

BARAKAT
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بركات
للترجمة القانونية

**Memorandum and Articles of Association
Finance House psc**

March 2004

المترجم القانوني / محمد أحمد بركات - معتمد باللغتين العربية والانجليزية

شارع حمدان - مقابل حمدان سنتر - هاتف : ٦٢٦٨١٢٦ (٠٢) - فاكس : ٦٢٦١٨٢٦ (٠٢) - ص.ب : ٨١٣، أبو ظبي - الامارات العربية المتحدة
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Memorandum of Association
Finance House psc
Public joint stock company

Agreement made this day 13.3.2004 by and between the persons mentioned in the annexed list as follows :

Article (1)

1-1 The founders signing these articles of association , have established a public joint stock company in accordance with the federal law No (8) of 1984 Re : Trading companies as amended , federal law No (10) of 1980 Re : Central Bank , Monetary System and Organization of Banking , and the UAE Central Bank decisions regarding the financing companies and the statute annexed hereto .

Article (2)

2-1 Name of the company shall be "Finance House " , a public joint stock company , (hereinafter referred to as the "Company ")

Article (3)

3-1 The registered office and domicile of the company shall situate in Abu Dhabi city - emirate of Abu Dhabi . The board may establish branches , offices or agencies therefore in the United Arab Emirates or abroad after obtaining the Central Bank and the other appropriate government authorities .

Article (4)

4-1 Duration of the Company shall be one hundred years (100) starting from date of issue of the decision of minister of economy and commerce for declaration of establishment , automatically renewable thereafter for similar consecutive periods unless a resolution is passed by the extraordinary general assembly for termination of the company .

Article (5)

5-1 Objectives of the company :

5-1-1 Practice of all financing activities and business permitted according to the

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Central Bank rules and regulations applied from time to time .

5-1-2 Establishment of evidenciary credits and issue of letters of guarantee .

5-1-3 Sharing or participation in establishment of general companies and enterprises , or those investing in the above mentioned activities and companies , without prejudice to the Central Bank rules and regulations applicable from time to time .

5-1-4 Management of the above mentioned activities and enterprises .

5-1-5 Practice of any business or activity or any thing which in the opinion of the board is connected or belonging to any one of the objectives of the company , or which might directly or indirectly support or increase the profitability of the company , its properties or assets and supports the company and the share holders interests , without prejudice to the Central Bank rules and regulations applicable from time to time . .

5-1-6 The company may have an interest or participate in any way with other entities or companies practising similar business or which might help in achievement of its objectives inside and outside the United Arab Emirates , and it may buy up such entities or companies or attach them without prejudice to the Central Bank rules and regulations applicable from time to time .

5-1-7 The objectives and authorities of the Company provided for in the above paras shall be construed in an unlimited way and widest meaning . The company may achieve its purposes and practise its authorities in the United Arab Emirates and other places all the world over , and may as well expand , change or amend them in any way from time to time under a resolution of the extraordinary general assembly according to the rules and regulations issued by the Central Bank and the Trading Companies law .

Article (6)

6-1 Capital of the company shall be DH 200.000.000/= (two hundred million

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Dirhams) divided into 200.000.000 shares (two hundred million) each of DH 1/= (one Dirham) in value , all cash and fully paid .

Article (7)

7-1 The founders signing to these articles have contributed to 90.000.000 shares of one Dirham each , and totally amounting to DH 90.000.000 (ninety million Dirhams) as shown in the annexed schedule , and the remaining shares shall be floated for public contribution .

7-2 The founders have paid the nominal value of the shares contributed by them in addition to issue expenses of five fils for each share with National Bank of Abu Dhabi ,and with due respect to the ruling of article (93) of federal law No (8) of 1984 Re : Trading companies as amended , federal law No 910) of 1980 Re : Central Bank , Monetary System and Banking and UAE Central Bank board resolutions in respect of financing companies , such amount may not be withdrawn except under a resolution by the board after issue of a decision by Minister of Economy and Commerce for announcement of establishment of the company and registration thereof in the commercial register .

Article (8)

8-1 The founders signing these articles undertake to take all measure necessary for finalization of establishment of the company . Therefor they appoint the committee formed of the persons whose names are listed hereunder to jointly or severally apply for licensing , take all legal actions, complete the documents necessary for establishment and make any amendments deemed fit by the appropriate authorities both on these articles or the enclosed articles of association .

- | | |
|---|-----------------------|
| 1. Mr Mohammad Abdulla Juma Al Qubeisi | Head of the committee |
| 2. Mr Ahmed Obeid Al Mazrouei | Dputy head |
| 3. Mr Khalid Abdulla Mohammad Al Mas | Member |
| 4. Mr Hamad Abdulla Rashid Al Shamsi | Member |
| 5. Mr Salem Mohammad Bin Salem Al Dhahiri | Member |

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9-1 The expenses , costs and other charges estimated which the company is obliged to pay due to establishment of the company as a public joint stock company and preparing it to practise its activities are estimated in ten million Dirhams approximately (10.000.000) .

Article (10)

10-1 The articles of association enclosed herewith shall be integral and complementary to this memorandum .

Article (11)

11-1 According to the federal law No (8) of 1984 Re : Trading Companies as amended , the company shall have a body corporeal completely separate from the shareholders , and the shareholders shall not be liable for the company commitments except within the amounts (if any) still unpaid of the shares they hold , and their liability shall not be increased except under their unanimous agreement .

Article (12)

12-1 This memorandum is made of several copies , and each one of the contractees has received one copy and the remaining copies shall be kept for onward submission to the competent authorities on application for obtaining the necessary licenses .

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Name	Founders	Number of shares	Value of shares
1. Abu Dhabi Investment Co.		39.775.000	39.775.000
2. National Investor		13.500.00	13.500.00
3. Private Department of HH the president of UAE		2.500.000	2.500.000
4. Gulf National Development Center		2.500.000	2.500.000
5. Zayed Bin Sultan Al Nahyan Est for Philanthropic & Humanitarian Works		750.000	750.000
6. National Investment Est.		500.000	500.000
7. Oman & Emirates Holding Investment Co.		500.000	500.000
8. Abu Dhabi National Hotels Company		500.000	500.000
9. Abu Dhabi Cooperative Society		500.000	500.000
10. Abu Dhabi Insurance Company		500.000	500.000
11. Al Wathbah National Insurance Company		500.000	500.000
12. National Tourism & Hotels Est		500.000	500.000
13. Al Ain Ahliyah Insurance Co.		500.000	500.000
14. Emirates Insurance Co.		500.000	500.000
15. Modern Investment & General Trade		200.000	200.000
16. Ali & Sons Co.		200.000	200.000
17. Al Jaber General Transport & Contracting Est		200.000	200.000
18. Al Masoud Co.		200.000	200.000
19. Al Bawardi Enterprises		200.000	200.000
20. Evolvins Capital		200.000	200.000
21. Al Dhahiri Group		200.000	200.000
22. Bin Ham Petroleum Group		200.000	200.000

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23. Darwish Bin Ahmad & Sons Co.	200.000	200.000
24. Al Hamid Group	200.000	200.000
25. Al Fahim Group of Companies	200.000	200.000
26. Al Naser Investments Est	200.000	200.000
27. Abu Dhabi National Foodstuffs Co.	200.000	200.000
28. National General Trading (Pvt) Company Ltd	200.000	200.000
29. Abu Dhabi Holding Co.	200.000	200.000
30. Al Rayan Investment	200.000	200.000
31. Al Rabea Group	200.000	200.000
32. Fast Rent A Car Co.	200.000	200.000
33. Al Ghaith Holding Co.	200.000	200.000
34. Al Mushrif Cooperative Society	150.000	150.000
35. Al Ain Cooperative Society	150.000	150.000
36. Al Dhafra Cooperative Society	150.000	150.000
37. Abu Dhabi Ladies Club Society	150.000	150.000
38. Shaikh Hamdan Bin Zayed Al Nahyan	300.000	300.000
39. Shaikh Hazzaa Bin Zayed Al Nahyan	300.000	300.000
40. Tahnoon Bin Zayed Al Nahyan	300.000	300.000
41. Shaikh Mansour Bin Zayed Al Nahyan	300.000	300.000
42. Shaikh Saeed Bin Zayed Al Nahyan	300.000	300.000
43. Shaikh Hamid Bin Zayed Al Nahyan	300.000	300.000
44. Shaikh Eisa Bin Zayed Al Nahyan	300.000	300.000
45. Shaikh Naser Bin Zayed Al Nahyan	300.000	300.000
46. Shaikh Dr Sultan Bin Khalifa Al Nahyan	300.000	300.000
47. Shaikh Suroor Bin Mohammad Al Nahyan	300.000	300.000
48. Shaikh Nahyan Bin Mubarak Al Nahyan	300.000	300.000

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49. Shaikh Hamdan Bin Mubarak Al Nahyan	300.000	300.000
50. Shaikh Ahmad Bin Saif Bin Mohammad Al Nahyan	300.000	300.000
51. Shaikh Mohammad Bin Khalifa Al Nahyan	300.000	300.000
52. Shaikh Nahyan Bin Hamdan Bin Mohammad Al Nahyan	300.000	300.000
53. Shaikh Sultan Bin Tahnoon Bin Mohammad Al Nahyan	300.000	300.000
54. Shaikh Mansour Bin Mohammad Bin Butti Bin Hamed Al Hamed	300.000	300.000
55. Shaikh Zayed Bin Mohammad Bin Butti Bin Hamed Al Hamed	300.000	300.000
56. Shaikh Zayed Bin Hamad Bin Hamdan Al Nahyan	125.000	125.000
57. Hamad Mohammad Hamad Mizar Al Hurr Al Suweidi	125.000	125.000
58. Khalil Mohammad Sharif Mohammad Aqil Foulathi Al Khouri	125.000	125.000
59. Jouan Salem Ali Al Dhahiri	125.000	125.000
60. Khalifa Mohammad Abdul Aziz Bin Rabea Al Muhairi	125.000	125.000
61. Harib Masoud Hamad Al Darmaki	125.000	125.000
62. Mohammad Ahmad Mohammad Ahmad Saeed Al Qasimi	125.000	125.000
63. Khalfan Ghaith Khalfan Al Muhairbi	125.000	125.000
64. Khalid Ahmad Kalifa Al Suweidi	125.000	125.000
65. Fasel Saeed Al Dabaa Saeed Al Darmaki	125.000	125.000
66. Khalifa Naser Ahmad Abdulla Hueileil Al Mansouri	125.000	125.000
67. Al Mazrouei Holding Co.	125.000	125.000
68. Saeed Omeir Yousef Al Muhairi	125.000	125.000
69. Salem Mohammad Hilal Rashid Al Mazrouei	125.000	125.000
70. Naser Mohammad Ali Al Nuweis	125.000	125.000

