b) of the Banking Law.	This addition is referenced in Para (1) of Article (93) of the Central Bank Law. We deleted the paragraph related to providing services as it conflicts with Para (1) of Article (93) of the Central Bank Law. We also deleted the reference of Article 90(b) as it is no longer exists.	
	c) Execute all transactions and conclude the contracts which it deems necessary or suitable for the realization of its objectives.	No change.		

	d) Receive interest on facilities and loans, receive commissions against the various banking services it renders and pay interest on creditor accounts.	No change.		
	e) Own all kinds of patents, trademarks, certificates, concessions and copyrights which the Company finds necessary for its operations, and use and dispose of the same in any legal manner.	No change.		
	f) Handle banking operations for a person or company who carry on business activities similar to those of the Company.	No change.		
	The Company is prohibited from carrying out non- banking activities within the limits specified in Article 90 of the Banking Law.	The Company is prohibited from carrying out non- banking activities except within the limits set out in the Central Bank Law or the Regulations within the limits specified in Article 90 of the Banking Law.	The reference to Article (90) is deleted as it is no longer exists.	
	Chapter II			
Article (6)	The Company's Capital			
	6-1 The Company issued capital shall be U.A.E. Dirhams Two Billion and One Hundred Million consisting of Two Billion One Hundred Million shares with	No change.		

	a par value of One Dirham each fully paid and all the capital shares are equal in rights and obligations and from the same category.			
	6-2 Each share entitles its owners without discrimination an equivalent to that of other shareholders ownership of the Company's assets upon liquidation and to a share in its annual distributable profits as below detailed and to attend General Meetings and vote on ordinary and special resolutions, and that as per the conditions and restrictions stipulated in the Commercial Companies Law.	No change.		
	6-3 Each shareholder has the right to access corporate books and documents as well as any documents or instruments related to a deal concluded by the Company with a Related Party subject to permission by the Executive Management.	Each shareholder has the right to access corporate books and documents as well as any documents or instruments related to a deal concluded by the Company with a Related Party subject to permission by the Board of Directors, the Senior Executive Management or pursuant to a resolution by the General Assembly taking into consideration the applicable Regulations.	We recommend this change to comply with Para (b) of Article (223) of the Companies Law.	

Article (7)	Ownership Percentage			
	All shares are nominal and the contribution of UAE nationals and GCC nationals, natural persons or legal persons wholly owned by citizens of GCC countries at any time during the term of the company's stay must not be less than of (70) % of the capital, and the percentage of non-UAE nationals may not exceed (30%).	All shares are nominal and the contribution of UAE nationals and GCC nationals, natural persons or legal persons wholly owned by citizens of GCC countries at any time during the term of the company's stay must not be less than of (760) % of the capital, and the percentage of non-UAE nationals including GCC nationals, natural or legal persons wholly owned by GCC countries may not exceed (340%)	We recommend this change to comply with Article (76) of the Central Bank Law.	
Article (8)	Shareholders' Obligations			
	The shareholders do not undertake any obligations or losses on the company except to the extent of their contribution in the Company.	No change.	Comply with Article (111) of the Companies Law.	
Article (9)	Adherence to Laws and Decisions			
	The ownership of the share shall result in the shareholder's acceptance of the Articles of Association of the Company and the resolutions of its General	No change.	Comply with Para (3) of Article (208) of the Companies Law.	

	Assemblies and the shareholder may not request the redemption of his share in the capital.			
Article (10)	Indivisibility of Shares			
	The shares shall be indivisible. However, if shareholding is transferred to several heirs or owned by several persons, they shall elect one of them to represent them before the Company. If they fail to elect a representative, any one of them may resort to the competent court to be appointed as a representative. The company and the Financial Market shall be notified of the decision of the court in this regard.	The shares shall be indivisible. However, if shareholding is transferred to several heirs or owned by several persons, they shall elect one of them to represent them before the Company. If they fail to elect a representative, any one of them may resort to the competent court to be appointed as a representative. The company and the Financial Market shall be notified of the decision of the court in this regard.	We recommend the change to be consistent with the definitions. Comply with Article (216) of the Companies Law.	
Article (11)	Disposal of Shares			
	The company shall follow the laws, regulations and decisions of the market regarding issuing, registering, trading, transferring ownership and mortgage of the company's shares and any rights or obligations attached thereon. No waiver of the company's shares may be registered, disposed or mortgaged in any	The Company shall follow the Law of Commercial Companies laws , regulations and decisions of the Authority, the Market and the Central Bank regarding issuing, registering, trading, transferring ownership and mortgage of the company's shares and any rights or	We recommend the changes to comply with Article (211) of the Companies Law in addition to the decisions by the Central Bank in relation to ownership in banks.	

	way provided that disposal or mortgage of shares should not lead to any violation of the current Articles of Association as well as to the provisions of the Commercial Companies Law.	obligations attached thereon. No waiver of the company's shares may be registered, disposed or mortgaged in any way provided that disposal or mortgage of shares should not lead to any violation of the current Articles of Association as well as to the provisions of the Commercial Companies Law. Disposal of shares shall not cause the percentage of ownership of UAE nationals in the share capital of the Company below the percentage prescribed in this Articles of Association.		
Article (12)	Shareholders Heirs and Creditors			
	In the event of the death of a natural shareholder, his heir(s) shall be the only person(s) to whom the company agrees to have ownership or interest in the shares of the deceased and shall have the right to profits and other privileges to which the deceased has a right. The heir(s) shall, after his/their registration in the Company in accordance with the provisions of this Articles of Association,	In the event of the death of a natural shareholder, his heir(s) shall be the only person(s) to whom—the company agrees to have ownership or interest in the shares of the deceased and shall have the right to profits and other privileges to which the deceased has a right. The heir(s) shall, after his/their registration in the Company in accordance with the	We propose this change as succession of in ownership does not require approval by the Bank.	

	have the same rights as the deceased in respect to such shares. The deceased shareholder's estate shall not be exempted from any obligation in respect of any shares held by him at the time of death. This section shall be applied to the transfer of shares by Legacy as per Article 213 of the Commercial Companies Law.	provisions of this Articles of Association, have the same rights as the deceased in respect to such shares. The deceased shareholder's estate shall not be exempted from any obligation in respect of any shares held by him at the time of death. This section shall be applied to the transfer of shares by Legacy as per Article 213 of the Commercial Companies Law.		
	2.Any person who becomes entitled to any shares in the company as a result of the death or bankruptcy of any shareholder or pursuant to an attachment order issued by any competent court may, within thirty days:	No change		
	a. Provide evidence of this right to the Board of Directors.	Provide evidence of this right to the Senior Management Board—of Directors.	We recommend this change as shareholders' affairs fall within the authority of the Senior Management.	
	b. To choose either to be registered as a shareholder or to designate a person to be registered as a shareholder in respect of that share, without prejudice to the provisions of the regulations in force at	No change.		

	the time of death or bankruptcy, or the issuance of an attachment order.			
	3. The heirs of the shareholder or his creditors shall not have any right to request that the seals be placed on the books of the company or its property, nor should they be required to distribute or sell them in a way that cannot be divided or interfere in any way in the management of the company, when using their rights, they need to rely on the Company's inventories, financial statements and the resolutions of their General Assemblies.	No change.	Comply with SCA's standard template of AOA.	
Article (13)	Increase or Decrease of Capital			
	A. After obtaining the approval of the Authority and the Competent Authority, including the Central Bank, the issuer's issued capital may be increased by issuing new shares at the same nominal value as the original shares or by adding a premium to the nominal value and the capital of the Company may be decreased.	After obtaining the approval of the Authority and the Competent Authority, including the Central Bank, the issuer's the Company may increase its issued capital may be increased by issuing new shares at the same nominal value as the original shares or by adding a premium to the nominal value and the capital of the Company may be decreased.	We propose this language change to comply with the wording used in the new Company Law.	

	B. The new shares may not be issued for less than their nominal value. If they are issued for more than that, the difference shall be added to the legal reserve, even if the legal reserve exceeds half of the capital of the company.	The new shares may not be issued for less than their nominal value. If they are issued for more than that, the difference shall be added to the legal reserve, even if the legal reserve exceeds half of the capital of the company. The shares capital increase shall be issued at par value equal to the value of the original shares. The Company may however, pursuant to a Special Resolution and after submitting to the Authority a report prepared by an independent financial advisor approved by the Authority determining the method of calculating the premium or the discount, decide to: (a) Determine and add premium to the par value of the issued share, if the market value is higher than the par value of the share. The premium will then be added to the legal reserve even if the reserve exceeds half of the capital.	We recommend this change in accordance with article (198) of the Federal Decree no. (32) of 2021 (Companies Law).	
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		(b) Grant and determine a discount on the par value of the share, if the market value is lower than the par value of the share. A negative provision to the equity shall then be create in the balance sheet, which shall be paid as deduction from the Company's future profits before approving distribution of any dividends.		
	C. The increase or decrease of the issued capital of the company shall be by a Special Decision issued by the general assembly upon the proposal of the board of directors in both cases and after hearing the report of the auditor in the case of any reduction, and to indicate in case of increase the amount and the issue price of the new shares, in case of reduction, volume and implementation process should be defined.	The increase or decrease of the issued capital of the company shall be by a Special Decision issued by the general assembly upon the proposal of the board of directors and after subject to the approval of the Authority and the Central Bank in both cases and after hearing the report of the auditor in the case of any reduction , and to indicate in case of increase the amount and the issue price of the new shares, in case of reduction, volume and implementation process should be defined. The Board of Directors	We recommend to make the change in compliance with Para (2) of Article (196) of the recent amendments to the Companies Law. A special addition was made in relation to the capital reduction as it is specifically addressed in the new companies law under article (204)	

		must implement the Special Decision in respect of the Company's capital increase within three years from its issuance or such decision shall be null in respect for the portion of increase which has not been implemented during the said period. If the increase in capital included in-kind shares, then the rules in relation to evaluating the in-kind shares of the Law of Commercial Companies shall apply. The capital decrease shall be only after hearing the report of the auditor, in case the capital of the Company is higher than the Company's requirements or if the Company incurs losses which cannot be recovered from future profits.		
	D. Shareholders shall have the preemptive right to subscribe in new shares. The subscription rules to the original shares shall be applied to subscribe to the new shares, exclusions of preemptive rights are as follows:	No change.		

	1- <u>Entering of strategic partner</u> leads to the benefits of the company and increase profitability.	No change.		
	2- <u>Transfer of cash debts</u> owed to the Federal Government, Local Governments, Public Bodies and institutions of the State, banks and finance companies to shares in the Company's capital.	No change.		
	3. <u>Stimulate employees of the company</u> through the preparation of a program designed to stimulate the outstanding performance and increase the profitability of the company through employee's ownership of shares.	No change.		
	4. <u>Conversion of bonds or sukuk</u> issued by the Company to shares therein	<u>Conversion of bonds or sukuk issued by the Company to shares therein</u>	We recommend to delete this clause to comply with Article (197) and Article (229) of the recent amendments of the Companies Law. Note: following the recent amendments to the Companies Law and in particular paragraph (4) of Article (231) thereof, convertible bonds and sukuk	

			were expressly exempted from pre-emption right. There is no further need to amend this paragraph.	
		5- to merge with another entity or to acquire the shares of the Company by an individual or a related group in accordance with the Law of Commercial Companies, and the Regulation and subject to the approval of the CBUAE.	We recommend to add this new clause to comply with Article (199) and Article (285) and Article (299) of the recent amendments of the Companies Law.	Amended by CBUAE letter with reference CBUAE/BSD/2022/3605 of 5 September 2022 (Attached)
	In the cases mentioned in items 1, 2 and 3 above, the approval of the Authority shall be obtained and a Special Decision of the General Assembly with conditions and regulations issued by the Authority to conform in this regard	In the cases mentioned in items 1, 2, 3 and 4 above, the approval of the Authority and the Central Bank shall be obtained and a Special Decision of the General Assembly with conditions and regulations issued by the Authority to conform in this regard	We recommend the additions as the approval of SCA and CBUAE is required for increasing capital.	
Chapter III	Loan Bonds			
Article (14)	Issuance of Loan Bonds			
	The Company shall, by a Special Decision issued by its General Assembly after receiving approval by the Central Bank and the Authority, decide to issue	No change.		

	bonds of any kind whatsoever. The decision shall indicate the value of the bonds, the terms of their issuance and the extent to which they are convertible into shares. The General Assembly shall issue a resolution authorizing the Board of Directors of the Company to set the date of issuance of the bonds, not later than one year from the date of approval of the authorization.			
Article (15)	Trading of Loan Bonds			
	(A) The Company may issue negotiable bonds, convertible or not into shares in the Company, in equal amounts for each issue.	(A) The Company may, after obtaining approval from the Authority and the Central Bank, issue negotiable bonds, convertible or not into shares in the Company, in equal amounts for each issue.	We recommend this change to comply with Para (1) Article (231) of the recent amendments of the Companies Law.	
	(B) The bond shall be nominal and bonds may not be issued to its bearer.	The bond shall remain be nominal until its value is paid in full, and bonds may not be issued to its bearer.	We recommend this change to comply with Para (2) Article (231) of the Companies Law.	
	(C) Bonds issued on a single loan give equal rights to their owners and is considered as null and void by any contradicting condition.	Bonds issued on a single loan give equal rights to their owners and is considered as null and void by any contradicting condition.	We recommend this deletion as it was removed from Article (231) of the recent amendments of the Companies Law.	

