

Suggested Amendments to ADNIC's Articles of Association

Article No.	Before Amendment	After Amendment
7	All shares of the Company shall be nominal, indivisible and owned in a percentage of not less than (75%) seventy-five percent by the citizens of the United Arab Emirates (UAE), the UAE governmental and official authorities and the companies and establishments registered in the UAE and fully owned by any of aforesaid, whereby foreigners are allowed to own the Company's shares in a percentage not exceeding (25%) twenty-five percent of the Company's Capital.	All shares of the Company shall be nominal, indivisible and owned in a percentage of not less than (51%) fifty-one percent by the citizens of the United Arab Emirates (UAE), the UAE governmental and official authorities, and the companies and establishments registered in the UAE and fully owned by any of them. Other than the aforesaid entities including foreigners are allowed to own the Company's shares in a percentage not exceeding (49%) forty-nine percent of the Company's Capital.
16	The Company shall be managed by a Board of Directors consisting of a Chairman and eight directors who represent the government and shareholders for a duration of three calendar years that is renewable.	<ol style="list-style-type: none"> <li>The Company shall be managed by a Board of Directors consists of nine (9) Directors for a duration of three (3) calendar years that is renewable, provided that the majority of the Board members shall be non-executive and independent members.</li> <li>Members of the Board of Directors can be experienced non-shareholders.</li> </ol>
27	<ol style="list-style-type: none"> <li>The Directors are liable toward the Company, shareholders and others for all acts of fraud and abuse of authority and for every violation of law and these Articles of Association and for errors in management.</li> </ol>	<ol style="list-style-type: none"> <li>The Members of the Board of Directors and the Executive Management are liable toward the Company, Shareholders and others for all acts of fraud and abuse of authority and for every violation of law and these Articles of Association and every condition stipulating otherwise shall be null, and the Executive Management shall be represented by the Chief Executive Officer of the Company, his/her deputies, everyone at the level of the senior executive positions, and those responsible of the executive management who have been personally appointed in their positions by the Board of Directors.</li> </ol>

	<p>2. The liability stated in Item (1) hereof shall apply to all directors if an error arises from a resolution that has been passed unanimously. However, if the resolution subject to liability is passed by majority, those directors who objected against the same, and who evidenced their objection in the minutes of the meeting, shall not assume accountability. If a Director is absent from a meeting in which the resolution was passed, he shall only be released from liability if it was proven that he did not know about the resolution or that he knew about it but was unable to object against the same.</p>	<p>2. The liability stated in Item (1) of this Article shall apply to all Members of the Board of Directors if an error arises from a resolution that has been passed unanimously. However, if the resolution subject to liability is passed by majority, those Members of the Board of Directors who objected against the same, and who evidenced their objection in the minutes of the meeting, shall not assume accountability. If a Director is absent from a meeting in which the resolution was passed, /she shall only be released from liability if it was proven that he/she did not know about the resolution or that he/she knew about it but was unable to object against the same. The responsibility stated in Item (1) of this Article falls on the Executive Management if the error arose by a decision issued therefrom.</p>
<p>31</p>	<p>1. Invitation to shareholders to attend General Assembly meetings shall be served by an announcement in two local and daily newspapers that are issued in Arabic language and by registered letters, at least fifteen days prior to the appointed time for the meeting and the invitation shall include the agenda.</p> <p>2. If announcement for the invitation to the General Assembly meeting was made within less than fifteen days prior to the date of the meeting, the invitation shall be deemed valid if approved by shareholders who represent (95%) of the Company's capital.</p>	<p>1. After the approval of the Securities and Commodities Authority, the invitation to the Shareholders to attend the General Assembly meetings shall be sent to all Shareholders in accordance with the terms and controls issued by the Authority in this regard, taking into account the following:</p> <ul style="list-style-type: none"> <li>a- The announcement of the General Assembly invitation shall be made at least twenty-one (21) days prior to the date set for the meeting.</li> <li>b- The announcement of the invitation to the meeting shall be in accordance with the method of announcement specified by the Securities and Commodities Authority.</li> <li>c- Notifying the Shareholders by registered letters or via sending telephone text messages (SMS) or electronic mails.</li> <li>d- The Company shall notify the Securities and Commodities Authority and the competent authority of a copy of the announcement on the date of announcing the invitation.</li> </ul> <p>2. If announcement for the invitation to the General Assembly meeting was made within less than twenty-one (21) days prior to the date of the meeting, the invitation shall be deemed valid if approved by shareholders who represent (95%) of the Company's capital.</p>