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71. Mohammad Naser Nkheira Naser Al Khaili	125.000	125.000
72. Abdulla Khalfan matar Al Rumaithi	125.000	125.000
73. Abdul Majid Ismael Ali Abdul Rahim Al Fahim	125.000	125.000
74. Omair Saud Mohammad Arar Al Dhahiri	125.000	125.000
75. Mohammad Hassan Ali Darwish Abu Shalieh	125.000	125.000
76. Mubarak Rashid Ahmad Khamis Al Mansouri	125.000	125.000
77. Mohammad Rashid Ahmad Muftah Al Naseri	125.000	125.000
78. Ali hamil Khadim Al Ghaith Al Qubeisi	125.000	125.000
79. Ahmad Jumaa Hassan Al Zaabi	125.000	125.000
80. Ahmad Abdulla Rashid Al Shamsi	125.000	125.000
81. Abdulla Ali Ibrahim Al Saadi Al Mansouri	125.000	125.000
82. Mohammad Mohammad Ali Fadel Al Hamili	125.000	125.000
83. Ahmad Darwish Daghir Darwish Al Marar	125.000	125.000
84. Dhafir Sihmi jaber Al Ahbab	125.000	125.000
85. Salem Mohammad Salem Masoud Al Dhahiri	125.000	125.000
86. Ali Ahmad Hamad Al Dhahiri	125.000	125.000
87. Ahmad Obeid humaid Al Mazrouei	125.000	125.000
88. Mohammad Ahmad Al Bawardi Al Falasi	125.000	125.000
89. Sultan Rashid Saeed Al Dhahiri	125.000	125.000
90. Rashid Abdulla ali Al Nueimi	125.000	125.000
91. Hamad Mohammad Abdulla Brook Al Himiari	125.000	125.000
92. Abdulla Mohammad Masoud Al Muhairbi	125.000	125.000
93. Hamad Rashid Nahil Al Nueimi	125.000	125.000
94. Mohammad Hamad Salem Rowda Al Ameri	125.000	125.000
95. Mohammad Saif Mohammad Saeed Ablan Al Mazrouei	125.000	125.000

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96. Saeed Habroush Mohammad Al Suweidi	125.000	125.000
97. Naser Salem Saif Muadid Likhribani Al Nueimi	125.000	125.000
98. Saeed Khalfan matar Saeed Al Rumaithi	125.000	125.000
99. Ahmad khalf Ahmad Al Otaiba	125.000	125.000
100. Ghaith hassan Ghaith Al Zaabi	125.000	125.000
101. Saeed Ahmad hamil Khalfan Al Qubeisi	125.000	125.000
102. Mubarak Matar Mubarak Al Himiari	125.000	125.000
1-3. Ibrahim Salem Ibrahim Mohammad Al Saman Al Nueimi	125.000	125.000
104. Humaid Darwish Karam Abdulla Al Qubeisi	125.000	125.000
105. Ahmad Ali Mohammad Al Sayegh	125.000	125.000
106. Talal Ali Mohammad Khouri	125.000	125.000
107. jasim Mubarak Masoud Jasim Al Dhahiri	125.000	125.000
108. Mohammad Daeen Mahasoon Al Hamili	125.000	125.000
109. Dr Taher Musabbah Al Kindi Al Marar	125.000	125.000
110. Mohammad Butti Salem Al Qubaeisi	125.000	125.000
111. Abdulla Saif Ali Salim Al Nueimi	125.000	125.000
112. Mohammad Rashid Khalaf Al Otaiba	125.000	125.000
113. Mohammad Butti Khalifa Mohammad Al Mazrouei	125.000	125.000
114. Musabbah Salem Musabbah Al Muhairi	125.000	125.000
115. Matar Hamdan Sultan Hamad Al Aameri	125.000	125.000
116. Mohammad Muhanna Butti Hazim Al Qubeisi	125.000	125.000
117. Faris Suhail Ali Al Yabhouni Al Dhahiri	125.000	125.000
118. Khali'a Mohammad Mousa Al Qubeisi	125.000	125.000
119. Dahi Al Mas Mohammad Al Suweidi	125.000	125.000

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120. Mohammad Salem Saleh Al Minhali	125.000	125.000
121. Sultan Hilal Dari Yaser Al Qubeisi	125.000	125.000
122. Mohammad Daer Darwish Al Marar	125.000	125.000
123. Abdulla Sultan Abdulla Al Oais	125.000	125.000
124. Saeed Eid Saeed Al Ghafli	125.000	125.000
125. Mohammad Abdulla Mohammad Saleh Al Suweidi	125.000	125.000
126. Walid Saad Allah Walid Al Muhairi	125.000	125.000
127. Sultan Mohammad Ahmad Khalaf Al Otaaiba	125.000	125.000
128. Khalid Abdulla Mohammad Abdulla Al Mas	125.000	125.000
129. Abdul Hamid Mohammad Saeed Al Ahmadi	125.000	125.000
130. Abdul Aziz Abdulla Salem Al Zaabi	125.000	125.000
131. Eisa Khalifa Ahmad Saif Al Suweidi	125.000	125.000
132. Humaid Darwish Ahmad Saif Al Kutbi	125.000	125.000
133. Ahmad Saif Ali Al Dabaa Al Darmaki	125.000	125.000
134. Sultan Ahmad Khalfan Al Ghaith Al Murri	125.000	125.000
135. Mohammad Saeed Salem Kubeish Bin Hmoud	125.000	125.000
136. Mohammad Hilal Ghanim Hilal Al Muhairi	125.000	125.000
137. Khalaf Abdul Rahman Abdulla Al Rumaithi	125.000	125.000
138. Dr Hanif Hassan Ali Al Qasimi	125.000	125.000
139. Suleiman Mousa Al Jasem	125.000	125.000
140. Adel Abdul Hameed Ibrahim Al Housani	125.000	125.000
141. Mubarak Saad Mohammad Al Ahbabi	125.000	125.000
142. Tayeb Aman Ulla Mohammad Zaman Abdul Rahman	125.000	125.000
Kamali		
143. Ali Hamad Ali Al Zaabi	125.000	125.000

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144. Abdul Jalil Abdul Rahman Mohammad Al Blouki	125.000	125.000
145. Alshaiba Saeed Abdul Hadi Al Hamili	125.000	125.000
146. Mohammad Badr Rawas Al Rashidi	125.000	125.000
147. Ahmad Abdul Hameed Abdulla Al Khazraji	125.000	125.000
148. Saeed Atiq Sultan Zayed AlFalahi	125.000	125.000
149. Taj Eddin Ahmad Mustafa Al Qadi	125.000	125.000
150. Mohammad Khalfan Al Qamzi	125.000	125.000
151. Abdul Aziz Ahmad Rahma Mohammad Al Muhairi	125.000	125.000
152. Mohammad Jbarah Hassan Al Marar	125.000	125.000
153. Saeed Mubarak Rashid Saeed Al hajiri	125.000	125.000
154. hamad Salem Kardous Obaid Al aamiri	125.000	125.000
155. Salem Lafi Obaid Al Muhairi	125.000	125.000
156. Obaid Al Saghir Khalaf Al Qubeisi	125.000	125.000
157. Saeed Khalfan Khamis Al Omairi	125.000	125.000
158. Sultan Ahmad sultan Al Hamili	125.000	125.000
159. Alenco Emirates Group	125.000	125.000
160. Atiq Matar hassan Al Qubeisi	125.000	125.000
161. Mahmoud Mahfouth Mophammad Al Juneibi	125.000	125.000
162. Ahmad Hilal Murshid Al Hamili	125.000	125.000
163. Khalid Abdulla Jumaa Al Qubeisi	125.000	125.000
164. Ali Zaal Saeed Bu Khreis Al Mansouri	125.000	125.000
165. Saeed Ahmad Saeed Ali Al Shihi	125.000	125.000
166. Saif Abdulla Suleiman Saif Al Khaili	125.000	125.000
167. Salem Sultan Ali Al bayhouni Al Dhahiri	125.000	125.000
168. Ahmad Khalifa Khalaf Al Mazrouei	125.000	125.000
169. Ahmad Mohammad Salem Masoud Al Dhahiri	125.000	125.000

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170. Mohammad Omair Yousef Al Muhairi	125.000	125.000
171. Eisa Hamad Mohammad Abu Shihab alSuweidi	125.000	125.000
172. Abdulla Hamid Ali Al Mazrouei	125.000	125.000
173. Husain Ali Mohammad Al Sayegh	125.000	125.000
174. Khalfan Saeed Jumaaa Al Kaabi	125.000	125.000
175. Mashwi Yaed Bayat Al Qubeisi	125.000	125.000
176. Hamad Suhail Mubarak Al Kutbi	125.000	125.000
177. Khalifa Yousef Abdulla Khiouri	125.000	125.000
178. Salah Salem Omair Al Shamsi	125.000	125.000
179. Ali Rashid Musabbah Al Dhahiri	125.000	125.000
180. Salem Rashid Mohammad Al Niadi	125.000	125.000
181. Shafiqa Eidha Mubarak Al Aamiri	100.000	100.000
182. Fatima Obaid Khalifa Al Jaber Al Murri	100.000	100.000
183. Dr Rawda Abdulla Ahmad Al Mutawea	100.000	100.000
184. Raid Hamad Khamis Al Shiriani	100.000	100.000
185. Salwa Saleh Saad Abdulla Al Shibani	100.000	100.000
186. Hissa Ahmad Abdulla Al Khaldi	100.000	100.000
187. Hamda Jaber Rashid Al hamili	100.000	100.000
188. Sultan Manaa Abdulla Abdulla Al Muhairi	50.000	50.000
189. Salem Aamir Salem Al Ashkhari	50.000	50.000

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Articles of Association

Public Joint Stock Company

Chapter One

Establishment of the Company

Article (1)

1-1 The share holders have established a public joint stock company according to the federal law No(8) of 1984 R : Trading companies as amended , law No (10) of 1980 Re : UAE Central Bank , Monetary System and Organization of Banking , UAE Central Bank board resolutions in respect of the financing companies and the provisions of the articles and memorandum of association .

Article (2)

2-1 Name of the company shall be "Finance House" (hereinafter referred to as the "Company").