Article (16)	Converting Bonds into Shares			
	Bonds may not be converted into shares unless provided for in special agreements, documents or in the prospectus. If the transfer is agreed on, the owner of the bond alone has the right to accept the transfer or to receive the par value of the bond unless the agreements, special documents or prospectus contain a condition that the transfer of the said shares are mandatory. In this case, the bonds must be converted into shares upon the prior approval of the parties at issue.	Bonds may not be converted into shares unless provided for in special agreements, documents or in the prospectus and after obtaining approvals from the Authority and the Central Bank. If the transfer is agreed on, the owner of the bond alone has the right to accept the transfer or to receive the par value of the bond unless the agreements, special documents or prospectus contain a condition that the transfer of the said shares are mandatory. In this case, the bonds must be converted into shares upon the prior approval of the parties at issue without prejudice to the provision of Article 7 of this Articles of Association.	We recommend this change to comply with Article (203) of the Companies Law and Article (29) of SCA decision no. 11 R.M. of 2016 in relation to issuance of shares in PJSC companies.	Amended by CB UAE letter with reference CB UAE/ BSD/2022/3605 of 5 September 2022 (Attached)
Chapter IV	Board of Directors			

Article (17)	Formation of the Board			
	The Company shall be managed by a Board of Directors, which shall consist of nine members to be elected by the General Assembly by secret cumulative ballot, provided at least one third of them are Independent Members and the majority are Non-Executive Members. It will not be permitted for the Chairman of the Board to be the General Manager of the Company or its Managing Director.	The Company shall be managed by a Board of Directors, which shall consist of nine members to be elected by the General Assembly by secret cumulative ballot, provided at least one third of them are Independent Members and the majority all of them are Non-Executive Members. It will not be permitted for the Chairman of the Board to be the General Manager of the Company or its Managing Director .	We recommend this change as all board members must be non-executive. We also recommend to remove reference to Managing Director being an executive role. Reference is Para (2) of Article (3) of the CBUAE Corporate Governance Regulation.	
	In all events, the majority of the Members, including the Chairman, must be UAE citizens.	No change.		
		Subject to the Law of Commercial Companies, the members of the Board of Directors may be selected from experts who are not shareholders.	We recommend this new addition to comply with Para (3) of Article (144) of the recently amended Companies Law.	
	If the Member was an individual, he must hold shares of a par value of not less than Dirhams One Hundred Thousand. However, if he was acting for a corporate	If the Member was an individual, he must hold shares of a par value of not less than Dirhams One Hundred Thousand. However, if he was	We suggest to remove the condition requiring board members to hold shares in the bank for many reasons	

	body, the corporate body represented by such Director shall have to be the holder of shares having the aforementioned value. The Member must retain these shares for the full tenure of his membership as security to the Company's benefit against his management errors.	acting for a corporate body, the corporate body represented by such Director shall be the holder of shares having shares of a par value of not less than Dirhams One Hundred Thousand the—aforementioned value. The Member must retain these shares for the full tenure of his membership as security to the Company's benefit against his management errors.	including that CBUAE requires that board members to be elected from those who have experience, besides Para (3) of Article (144) of the recently amended Companies Law permitted membership in the board for those who have experience but not shareholders. Accordingly, we believe this provision would conflict with the spirit of the legislation. Needless to mention the difficulties in achieving this condition for the new candidates, especially when the bank's shares are illiquid.	
Article (18)	Membership of the Board of Directors			
	1) Members of the Board of Directors shall be elected for a term of three years and at the end of that term a new Council shall be elected. Members whose term in office has expired may be re-elected.	No change.		

	2) The Board of Directors may appoint members in vacant positions during the year and this appointment is to be presented in the General Assembly at its first meeting to approve the appointment or to elect new members.	No change.		
	3) Except for members appointed by the federal or local government on the Board of Directors of the Company pursuant to their shareholding in the Company as per Article (148) of the Commercial Companies Law, If the vacant positions during the year reach a quarter of the members of the Board, the Board, within utmost thirty days from the last vacancy, has to invite the General Assembly to elect needed members to fill the vacancies.	No change.		
	In all cases, the new member shall complete the term of his predecessor, and nothing shall prevent the General Assembly thereafter from electing this new member as a member of the Board of Directors.	No Change.		
	4) The board of directors of the company shall have a Board Secretary, provided that he/she is not a member of the board.	4) The board of directors of the company shall have a Board	We recommend to delete this paragraph in light of the newly added clause (21)	

		Secretary, provided that he/she is not a member of the board.	below in relation to board secretary.	
	5) If a member of the Board of Directors fails to attend three consecutive meetings or five intermittent meetings during the term of the Board of Directors without an excuse accepted by the Board of Directors, he/she shall be deemed resigned.	4) If a member of the Board of Directors fails to attend three consecutive meetings or five intermittent meetings during the term of the Board of Directors without an excuse accepted by the Board of Directors, he/she shall be deemed resigned.	Paragraph number changed only.	
	6) A member of the Board shall also be vacated if that member:	5) A member of the Board shall also be vacated if that member:	Paragraph number changed only.	
	a- A person who has died or has been legally incapacitated.	No Change.		
	b- Has been convicted of any crime which violates the honor and the trusteeship by virtue of a final judicial decision.	No Change.		
	c- Declared bankrupt or ceases to pay his commercial debts even if not accompanied by bankruptcy.	No Change.		
	d- Resigned from his post by written notice sent to the company to this effect.	No Change.		
	e- His term of office has expired and has not been re-elected.	No Change.		
	f- A Special Decision was issued by the General Assembly to dismiss him.	No Change.		

	g- If a member of the Board of Directors is dismissed, he may not be re-elected for membership of the Board before the expiry of three years from the date of the issuance of the decision of his dismissal.	No Change.		
Article (19)	Conditions for Nomination to the Board of Directors			
		The following conditions must be met for membership at the Board of Directors: (1) An experience not less than five years in the industry of the Company. (2) Not previously being convicted by a criminal sentence or dishonesty crime unless he was rehabilitated. (3) Not previously being dismissed or removed from his post as member of the board in a public joint stock company by a judicial decree. (4) Absence of any administration penalties in his register held at the Authority. (5) No lawsuits, prosecution claims or investigation	We recommend introducing these provisions in compliance with Article (10) of the SCA's Corporate Governance Regulations (Decree 3.R.M). As well as the provisions of Para (6) of Article (3) of the CBUAE Corporate Governance Regulation.	

		against him in respect of his honesty or integrity. (6) Not a member in the board of directors of a bank in the UAE or hold more than four memberships in board of directors of banks outside the UAE. (7) Any other conditions required by the Law of Commercial Companies or the Regulations.		
	The candidate nominated for Board of Directors must submit to the Company the following documents:	The candidate nominated for Board of Directors must submit to the Company the following documents required by the Board of Directors in accordance with the requirements of the Authority, the Central Bank, the Regulation and these Articles of Association.	<u>Important Note:</u> We believe the details of the required documents for board membership nomination is not required as these requirements are not exhausted and may be subject to change. We assume that the BNRC will impose the necessary conditions and documents required for nomination.	
	(a) A copy of his UAE identity card and his passport with the residence page (if he is a non-UAE resident) with a letter of no	(a) A copy of his UAE identity card and his passport with the residence page (if he is a non-UAE resident)	We recommend the change as all documents are required even from	

	objection from his Local sponsor to be a member of the board of directors of the company, and only a copy of his passport if he is not a resident of the state or representing a legal entity.	with a letter of no objection from his Local sponsor to be a member of the board of directors of the company, and only a copy of his passport if he is not a resident of the state or representing a legal entity .	representatives of corporate shareholders.	
	(b) A curriculum vitae showing his practical experience and qualifications, and specifying the position to which he / she wishes to apply (executive / non-executive / independent).	(b) A curriculum vitae showing his practical experience and qualifications, and specifying the position to which he / she wishes to apply (executive / non-executive / independent).	We recommend the change in compliance with CBUAE requirement of having all members of the board as non-executives.	
	(c) Declaration Letter of his compliance with the provisions of the Companies Law, Banking Law, the organization Law of the Authority and other relevant laws, regulations and circulars, and undertakes to be diligent in performing his duties.	(c) Declaration Letter of his compliance with the provisions of the Companies Law, Central Bank Banking Law, the organization Law of the Authority and other relevant laws, regulations and circulars, and undertakes to be diligent in performing his duties.	Change is required to maintain consistency.	
	(d) A list of the names of companies and institutions within and outside the country in which he operates or is a member of its board of directors, as well as any work performed directly or indirectly which constitutes or may constitute competition for the company.	No change.		

	(e) A declaration letter of the non-violation of Article (149) of the Companies Law.	No change.		
	(f) If he is a representative of a legal entity, he shall attach a declaration from said entity that the candidate represents the entity on the board of directors of the company and a list of the names of any other persons representing the entity in the membership.	No change.		
	(g) A list of the commercial companies and individual enterprises owned or shared by the candidate, indicating the number of shares or shares he holds in each of them.	No change.		
	(h) A list of the number of shares of the company he personally holds or holds by the legal entity he represents and a commitment not to act in any conduct transferring the ownership of shares exceeding the nominal value of one hundred thousand dirhams during his membership and with a notification to the financial market not to dispose of the said shares until after the end of his term of office , his resignation ,dismissal or loss legal capacity for membership and	(h) A list of the number of shares of the company he personally holds or holds by the legal entity he represents and a commitment not to act in any conduct transferring the ownership of shares exceeding the nominal value of one hundred thousand dirhams during his membership and with a notification to the financial market not to dispose of the said shares until after the end of his term of office , his	We propose the change in line with our proposal of changes on Article (17) above, in relation to ownership of shares by board members.	

	advise the market by a letter from the Authority in this regard.	resignation ,dismissal or loss legal capacity for membership and advise the market by a letter from the Authority in this regard.		
Article (20)	Appointment of the GA to Board Members			