		<p>3. General Assembly meetings may be held and the Shareholders' participation in its deliberations and voting on its decisions through the modern technology to attend remotely, in accordance with the terms and controls set by the Authority.</p>
35/2	<p>2. As an expectation from the provisions of Item (1) of this Article, the General Assembly shall have the right to deliberate in the serious incidents that are discovered during the meeting, and if requested by a number of shareholders representing at least (10%) of the Company's capital, prior to the commencement of the discussion of the General Assembly's agenda, to enlist certain matters in the agenda, the Board of directors shall honor such request. Otherwise, the General Assembly may decide to discuss such matters.</p>	<p>2. As an exception to the provisions of Item (1) of this Article, the General Assembly shall have the right to deliberate on the serious facts that are discovered during the meeting, and if the Securities and Commodities Authority or a number of shareholders own a percentage of not less than (5%) of the Company's capital shares, and that before starting to discuss the agenda of the General Assembly, including an item or additional items in the agenda of the Assembly, the chairman of the meeting must include the item or items on the agenda, taking into account the decisions issued by the Securities and Commodities Authority regarding the conditions that must be observed for the inclusion of a new item on the agenda of the General Assembly.</p>
36	<p>The shareholders shall register their names in a special register that is prepared for such purpose at the headquarters of the Company prior to the appointed time for the convention of the General Assembly meeting. The register shall include the names of shareholders and the number of shares represented by them, and in the latter case, the names of the principals holding the shares, along with the submission of the instrument of proxy. A shareholder shall be given a card to attend the meeting, mentioned therein the number of votes he/she is entitled thereto personally and by proxy.</p>	<p>The Shareholders shall register their names to attend the General Assembly meeting of the Company in accordance with the terms and controls issued by the Securities and Commodities Authority in this regard.</p>

37	<p>The General Assembly meeting shall be chaired by the Chairman of the Company's Board of Directors, and in case of his absence, the meeting shall be chaired by the Deputy Chairman, and in case of their absence both, the meeting shall be chaired by any shareholder chosen by the shareholders for such purpose by voting in any method determined by the General Assembly. Furthermore, the Assembly shall appoint a Secretary for the meeting. If the Assembly deliberates in a matter that is related to the Chairman of the meeting, whoever, the Assembly shall choose from the shareholders who will chair the meeting during the discussion of this matter.</p>	<p>The General Assembly meeting shall be chaired by the Chairman of the Company's Board of Directors, and in case of his/her absence, the meeting shall be chaired by the Deputy Chairman, and in case of their absence both, the meeting shall be chaired by any member of the Board of Directors chosen by the Board of Directors for that purpose, and in the case that the Board of Directors does not choose the member, the meeting shall be chaired by any person chosen by the General Assembly. The Assembly shall further appoint a Secretary for the meeting. If the Assembly deliberates in a matter that is related to the Chairman of the meeting, the Assembly shall choose from the Shareholders who will chair the meeting during the discussion of this matter.</p>
39	<p>If any of the shareholders or their representatives withdraw from the General Assembly meeting after the quorum for holding the same is met, such withdrawal, regardless of the number of withdrawing shares, shall not affect the validity of the convention of the meeting, provided that the majority resolved in the Commercial Companies Law shall be adhered to while passing resolutions.</p>	<p>If any of the Shareholders or their representatives withdraw from the General Assembly meeting after the quorum has been completed, this shall not affect the validity of the convention of the meeting, provided that the majority resolved in the Commercial Companies Law shall be adhered to while passing resolutions for the remaining Shares represented in the meeting.</p>
41	<ol style="list-style-type: none"> <li>1. Voting in the General Assembly meeting shall be in the method determined by the Chairman of the General Assembly meeting. Voting shall be confidential if it is related to the election of the Directors, dismissal them, or subjecting them accountability.</li> <li>2. The Directors may not participate in voting in the resolutions of the General Assembly meeting in relation to releasing them from liability for their management or in relation to a special interest for them, conflicts of interest or current dispute between them and the Company. If a Director represents a juridical person, the shares of such juridical person shall be disqualified from voting.</li> </ol>	<ol style="list-style-type: none"> <li>1. Voting in the General Assembly meeting shall be in the method determined by the Chairman of the General Assembly. Voting shall be confidential if it is related to the election, dismissal or accountability of the Members of the Board of Directors.</li> <li>2. The Members of the Board of Directors may not participate in voting in the resolutions of the General Assembly in relation to releasing them from liability for their management or in relation to a special interest for them, conflicts of interest or current dispute between them and the Company.</li> </ol>

44/2	2. The General Assembly shall have the right to appoint one auditor or more for a duration of one year that is renewable, provided that the term of appointment shall not exceed three consecutive years, so that such auditor(s) would undertake his/their duties following the end of such meeting till the end of the following Annual General Assembly meeting. The Company's Board of Directors may not be delegated in this regard.	2. The General Assembly appoints an audit company for a duration of one year that is renewable, and the Company's Board of Directors may not be delegated in this regard, provided that the audit company does not undertake the audit of the Company for a period of more than six (6) consecutive years from the date of assuming the audit duties of the Company, and in this case the partner responsible for the audit work of the Company shall be changed after the end of three (3) financial years. The audit company may be re-appointed to audit the Company's accounts after at least two (2) financial years from the date of the expiration of the term of its appointment.
General Provisions	<ul style="list-style-type: none"> <li>- The phrase (Insurance Authority) stated in Item (1) of Article (5) and Item (3) of Article (46) shall be deleted and replaced by the phrase (Central Bank).</li> <li>- The phrase (Law concerning the Establishment of the Insurance Authority and Organization of its Operations) stated in Items (2) and (3) of Article (53) shall be deleted and replaced by the phrase (Law Concerning Organization of the Insurance Operations).</li> </ul>	