Article (3)

3-1 The registered office and domicile of the company shall situate in Abu Dhabi city - emirate of Abu Dhabi . The board may establish branches , offices or agencies therefore in the United Arab Emirates or abroad after obtaining the Central Bank and the other appropriate government authorities .

Article (4)

4-1 Duration of the Company shall be one hundred years (100) starting from date of issue of the decision of minister of economy and commerce for declaration of establishment , automatically renewable thereafter for similar consecutive periods unless a resolution is passed by the extraordinary general assembly for termination of the company .

Article (5)

5-1 Objectives of the company :

5-1-1 Practice of all financing activities and business permitted according to the Central Bank rules and regulations applied from time to time .



- 5-1-2 Establishment of evidentiary credits and issue of letters of guarantee.
- 5-1-3 Sharing or participation in establishment of general companies and enterprises , or those investing in the above mentioned activities and companies , without prejudice to the Central Bank rules and regulations applicable from time to time .
- 5-1-4 Management of the above mentioned activities and enterprises .
- 5-1-5 Practice of any business or activity or any thing which in the opinion of the board is connected or belonging to any one of the objectives of the company , or which might directly or indirectly support or increase the profitability of the company , its properties or assets and supports the company and the share holders interests , without prejudice to the Central Bank rules and regulations applicable from time to time .
- 5-1-6 The company may have an interest or participate in any way with other entities or companies practising similar business or which might help in achievement of its objectives inside and outside the United Arab Emirates , and it may buy up such entities or companies or attach them without prejudice to the Central Bank rules and regulations applicable from time to time .
- 5-1-7 The objectives and authorities of the Company provided for in the above paras shall be construed in an unlimited way and widest meaning . The company may achieve its purposes and practise its authorities in the United Arab Emirates and other places all the world over , and may as well expand , change or amend them in any way from time to time under a resolution of the extraordinary general assembly according to the rules and regulations issued by the Central Bank and the Trading Companies law .



Chapter Two

Capital

Article (6)

6-1 Capital of the company shall be DH 200.000.000/= (two hundred million Dirhams) divided into 200.000.000 shares (two hundred million) each of DH 1/= (one Dirham) in value , all cash and fully paid .

6-2 The whole nominal value of share shall be paid cash on subscription .

Article (7)

7-1 All shares are nominal , and shares held by UAE citizens shall always be not less than 100% of the total capital paid , unless it is held by other than UAE citizens according to provision of clause (7-2) of this article . The expression "UAE citizen" shall be restricted to the natural persons enjoying UAE citizenship , companies and establishments of UAE fully owned by natural persons enjoying UAE nationality , federal government departments and establishments , any emirate or any department or establishment thereof or the compnies fully owned by any emirate .

7-2 As an exception from clause 7-1 above , a number of shares not exceeding twenty percent (20%) of the total paid up capital may be sold or disposed to a natural individual not enjoying the UAE citizenship , or to a company or establishment promoted outside UAE or a company promoted inside UAE whose shares are held by persons not enjoying UAE citizenship , provided that :

7-2-1 Such sale or disposal - as the board deems fit - aims to consolidate the financial and technical capabilities of the company or to enhance the opportunities of investment of its assets or business or to increase its profits.

7-2-2 Such sale or disposal shall not be in violation of clause (17-2-2) of this memorandum of association , and

7-2-3 Board of directors shall in advance approve such sale or disposal under a resolution in writing . Such approval may be in the form of a resolution in



writing determining general principles to be applied by the company management or the stock market with which the company shall be enrolled, without need each time to refer to the board to obtain the approval for such sale or disposal .

Article (8)

8-1 The founders signing to these articles have contributed to 90.000.000 shares of one Dirham each , and totally amounting to DH 90.000.000 (ninety million Dirhams) as shown in the annexed schedule , and the remaining shares shall be floated for public contribution by natural persons enjoying the UAE citizenship , companies or legal establishments fully owned by UAE citizens or by the public establishments or entities owned by the federal government or any member emirate of the UAE .

Article (9)

9-1 Full value of a contributed share shall be paid on application for contribution by the times ad according to the procedures announced in the contribution publication . Amounts paid shall be entered in the shares documents , and any provisional certificate not properly marked with full payment of the shares value shall be null and void .

Article (10)

10-1 Share deeds or provisional certificates shall be abstracted from a counterfoil book, and shall be given serial numbers to be signed by two members of the board of directors and sealed by the common seal of the company .

10-2 Each share certificate shall include the date of decision passed for establishment of the company , date of announcement of establishment , date of publication of establishment in the official gazette , value of capital and number of shares it is divided , registered office and duration of the company .

Article (11)

11-1 The board of directors shall hand over to each shareholder within three months



from date of issue of the decision for establishment of the company share certificates , standing instead of the shares held . The board of directors shall hand over the share deeds within six months from date of registration of the company in the commercial register .

Article (12)

12-1 The company shall as nearest as possible insert its shares in one or more stock market licensed in UAE . The board of directors may insert them in a stock market abroad . In case of insertion of the company shares inside or outside UAE stock markets the company shall comply with the laws and regulations of such markets , including the laws and regulations of issue , registration , handling and transfer of shares and the ensuing rights , without need for amendment of this memorandum in case of inconsistency thereof with such laws and regulations .

Article (13)

13-1 Shareholders shall not be liable for any liabilities or loss of the company except within the amount if any remaining unpaid of their shares . Their liability may not be increased except under their unanimous agreement .

Article (14)

14-1 Holding of a share entails acceptance by the shareholder of the memorandum of association and the resolutions of the general assembly . The shareholder may not request refundment of his payment to the company for hs shares .

Article (15)

15-1 The share shall not be divisible .

Article (16)

16-1 Each share shall entitle the holder thereof to a share equivalent to others share without distinction in the company assets on liquidation , and in the dividends to be distributed as shown hereunder , nor in attendance of the general assembly meetings and voting on its resolutions .



17-1 With due respect to the ruling of this memorandum , the company shares may be sold , mortgaged , disposed or dealt within any way according to this memorandum and the regulations laid down by the board of directors . Any one of such transactions shall , including ownership and the ensuing rights , be entered in a special register to be called " Shares Register " after the board receives a notice in writing by the transferor and transferee to this effect , provided the transferor shall pay the registration fees imposed from time to time by the company under a resolution of the board of directors . The board of directors may demand authentication of the signature of both parties . No assignmnet shall be valid unless the requirements of this memorandum shall be complied with . On insertion of the company shares in any licensed stock market , registration of any such transactions shall be according to the sale , purchase , clearance , settlements and registration regulations of such market as long as the company is enrolled therewith .

17-2 No assignment , disposal or mortgage of shares may in no way be registered if :

17-2-1 Such assignment or disposal be in violation to this memorandum , or

17-2-2 The assignee , the person disposed to or mortgagee is or shall be an owner -due to such transaction- directly or indirectly of more than 5% (five percent) of the paid up capital , with the exception of Abu Dhabi Investment Company and National Investor Company .

17-3 With due respect to the ruling of paras (7-1) and 17-2) hereof , in case of death of a natural shareholder his heir shall be sole person approved by the company to have the rights of ownership or an interest in the deceased's shares , and he shall have the right to the dividends and other privileges which were to the deceased , and shall after being registered by the company have , according to this memorandum , the same rights as a shareholder as those enjoyed by the deceased in respect of such shares . The deceased's heritage shall not be exempted from any commitment related to the shares owned at time of death .

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17-4 Any person who shall acquire any shares of the company due to death or bankruptcy of any shareholder or under an attachment order issued by the court of jurisdiction shall within thirty days :

17-4-1 submit the evidence on such right to the board of directors , and

17-4-2 opt - with due respect to para (17-2) hereof to be registered as a shareholder or nominate a person to be registered as a shareholder in respect of such shares .

17-5 The company shall have the right to demand authentication of the signature of both parties on any document related to any transaction in the company shares , and demand proof of their legal competence . The assigner shall remain a shareholder until the assignee is duly registered in the Shares Register kept under this memorandum . Two members of the board of directors shall sign the certificates proving registering of the shares in the Shares Register , provided this shall not prejudice the rules of registration of transfer of shares in practice by the stock market wherein the company shall be enrolled .

17-6 Any shareholder shall have the right to receive a duplicate of the company shares owned thereby in case of loss or destruction of the original copy , provided loss shall be published on his own account once in two dailies issued in Arabic in UAE , provided further that such advertisement shall include the number of the lost or destructed deeds . In case no objection is received by the company after thirty (30) days from date of last advertisement , such shareholder shall have the right to obtain a duplicate certificate , to be marked as a "Duplicate" of the lost or destructed certificate. Such duplicate shall be issued according to the conditions on payment of the reasonable costs of issue sustained by the company as decided by the board . Such duplicate shall be grant the concerned shareholder all rights and entail all liabilities on the lost or destructed certificate .

المترجم القانوني / محمد أحمد بركات - معتمد باللغتين العربية والانجليزية

شماره ٨١٣ - ٩٢٦٨١٢٦ - فاكس ٩٢٦٨١٢٦ - ص ب ٨١٣ - أبوظبي - الإمارات العربية المتحدة
Hamdan Str. - Opp. Hamdan Center - Tel : (02) 6268126 - Fax : (02) 6261826 - P.O. Box : 813, Abu Dhabi - United Arab Emirates



Article (18)

18-1 Shareholder's heirs or creditors under no plea may demand sealing of the company registers or properties , nor demand division or sale thereof as a whole, nor interfere in any way in the management of the company , and they shall on using their rights rely on the inventories of the company , its final accounts and the resolutions of the general assembly .

Article (19)

19-1 The company shall pay the dividends due for the shares to the last owner registered in the Shares Register on the date of meeting of the general assembly , which has resolved distribution of dividends , and he shall solely have the right in the amounts due for the share , whether they be dividends or a share in the company assets .

Article (20)

20-1 With due respect to the ruling of article (200) of the federal law No (8) of 1984 Re: Trading Companies as amended , the capital of the company may be increased by issue of new shares of the same nominal value of the original shares , and as well may be decreased after obtaining the approval of Ministry of Economy and Commerce and UAE Central Bank .

20-2 No new shares may be issued with a value less than the nominal value , and if issued with more value the difference shall be added to the legal reserve even if it exceeds half of the capital .

20-3 Increase or decrease of the capital shall be made under a resolution of the extraordinary general assembly under a proposal of the board of directors in both cases and after hearing the auditors report in case of any reduction , provided in any case of increase the amount , rate of issue and the older shareholders right of priority to contribute in such increase shall be shown , and in case of reduction the amount of reduction and method of implementation shall be shown .