	A- Exceptionally to the Board of Director's nomination mechanism which should precede the General Assembly meeting for Board Members' elections, and in accordance with Article (144/2) of the Companies Law, the General Assembly may appoint a number of members with expertise in the Board of Directors other than the shareholders, which shall not exceed one third of the number of members specified in the Articles of Association if any of the following conditions are met: E- Approving the appointment of directors who have been appointed in vacant positions by the Board of Directors. I- The resignation of the members of the Board of Directors during the meeting of the General Assembly and the appointment of an interim Board to facilitate the company's business pending the opening of the candidacy for membership of the Board.	Exceptionally to the Board of Director's nomination mechanism which should precede the General Assembly meeting for Board Members' elections, and in accordance with Article (144/2) of the Companies Law, the General Assembly may appoint a number of members with expertise in the Board of Directors other than the shareholders, which shall not exceed one third of the number of members specified in the Articles of Association if any of the following conditions are met: E- Approving the appointment of directors who have been appointed in vacant positions by the Board of Directors. I- The resignation of the members of the Board of Directors during the meeting of the General Assembly and the appointment of an interim Board to facilitate the company's business pending the opening of the candidacy for membership of the Board.	We recommend to delete this Article (20) in its entirety due to the recent amendments to the Companies Law which deleted Para (2) of Article (144) of the Companies Law and replaces it with Para (3) of Article (144).	
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Article (21)	Election of the Chairman and his Deputy			
	A. The Board of Directors shall elect from among its members a Chairman and a Vice-Chairman. The Vice-Chairman shall serve as Chairman in his absence or in case of having an obstruction.	The Board of Directors shall elect, by secret votes , from among its members a Chairman and a Vice-Chairman. The Vice-Chairman shall serve as Chairman in his absence or in case of having an obstruction.	We recommend this change to comply with Para (2) of Article (143) of the Companies Law and Para (b) of Article (7) of the SCA's Corporate Governance Regulation.	
	B. The Board of Directors shall be entitled to elect from among its members a Managing Director. The Board shall determine his/her terms of reference and remuneration, and it may also appoint one or more of its members to form one or more committees and to give it some of its functions or to supervise the work of the Company and implement the decisions of the Board.	The Board of Directors shall be entitled to elect from among its members a Managing Director. The Board shall determine his/her terms of reference and remuneration, and it may also appoint one or more of its members to form one or more committees and to give it some of its functions or to supervise the work of the Company and implement the decisions of the Board.	We recommend to delete the entire paragraph as all members of the board must be non-executive and given that the managing director holds an executive role. Reference is Para (2) of Article (3) of the CBUAE Regulation.	
		Article (21) Board Secretary		
		The Board of Director shall appoint a secretary (Board Secretary) to report directly to the Board, and may in this regard use an external party. The Board of Directors shall by way of a decision determine the	We recommend the addition in compliance with Article (8) of the SCA Corporate Governance Regulation.	

		responsibilities and remunerations of the board secretary, provided that the board secretary shall meet the conditions and qualifications required in the Regulations.		
		The Board of Directors may form among its members a committee or more and to delegate to such committees part of its responsibilities or the power to oversee the operation in the Company and the implementation of the decision adopted by the Board of Directors.	This clause	
Article (22)	Powers of the Board			
	The Board of Directors shall have all the powers to manage the Company and carry out all transactions required by its objectives Nothing shall act to limit its powers except as provided for in the Companies' Law and the amendments thereto or in these Articles or by resolutions of the General Assembly.	The Board of Directors shall have all the powers to manage the Company and carry out all transactions required by its objectives Nothing shall act to limit its powers except as provided for in the Law of Commercial Companies, the amendments thereto, the Regulations or in these Articles or by resolutions of the General Assembly.	We recommend the addition as the Board must not exercise powers which would contravene with the Central Bank or SCA's regulations.	

	In addition to its powers provided elsewhere in these Articles, the Board shall, more particularly, have the following powers:	No change.		
	1- To set down the Company's general policy and supervise its implementation.	No change.		
	2- To appoint a General Manager for the Company and define his powers in the light of management agreements concluded between the Company and third parties.	To appoint a General Manager or Chief Executive Officer for the Company and define his powers in the light of management agreements concluded between the Company and third parties.		
	3- To authorize borrowing by the Company for short, medium or long terms and authorize the Managing Director or the General Manager to sign the relevant agreements.	To authorize borrowing by the Company for short, medium or long terms and authorize the Managing Director or the General Manager or the members of the Senior Management or their delegates to sign the relevant agreements.	We propose the change as signing facilities agreements are within the responsibilities of the Senior Management from practical point of view.	
	4- To draft regulations relative to loans and other matters covered under the corporate objectives.	No change.		
	5- To issue resolutions, rules and internal regulations relative to corporate financial and administrative affairs.	No change.		
	6- To set a system for investing corporate funds.	No change.		

	7- To set the controls and rules for accepting cash term deposits from shareholders, banks and financial institutions.	To set the controls and rules for accepting cash term deposits from customers shareholders , banks and financial institutions.	We propose this change to be comprehensive.	
	8- To prepare the annual report on corporate affairs.	No change.		
	9- To approve participation in companies and banking and financial institutions with objects similar to those of the Company.	No change.		
	10- To purchase, sell and mortgage such real property as may be required for the Company's affairs, to let the same, granting third parties the right to exploit such properties or to transfer its ownership as an endowment for any suitable period and authorize the Managing Director or the General Manager to carry out the resolutions adopted in this respect.	To purchase, sell and mortgage such real property as may be required for the Company's affairs, to let the same, granting third parties the right to exploit such properties or to transfer its ownership as an endowment for any suitable period and authorize the Managing Director or the General Manager or the Chief Executive Officer to carry out the resolutions adopted in this respect.		
	11- To recommend the dividends available for distribution and submit such recommendation to the Annual General Meeting.	No change.		

	12- To set a specific list of regulations for the business of the Board and its meetings and the distribution of assignments and responsibilities amongst its members.	No change.		
		13. Subject to the Law of Commercial Companies and the related regulations issued by the Authority, as well as the rules of the Central Bank, the Board of Directors is hereby delegated to sanction loans for terms exceeding three years, sell the Company's real estate or business, mortgage the Company's movable and fixed assets, discharge debts of the Company's debtors, or enter into settlement and agree to arbitration.	We recommend to add this new clause as it covers all kind of disposition and comply with the provisions of the standard AOA proposed by SCA.	Deleted by CBUEAE letter with reference CBUEAE/BSD/2022/3605 of 5 September 2022 (Attached)
Article (23)	Board of Directors Meeting			
	The Board of Directors shall meet at least four (4) meetings during the fiscal year.	The Board of Directors shall meet at least four (4) six (6) meetings during the fiscal year.	We recommend the change to comply with Para (2) of Article (4) of the CBUEAE Corporate Governance Law, although the Companies Law and SCA require minimum (4) meetings.	

	The meeting shall be at the written invitation of the Chairman of the Board of Directors, or at the written request of at least two members of the Board and shall direct the invitation at least one week before the date specified, together with the agenda.	The meeting shall be at the written invitation of the Chairman of the Board of Directors, or at the written request of at least two members of the Board and shall direct the invitation to all members of the Board of Directors at least one week before the date specified, together with the agenda. Each member has the right to add any subject he believes it is necessary to be discussed in the meeting.	We recommend this change to comply with Para (2) of Article (23) of SCA's Corporate Governance Regulation, as well as Article (156) of the Companies Law.	
Article (24)	Decisions by Circulation			
	In addition to the commitment of the Board of Directors to the minimum number of meetings mentioned in Article (23) of this Articles of Association, the Board of Directors may, in accordance with the regulations issued by the Authority in this regard, issue some of its decisions by circulation in emergency cases. These resolutions are considered valid and applicable as if they were taken at a meeting held legally, taking into account the following:	No change.		

	A. Decisions by circulation should not exceed four (4) times per year.	A. Decisions by circulation should not exceed four (4) times per year. A decision by circulation shall not be deemed a meeting, therefore the minimum number of Board of Directors meeting shall be achieved.	We recommend the change in line with the rules of Article (25) of SCA's Corporate Governance Regulation.	
	B. The majority of the members of the Board of Directors agree that the situation that requires the issuance of the decision by circulation is an emergency.	No change.		
	C. All members of the Board of Directors shall be provided with the decision in writing for approval, accompanied by all necessary documents for review.	No change.		
	D. The written approval of the majority on any of the resolutions of the Board of Directors issued by circulation is a must, and shall be presented at the next meeting of the Board of Directors to be included in its minutes of meeting.	No change.		
Article (25)	Quorum and minutes of Board meetings			
	The meeting of the board of directors shall be valid only in the presence of a majority of its members in person, provided that the number of members present themselves shall not be less than	No change.		

	half of the members of the board. A member of the Board may delegate other members of the Board to vote, in which case the member shall have two votes. A member of the Board shall not represent more than one member.			
	The decisions of the Board of Directors shall be issued by majority votes of the members present or represented. In case of equal votes, the side of the Chairman or the person acting in his place will prevail.	No change.		
	If a member of the Board of Directors has a conflict of interest in an issue to be resolved by the Board of Directors, and the Board of Directors decides that it is a matter of substance, it shall issue its decision in the presence of all members and the said member shall not be part of the votes. In exceptional cases, such matters may be dealt with by committees emanating from the Governing Council established for this purpose by a decision issued by it.	If a member of the Board of Directors has a conflict of interest in an issue to be resolved by the Board of Directors, and the Board of Directors decides that it is a matter of substance, it shall issue its decision in the presence of all members and the said member shall not be part of the votes. In exceptional cases, such matters may be dealt with by committees emanating from the Governing Council established for this purpose by a decision issued by it.	We recommend to delete the entire paragraph as it contradicts with “Conflict of Interest” Article (31) of this AOA, given that the latter complies with Article (150) of the Companies Law and Article (32) of the SCA’s Corporate Governance Regulation.	

	It shall prepare a special record in which the minutes of the meetings of the Board shall record the details of the matters considered and the decisions taken, including members' objections or reservations expressed by them. The Board's reporter and all present members must sign the draft of the minutes of the Board meetings prior to its adoption. The minutes of meetings of the Board and its committees shall be kept by the Board of Directors' reporter and in the event that one of the members fails to sign, the objection shall be recorded in the record and the reasons for the objection shall be stated upon its creation, and the signatories on the minutes are liable towards the integrity of the information therein. The company is committed to the controls issued by the Authority in this regard.	No change.		
	The signature of the Chairman, Vice Chairman and Secretary of the Board of Directors or the General Manager are sufficient to prove the validity of the extracts of the minutes or copies of the decisions of the Board of Directors.	The signature of the Chairman, Vice Chairman and Secretary of the Board of Directors or the General Manager or the Chief Executive Officer are sufficient to prove the validity of the extracts of the		

		minutes or copies of the decisions of the Board of Directors.		
Article (26)	Company Representative			
	A. The Chairman of the Board shall be the legal representative of the Company before the Judicial Authority and in relation to third parties.	No change.		
	B. The right to sign on behalf of the Company is the exclusive right of the Chairman of the Board of Directors or any other member authorized by the Board within the limits of the decisions of the Board of Directors.	No change.		
	C. The Chairman of the Board of Directors may delegate other members of the Board of Directors some of his powers.	No change.		
	D. The Board of Directors may not delegate to the Chairman of the Board all of its terms of reference in an absolute way.	No change.		
Article (27)	Place of Board Meeting			
	The Board of Directors shall hold its meetings at the head office of the Company or in any other place approved	No change.		

	by the members of the Board of Directors.			
		Participation in the meetings of the Board of Directors may be made through modern electronic means, whether voiced or visual approved by the Authority, provided that the equipment is available and tested before holding the meeting, and provided that minutes of the meeting is prepared by the secretary and a copy is sent to each member of the Board of Directors for review and signature. The Board of Directors may choose to record the voice and video of the meetings after obtaining permissions from all the members of the Board of Directors. All decisions issued at the meeting of the Board of Directors held through modern electronic means are deemed valid and enforceable after being approved by the majority of the members attending the meeting.	We recommend to add the newly introduced paragraphs in compliance with Para (2) of Article (156) of the Companies Law and Article (24) of SCA's Corporate Governance Regulation. The addition is limited to the mandatory provisions.	

Article (28)	Failure to comply with the Company's undertakings			
	1-Members of the Board of Directors shall not be bound by any personal obligation in respect of the Company's undertakings for the performance of their functions within the limits of their competences.	No change.		
	2-The Company shall comply with the acts of the Board of Directors within the limits of its jurisdiction and shall also be asked to compensate for any damage arising from the illegal acts in the Company's Management that occur from the Chairman or the members of the Board of Directors.	No change.		
Article (29)	Prohibition on granting loans	Prohibition on granting loans to board members		
	1- Subject to Federal Law No. 10 of 1980 and its amendments, regulations, decrees and circulars issued by the Central Bank of the UAE especially Article 91 section 1, the Company is prohibited from granting loans or advances in the current account to the members of its Board of Directors or its General Manager or the like, unless a prior authorization from the	Subject to the Central Bank Law Federal Law No. 10 of 1980 and its amendments, regulations, decrees and circulars issued by the Central Bank of the UAE especially Article 94 91 section 1, the Company may is prohibited from granting grant loans or advances in the current account to the members of its Board	We recommend the changes to comply with Article (94) of the Central Bank Law, as well as Para (3) of Article (6) of the CBUAE Corporate Governance Regulation.	