Chapter Three

Finance deeds and documents

Article (21)

21-1 With due respect to the regulations , controls and ruling provided for in the resolution of the UAE central Bank board No 58/3/96 as amended , and the other relevant resolutions issued or to be issued by the Central Bank , the company may under a resolution by the board , issue shares , deeds , deposit certificates, or any other deeds or documents or stocks for achievement of the objectives of the company as a company specialized in finance business , otherwise the company shall on issue of loan deeds comply with the rules provided for in articles (179) , (180) , (181) and (183) of federal law No (8) of 1984 Re: Trading companies as amended .

Chapter Four

Board of Directors

Article (22)

22-1 The company shall be managed by a board of directors consisting of seven members to be elected by the ordinary general assembly by secret voting , and in all cases all members of the board shall be UAE citizens .

22-2 As an exception of the above method of appointment , the founders have appointed the following persons as members of the first board board of directors:

1. Mr Mohammad Abdulla Jumaa Al Qubeisi	Chairman
2. Mr Ahmad Obaid Al Mazrouei	Vice chairman
3. Mr Khalid Abdulla Mohammad Al Mas	member
4. Mr Humaid Abdulla Rashid Al Shamsi	member
5. Mr Abdulla Ali Ibrahim Al Saadi	member
6. Mr. Salem Mohammad Bin Salem Al Dhahiri	member
7. Mr Saeed Omair Bin Yousef	member



The above mentioned members shall be appointed for three (3) years starting from date of issue of Minister of Economy and Commerce decision on declaration of establishment of the company .

Article (23)

23-1 Each member of the board shall assume office for three (3) years , by the end of which the board will be reformed and the members whose tenure has expired may be reappointed .

23-2 The board may appoint members in the offices which become vacant during the year , provided such appointment hall be presented before the ordinary general assembly in its first meeting after deciding to appoint them or appointment of other than them . If the vacant offices during the year reach three members or more the board shall invite the general assembly to convene within three months maximum from date of vacancy of the last office to select the persons to fill the vacant offices , and in all cases the new member shall complete the tenure of his predecessor and such new member may be reelected .

Article (24)

24-1 The board shall elect from within its members a chairman and vice chairman in the first meeting held after election . The vice chairman shall stand instead of the chairman on his absence or occurrence of an impediment thereto .

Article (25)

25-1 The board of directors may appoint from within its members one or more managing directors . The board shall specify his competence and remunerations . The board may as well form from within its members one or more committees and grant some of its competence or vest in it the observation of progress of work of the company and implementation of the board resolutions .

Article (26)

26-1 The board of directors shall have all authorities to manage the company , carry



out all business and acts on behalf of the company as permitted to the company to do , and practise all authorities required for achievement of its objectives . Such authorities and powers shall not be restricted except as provided for in the federal law No (8) of 1980 Re : Trading Companies as amended , federal law No (10) of 1980 Re : Central Bank , Monetary System and Organization of Banking as amended , the resolutions of the UAE Central Bank board decisions in respect of financing companies , the memorandum and articles of association or the resolutions of the general assembly . The board shall expressly be authorized for the purposes of article (103) of federal law No (8) of 1980 Re : Trading Companies as amended to make the financing agreements for a period not exceeding three (3) years , give facilities , invest in the fields specified in its objectives specified under article (5) hereof , pledge the company funds and assets, release the debtors from liabilities , make compromise or approve arbitration .

26-2 With due respect to the ruling of federal law No (8) of 1980 Re : Trading Companies as amended and federal law No (10) of 1980 Re : Central Bank , Monetary System and Organization of Banking as amended and the UAE Central Bank board decisions in respect of financing companies , the board may not dispose the assets of the company or change the nature of its activities if such disposal or change might affect the company's capability to practise its activities in the same way and same degree as prior to such disposal or change , unless such disposal or change has been authorized by the general assembly with the majority provided for under article (141) of federal law No (8) of 1980 Re : Trading Companies as amended .

26-3 The board of directors shall lay down the regulations related to the administrative and financial affairs ,the employees affairs and their financial entitlements , as well as a special regulation to organize its business , meetings , allocation of competence and responsibilities to its members .



Article (27)

27-1 Right of signature on behalf of the company including representation thereof before the courts of different grades and types and appointment of lawyers and experts required for defending the company interests shall be held by the chairman or his deputy or any member of the board or any other employee of the company authorized by the board for this purpose , within the resolutions of the board.

Article (28)

28-1 The board of directors shall convene at the head office of the company or any other place approved by the board whenever it becomes necessary to convene under an invitation by the chairman or his deputy in case of his absence or under the request of two members of the board ,and in all cases the board shall convene four (4) times a year at least .

Article (29)

29-1 The board meeting shall not be valid except if attended by the majority of its members , and the member of the board may depute another member to vote , and in such case such member shall have two votes . A member of the board may not represent more than one member .

29-2 The board of directors resolutions shall be issued by majority of the members and representatives present . If votes are equal , the side of the chairman or his deputy shall prevail . No voting by correspondence shall be permitted .

29-3 A special register shall be set to enter the minutes of the board meetings , and it shall be signed the members present and the secretary . The objecting member may enter his point f view in the minutes .

29-4 Any member of the board having an interest in any transaction or issue presented to the board for discussion and approval shall notify the board off such benefit , which should be entered in the minutes of meeting . Such member may not vote for the resolution on such transaction or issue .



Article (30)

30-1 If any member of the board shall be absent for three consecutive meetings without an acceptable excuse he shall be deemed to have resigned .

30-2 Office of a member of the board shall become vacant, and a resolution for removal thereof shall be passed by the board in any of the following cases :

30-2-1 If he dies or sustains any impediment of competence or becomes disabled in any way as to perform his duties as a member of the board , or

30-2-2 If he is convicted for any crime of honor or trust , or

30-2-3 If he declares bankruptcy or stops payment of his commercial debts , even if this is associated to declaration of bankruptcy , or

30-2-4 If he resigns from office by a notice in writing sent to the company , or

30-2-5 A resolution is passed by the general assembly for removal thereof .

30-2-6 If his membership is in violation to the ruling of article (98)_ of the trading companies law or the provisions of federal law No (10) of 1980 Re: Central Bank , Monetary System and Organization of Banking as amended and the resolutions of the UAE Central Bank board decisions in respect of financing companies .

30-3 If the office of a member of the board shall become vacant, for any reason provided above , he may not be renominated for membership of the board before lapse of four years as of date of issue of such resolution .

Article (31)

31-1 The board of directors may appoint a director or several directors or authorized attorneys and specify their authorities , conditions of service , salaries and benefits.

Article (32)

32-1 With due respect to article (33) hereof , no member of the board shall be personally responsible for the company liabilities resulting from their performance of duties as members of the board , in as much as they do not exceed the limits of their powers .

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Article (33)

33-1 The chairman and members of the board shall be responsible to the company , the shareholders and third parties for all acts of fraudulence and misuse of the powers granted to them and for any violation to the federal law No (8) of 1980 Re : Trading Companies as amended , federal law No (10) of 1980 Re : Central Bank , Monetary System and Organization of Banking as amended , the resolutions of the UAE Central Bank board decisions in respect of financing companies, any other law or this memorandum , and they shall be responsible for any mismanagement .

Article (34)

The remuneration of members of the board shall be a percentage of the net annual profits as provided for in article (58) hereof , and the company may pay additional expenses , fees or benefits or a monthly salary as determined by the board for any member in case such member works in any committee or exerts special efforts or performs additional works in service of the company besides his ordinary duties as a member of the board .

Chapter Five

General Assembly

Article (35)

35-1 The general assembly properly formed shall represent all shareholders , and may not convene except in Abu Dhabi city .

Article (36)

36-1 Each shareholder shall have the right to attend the general assembly and shall have a number of votes equivalent to the number of his shares .

36-2 The shareholder may depute any other person other than a member of the board of directors to attend the meetings of the general assembly . Deputation shall be



valid only under a power of attorney in writing duly authenticated or attested in case the deputy is other than a shareholder . In all cases the number of shares held by the deputy in such capacity shall not exceed five percent (5%) of the capital , with the exception of the share holding bodies corporeal , and the deficient competence or those lacking competence shall be represented by their legal representatives .

Article (37)

37-1 Invitation shall be made to shareholders to attend the meetings of the general assembly by advertisement in two dailies issued in Arabic in the United Arab Emirates , twenty one days minimum ahead of the meeting . The invitation shall include the agenda of such meeting , and a copy of the invitation papers shall be submitted to the Ministry and the appropriate authority .

Article (38)

38-1 The founders shall lay down the agenda of the constitutional general assembly , and the board of directors shall lay down the agenda of the ordinary and extraordinary general assembly , and in all cases where the general assembly is permitted to convene under request of the shareholders , auditors or Ministry of Economy and Commerce the agenda shall be laid down by the party requesting such meeting of the assembly .

Article (39)

39-1 Shareholders desiring to attend the meetings of the ordinary and extraordinary general assembly shall register their names by the electronic register to be arranged by the management at the place of meeting a sufficient time before convening such meeting . The register shall include the name of shareholder or his deputy , number of shares he holds , number of shares he represents and the names of the holders thereof and submit the power of attorney . The shareholder or deputy shall be given a card to attend the meeting wherein the number of votes he is entitled to in principle or as attorney shall be entered . A printed



abstract of such register of the shares represented in the meeting and percentage of attendance shall be extracted to be annexed to the minutes of meeting of the general assembly after being signed by the meeting secretary , the chairman and the auditor of the company .

39-2 Registration for attendance of the meetings of the ordinary and extraordinary general assembly shall be closed (45) forty five minutes after the time specified in the invitation for the meeting . Thereafter the chairman shall announce plenary or un plenary corum of the meeting . Thereafter no registration of any shareholder or his deputy shall be allowed to attend such meeting , nor his vote or opinion shall be considered in respect of the matters tabulated in such meeting

Article (40)

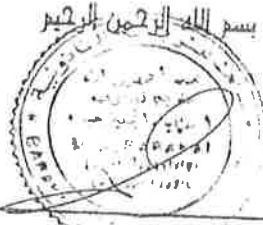
40-1 Dealing in the company shares shall stop , and registration of transfer of shares shall be entered in the Shares register during the period of twenty four hours (24) before the meeting of the general assembly (whether ordinary or extraordinary) shall not be allowed , and this shall continue until the meeting is concluded .

Article (41)

41-1 With due respect to paragraph (39-2) hereof , the federal law No (8) of 1980 Re : Trading Companies as amended shall apply to the corum to be available for validity of the convention of the general assembly in its different capacities , and the majority required for adoption of resolutions .

Article (42)

42-1 The general assembly shall be chaired by the chairman of the board of directors , and on his absence it shall be chaired by the vice chairman or the member of the board deputed by the board for this purpose , and the chairman shall appoint the secretary and two collectors for sorting of the votes , provided the general assembly shall approve their appointment .



42-2 The company shall write down the minutes of the general assembly , and the attendance in books to be kept for this purpose and signed by the relevant chairman of meeting , the secretary , vote collectors and auditors , and the signatories on the minutes shall be responsible for correctness of the data included therein .

Article (43)

43-1 Voting at the general assembly shall be according to the method specified by the chairman , unless the general assembly decides another way of voting . Voting shall be confidential if it relates to election , removal or accountability of the members of the board of directors .

Article (44)

44-1 Any one entitled to attend the general assembly may not vote for himself or for the person he represents in the matters related to a private matter for himself or for the person he represents or for a difference between him or the person he represents and the company .

Article (45)

45-1 The founders shall within thirty days from date of closure of contribution invite the shareholders to convene a constitutional meeting at the place and time specified in the notice of invitation to discuss all procedures of establishment , verify validity thereof , consistency with the law , appoint the auditors and fix their remuneration and announce establishment of the company finally .

Article (46)

46-1 The board of directors may invite the ordinary general assembly whenever it deems it fit , at the place and time it specifies . The general assembly shall meet once a year at least under the invitation of the board of directors within the four months following end of the financial year , at the place and time specified in the notice of invitation .

46-2 The annual general assembly shall meet to discuss and study the board of



directors report on the activities of the company and its financial position , and to discuss and study the auditors' report , approve the balance sheet and statement of profits and loss , to approve the rules of distribution of profits , elect the members of the board of directors when necessary , appoint the auditors and fix their remuneration , release the members of the board of directors and the auditors from responsibility or file a case of responsibility against them as the case may be .

Article (47)

47-1 The board of directors shall invite the ordinary general assembly to meet whenever it is requested to do so by the auditors or ten (10) shareholders holding (30%) thirty percent minimum of the capital. The invitation should in both cases be made within fifteen days from submission of such application, provided the meeting shall be held within (45) forty five days maximum from date of submission of such application .

Article (48)

48-1 The ordinary general assembly shall meet at the invitation of the board of directors at the place and time as specified in the notice of invitation if so requested by shareholders holding (40%) forty percent minimum of the capital , and in such case the board shall make the invitation for meeting within fifteen days from date of submission of the application , provided the meeting shall be held within (45) forty five days maximum from date of submission of such application .

Article (49)

49-1 With due respect to the the federal law No (8) of 1980 Re : Trading Companies as amended , federal law No (10) of 1980 Re : Central Bank , Monetary System and Organization of Banking as amended , the resolutions of the UAE Central Bank board decisions in respect of financing companies , and with the exception of increase of the shareholders' liabilities , for which approval of all



shareholders is required , amendment of the main objectives of the company or shifting the head office of the company to a foreign country , the ordinary general assembly may amend the articles of association whatever the rules thereof may be , including increase or decrease of the capital , extension or shortening the duration of the company , merging of the company in another one or sale thereof. The subject of amendment should have been decided in the invitation for meeting .

Article (50)

50-1 With due respect to the ruling of article (129) of federal law No (8) of 1980 Re: Trading Companies as amended , the general assembly may not discuss other than the issues provided in the agenda enclosed with the invitation , yet the general assembly may discuss the dangerous matters disclosed during the meeting .

Article (51)

51-1 The resolutions of the general assembly passed according to the federal law No (8) of 1980 Re : Trading Companies as amended , federal law No (10) of 1980 Re : Central Bank , Monetary System and Organization of Banking as amended , the resolutions of the UAE Central Bank board decisions in respect of financing companies and this memorandum shall be binding on all shareholders including the absent shareholders and the dissenters .

Chapter Six

Auditors

Article (52)

52-1 The company shall have one or more auditors to be appointed by the general assembly for one year renewable and shall fix his remuneration . The auditor shall examine the financial year accounts for the year he is appointed for , provided the auditor shall not be appointed for more than five consecutive years.



Article (53)

53-1 The auditor shall have the powers and responsibilities provided for in the federal law No (8) of 1980 Re : Trading Companies as amended , federal law No (10) of 1980 Re : Central Bank , Monetary System and Organization of Banking as amended , the resolutions of the UAE Central Bank board decisions in respect of financing companies , and he shall particularly have the right of access always to check the company books , registers and documents etc , and request the clarifications he deems necessary for performance of his duties . He may also verify the assets and liabilities of the company . If he could not use such powers he should report this to the board of directors , and if the board of directors shall not enable the auditor to use such powers the auditor shall submit a copy of the report to Ministry of Economy and Commerce and the appropriate authority and shall present it to the general assembly .

Article (54)

- 54-1 The auditor shall submit to the general assembly a report including the data provided for in article (150) of federal law No (8) of 1980 Re : Trading Companies as amended , and shall attend the meeting of the general assembly and give his opinion on everything related to his duties , particularly the balance sheet of the company .
- 54-2 The auditor shall be responsible for validity of the data included in his report , being an attorney of the whole shareholders ,and each shareholder may during the meeting of the general assembly discuss the auditor's report and request any clarification for its contents .
- 54-3 The auditor shall be entitled to receive all notices and other correspondence related to any general assembly for which any shareholder is entitled to receive .



Chapter Seven
Company Finance
Article (55)

55-1 The board of directors shall keep regular accounting books duly to give a proper and fair picture of the company business and show its transactions . Such books shall be kept according to the acknowledged accounting principles in practice internationally . No shareholder may examine such accounting books except under an authorization by the board of directors .

55-2 The financial year of the company shall start from the first of January and end on the 31st of December each year , with the exception of the first year which shall start from date of registration in the commercial register and end on the 31st of December of the next year .

Article (56)

56-1 The board of directors shall prepare each financial year on month minimum before the ordinary general assembly meeting the balance sheet and profit and loss statement . The board shall also prepare a report on the activities of the company during the financial year and its financial position by the end of the same year and the method it proposes for distribution of the net profits .

Article (57)

57-1 The board of directors may deduct from the gross annual profits of the company such percentage of depreciation of the company assets it decides or the compensation for devaluation thereof . such funds shall be disposed under the resolution of the board of directors , and may not be distributed to the shareholders .

Article (58)

The net annual profits of the company shall be distributed after deduction of all overheads and other costs .



- 58-1 Ten percent (10%) of net profits shall be deducted and allocated to the legal reserve . Such deduction shall cease when the total os such reserve shall reach fifty percent (50%) of the paid up capital , and if it decreases deduction shall be resumed .
- 58-2 The general assembly may under proposal of the board of directors deduct ten percent (10%) maximum to form a regular reserve . Such deduction may be ceased under a resolution of the ordinary general assembly under proposal of the board of directors .
- 58-3 An amount shall be allocated for distribution to the shareholders as an initial share of profits to be fixed by the ordinary general assembly under a proposal by the board of directors provided that the total of such amount shall not exceed five percent (5%) of the value of paid up shares , however if the net profits of the year shall not permit in any given year distribution of such share , it may not be claimed from the profits of the next years .
- 58-4 After the above mentioned , a percentage of ten percent (10%) of the remaining amount shall be allocated for remuneration of the board of directors , which remuneration shall be determined by the general assembly each year .
- 58-5 The remaining profits or part thereof shall be distributed to the shareholders as an additional share of profits , or it shall be posted to the next year or allocated to the extraordinary regular reserve as decided by the board of directors .

Article (59)

- 59-1 The reserve funds shall be disposed under proposal of the board of directors for the aspects which might realize the interests of the company . The legal reserve may not be distributed to the shareholders , but the amount in excess of half of the paid up capital to ensure distribution of no more than five percent (5%) of the paid up capital to the shareholders in the years where it is not permit distribution of such percentage . The reserve may not be used for other than the purposes it appertains except under a resolution by the ordinary general assembly .



Article (60)

60-1 Without prejudice to the ruling of article (194) of the federal law No (8) of 1980 Re : Trading Companies as amended , the dividends shall be paid to the shareholders at the place and dates fixed by the board of directors .

Chapter Eight

Disputes

Article (61)

61-1 No resolution of the general assembly shall extinguish a case of civil responsibility against the members of the board of directors due to their faults in practice of their capacities . If the cause of responsibility has been placed before the general assembly under a report by the board of directors or the auditor and approved by the assembly , the case of responsibility shall lapse after one year from convention of the assembly .

61-1 However if the act ascribed to the members of the board of directors constitutes a crime , the case of responsibility shall not lapse except by lapse of the general case .

Article (62)

62-1 The company shall within the limits of its assets be responsible for compensation of any member of the board of directors or any manager thereof for any responsibility he might sustain (with the exception of the criminal responsibility) as a result of performance of his duties or connected thereto , provided that such person has done it with bona fide , as a result of his reasonable belief that what he has done is for the interest of the company or at least does not contradict with the company interests , noting that such person shall not entitled to any compensation for any claim or issue he is proved to be responsible therefore under a decision by a court of jurisdiction .

62-2 The company shall pay and be responsible to reimburse all expenses , fees and costs sustained by such person in relation to any claim , case or legal



proceedings etc , which he was obliged to pay and he shall be entitled to be compensated therefore as aforesaid (including but not limited to those resulting from criminal cases ending in his innocence or extinguishment of charge against him)

Chapter Ten

Dissolution and liquidation of the company

Article (63)

63-1 The company shall be dissolved for any one of the following causes :

63-1-1 Expiry of the duration of the company unless renewed according to the ruling hereof .

63-1-2 End of the purpose for which the company is established .

6-1-3 Passing of a resolution by the extraordinary general assembly to terminate the company .

6-1-4 Merging of the company with another company .

Article (64)

64-1 If the loss of the company reaches at least half of the capital , the board of directors shall invite the extraordinary general assembly to consider continuation or dissolution of the company . Any resolution to dissolve the company before the term specified under article (4) hereof shall not be valid unless if passed by the necessary majority provided for under article (141) of the federal law No (8) of 1980 Re : Trading Companies as amended .