	Central Bank's Board of Directors was granted. Such authorization must be renewed every year. The prohibition does not include the discounting of trade bonds or the granting of guarantees or the opening of documentary credits.	of Directors, managers, employees or their respective Relatives. or its General Manager or the like, unless a prior authorization from the Central Bank's Board of Directors was granted. Such authorization must be renewed every year. The prohibition does not include the discounting of trade bonds or the granting of guarantees or the opening of documentary credits.		
	2-A loan availed to the spouse of the Board member or his children or any relative thereof, up to the second degree shall be deemed to be a loan extended to the Member of the Board of Directors himself.	A loan availed to the spouse of the Board member or his children or any relative thereof, up to the second degree shall be deemed to be a loan extended to the Member of the Board of Directors himself.	We recommend the changes to comply with Article (94) of the Central Bank Law, as well as Para (3) of Article (6) of the CBUAE Corporate Governance Regulation.	
	3- No loans or credit loans may be availed to a company that the Member of the Board of Directors his/her spouse, his/her sons or any of his/her relatives up to the second degree own more than 20 (twenty) percent of its capital.	No loans or credit loans may be availed to a company that the Member of the Board of Directors his/her spouse, his/her sons or any of his/her relatives up to the second degree own more than 20 (twenty) percent of its capital.	We propose to delete this paragraph in light of the changes made on (1) and (2) above. This Paragraph is subject to change in accordance with CBUAE Regulations.	
		2- Credit facilities granted to the employees and their Relatives shall be approved by the Board of	We recommend adding this new paragraph to comply with Para (3) of Article (6)	

		Directors or any of its committees. Credit facilities extended to a member of the Board of Directors shall be approved by the entire Board of Directors, provided in all cases a member of the Board of Directors must refrain from voting on approving credit facilities where a Conflict of Interest arises.	of the CBUAE Corporate Governance Regulation.	
Article (30)	The participation of the Board member in a rivalry work			
	A member of the Board of Directors may not, without the approval of the General Assembly of the Company, to be renewed annually, participate in any business that would compete with the Company or to trade for his account or for the account of others in one of the branches of the Company's activity. He may not disclose any information or data concerning the Company, otherwise the latter may claim compensation or to consider the profitable operations that the Board member has undertaken for his account as if it had been done for the Company.	No change.		

Article (31)	Conflict of Interest			
	A. Any member of the Board of Directors of the Company has or the entity he represents has a joint or conflicting interest in a transaction or deal submitted to the Board of Directors for a decision should inform the Board of the same and confirm its statement in the minutes of the meeting, and will not be allowed to participate in the Special Voting for the relevant decision.	No Change.		
	B. If a member of the Board of Directors fails to inform the Board in accordance with the provisions of paragraph (A) of this Article, the Company or any of its shareholders may submit to the competent court to invalidate the contract or oblige the violating member to return any profit or benefit realized from the contract to the company.	No Change.		
		C. The Company shall maintain a special register to record the details of the Conflict-of-Interest cases and the actions taken towards the same.	We propose to add the new paragraph being important in compliance with Article (32) of SCA's Corporate Governance Regulation.	

Article (32)	Dealing of related parties in the Company's securities			
	The related parties are prohibited from exploiting any of the information known by them by virtue of their membership in the Board of Directors or their position in the Company in the interest of them or any other person, whatsoever was the result of dealing in the Company's securities and other transactions. Neither of them may have a direct or indirect interest with any entity that carries out operations intended to affect the prices of securities issued by the Company.	No change.		
Article (33)	Transactions with Related Parties			
	The Company may not enter into transactions with related parties except with the approval of the Board of Directors if not exceeding 5% of the share capital, and with the approval of the Company's General Assembly. The transactions shall be evaluated in all cases by an accredited evaluator of the Authority. The report of the auditors has to contain a statement of conflicting transactions and financial transactions	No change.		

	that took place between the company and any of the related parties and the actions taken on them in this regard.			
		The Company shall set standard policies and processes to determine transactions with Related Parties, and shall take the necessary steps towards the risk associated with such transactions.	We recommend adding the two new proposed paragraphs in accordance with Article (6) of the CBUAE Corporate Governance Regulation as well as article (152) of the recently amended Companies Law.	
		If the Company enters into transactions with Related Parties, the Chairman of the Board of Directors shall provide the Authority with a statement including the information on the Related Party, details of the transaction, the nature and the interest of the Related Party in the transaction, and any other details, information or documents required by the Authority, along with a written confirmation that the conditions of the transaction is fair, reasonable and in the interest of the shareholders of the Company.		
Article (34)	Appointment of the Executive President or General Manager			

	The Board of Directors shall have the right to appoint an executive president, general manager of the company or several authorized directors or agents and determine their terms of reference, terms of service, salaries and remuneration. The executive president or the general manager of the company may not be acting president or general manager of another public shareholding company.	No change.		
Article (35)	The responsibility of Board members for the Company's obligations			
	A. Members of the Board of Directors are not personally responsible for the Company's obligations arising from the performance of their duties as Board members to the extent that they do not exceed the limits of their powers.		Repetition of Article (28) of this AOA.	
	B. The company is committed to the work carried out by the Board of Directors within the limits of its jurisdiction, and also asks to compensate the damages arising from the illegal acts of the Chairman and members of the Board of Directors in managing the Company.		Repetition of Article (28) of this AOA.	

Article (36)	The responsibility of Board members towards the Company, shareholders and third parties			
	A. Members of the Board of Directors are responsible to the Company, shareholders and third parties for all acts of fraud and abuse of power, for any violation of the Companies Law and this Articles of Association, and for mismanagement, and any condition otherwise stated shall be deemed void.	Members of the Board of Directors and the Senior Management are responsible to the Company, shareholders and third parties for all acts of fraud and abuse of power, for any violation of the Companies Law and this Articles of Association, and for any violation of the law , mismanagement, and any condition otherwise stated shall be deemed void.	We recommend the change to comply with Article (162) of the recently amended Articles of Association.	
	B. The liability provided for in (A) above of this Article shall be imposed to all members of the Board of Directors if the mistake results from a unanimous decision. If the questioned decision is taken by majority, opposing members shall not be liable as long as they registered their opposition in the minutes of the meeting. In case a member of the Board was absent in the meeting whereas the decision was taken, his responsibility shall not be revoked unless he proves not to be informed of the decision, or has	B. The liability provided for in (A) above of this Article shall be imposed to all members of the Board of Directors if the mistake results from a unanimous decision. If the questioned decision is taken by majority, opposing members shall not be liable as long as they registered their opposition in the minutes of the meeting. In case a member of the Board was absent in the meeting whereas the decision was taken, his responsibility shall		

	been informed without being able to object it.	not be revoked unless he proves not to be informed of the decision, or has been informed without being able to object it. The liability provided in (a) above shall be assumed by the Senior Management if the mistake is caused by its decision.		
		The Board of Director shall be responsible for the business of the Company even if the Board of Directors delegated part of its authority to its committees or the Senior Management.	We recommend to add this newly proposed paragraph in compliance with Para (4) of Article (13) of SCA's Corporate Governance Regulation.	
Article (37)	Remuneration of the Chairman and members of the Board of Directors			
	The remuneration of the Chairman and members of the Board of Directors shall consist of a percentage of the net profit provided that it does not exceed 10% of such profits for the financial year after deducting both depreciations and reserves. The Company may also pay the expenses, fees, bonus or monthly salary as determined by the Board of Directors for any of its members if such member is working in any committee or make	The remuneration of the Chairman and members of the Board of Directors shall consist of a percentage of the net profit provided that it does not exceed 10% of such profits for the financial year after deducting both depreciations and reserves. The Company may also pay the expenses, fees, bonus or monthly salary as determined by the Board of Directors for any of its	We recommend to amend this Article in compliance with Article (12) of the CBUAE Corporate Governance Regulation.	Amended by CBUAE letter with reference CBUAE/BSD/2022/3605 of 5 September 2022 (Attached)

	special efforts or perform additional duties to serve the company on top of his normal duties as a member of the board of directors of the company. No attendance allowance may be paid to the chairman or member of the board of directors for meetings of the board.	members if such member is working in any committee or make special efforts or perform additional duties to serve the company on top of his normal duties as a member of the board of directors of the company. No attendance allowance may be paid to the chairman or member of the board of directors for meetings of the board. (1) The members of the Board of Directors shall be granted fixed awards in accordance with the Regulations of the Central Bank, which shall include payment of an annual lump sum fee and compensation of costs directly incurred in discharging their duties. All awards and incentive payments based on the Company's performance shall be excluded. (2) By a resolution of the General Assembly, and subject to the Rules and prior approval of the Central Bank, if the Company is under regulatory forbearance, a fee may be paid to a member of the Board of	We added paragraphs 2(a) and (b) to comply with Article (171) of the amended Companies Law.	
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		Directors at the end of the financial year, representing a lump sum not exceeding AED 200,000, in the following situations: (a) if the Company does not make profit, and fee is approved by the Central Bank, (b) if the award granted to the member of the Board of Directors pursuant to paragraph (1) of this Article is less than AED 200,000. In such event the award and the fee shall not be combined.		
Article (38)	Dismissal of the Chairman and members of the Board of Directors			
	The General Assembly shall have the right to dismiss all or some of the elected members of the Board of Directors and to open the door for candidacy in accordance with the regulations issued by the Authority in this regard and elect new members instead.	The General Assembly shall have the right to dismiss all or some of the elected members of the Board of Directors and to open the door for candidacy in accordance with the regulations issued by the Authority and the Central Bank in this regard and elect new members instead.	We recommend the change in compliance with Para (9) of Article (3) of the CBUAE Corporate Governance Regulation.	
		The Chairman, any member of the Board of Directors or the Senior Management shall be deemed	We recommend the change in compliance with Para (3) of Article (162) of the	

		dismissed from their respective roles if a final court judgment is issued establishing that any of them have committed any act of cheating or mis-use of powers, or entering into transactions or deals involving Conflict of Interest in violation to the Law of Commercial Companies or the Regulations. Such individual shall not be accepted to for an assignment in the Senior Management before three years at least from the date of its dismal.	recently amended Companies Law.	
Article (39)	The responsibility of the Chairman of the Board and its members			
	The Chairman of the Board of Directors and its members are responsible to the Company, shareholders and third parties for all acts of fraud and abuse of authority and for any violation of the Commercial Companies Law or the Central Bank Law and the laws amending it or any other law or decisions and directives and regulations/circulars issued by official bodies should be taken into consideration, or to this Articles of		Repetition of Article (36) of this AOA.	

	Association as well as for the mismanagement and overtake of their defined powers. The member who was absent at the time of the adoption of the decision on the charge is not liable, as well as the member who voted against or abstained from voting.			
Article (40)	Chairman's functionalities and responsibilities			
	1-The Chairman shall assume the following functions and responsibilities, for example, and not limited to:	No Change.	<u>Note:</u> Articles (40), (41), (42), (43) and (45) in this AOA do not match the standard template of AOA used by SCA neither do conform to AOAs of other banks. Any legislative change concerning these mentioned Articles will impose an obligation on the Bank to amend its AOA, which creates a burden on the board and the shareholders as any change would require approval of 75% of the attending shareholders in AGM.	
	A-Ensuring that the Board of Directors works effectively, discharges its responsibilities and discusses all major and appropriate issues on time.	No Change.		
	B- Put and adopt the agenda for each meeting of the Board of Directors, taking into account any issues that Members propose to be included in the agenda. The Chairman of the Board may entrust this responsibility to a specific member or to the Board of Directors' reporter.	No Change.		
	C-Encourage all members to participate fully and effectively to ensure that the Board of Directors act in accordance with the best interests of the company	No Change.		