Article (65)

65-1 On expiry or dissolution of the company before the fixed term , the general assembly shall under request of the board of directors specify the method of liquidation , appoint one or more liquidators and specify their powers . The board of directors powers shall cease by appointment of the liquidators ,but the powers of the general assembly shall remain throughout the period of liquidation until the liquidators are released .



Chapter Eleven

Conclusive Provisions

Article (66)

66-1 Ruling of the the federal law No (8) of 1980 Re : Trading Companies as amended , federal law No (10) of 1980 Re : Central Bank , Monetary System and Organization of Banking as amended , the resolutions of the UAE Central Bank board decisions in respect of financing companies shall apply where no specific provision is made herein .

Article (67)

67-1 The company shall on being inserted in a licensed stock market in UAE replace the register of shares , provisional certificates of shares , share deeds and transfer of shareholding system currently used with an electronic system for transfer , registration and keeping of shares according to the system used by such market . The data included in such electronic system shall be final and binding , and may not be challenged or required to be transferred or changed except according to the provisions of law No (4) of 2000 RE : Emirates Market for stocks and commodities and the regulations and decisions passed thereunder or implementing thereto .

Article (68)

68-1 Unless the context so requires , the effectiveness of any article hereof shall not be restricted by any other article or any deduction thereof . If any article or any part thereof shall be considered illegal or ineffective this shall not prejudice the validity of the other articles or the proper part of the relevant article in any way.

Article (69)

69-1 This memorandum shall be deposited and published according to the law .



GULF OFFICE SERVICES BUREAU

مكتب الخليج للخدمات المكتبية

FINANCE HOUSE - PJSC

P.O. Box: 7878

Abu Dhabi

United Arab Emirates



AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF

"Finance House"

PJSC

"The Company"

Whereas on Wednesday, March 12, 2008 and based on the following documents:

- 1- Resolution of the Extraordinary General Meeting held on 22/2/2006 to amend some of the provisions in the Memorandum and the Articles of Association.
- 2- H.E. Minister of Economy Resolution No. 193/2006 dated 6/5/2006 approving the amendments resolved by the Extraordinary General Meeting on 22/2/2006.
- 3- Finance House PJSC Board of Directors Resolution No. 29/2008 held on 6/2/2008 approving the conversion of the convertible instruments into shares as of 10/2/2008.
- 4- U.A.E. Central Bank approval of the proposed amendments on 6/1/2008 reference No. 13/38/2008.

أشهد أنا الموقع على هذا المستند، بصفتي مترجماً قانونياً مرخصاً ومحللاً من قبل وزارة العدل، بأن الترجمة المرفقة صحيحة ومطابقة للنص الأصلي.
I, the signatory to this document, as legal translator duly licensed and sworn by the Ministry of Justice, do hereby certify that the enclosed translation is correct and identical to the original text.



- 5- H.E. Minister of Economy Resolution No. 94/2008 dated 21/2/2008 approving the amendment of Article (6) of the Memorandum and Articles of Association.

As the Chairman of the Board of Directors has been authorized to sign on all the documents and instruments before all local and federal official authorities and the notary public for the proposed amendments and the company articles of association, the articles of association of Finance House PJSC have been amended as follows:

The Memorandum of Association has been amended by the replacement of Article (6) in the Memorandum of Association with the following text:

"The company capital has been specified as Dhs. 220,000,000/- (AED Two Hundred Twenty Million only) divided into 220,000,000 (Two Hundred Twenty Million) shares. Nominal value of each share if Dhs. 1/- fully paid and all are cash shares".

This amendment has been executed on March 12, 2008.

/ Signed & Stamped /

Moh'd Abulla Jumaa Al Qubaisi
Chairman of the Board

First Witness : / Signed /

Second Witness : / Signed /

Attestations:

- Notary Public, Judiciary Department, Abu Dhabi Court of First Instance, Emirates of Abu Dhabi.



FINANCE HOUSE - PJSC

P.O. Box: 7878

Abu Dhabi

United Arab Emirates



AMENDMENT TO THE ARTICLES OF ASSOCIATION OF

"Finance House"

PJSC

"The Company"

Whereas on Wednesday, March 12, 2008 and based on the following documents:

- 1- Resolution of the Extraordinary General Meeting held on 22/2/2006 to amend some of the provisions in the Memorandum and the Articles of Association.
- 2- H.E. Minister of Economy Resolution No. 193/2006 dated 6/5/2006 approving the amendments resolved by the Extraordinary General Meeting on 22/2/2006.
- 3- Finance House PJSC Board of Directors Resolution No. 29/2008 held on 6/2/2008 approving the conversion of the convertible instruments into shares as of 10/2/2008.
- 4- U.A.E. Central Bank approval of the proposed amendments on 6/1/2008 reference No. 13/38/2008.
- 5- H.E. Minister of Economy Resolution No. 94/2008 dated 21/2/2008 approving the amendment of Article (6) of the Memorandum and Articles of Association.

أشهد أنا الموقع على هذا المستند، بصفتي مترجماً قانونياً مرخصاً ومحققاً من قبل وزارة العدل، بأن الترجمة المرفقة صحيحة ومطابقة للنص الأصلي.
I, the signatory to this document, as legal translator duly licensed and sworn by the Ministry of Justice, do hereby certify that the enclosed translation is correct and identical to the original text.



As the Chairman of the Board of Directors has been authorized to sign on all the documents and instruments before all local and federal official authorities and the notary public for the proposed amendments and the company articles of association, the articles of association of Finance House PJSC have been amended as follows:

First: Article (6) of the Articles of Association is replaced by the following:

"The company capital has been specified as Dhs. 220,000,000/- (AED Two Hundred Twenty Million only) divided into 220,000,000 (Two Hundred Twenty Million) shares, nominal value of each share if Dhs. 1/- fully paid and all are cash shares".

Second: Paragraph (17/2) of the Articles of Association has been amended as follows:

"No assignment, disposal of or mortgage in any way of the company shares may be registered if such assignment or disposal is in breach of these Articles of Association".

Third: Paragraph (29/1) of the Articles of Association has been amended as follows:

"The meeting of the board of directors shall only be valid in the presence of the majority of its members. The board member may delegate any other board member for voting and in this case such member shall have two votes. The board member may not represent more than one member.

The board member shall be deemed present if he is personally present through telephone conferencing or any other visual medium such as telephone video".

Fourth: Article (29/2) of the Articles of Association has been amended as follows:



"The Board of Director Resolutions shall be passed by the majority of votes of the present members and representatives. Upon tie, the Chairman or his deputy shall have casting vote. Voting by correspondence is not allowed.

The written resolution of the board of directors which is signed by all the board members shall be deemed valid and effective and as a resolution passed at a board of directors meeting duly convoked and held".

Fifth: Paragraph (29/3) of the Articles of Association has been amended as follows:

"A special register shall be prepared to include all the minutes of the board meetings which shall be signed by the members who attended the meeting and the session secretary. Opposing member may note down his opinion in the minutes of the meeting."

Accordingly, this amendment has been organized and duly signed at the date here above first.

/ Signed & Stamped /

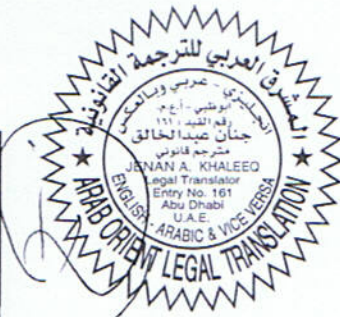
Moh'd Abulla Jumaa Al Qubaisi
Chairman of the Board

First Witness : / Signed /

Second Witness : / Signed /

Attestations:

- Notary Public, Judiciary Department, Abu Dhabi Court of First Instance, Emirates of Abu Dhabi.



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Amendment To Memorandum of Association of Finance House P.J.S.C

تعديل لعقد تأسيس

"دار التمويل"

شركة مساهمة عامة

This Amendment is made on this day
Wednesday corresponding to
24/11/2010;

تحرر التعديل المائل في يوم الأربعاء الموافق
٢٤/١١/٢٠١٠،

In pursuance of the following
documents:

وبالاستناد إلى المستندات التالية:

1. The resolution of the Ordinary General Meeting held on 28/2/2010 which resolved to amend certain provisions of the Memorandum and the Articles of Association.

١- قرار الجمعية العمومية العادية المنعقدة بتاريخ ٢٨/٢/٢٠١٠ التي قررت تعديل بعض أحكام عقد التأسيس والنظام الأساسي.

2. The resolution by H.H. Minister of Economy No. 305 of 2010 dated 20/6/2010 approving the amendments resolved by the Ordinary General Meeting held on 28/2/2010.

٢- قرار معالي وزير الاقتصاد رقم ٣٠٥ لسنة ٢٠١٠ بتاريخ ٢٠/٦/٢٠١٠ والقاضي بالموافقة على التعديلات التي أقرتها الجمعية العمومية العادية بتاريخ ٢٨/٢/٢٠١٠

3. The UAE Central Bank's approval on the amendments

٣- موافقة المصرف المركزي لدولة الإمارات العربية المتحدة على التعديلات المقترحة





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تلفون : ٠٢ - ٦٢٦٣٦٣٠

فاكس : ٠٢ - ٦٢٦١٦١٣

proposed on 20/4/2010, ref:
13/850/2010.

بتاريخ ٢٠١٠/٤/٢٠ الإشارة رقم
٢٠١٠/٨٥٠/١٣

4. The Memorandum of Association
notarized under number
4786/2004 dated 12/7/2004 as
altered by the amendment
notarized under number
4532/2008 dated 17/3/2008.

٤- عقد التأسيس المصدق لدى الكاتب العدل
تحت رقم ٢٠٠٤/٤٧٨٦ بتاريخ
٢٠٠٤/٧/١٢ والمعدل بموجب التعديل
المصدق لدى الكاتب العدل تحت رقم
٢٠٠٨/٤٥٣٢ بتاريخ ٢٠٠٨/٣/١٧.

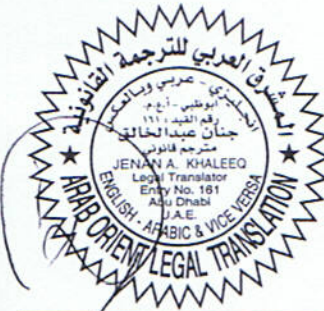
And whereas the Board Chairman has
been authorized to sign all documents
and instruments before all local and
federal official authorities and the
Notary public with respect of the
proposed amendments or the Articles of
Association of the Company.

وبما أنه قد تم تفويض رئيس مجلس الإدارة
بالتوقيع على جميع الوثائق والمستندات أمام
جميع الجهات الرسمية المحلية والاتحادية
والكاتب العدل على التعديلات المقترحة أو
النظام الأساسي للشركة.

**Now therefore; the Memorandum of
Association has been amended by
replacing the provision of Article (6)
of the said Memorandum with the
following provision:**

**فقد تم تعديل عقد التأسيس باستبدال نص المادة
السادسة من عقد التأسيس بالنص التالي:**





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The capital of the Company has been fixed in an amount of AED 275.000.000 (AED Two Hundred Seventy Five Millions only) divided into (275.000.000) shares of a nominal value of AED 1 (One) each. All shares shall be cash and paid in full.

All other clauses shall remain unchanged.

In witness whereof, this Amendment has been executed and signed on the date mentioned herein above.

Mohamed Abdullah Jumaa Al Qubaissi
Board Chairman

حدد رأسمال الشركة بمبلغ (٢٧٥,٠٠٠,٠٠٠) مائتان وخمسة وسبعين مليون درهماً موزع على (٢٧٥,٠٠٠,٠٠٠) حصة بقيمة اسمية قدرها (١) درهم واحد للحصة الواحدة، وجميعها حصص نقدية مدفوعة بالكامل.

وتبقى البنود الأخرى دون تعديل.

وعليه ، نظم هذا التعديل ووقع في التاريخ الوارد أعلاه.

محمد عبدالله جمعة القبيسي

رئيس مجلس الإدارة





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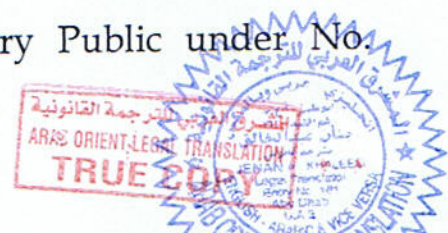
Finance House PJSC

Amendment to the Articles of Association of "Finance House" Public Joint Stock Company

On this Wednesday 24.11.2010,

Based on the following documents:

1. Resolution of the Ordinary General Assembly held on 28.02.2010 for amendment of some provisions of the Memorandum of Association and Articles of Association,
2. Decree of H.H. Minister of Economy No. 305/2010 dated 20.06.2010 approving the amendments adopted by the Ordinary General Assembly on 28.02.2010,
3. Approval of the CBUAE on the proposed amendments dated 20.04.2010 ref. 13/850/2010,
4. The Articles of Association attested by the Notary Public under No. 4786/2004 dated 12.07.2004 amended by the amendment attested by the Notary Public under No. 4531/2008 dated 17.03.2008,





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Since the Chairman of the Board is authorized to sign on all documents with all local and federal official authorities and Notary Public in connection with the proposed amendments or the Articles of Association of the Company,

The Articles of Association of "Finance House PJSC" as follows:
Capital of the Company is AED275.000.000 (two hundred seventy five million dirham divided into 275.000.000 shares; one (1) dirham each and all are fully paid cash shares.

Other terms shall remain as they are without any amendment.

Therefore, this amendment is organized and signed on the above date.

Mohamed Abdullah Jumaa Al Qubaisi
Chairman
(Signed & Sealed)

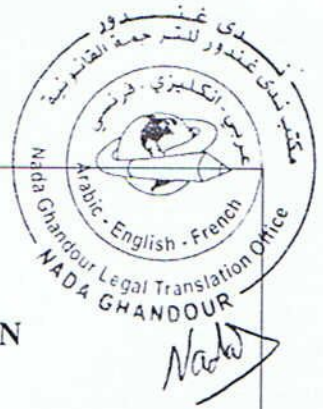
Attested By:
- Notary Public





Nada Ghandour
Legal Translation Office

مكتب ندى غندور
للترجمة القانونية



**AMENDMENT TO THE MEMORANDUM OF ASSOCIATION
OF "FINANCE HOUSE"
PUBLIC JOINT STOCK COMPANY**

On this Monday, January 30, 2012, and pursuant to the following documents:

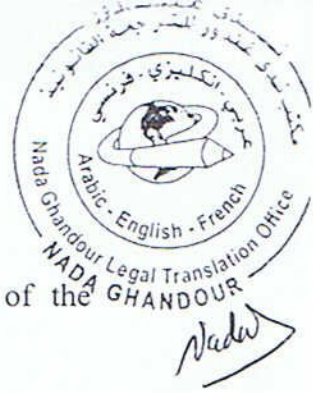
1. Resolution of the Extraordinary General Assembly held on March 21, 2011, deciding to amend some provisions of the Memorandum and Articles of Association of Insurance House PJSC (hereinafter referred to as the "Company");
2. The Decision of H.E. the Minister of Economy no. 171/2011, dated April 11, 2011, approving the amendments decided by the Ordinary General Assembly of the Company on March 21, 2011;
3. The approval of the UAE Central Bank to the amendments proposed under reference no. 13/377/2011, dated March 07, 2011;
4. The Memorandum of Association notarized in the Emirate of Abu Dhabi under no. 4786/2004, and dated July 12, 2004, as amended; and

Whereas the Chairman of the Company Mr. Mohamed Abdullah Jumaa Al-Qubaissi, UAE national, and holding passport no. A2595398, has been authorized pursuant to the Minutes of Meeting of the Company's Ordinary General Assembly held on March 21, 2011, notarized in the Emirate of Abu Dhabi vide Minutes of Authentication no. 1105003944, dated April 11, 2011, to sign on all deeds and documents before all local and federal official authorities and before the Notary Public regarding the

3723-C

أنا الموقع على هذا المستند، أشهد بصفتي مترجماً قانونياً مرخصاً ومُحلفاً من قبل وزارة العدل، بأن الترجمة المرفقة صحيحة ومطابقة للنص الأصلي. I, the signatory to this document, do hereby certify, in my capacity as legal translator duly licensed and sworn by the Ministry of Justice, that the enclosed translation is correct and identical to the original text.

خلف حمدان سنتر - ص ب ٤٧٤٧٨ - هاتف : ١٣٤٠٥٤٤ / ١٣٤٠٥١١ - فاكس : ١٣٤٠٥٩٩ - أبوظبي - إ.ع.م
Behind Hamdan Center - P.O. Box 47478 - Tel.: 6340544/6340511 - Fax: 6340599 - Abu Dhabi - U.A.E.



amendments proposed to the Memorandum and Articles of Association of the Company;

Therefore,

The Memorandum of Association of the Company has been amended as follows:

1. The text of Article (6) of the Company's Memorandum of Association is amended to read as follows:

"The capital of the Company is fixed at AED 302,500,000 (UAE Dirhams Three Hundred Two Million Five Hundred Thousand), divided into 302,500,000 (Three Hundred Two Million Five Hundred Thousand) shares with a nominal value of AED 1 (UAE Dirham One) for each share, all of which are cash and fully paid up shares".

In Witness whereof, this amendment was drafted and signed on the above mentioned date

**/Signed by Mohamed Abdullah Jumaa Al-Qubaissi/
Chairman of the Board**

/Seal of Finance House PJSC/

/Signed by First Witness Ahmed Fadhel Mohamed Ali/

/Signed by Second Witness Zayed Eid Hassouna/

Authenticated by:

- Notary Public, Judicial Department, Emirate of Abu Dhabi, under Authentication no. 1203001890, dated February 16, 2012

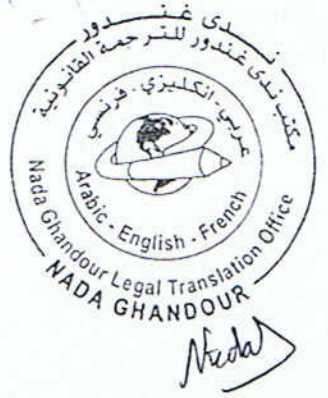


دار التمويل
FINANCE HOUSE
P.J.S.C - ٤٤٤٤

تعديل لعقد تأسيس

"دار التمويل"

شركة مساهمة عامة



أنه في يوم الاثنين الموافق في ٣٠ يناير ٢٠١٢

وبالاستناد إلى المستندات التالية:

١. قرار الجمعية العمومية العادية المنعقدة بتاريخ ٢٠١١/٣/٢١ التي قررت تعديل بعض أحكام عقد التأسيس والنظام الأساسي لدار التمويل ش.م.ع (يشار إليها فيما بعد بـ "الشركة").

٢. قرار معالي وزير الاقتصاد رقم ٢٠١١/١٧١ تاريخ ٢٠١١/٤/١١ والقاضي بالموافقة على التعديلات التي أقرتها الجمعية العمومية العادية للشركة بتاريخ ٢٠١١/٣/٢١.

٣. موافقة المصرف المركزي لدولة الإمارات العربية المتحدة على التعديلات المقترحة بتاريخ ٢٠١١/٣/٧ الإشارة رقم ٢٠١١/٣٧٧/١٣.

٤. عقد تأسيس الشركة المصدق لدى الكاتب العدل في إمارة أبو ظبي تحت رقم ٢٠٠٤/٤٧٨٦ تاريخ ٢٠٠٤/٧/١٢ وتعديلاته.

وبما أنه قد تم تفويض رئيس مجلس إدارة الشركة السيد محمد عبدالله جمعة القبيسي، (إماراتي الجنسية حامل جواز سفر رقم ٢٥٩٥٣٩٨٤، بموجب محضر اجتماع الجمعية العمومية العادية للشركة المنعقدة بتاريخ ٢٠١١/٣/٢١ والمصدق لدى الكاتب العدل في إمارة أبو ظبي بموجب محضر تصديق رقم ١١٠٥٠٠٣٩٤٤ تاريخ ٢٠١١/٤/١١، بالتوقيع على جميع الوثائق والمستندات أمام جميع الجهات الرسمية المحلية والاتحادية والكاتب العدل على التعديلات المقترحة على عقد التأسيس و النظام الأساسي للشركة.