	D- To take appropriate measures to ensure effective communication with shareholders and to convey their views to the Board of Directors.	No Change.	We therefore recommend to delete the mentioned articles.	
	E- Facilitating the effective participation of non-executive board members in particular, and establishing constructive relationships between executive and non-executive members.	Facilitating the effective participation of non-executive board members and hold meetings without Senior Management in particular, and establishing constructive relationships between executive and non-executive members.	Changes to paragraph (E) is recommended in compliance with Para (5) of Article (15) of the SCA's Corporate Governance Regulations.	
	f- Represent the company before the judicial and administrative courts and centers of settlement of disputes and arbitration tribunals and hire lawyers and give them all the necessary powers to defend the company as plaintiff or defendant, or as a party to the arbitration with the right to conduct conciliation and drop and discharge of the court cases and the right and to file fraud case and claim oath, accept it and reject it and to include arbitration clause in the contracts, draft arbitration conditions, nominate Arbitrators and request the disqualification of Judges, Arbitrators and Experts and to appear before the	No change.		

	courts of different degrees, including the Cassation Court or the Federal Supreme Court and before foreign courts and international arbitration bodies and to request for the implementation or revocation of the decisions of arbitration.			
		G- Notify the General Assembly during its meetings of the business and the contracts where a member of the Board of Directors has direct or indirect interest, provided this notification shall include the information that the said member presented to the Board of Directors, and provided that it shall be accompanied by a special report from the Company's auditors.	We recommend the additional paragraphs in compliance with Article (15) of the SCA's Corporate Governance Regulations. Note: We only included the mandatory clause of Article (15) excluding clauses related to procedural matters.	
		H- support corporate governance standards and ethical culture within the Board of Directors and the Company.		
Article (41)	Controls of the members of the Board of Directors			
	The members of the Board of Directors shall bear the following responsibilities, for example, and not limited to:	No change.		

	(1) Each member of the board of directors upon receipt of his duties shall disclose to the company the nature of the positions he occupies in the companies, public institutions and other important obligations and the time allotted to them, and any change that occurs as soon as it occurs.	No change.		
	(2) The Board of Directors shall apply the corporate governance and organizational discipline standards issued by the Authority, and controls and standards issued/to be issued from the Central Bank should be taken into consideration.	No change.		
	(3) A member of the Board of Directors shall, in the exercise of his powers and the performance of his duties, act honestly and faithfully, taking into consideration the interests of the Company and its shareholders, making the best effort possible in similar circumstances, and to abide by the laws, regulations and decisions applied and the Articles of Associations of the Company and its internal regulations.	No change.		
	(4) Members of the Board of Directors shall have the right, by a majority	No change.		

	decision, to request an external advisory opinion in any matter of the Company and at its expenses, provided that they consider the non-conflict of interest.			
Article (42)	Functions of Non- Executive Board Members	Functions of Non-Executive Board Members	Consistent with the definitions.	
	The functions of non-executive board members include but are not limited to:	The functions of non-executive board members include but are not limited to:		
	A. Participate in Board meetings to provide an independent opinion on strategic issues, policy, performance, accounting, resources, core appointments and labor standards.	No change.		
	B. Prioritize the interests of the company and its shareholders when conflicts of interest arise.	No change.		
	C. Participate in the audit committees of the company.	No change.		
	D. Audit the performance of the company in order to achieve its objectives and agreed objectives and monitor performance reports.	No change.		
	E. Establishing rules of procedure for the company's governance, monitoring and supervising its application in a manner	No change.		

	not inconsistent with the provisions of this Articles of Association.			
	F. To enable the Board of Directors and the various committees to benefit from their skills and expertise and the diversity of their competencies and qualifications through regular attendance, active participation, attending meetings of the General Assemblies and creating a balanced understanding of the views of the shareholders.	No change.		
		G- The Board of Directors must act with integrity, exercising their duty of care, duty of confidentiality and duty of loyalty. They are responsible for ensuring effective control over the Company's entire business.	We recommend adding these new paragraph in compliance with key provisions of Article (2) of the CBUAE Corporate Governance Regulation.	
		H- The Board of Directors must ensure that the Company and, if applicable, the Group has robust corporate governance policies and processes commensurate with the its risk profile and systemic importance.		
		I- The Board of Directors are responsible for the organizational structure of the Company and the		

		Group, if applicable, including executing the key responsibilities of the Board of Directors specifying the key responsibilities and authorities of its committees and Senior Management.		
		J- The Board of Directors are responsible for overseeing Senior Management, ensuring that the Company's activities are carried out in a manner consistent with the business strategy, risk governance framework, compensation and other policies approved by the Board of Directors.		
		K- The Board of Directors are responsible for establishing a fit and proper process for the selection of Senior Management including the heads of the risk management, compliance and internal audit functions, and maintenance of succession plan for Senior Management.		
Article (43)	Duties of the Company's management towards the Board of Directors and its members	Duties of the Company's management Senior Management	For consistency with the definitions.	

		towards the Board of Directors and its members		
	1- The administration is committed to subjecting the newly appointed board member to a comprehensive introductory tour to all the departments and of the company and providing him with all necessary information to ensure his correct understanding of the company's activities and business and full awareness of his responsibilities to enable him to do his work to the fullest according to the laws and regulations in force and other regulatory requirements and the company policies in its field.	1- The administration Senior Management is committed to subjecting the newly appointed board member to a comprehensive introductory tour to all the departments and of the company and providing him with all necessary information to ensure his correct understanding of the company's activities and business and full awareness of his responsibilities to enable him to do his work to the fullest according to the laws and regulations in force and other regulatory requirements and the company policies in its field.		
	2- The Administration shall provide the Board of Directors and its committees with sufficient information in a timely and complete manner in order to enable it to make decisions on the correct basis and to perform its duties and responsibilities to the fullest extent. The Board of Directors may conduct further	The administration Senior Management shall provide the Board of Directors and its committees with sufficient information in a timely and complete manner in order to enable it to make decisions on the correct basis and to perform its duties and responsibilities to the fullest extent.		

	investigations when necessary to enable it to take its decisions on solid grounds.	The Board of Directors may conduct further investigations when necessary to enable it to take its decisions on solid grounds.		
	3- The Management shall develop appropriate training programs for all members of the Board of Directors to develop and update their knowledge and skills to ensure effective participation in the work of the Board of Directors.	The administration Senior Management shall develop appropriate training programs for all members of the Board of Directors to develop and update their knowledge and skills to ensure effective participation in the work of the Board of Directors.		
Article (44)	The responsibility of the Board of Directors for the formation of committees			
	1- The Board of Directors shall establish specialized committees each of which shall be composed of at least three Non-Executive Directors, two of them to be independent one of whom shall preside. The Chairman of the Company shall not be entitled to be member of any of the specialized committees. The Board of Directors shall choose Non-Executive Directors when forming committees specialized in subjects that could have a	The structure of the Board of Directors shall include establish specialized committees responsible for the internal audit, risk, nomination, and provisions. The Board of Directors may form other specialized committee (such as ethics, assets and liabilities) each of which shall be composed of at least three Non-Executive Directors, two of them to be independent one of	We recommend the changes in compliance with Para (5) of Article (4) of the CBUAE Corporate Governance Regulation.	

	potential conflict of interest such as verifying financial and non-financial statements, review of deals with related parties, choosing executive directors as well as remuneration related issues.	whom shall preside. The Chairman of the Company shall not be entitled to be member of any of the specialized committees. The Board of Directors shall choose Non-Executive Directors when forming committees specialized in subjects that could have a potential conflict of interest such as verifying financial and non-financial statements, review of deals with related parties, choosing executive directors as well as remuneration related issues.		
	2- The Committees shall be formed in accordance with procedural rules set by the Board provided they define the committee's responsibilities, its period of operation, its powers and the manner in which the Board exercises its supervision over it. The Committee shall report to the Board its proceedings conclusions and recommendations with full transparency. The Board shall follow up on the work of the Committees to ensure their adherence to the tasks entrusted to them.	The Committees shall be formed, in accordance with the rules set out in the Regulations of the Central Bank and the Authority , in accordance with procedural rules set by the Board provided they define the committee's responsibilities, its period of operation, its powers and the manner in which the Board exercises its supervision over it. The Committee shall report to the Board its proceedings conclusions and recommendations with full	We recommend to include the expression "Regulation" to cover any future amendments to the corporate governance regulations.	

		transparency. The Board shall follow up on the work of the Committees to ensure their adherence to the tasks entrusted to them.		
	3- The Board shall form the following permanent committees:		<u>General Note:</u> The terms of reference of the Board committees included in this AOA do not comply with the standard AOA template of SCA or other banks' AOA. Any legislative change concerning these mentioned Articles will impose an obligation on the Bank to amend its AOA, which creates a burden on the board and the shareholders as any change would require approval of 75% of the attending shareholders in AGM. We therefore recommend to delete terms of reference of	

			the board's committees from this AOA.	
	A- The Audit Committee			
	1-The Board of Directors shall form an audit committee of at least three members from the non-executive Board Members provided that the majority of the members of the committee are independent members and one of its members should be an expert in financial and accounting affairs. One or more members may be appointed from outside the company in the absence of sufficient number of non-executive board members.	The Board of Directors shall form an audit committee of Independent Members at least three Independent Members from the non-executive Board Members provided that the majority of the members of the committee are independent members and one of its members should be an expert with common expertise in audit and financial reporting and accounting affairs. One or more members may be appointed from outside the company in the absence of sufficient number of non-executive board members.	We recommend the changes in compliance with Article (4) of the CBUAE Corporate Governance Regulation.	
	2-Any former partner of the Internal Audit Office responsible for auditing the Company's accounts shall not be a member of the Audit Committee for a period of one year from the date of termination of his status as a partner or any financial interest in the Audit Office, whichever comes later.	No change.		

	3- The Committee shall hold its meetings at least once every three months or whenever necessary. The minutes of the meetings of the Committee shall be kept by the Reporter of the Board and the minutes of the meetings of the Committee shall be reviewed by all members prior to their adoption and final copies of the minutes shall be sent to them for their records.	No change.		
	4- The Company shall provide the Audit Committee with adequate resources to perform its duties, including authorizing the Committee to be helped by experts, whenever necessary.	No change.		
	5- The Audit Committee shall assume the following responsibilities and duties:	No change.		
	A- Setting and implementing the policy of appointing the external auditor and presenting to the Board a report on matters which require action and recommending what action is to be taken;	No change.		
	B- Monitoring the external auditor's independence and objectivity and discussing with him the nature and scope of the audit and its efficacy according to the adopted auditing standards.	No change.		

	C- Monitoring the validity of the Company's financial statements and reports (annual / semi-annual and quarterly) and reviewing them as part of its ordinary work during the year and after closing the quarterly accounts. The Audit Committee shall focus on the following:	No change.		
	*Any changes in accounting policies and practices;	No change.		
	*Pointing out matters that are subject to the Board's discretion;	No change.		
	*Major modifications resulting from the audit;	No change.		
	*Assuming the continuity of the Company's business;	No change.		
	*Adhering with the accountancy rules prescribed by the Authority; and	*Adhering with the accountancy rules prescribed by the Authority and the Central Bank; and		
	*Adhere to the rules of incorporation, disclosure and other legal requirements related to the preparation of financial reports.	No change.		
	D- Coordinating with the Company's Board of Directors and the Executive Management charged with similar tasks for the purpose of discharging its duties.	Coordinating with the Company's Board of Directors and the Executive Senior Management, Chief Financial Officer or the		

	The Committee shall meet with the Company's auditors at least once every year.	Manager in charged with similar tasks for the purpose of discharging its duties. The Committee shall meet with the Company's auditors at least once every year.		
	E- Consideration of any important and unusual items that are or should be mentioned in such reports and accounts and shall give due attention to any matters raised by the Company's CFO or the Director, who is performing the same functions or the Auditors.	No change.		
	F- Revising the corporate rules of financial control, internal controls and risk management.	No change.		
	G- Discussing with management the internal control system and ensuring that it is performing its duties in instituting an effective system of internal controls.	No change.		
	H- Perusing the results of the major investigations into matters of internal control whether assigned to it by the Board or initiated by the Committee with the Management's approval.	No change.		
	I- Ensuring the existence of coordination between the Company's internal auditors and the external auditors; ensuring the	No change.		

	adequacy of resources for the internal audit staff; and revising and supervising the efficacy of said staff.			
	J- Reviewing the corporate financial and accounting policies and procedures.	No change.		
	K- Reviewing the letter of the external auditor and his work plan and any essential inquiries the auditor raises with the Executive Management concerning the accounting records, the financial accounts or the control systems and replying to the same.	No change.		
	L- Ensuring that the Board answers the queries and substantial matters raised by the external auditor in his letter in a timely fashion.			
	M- Laying down the controls which enable the Company's personnel to report any likely violations in the financial reports, the internal control or other matters in a discreet manner and setting the measures that allow independent and fair investigations of such violations.	No change.		
	N- Monitoring to what extent the Company is complying with the code of professional ethics.	No change.		