دار التمويل
FINANCE HOUSE
PJSC - ع.م.ش.م



بناءً عليه،

فقد تم تعديل عقد تأسيس الشركة على الوجه التالي:

يعدل نص المادة ٦ من عقد تأسيس الشركة ليصبح على النحو التالي:

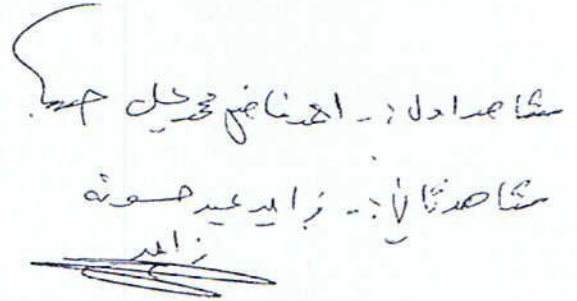
"حدد رأسمال الشركة بمبلغ (٣٠٢,٥٠٠,٠٠٠) ثلاثمائة وأثنى مليون وخمسمائة ألف درهم موزع على (٣٠٢,٥٠٠,٠٠٠) ثلاثمائة وأثنى مليون وخمسمائة ألف سهم بقيمة اسمية مقدارها (١) درهم واحد لكل سهم وجميعها أسهم نقدية مدفوعة بالكامل".



محمد عبدالله جمعة القبيسي
رئيس مجلس الإدارة



وعليه، نظم هذا التعديل ووقع في التاريخ الوارد أعلاه.


شاهدنا: نادر الحج
شاهدنا: زايد عيسى

Emirates Of Abu Dhabi
Judicial Department



إمارة أبوظبي
دائرة القضاء

محضر تصديق رقم 1203001890

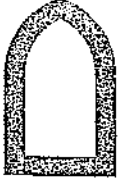
إته في يوم الخميس الموافق 2012/02/16 م

حضر لدي أنا / سيف رشيد الكاتب العدل
محمد عبدالله جمعة القبيسي

وبعد استيفاء الإجراءات المقررة وسداد الرسم وقدره 10000 درهم بموجب الإيصال رقم 831204001814، قمت بالتصديق







دار التمويل
FINANCE HOUSE
P.J.S.C - ٤٥٧٨

تعديل لعقد تأسيس
"دار التمويل" ش.م.ع
شركة مساهمة عامة

أنه في يوم الخميس الموافق في ٢٧ مايو ٢٠١٥:

وبالاستناد إلى المستندات التالية:

١. قرار الجمعية العمومية العادية المنعقدة بتاريخ ٢٠١٥/٣/١٦ التي قررت تعديل بعض أحكام عقد التأسيس والنظام الأساسي.
٢. قرار معالي وزير الاقتصاد رقم ٢٠١٥/٢٨١ تاريخ ٢٠١٥/٥/١٠ والقاضي بالموافقة على التعديلات التي أقرتها الجمعية العمومية العادية بتاريخ ٢٠١٥/٣/١٦.
٣. موافقة المصرف المركزي لدولة الإمارات العربية المتحدة على التعديلات المقترحة بتاريخ ١٤/٤/٢٠١٥ رقم ٢٠١٥/٥٤٨/١٣.
٤. موافقة هيئة الأوراق المالية والسلع في دولة الإمارات العربية المتحدة تاريخ ١٣/٥/٢٠١٥ رقم ٢٠١٥/٥٤٢/خ/١١.
٥. عقد تأسيس الشركة المصدق لدى الكاتب العدل في إمارة أبو ظبي تحت رقم ٢٠٠٤/٤٧٨٦ تاريخ ١٢/٧/٢٠٠٤ وتعديلاته.

وبما أنه قد تم تفويض رئيس مجلس الإدارة السيد محمد عبدالله جمعة القبيسي، إماراتي الجنسية حامل بطاقة هوية رقم (٢-١٣٠٩٥٢٧-١٩٦٤-٧٨٤)، بموجب محضر اجتماع الجمعية العمومية العادية للشركة المنعقدة بتاريخ ٢٠١٥/٣/١٦ والمصدق لدى الكاتب العدل في إمارة أبو ظبي بموجب محضر تصديق رقم (١٥٠٣٠٠٦١٣٨) تاريخ ٢٠١٥/٥/٢٧، بالتوقيع على جميع الوثائق والمستندات أمام جميع الجهات الرسمية المحلية والاتحادية والكاتب العدل على التعديلات المقترحة على عقد التأسيس و النظام الأساسي للشركة.

٢/١
دار التمويل ش.م.ع: ص.ب. ٧٨٧٨، فاكس: ٩٧١ (٢)؛ هاتف: ٩٩٩ ٦٢١٩ (٢)؛ فاكس: ٩٩٩ ٦١٩٤ (٢)؛ ٩٧١
Finance House P.J.S.C; P.O. Box 7878, Abu Dhabi, U.A.E; Tel: 999 6219 (2) Fax: 999 6194 (2)
Public Joint Stock Company and the share capital is AED 302.5 million إماراتي



Handwritten signature.



دار التمويل
FINANCE HOUSE
P.J.S.C - 899

بناءً عليه،

فقد تم تعديل عقد تأسيس الشركة على الوجه التالي:

يعدل نص المادة ٦ من عقد تأسيس الشركة ليصبح على النحو التالي:

"حدد رأس مال الشركة بمبلغ ٣١٠,٠٤٩,٩٦١ (ثلاثمائة وعشرة ملايين وتسعة وأربعون ألف وتسعمائة وواحد وستون درهماً) موزع على ٣١٠,٠٤٩,٩٦١ سهم (ثلاثمائة وعشرة ملايين وتسعة وأربعون ألف وتسعمائة وواحد وستون سهم) بقيمة اسمية قدرها درهم واحد (١) لكل سهم، وجميعها أسهم نقدية مدفوعة بالكامل".

وعليه، نظم هذا التعديل ووقع في التاريخ الوارد أعلاه.

محمد عبدالله جمعة القبيسي

رئيس مجلس الإدارة

0496578

جائزة القسط
JUDICIAL DEPARTMENT



محضر تصديق رقم 1503006549

إله في يوم الاثنين الموافق 2015/06/08 م

حضر لدي أنا/ عرافة الشريف الكلب العدل

محمد عبدالله جمعة القبيسي

وبعد استيفاء الإجراءات المقررة وسداد الرسم وقدره 20000 درهم

بموجب الإيصال رقم 6537، قمت بالتصديق.



دار التمويل ش.م.ع؛ ص.ب. ٧٨٧٨، أبوظبي، ا.ع.م؛ هاتف: ٩٩٩ ٦٢١٩ (٢) ٩٧١؛ فاكس: ٩٩٩ ٦١٩٤ (٢) ٩٧١

Finance House P.J.S.C; P.O. Box 7878, Abu Dhabi, U.A.E; Tel: 971 (2) 6219 999; Fax: 971 (2) 6194 999

شركة مساهمة عامة برأس مال وقدره ٣٠٢,٥ مليون درهم إماراتي Public Joint Stock Company and the share capital is AED 302.5 million



دار التمويل
FINANCE HOUSE
ش.م.ع. - P.J.S.C.

تعديل النظام الأساسي لـ "دار التمويل" ش.م.ع

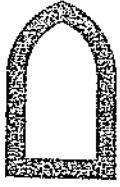
أنه في يوم الخميس الموافق في ٢٨ مايو ٢٠١٥:

وبالاستناد إلى المستندات التالية:

١. قرار الجمعية العمومية العادية المنعقدة بتاريخ ٢٠١٥/٣/١٦ التي قررت تعديل بعض أحكام عقد التأسيس والنظام الأساسي.
٢. قرار معالي وزير الاقتصاد رقم ٢٠١٥/٢٨١ تاريخ ٢٠١٥/٥/١٠ والقاضي بالموافقة على التعديلات التي أقرتها الجمعية العمومية العادية بتاريخ ٢٠١٥/٣/١٦.
٣. موافقة المصرف المركزي لدولة الإمارات العربية المتحدة على التعديلات المقترحة بتاريخ ٢٠١٥/٤/١٤ رقم ٢٠١٥/٥٤٨/١٣.
٤. موافقة هيئة الأوراق المالية والسلع في دولة الإمارات العربية المتحدة تاريخ ٢٠١٥/٥/١٣ رقم ٢٠١٥/٥٤٢/خ/١١.
٥. النظام الأساسي للشركة المصدق لدى الكاتب العدل في إمارة أبو ظبي تحت رقم ٢٠٠٤/٤٧٨٦ تاريخ ٢٠٠٤/٧/١٢ وتعديلاته.

وبما أنه قد تم تفويض رئيس مجلس الإدارة السيد محمد عبدالله جمعة القبيسي، إماراتي الجنسية حامل بطاقة هوية رقم (٢-١٣٠٩٥٢٧-١٩٦٤-٧٨٤)، بموجب محضر اجتماع الجمعية العمومية العادية للشركة المنعقدة بتاريخ ٢٠١٥/٣/١٦ والمصدق لدى الكاتب العدل في إمارة أبو ظبي بموجب محضر تصديق رقم (١٥٠٣٠٠٦١٣٨) تاريخ ٢٠١٥/٥/٢٧، بالتوقيع على جميع الوثائق والمستندات أمام جميع الجهات الرسمية المحلية والاتحادية والكاتب العدل على التعديلات المقترحة على عقد التأسيس و النظام الأساسي للشركة.





دار التمويل
FINANCE HOUSE
ش.م.ع. - P.J.S.C.

بناءً عليه،

فقد تم تعديل النظام الأساسي للشركة على الوجه التالي:

"حدد رأس مال الشركة بمبلغ ٣١٠,٠٤٩,٩٦١ (ثلاثمائة وعشرة ملايين وتسعة وأربعون ألف وتسعمائة وواحد وستون درهماً) موزع على ٣١٠,٠٤٩,٩٦١ سهم (ثلاثمائة وعشرة ملايين وتسعة وأربعون ألف وتسعمائة وواحد وستون سهم) بقيمة اسمية قدرها درهم واحد (١) لكل سهم، وجميعها أسهم نقدية مدفوعة بالكامل".

وعليه، نظم هذا التعديل ووقع في التاريخ الوارد أعلاه.

رئيس مجلس الإدارة
محمد عبدالله جمعة القبيسي

0496582

دائرة القضاء
JUDICIAL DEPARTMENT



مختصر تصديق رقم 1503006551

إنه في يوم الاثنين الموافق 2015/06/08 م

حضر لدي أنا/ عواطف الشريف الكاتب العدل

محمد عبدالله جمعة القبيسي

وبعد استيفاء الإجراءات المقررة وسداد الرسم وقدره 20000 درهم

يتموجب الإصدار رقم 6534، قمت بالتصديق



٧/٢

دار التمويل ش.م.ع: ص.ب ٧٨٧٨، أبوظبي، ا.ع.م: هاتف: ١٩٩٩٩

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شركة مساهمة عامة برأس مال وقدره ٢٠٢,٥ مليون درهم إماراتي
Public Joint Stock Company and the share capital is AED 302.5 million