	O- Ensuring that the operational rules concerning the tasks and powers entrusted to it by the Board are applied.	No change.		
	P- Reporting to the Board of Directors on the matters mentioned in this clause.	No change.		
	Q- Considering any other matters determined by the Board of Directors.	No change.		
	In the event that the Board of Directors does not approve the Audit Committee's recommendations regarding the selection, appointment, resignation or dismissal of the external auditor, the Board of Directors should include in its governance report a statement explaining the recommendations of the Audit Committee and the reasons why the Board of Directors has not adopted them.	No change.		
	B- Monitoring Compensation, and Corporate Governance Committee		Note: If the bank's Management decided to keep this Article, we recommend to make a full change to include the responsibilities of the Board Nomination and Remuneration Committee in compliance with Article (59) of SCA's Corporate	
	This Committee shall have mainly the following duties:			
	1) Ensure the independence of the Independent Board Members in a continuous manner.			
	2) Prepare the policy for the granting bonuses, benefits, incentives and salaries in the company and review it annually.			

	3) Identify the company's needs of competencies at the level of senior executive management and employees and the bases of their selection.		Governance Regulation and Para (5) of Article (4) of the CBUAE Corporate Governance Regulation.	
	4) Prepare the human resources and training policy in the company and monitor its application and review annually.			
	C-The Risk Committee			
	1- The Company is required to have a strict system of internal control aimed at setting the means and procedures of corporate risk management and the proper application of the rules of governance.			
	2- The Board shall issue the system of internal control after consulting with the Executive Management. A department specialized in internal control shall be charged with the implementation of this system.	2- The Board shall issue the system of internal control after consulting with the Executive Senior Management. A department specialized in internal control shall be charged with the implementation of this system.		
	3- The Board shall determine the objectives, tasks and powers of the Internal Control Department.	No change.		
	4- The Board of Directors shall conduct an annual review to ensure the	No change.		

	effectiveness of the internal control system of the Company and its subsidiaries and present the results to shareholders in his annual report on corporate governance.			
	The annual audit should include the following elements specifically:	No change.		
	• The essential controls, including financial control, operations and risk management;	No change.		
	• The essential controls, including financial control, operations and risk management;	No change.		
	• Changes since the last annual review on the nature and extent of the key risks and the Company's ability to respond to changes in its business and external environment.	No change.		
	• The scope and quality of the Board's ongoing oversight of risks, the internal control system and the work of internal auditors.	No change.		
	• Number of times the Board or its committees have been informed of the results of the audit to enable it to assess the internal control position of the	No change.		

	Company and the effectiveness of risk management.			
	Failures or weaknesses in the detected control system or unexpected contingencies that have affected or may have a material impact on the performance or financial position of the Company.	No change.		
	The effectiveness of the company's financial reporting and compliance with listing and disclosure rules.	No change.		
Article (45)	Board's Responsibility for the Corporate Governance Report		If the Bank's management decided to keep this Article despite our comments above, we will re-draft the Article to comply with the requirements of Article (77) of SCA's Corporate Governance Regulation.	
	The Board is required to disclose in the Company's governance report to what extent the Company has complied with the internal control system during the reported period. This disclosure must include the following:	No change.		
	The procedure followed by the Company for defining, assessing and managing substantial risks.	No change.		
	Any additional information to help in understanding the Company's risk management operations and the internal control system.	No change.		

	•Acknowledgment by the Board of its responsibility for the Company's internal control system and for its review and effectiveness.	No change.		
	• The procedure followed by the Company to review the effectiveness of the internal control system.	No change.		
	• The procedure followed by the Company to deal with the intrinsic internal control aspects of any significant problems disclosed in the annual reports and accounts.	No change.		
	The Board of Directors must ensure that the Company's disclosures provide useful and high-level information and do not give a misleading impression to investors and have full compliance with disclosure rules.	No change.		
Chapter V	The General Assembly			
Article (46)	General Assembly Meeting			
	The General Assembly of the Company shall be held in the Emirate of Sharjah. Each shareholder shall have the right to attend meetings of the General Assembly and shall have a number of votes	No change.		

	equivalent to the number of its shares. The person entitled to attend the General Assembly may appoint a non-member of the Board of Directors under a special written power of attorney. The proxy for a number of shareholders shall not be more than 5% of the capital of the company; legal incapable shareholders are represented by their legal substitutes.			
	The legal entity may delegate one of its representatives or those who manage it by a decision of its board of directors or its representative to represent him at the meetings of the general assembly of the company. The authorized person shall have the powers prescribed by the delegation decision.	No change.		
		Without prejudice to the provision of Article (180) of the Law of Commercial Companies, the general assembly shall appoint two or more representatives of the shareholders to be nominated by the Board of Directors in accordance with the need of the Company to attend the meetings of the general assembly and to vote on its decision	We propose this amendment in compliance with Para (4) of Article (40) of SCA's Corporate Governance Regulation. Referenced articles in the Companies Law have been changed to reflect the recent	

		on behalf of the shareholder and shall determine their respective fees. The appointment may be made out from the law firms registered in the panel of lawyers licensed in the UAE or from the financial analysts approved b the Authority or any other party approved by the Authority in accordance with the following terms: (1) The Company shall list on the agenda appended to the invitation to the shareholders the names and details of the representatives of the shareholders which may be permitted to act on behalf of the shareholders in the general assembly meetings and vote on its decisions. (2) The Company shall bear the fees of the shareholders representatives. (3) The Shareholder shall delegate the appointed representative by completing the specimen proxy appended	amendments to the Companies Law.	
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		in the invitation directed to the shareholders and send the same to the Company at least five days before the date scheduled for holding the general assembly meeting, provided that the proxy shall include the shareholder's clear and expressed instruction on voting on the items included in the agenda of the general assembly, but subject to the following: - The appointed representative shall not vote for the items in the agenda for which the shareholder did not issue instruction. - If a new item is included in the agenda of the general assembly meeting in accordance with Article (182/2) of the Law of Commercial Companies, the representative must not vote on such item		
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		unless the shareholder expressly issues instruction in this regard.		
Article (47)	Announcement of the convening of the General Assembly			
	The shareholders shall be invited to attend the General Assembly meetings in two local daily newspapers, at least one of which shall be issued in Arabic and registered letters accompanied by the report of the Board of Directors and the auditors' report, at least fifteen days before the date of the meeting, after obtaining the approval of the Central Bank and the Authority. The invitation shall include the agenda of the meeting and a copy of the invitation papers shall be sent to the Central Bank, the Authority and the Competent Authority	The shareholders shall be invited to attend the General Assembly meetings in two local daily newspapers, at least one of which shall be issued in Arabic and registered letters accompanied by the report of the Board of Directors and the auditors' report, at least fifteen twenty one days before the date of the meeting, after obtaining the approval of the Central Bank and the Authority. The invitation shall include the agenda of the meeting and a copy of the invitation papers shall be sent to the Central Bank, the Authority and the Competent Authority	We recommend this change in compliance with Article (174) of the recently amended Companies Law.	

Article (48)	Invitation to the General Assembly Meeting			
	A. The Board of Directors shall call the General Assembly within the four months following the end of the financial year, as well as whenever it deems necessary.			
	B. The Authority, the auditor or one or more shareholders owning at least (20%) of the company's capital and for serious reasons may have to submit a request to the Board of Directors of the Company to hold the General Assembly. In this case, the Board of Directors shall call the General Assembly for a meeting within five days from the date of submission of the demand.	B. The Central Bank Authority , the auditor or one or more shareholders owning at least (10 ²⁰ %) of the company's capital and for serious reasons may have to submit a request to the Board of Directors of the Company to hold the General Assembly. In this case, the Board of Directors shall call the General Assembly for a meeting within five days from the date of submission of the demand. The meeting shall convene within a period not exceeding thirty days from the date of the invitation.	We recommend the changes in compliance with Para (1) of Article (176) of the recently amended Companies Law.	Amended by CBUAE letter with reference CBUAE/BSD/2022/3605 of 5 September 2022 (Attached)

		C- The Authority and/or the Central Bank may request the Chairman of the Board of Directors or any person acting in his role to convene a general assembly in the cases required by the Law of Commercial Companies. In such event the invitation to the general assembly shall be made within five days from the date of the request and the general assembly shall meet within a period not exceeding fifteen days from the date of the invitation.	We recommend the changes in compliance with Article (178) of the recently amended Companies Law.	Amended by CB UAE letter with reference CB UAE/ BSD/2022/3605 of 5 September 2022 (Attached)
Article 49	Duties of the Annual General Assembly			
	The Annual General Assembly of the Company shall be competent in particular to consider and decide on the following matters:	No changes		
	A. Report of the Board of Directors on the Company's activity, its financial position during the year and the report of the auditors and their approval.	No changes		
	B. Company budget and profit and loss account.	No changes		
	C. Election of the members of the Board of Directors when required.	No changes		

	D Appoint the auditors and determine their fees.	No changes		
	E. The Board's proposals on the distribution of dividends, whether cash dividends or bonus shares.	No changes		
	F. Proposal of the Board of Directors regarding the determination of the Board of Directors members' remuneration.	No changes		
	G. Discharge the members of the Board of Directors, or dismiss them and bring the claim of liability against them, as the case may be.	No changes		
	H. The discharge of the auditors, or their dismissal and the filing of the claim of responsibility against them, as the case may be.	No changes		
	Article (50)	No changes		
	Registration of shareholders' attendance at the General Assembly	No changes		
	A. Shareholders who wish to attend the General Assembly meeting shall register their names in a special record prepared by the Company's management for this purpose at the Principal Office of the Company well in advance of the time set for such meeting.	No changes		

	B. The shareholders' register shall 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, with the submission of the proxy. The shareholder or his representative shall be given a card to attend the meeting stating the number of votes represented he represents personally or by proxy.	No changes		
	C. A summary of the number of shares represented at the meeting and the percentage of attendance shall be extracted from the shareholders' register and signed by the meeting's reporter, the chairman of the meeting and the auditor of the company. A copy shall be handed over to the representative of the Authority and a copy to be attached to the minutes of the General Assembly.	No changes		
	D. The meeting shall be closed for the attendance of the General Assembly when the President of the Meeting declares that the quorum for the meeting is reached or not. The registration of any shareholder or representative will not be accepted to attend that meeting nor shall	No changes		

	his vote or opinion be taken into account in matters raised at that meeting.			
Article (51)	Registrar of shareholders			
	The register of the shareholders of the company who have the right to attend the meetings of the general assembly of the company and vote on its decisions in accordance with the system of trading, clearing, settlement, transfer of ownership and custody of securities and relevant rules prevailing in the market.	The register of the shareholders of the company who have the right to attend the meetings of the general assembly of the company and vote on its decisions in accordance with the system of trading, clearing, settlement, transfer of ownership and custody of securities and relevant rules prevailing in the market. The shareholders shall register their respective names for attending the meeting of the general assembly of the Company in accordance with the terms and conditions of the procedures decided by the Authority.	We recommend the changes in compliance with Article (183) of the recently amended Companies Law.	
Article (52)	Quorum			
	A. The General Assembly shall be competent to consider all matters related to the Company. The quorum shall be	No change.		

	met at a General Assembly meeting in the presence of shareholders who own or represent at least 50% of the company's capital. If the quorum is not present at the first meeting, A second meeting shall be convened in not less than (5) five days and not exceeding (15) fifteen days from the date of the first meeting and the postponed meeting is considered valid regardless of the number of attendees.			
	B. In exception to the decision to be issued by a Special Decision as per Article (56) of this Articles of Association, General Assembly decision are issued by the majority of the shares attending the meeting, and the resolutions of the General Assembly shall be binding on all shareholders whether or not present at the meeting at which the resolutions were issued whether are agreeing or objecting such decisions .A copy thereof shall be sent to both the Authority and the financial market in which the shares of the Company are listed and to the competent authority and in accordance with the regulations issued by the Authority in this regard.	No change.		

		C- If any shareholder or its representative withdraws from the meeting of the general assembly after the quorum is met, such withdrawal shall not affect the validity of convening the general assembly, provided that decisions shall be issued with the majority determined in accordance with the Law of Commercial Companies for the remaining shares represented in the meeting.	We recommend the changes in compliance with Article (186) of the recently amended Companies Law.	
Article (53)	Presiding over the General Assembly and recording the minutes of the meeting			
	A. The General Assembly shall be chaired by the Chairman of the Board of Directors of the Company. In case of his absence, it shall be headed by his Deputy. In case of their absence, it shall be headed by any shareholder chosen by the Board of Directors the shareholders. The voting shall be by any means determined by the General Assembly, and the Assembly shall appoint a reporter for the meeting. If the Assembly is discussing a matter related to the President of the meeting, the Assembly shall choose among the	The General Assembly shall be chaired by the Chairman of the Board of Directors of the Company. In case of his absence, it shall be headed by his Deputy. In case of their absence, it shall be headed by any shareholder member of the Board of Directors chosen by the Board of Directors the shareholders . In case the Board of Directors does not choose a member, the General Assembly shall be chaired by any person selected by the General	We recommend the changes in compliance with Article (184) of the Companies Law.	

	shareholders who shall preside over the meeting during the discussion of this matter. The President shall appoint a scrutineer, provided that the General Assembly approves its appointment.	Assembly . The voting shall be by any means determined by the General Assembly, and the Assembly shall appoint a reporter for the meeting. If the Assembly is discussing a matter related to the President of the meeting, the Assembly shall choose among the shareholders who shall preside over the meeting during the discussion of this matter. The President shall appoint a scrutineer, provided that the General Assembly approves its appointment.		
	B. The minutes of the General Assembly meeting shall include the names of the shareholders present or represented the number of shares in their possession directly or by proxy, the number of votes cast for them, the resolutions issued and the number of votes approved or opposed, and a compendium of the discussions held at the meeting.	No change.		
	C. The minutes of the General Assembly meeting shall be recorded regularly after each session in a special register to be followed in the matter of the regulations	No change.		

	issued by the Authority. Each minute shall be signed by the President of the Assembly and its reporter, the scrutineer and the Auditor. The signatories to the minutes of the meetings shall be responsible for the accuracy of the data contained herein.			
Article (54)	How to vote			
	The voting shall be in the General Assembly in the manner specified by the President of the Assembly, unless the General Assembly decides on a particular method of voting. If the matter is concerned with the election of the members of the Board of Directors or by their dismissal or questioning or appointing them in cases where this may be done in accordance with the provisions of this Articles of Association, the method of secret cumulative ballots should be followed.	The voting shall be in the General Assembly in the manner specified by the President of the Assembly, unless the General Assembly decides on a particular method of voting. If the matter is concerned with the election of the members of the Board of Directors or by their dismissal or questioning or appointing them in cases where this may be done in accordance with the provisions of this Articles of Association, the method of secret cumulative ballots should be followed. Electronic votes in the General Assembly meetings may be allowed subject to rules and conditions issued by the Authority	We recommend the changes in compliance with Para (1) of Article (188) of the recently amended Companies Law.	Amended by CBUAE letter with reference CBUAE/BSD/2022/3605 of 5 September 2022 (Attached)

		in this regard. Without prejudice to the Central Bank Regulation (i.e. National Shareholding in Banks Regulation).		
Article (55)	The vote of the members of the Board of Directors on the resolutions of the General Assembly			
	A. A person who has the right to attend the General Assembly may not vote for himself or his representative in matters relating to his own interests or to his representative or to any dispute between him or his representative and the Company.	No change.		
	B. Members of the Board of Directors should not participate in voting on the resolutions of the General Assembly for discharging them from the responsibility for their management, or in connection with their own interests, conflicts of interest or other matters existing between them and the Company.	No change.		
	C. In the event that the member of the board of directors represents a legal entity, the shares of that entity will be excluded.	C. In the event that the member of the board of directors represents a legal entity, the shares of that entity will be excluded.	We recommend the changes in compliance with Article (188) of the recently amended Companies Law.	

	Article (56)	Special decisions		
	The General Assembly shall issue a Special Decision in the following cases, taking into consideration to get needed approvals when and where the Law requires so:	No change.		
	A. Increase or decrease of the Capital.	No change.		
	B. Issuance of loan or sukuk bonds.	No change.		
	C. Voluntary contributions for community service purposes.	No change.		
	D. Solve the company or merge it with another Company.	No change.		
	E. Selling or otherwise disposing of the project carried out by the Company.	No change.		
	F. Extend the duration of the company.	No change.		
	G. Amendment of the Articles of Incorporation or Articles of Association.	No change.		
	H. In cases where Companies Law requires a Special Decision.	No change.		
	In all cases, in accordance with the provisions of Article (139) of the Companies Law, the approval of the Authority and the competent authority shall be required to issue the decision to amend the Articles of Incorporation and the Articles of Association of the Company.	No change.		

Article (57)	Agenda and Exceptions			
	A. The General Assembly may not deliberate other than the matters included in the agenda.	No change.		
	B. Exemption from item (A) of this Article and in accordance with the regulations issued by the Authority in this regard, the Assembly shall have the authority to:	No change.		
	1. The right to deliberate on the critical facts discovered during the meeting.	No change.		
	2. The inclusion of an additional item on the agenda of the Assembly in accordance with the regulations issued by the Authority in this regard, upon the request of the Authority or a number of shareholders representing at least 10% of the company's capital, and that before starting the discussion of the General assembly's agenda. The Board of Directors has to add the item to the agenda before discussing such agenda or present the subject to the General Assembly to decide whether to add the item or not.	The inclusion of an additional item on the agenda of the Assembly in accordance with the regulations issued by the Authority and the Central Bank in this regard, upon the request of the Authority and/or the Central Bank or a number of shareholders representing at least 5% 10% of the company's capital, and that before starting the discussion of the General assembly's agenda. The Board of Directors has to add the item to the agenda before discussing such agenda or present the subject to the	We recommend the changes in compliance with Para (2) of Article (180) of the recently amended Companies Law.	Amended by CB UAE letter with reference CB UAE/ BSD/2022/3605 of 5 September 2022 (Attached)

		General Assembly to decide whether to add the item or not.		
Article (58)	Compulsory Decisions of the Assembly			
	Decisions of the General Assembly issued in accordance with the provisions of the Companies Law and the law of banks and circulars and relevant resolutions and this Articles of Association shall be binding on all shareholders, including absentees and objectors of opinion and a copy of the decisions taken will be duly notified to the Authority, the market, the Central Bank and the competent authority in accordance with the regulations issued by the Authority in this regard.	No change.		
Chapter VI	Auditor			
Article (59)	Appointment of auditor			
	A- The company shall have one or more auditors appointed and professional fees determined by the General Assembly on the recommendation of the Board of Directors. The auditor shall be licensed to	The company shall have one or more auditors (Auditing Firm) appointed and professional fees determined by the General Assembly on the recommendation	We recommend the changes in compliance with Article (145) of the recently amended Companies Law.	

	practice the profession and registered with the Authority and having his name approved by the Central Bank as well.	of the Board of Directors. The Board of Directors shall not be delegated in this respect, provided that the fees shall be expressly provided in the accounts of the Company. The auditor shall be licensed to practice the profession and registered with the Authority and having his name approved by the Central Bank as well.		
	B- The Auditor shall be appointed for a renewable period of one year and shall control the accounts of the financial year for which he was appointed, provided that the renewal period shall not exceed three consecutive years.	The Auditor shall be appointed for a renewable period of one year and shall control the accounts of the financial year for which he was appointed, provided that the Auditor shall not audit the accounts of the Company for more than six consecutive financial years from the date of it carries on the audit missions in the Company, in such case the partner responsible for auditing the Company shall be changed after three financial years and may be re-appointed such Auditor following two consecutive years from the date the appointment is expired. provided that the		

		renewal period shall not exceed three consecutive years.		
	C-The Auditor shall perform his duties from the end of the meeting of that General Assembly to the end of the next annual General Assembly meeting.	No change.		
Article (60)	Obligations of the Auditor			
	1. The auditor shall consider the following:			
	A. To comply with the provisions stipulated in the Companies Law and the regulations, decisions and circulars implemented therein.	No change.		
	B. To be independent of the company and its Board of Directors.	No change.		
	C. Does not combine the profession of the auditor and the shareholders designation in the Company.	No change.		
	D. He shall not be a member of a board of directors or any technical, administrative or executive position therein.	No change.		
	E. Not is a partner or agent of any of the founders of the company or any of the members of its board or close to any of them up to the second degree.	No change.		

	2. The Company shall take reasonable steps to ensure the independence of the External Auditor and that all his work is free from any conflict of interest.	No change.		
Article (61)	Auditor's powers.			
	A- The auditor shall have the right to inspect at all times all the company's books, records, documents and any other documents. He may request clarifications that he deems necessary for the performance of his duties. He may also verify the company's assets and liabilities, and if he cannot use these powers, he should mention the same in a written letter to be submitted to the Board of Directors. If the Board does not enable the auditor to perform his duties, the auditor shall send a copy of the report to the Authority and the competent authority and submit it to the General Assembly.	No change.		
	B- The auditor reviews the company's accounts, examines the budget, calculates the profits and losses, reviews the company's transactions with the related parties, observes the application of the	No change.		

	provisions of the Companies Law and this Articles of Association, and submits a report of the results of this examination to the General Assembly and sends a copy thereof to the Authority and the competent authority while preparing his report, the Auditor should verify the following:			
	- The validity of the accounting records held by the company.	No change.		
	- The extent to which the company accounts are conform to the accounting records.	No change.		
	C. If no facilities are provided to the auditor to carry out his duties, he undertakes to prove this in a report to the Board. If the Board of Directors fails to facilitate the auditor's task, he shall send a copy of the report to the Authority.	No change.		
	D. The subsidiary and its auditor shall provide the information and clarifications required by the auditor of the holding company or the parent company for audit purposes.	No change.		
Article (62)	Annual Report of the Auditor			

	A. The Auditor shall submit to the General Assembly a report containing the data and information as provided for in the Companies Law. He shall mention in his report and in the balance sheet of the Company the voluntary contributions made by the Company during the fiscal year for community service "if any" and to define the benefiting party of such voluntary contribution.	No change.		
	B. The auditor shall attend the meeting of the General Assembly and read his report at the General Assembly, explaining any obstacles or interventions of the board of directors encountered during the performance of his work, and that his report be independent and impartial, and to give the opinion in the meeting in all matters related to his work, And the auditor shall be responsible for the accuracy of the data contained in his report. Each shareholder during the convening of the general assembly may discuss the report of the auditor and inquire about what is stated therein.	No change.		
	C. The auditor shall be entitled to receive all notices and other correspondences	No change.		

	relating to any General Assembly which each shareholder is entitled to receive.			
Chapter VII	Company Finances			
Article (63)	Company Accounts			
	A. The Company shall prepare regular accounts in accordance with international accounting standards and principles to reflect a correct and fair picture of the Company's profits or losses for the financial year and the status of the Company at the end of the financial year and comply with any requirements stipulated in the Companies Law or the decisions issued in implementation thereof.	No change.		
	B. The Company applies international accounting standards and principles when preparing its interim and annual accounts and determining distributable profits.	No change.		
Article (64)	Company Finance			
	1- The financial year of the company shall start from the first of January and end on December 31 of each year except	No change.		

	for the first fiscal year which starts from the date of registration of the Company in the commercial register and ends on the 31 December of the same year.			
	2- The management of the company shall maintain regular accounting records in accordance with the rules stipulated in the Commercial Transactions Law to give a correct and fair picture of the business status of the company. These books shall be kept in accordance with generally accepted accounting principles applied internationally. Records and books can be stored electronically by one of the available means according to the prevailing technology. No shareholder in the company may examine these records except by virtue of a delegation issued by the Board of Directors.	No change.		
Article (65)	Annual Financials			
	The Board of Directors shall prepare for each financial year and at least one month prior to the Annual General Meeting the Company's audited budget and the profit and loss account. The Board shall also prepare a report on the activities of the	The Board of Directors shall prepare for each financial year and at least one month prior to the Annual General Meeting the Company's audited budget and the profit and loss account. The Board shall also	We recommend the changes in compliance with Article (174) of the recently amended Companies Law.	

	Company during the fiscal year and its financial position at the end of the same year and shall formulate its proposals on the distribution of net profits. The balance sheet, the profit and loss account, the auditor's report and the report of the board of directors shall be sent to the Authority together with the agenda of the annual general assembly to approve the publication of the invitation in the daily newspapers well in advance with respect to the provisions of Article (172) of the company's law about the publication of the invitation at least Fifteen days before the date of the meeting.	prepare a report on the activities of the Company during the fiscal year and its financial position at the end of the same year and shall formulate its proposals on the distribution of net profits. The balance sheet, the profit and loss account, the auditor's report and the report of the board of directors shall be sent to the Authority together with the agenda of the annual general assembly to approve the publication of the invitation in the daily newspapers well in advance with respect to the provisions of Article (172174) of the company's law about the publication of the invitation at least Fifteen Twenty-One days before the date of the meeting.		
Article (66)	Create a reserve for consumption			
	The General Assembly may, on the proposal of the Board of Directors, decide to deduct a percentage of the annual non-net profits to establish a savings account that corresponds to the depreciation of the Company's assets or	No change.		

	compensation for impairment. Such funds shall be disposed of in the manner determined by the Board of Directors as not to be distributed to shareholders.			
Article (67)	Annual dividend distribution			
	The net annual profits of the Company shall be distributed after deduction of all general expenses and other costs as follows:	No change.		
	1- Ten per cent (10%) of the net profit shall be allocated to the statutory reserve and shall stand when the sum of the funds in this reserve amounts to 50% of the paid-up capital of the company. If the reserve is less than this percentage of the capital, return to the deduction is required.	No change.		
	2-Deducting annually not less than ten per cent of the net profit allocated to the formation of a special reserve until such reserve reaches fifty per cent (50%) of the Bank's capital in accordance with Article 82 of the Banking Law.	Deducting annually not less than ten per cent of the net profit allocated to the formation of a special reserve until such reserve reaches fifty per cent (50%) of the Bank's capital in accordance with Article 241 82 of the Law of Commercial Companies Banking Law.	We recommend this change because the Banking Law is changed to Federal Decree Law no. 14 of 2018.	

	3- The General Assembly shall consider the recommendations of the Board of Directors on the proposed percentage to be distributed to the shareholders of the net profit after deducting reserves and depreciation. However, if the net profits in a year do not permit the distribution of dividends, it shall not be requested from the profit of the coming years.	No change.		
	4-A percentage of not less than 10% of the net profit for the financial year ended after deduction of both depreciation and reserves shall be allocated as remuneration to the members of the Board of Directors, and the Board shall propose the remuneration which shall be submitted to the General Assembly for consideration. Fines shall be deducted from such remuneration and which are applied by the Authority or the Competent Authority because of the Board of Directors' violations of the Companies Law or the Articles of Association of the Company during the ended financial year, and the General Assembly may not deduct these fines or some of them if it is found that these fines	A percentage of not less than 10% of the net profit for the financial year ended The Board of Directors award shall be distributed after deduction of both depreciation and reserves shall be allocated in accordance with the Regulations of the Central Bank as remuneration to the members of the Board of Directors, and the Board shall propose the remuneration which shall be submitted to the General Assembly for consideration. Fines shall be deducted from such remuneration and which are applied by the Authority or the Competent Authority because of the Board of Directors' violations of the	We recommend the change as this Article contradicts with Article (12) of the CBUAE Corporate Governance Regulation.	

	are not due to a failure or error of the Board of Directors.	Companies Law or the Articles of Association of the Company during the ended financial year, and the General Assembly may not deduct these fines or some of them if it is found that these fines are not due to a failure or error of the Board of Directors.		
	5-The rest of the net profits shall be distributed thereafter to the shareholders or will be transferred on the proposal of the Board of Directors to the next year or allocated for the establishment of an optional reserve for specific purposes. It may not be used for any other purpose except by a resolution issued by the Company's General Assembly.	No Change.		
Article (68)	Distribution of statutory reserve			
	The statutory reserve may not be distributed to the shareholders, but what exceeds of more than half of the capital may be used to secure the distribution of dividends to the shareholders. The disposal of reserve funds for their intended purposes may be based on a	The statutory reserve may not be distributed to the shareholders, but what exceeds of more than half of the capital may be used to secure the distribution of dividends to the shareholders in the years where the Company does not make sufficient profit to distribute dividends. The	We recommend the change in compliance with Article (241) of the Companies Law.	

	normal resolution of the General Assembly.	disposal of reserve funds for their intended purposes may be based on a normal resolution of the General Assembly.		
Article (69)	Dividend distribution			
	The profits may be paid to shareholders in accordance with the regulations, resolutions, and circulars and Notices issued by the Authority and the Central Bank in this regard. The Company may distribute annual, half or quarterly dividends to the shareholders in accordance with the dividend policy and / or resolutions proposed by the Board of Directors and approved by the Company's General Assembly.	No change.		Amended by CBUAE letter with reference CBUAE/BSD/2022/3605 of 5 September 2022 (Attached)
		The Company may, after obtaining a prior approval from the Authority and the Central Bank, adopt a Special Resolution to allocate a percentage of its annual profits, or accumulated profits, for corporate social responsibilities, provided that	We recommend to add this new Article under the title “Corporate Social Responsibility” in line with the new obligation set out under the recently amended companies law.	Amended by CBUAE letter with reference CBUAE/BSD/2022/3605 of 5 September 2022 (Attached)

		the Company shall publish on its website at the end of the financial year whether or not these activities were carried out. Both the report of the Company's auditors and its annual financial statement shall include details of the beneficial parties of the corporate social responsibility.		
Chapter VIII	Disputes			
Article (70)	Liability of directors			
	Any decision issued by the General Assembly as to relieving the Board of Director shall not drop the civil liability suit against the Board Members due to the faults they commit while performing their duties, and if the act entailing the liability has been presented to the General Assembly by a request from the Board of Directors or the Auditors, and has approved it, then the liability suit shall drop after lapse of one year of the date of meeting of the General Assembly.	No change.		

	However, if the act attributable to the Board members constitutes a criminal crime the liability suit shall not be dismissed unless the public suit in dismissed.	No change.		
Chapter IX	Insolvency & liquidation of the company			
Article (71)	Reasons for Dissolution			
	The company shall be dissolved for one of the following reasons:			
	1-The expiry of the period of the Company specified in Article (4) of this Articles of Association unless the said article is amended in terms of extension or shortening of the period.			
	2-The loss of all or most of the company's funds so that the rest cannot be invested in a worthwhile investment.			
	3-A Special Decision is issued by the General Assembly in accordance with the provisions of Article (56) of this Articles of Association, which requires the dissolution of the Company prior to its expiration subject to obtaining a prior license from the the Central Bank in accordance with Article (87) of the	A Special Decision is issued by the General Assembly in accordance with the provisions of Article (56) of this Articles of Association, which requires the dissolution of the Company prior to its expiration subject to obtaining a prior license from the Central Bank in	The reference goes back to the old banking law no. 10 of 1980 which was cancelled.	Amended by CB UAE letter with reference CB UAE/ BSD/2022/3605 of 5 September 2022 (Attached)

	Central Bank Law as well as from the Authority and the Competent Authority.	accordance with Article (87) of the Central Bank Law as well as from the Authority and the Competent Authority, subject to the approval of the Central Bank of UAE.		
	4-The merger of the company with another company after obtaining a prior license from the Authority and the Central Bank in accordance with Article (87) of the Central Bank Law, and the competent authority taking into account the provisions of the Commercial Companies Law related to mergers.	The merger of the company with another company after obtaining a prior license from the Authority and the Central Bank in accordance with Article (87) of the Central Bank Law, and the competent authority taking into account the provisions of the Commercial Companies Law related to mergers.		
	5- A judicial decision to dissolve the company.			
	6- A decision of the Central Bank to be removed from the register of banks pursuant to article (88) of the Banking Law.	A decision of the Central Bank to be removed from the register of banks pursuant to article (88) of the Banking Law the Central Bank Law.	The reference goes back to the old banking law no. 10 of 1980 which was cancelled.	
Article (72)	Losses equal to or exceeding half of the capital			
	If the Company's losses exceed half of its paid up capital, the Board of Directors must, within 30 days of the date of disclosure to the Authority of the periodic	No change.		

	or annual financial statements, invite the General Assembly to consider the continuation or dissolution of the Company prior to the date specified in this Articles of Association. If the Board of Directors does not invite the General Assembly or if this Assembly is unable to issue a decision on the matter, any interested party may file an action to request the dissolution of the Company.			
Article (73)				
	1- The company shall enter into liquidation as soon as it is dissolved and shall retain during the liquidation period the legal personality to the extent required for liquidation. The company is prohibited from carrying out any work stipulated for its objectives, and it is limited to procedures and measures necessary for liquidation purposes. The name of the Company on all its papers and publications must be added to the sentence "under liquidation" written in a prominent manner.	No change.		
	2- The General Assembly of shareholders shall appoint one or more liquidators in	No change.		

	the text of the resolution of dissolution; unless the dissolution is the result of a judicial decision the Court shall then appoint the liquidator or liquidators.			
	3-When appointing the liquidator and assuming his duties, the authority of the members of the Board of Directors shall expire. The management of the company shall remain in place during the period of liquidation and their authority shall be limited to liquidations within the purview of the liquidator.	No change.		
	4. The liquidator shall perform the acts stipulated in the Commercial Companies Law and in accordance with its procedures, unless the General Assembly which decides the dissolution decides otherwise without any breach to the Law.	No change.		
Chapter X	Final Provisions			
Article (74)	Application of other texts and provisions			
	The provisions of the Central Bank Law and the provisions of the Commercial Companies Law as well as the regulations/decisions/circulars issued as an execution to any of it and the decisions	No change.		

	of the Authority shall apply to any matter not defined by a special provision in the Memorandum of Incorporation or in this Articles of Association.			
	Decisions of governance controls and institutional discipline standards issued from time to time by the Central Bank, the Authority or the competent authority are also considered an integral part of this Articles of Association	No change.		
Article (75)	Correspondence			
	All correspondence and notices sent to the Company by any shareholder or board member shall be addressed to its PO Box 1394 Sharjah or sent to Fax No. 06-5694422.	No change.		
Article (76)	Expression format			
	The terms used in the singular form means the plural combination where the context allows.	No change.		
Article (77)	Social Responsibility			
	The Company may, by special decision after the expiry of two fiscal years from the date of its incorporation and the	No change.		

	making profits under a Special Decision provide voluntary contribution for the purpose of servicing the community which, shall not exceed (2%) of the average net profits of the Company during the two financial years preceding the year in which such voluntary contribution is meant to be done.			
Article (78)	Inspection			
	The Board of Directors, the CEO, the directors and the auditors of the Company shall facilitate the periodic inspection work carried out by the Central Bank or the Authority through the inspectors appointed by them, and to submit the data or information requested by the inspectors, as well as the review of the works of the company and its books or any papers or records with its branches and subsidiaries Inside and outside the country or with its Auditor.	No change.		
Article (79)				
	In case of contradiction between the texts contained in this Articles of Association with any of the provisions of the	No change.		

	Commercial Companies Law or the Central Bank Law as well as the regulations/decisions/circulars issued as an execution to any of it or the mandatory directives issued by the Authority or the regulations, decisions and executive circulars thereof, the provisions of those laws and regulations shall be applicable.			
Article (80)				
	The contradiction between the Arabic and English texts	No change.		
	When there is a conflict in the Memorandum of Incorporation or this Articles of Association between the texts of the articles in both Arabic and English, the Arabic text is likely to prevail.	No change.		
Article (81)				
	This Articles of Association shall be deposited and published in accordance with the law.	No change.		