

Proposed amendments to the Articles of Association of SHUAA Capital PSC

Article/Clause Number	Article text before amendment	Article text after amendment
Article (1) In Section One	<p>Definition of "related parties":</p> <p>The Chairman and members of the Board of Directors of the company, members of the company's senior executive management and its employees, and companies in which any of these contribute not less than 30% of its capital, as well as subsidiary, sister, or affiliated companies.</p>	<p>Definition of "related parties":</p> <ol style="list-style-type: none"> 1. The Chairman and members of the company's Board of Directors and their relatives. 2. Members of senior executive management and their relatives. 3. Company employees. 4. Companies in which any of those referred to in the above items hold not less than 30% of its capital. 5. The parent company or the subsidiary, sister or affiliated companies of the Company. 6. Major shareholders in the company (anyone who owns 5% or more of the company's shares or voting rights). 7. Chairman and members of the Board of Directors of the company's parent, subsidiary, sister or affiliated companies. 8. Companies in which any of the Chairman or members of the company's board of directors or members of the company's senior executive management is a member of its board of directors or is a senior executive.

<p>Clause (3), Article (17), Section (4): Company's Board</p>	<p>Considering the regulations issued by the Authority, the Board of Directors shall consist of executive, non-executive and independent members, provided that at least one third of the Board of Directors members shall be independent non-executive members who must have practical experience and technical skills for the benefit of the company.</p>	<p>Considering the regulations issued by the Authority, women must be represented by no less than one member in the composition of the Board of Directors. The Board of Directors consists of executive, non-executive and independent members, provided that at least one third of the Board of Directors members must be independent non-executive members who must have practical experience and technical skills that benefit the company. In all cases, when selecting non-executive members of the company, it must be considered that such member is able to allocate sufficient time and attention to his membership and that this membership does not represent a conflict with his other interests.</p>
<p>Clause(2), Article(19), Section(4): Company's Board</p>	<p>An acknowledgment of his commitment to the provisions of the Commercial Companies Law, the decisions implementing it, and the company's bylaws, and that he will exercise the care of a prudent person in performing his work.</p>	<p>A written acknowledgment of his acceptance of the candidacy and his commitment to the provisions of the Commercial Companies Law, the decisions implementing it, and the company's bylaws, and that he will exercise the care of a diligent person in performing his work.</p>
<p>Adding a new clause No. (6) of Article (19) in Section (4): Company's Board</p>	<p>A criminal status certificate issued or certified by one of the official authorities in the United Arab Emirates or outside it if the candidate resides outside the country, provided that it is authenticated in accordance with the procedures followed in the country.</p>	

<p>Paragraphs (A) and (D) of Clause (5), Article (24), Section (4): Company's Board</p>	<p>A. The approval of the members of the Board of Directors by majority that the situation that requires issuing the decision by passing is an emergency.</p> <p>D. The decision to pass is not considered a meeting, and therefore the minimum number of Board of Directors meetings specified in the bylaws must be adhered to.</p>	<p>A. The approval of all members of the Board of Directors that the situation that requires issuing the decision by passing is an emergency.</p> <p>D. The results of the decision to pass must be immediately disclosed on the financial market website and the company's website upon its issuance in accordance with the established disclosure requirements.</p>
<p>Clauses (3) and (4), Article (30), Section (4): Company's Board</p>	<p>3. In the event that the company concludes deals with related parties, the Chairman of the Board of Directors must provide the Authority with a statement containing data and information about the related party, the details of the deal, the nature and extent of the interest of the related party in the deal, and any data, information or documents requested by the Authority, along with Written confirmation that the terms of the deal with the related party are fair, reasonable, and in the interest of the company's shareholders.</p> <p>4. Considering the provisions of the Companies Law and the decisions issued by the Authority, deals that fall within the nature of the company's work and do not give the member of the Board of Directors preferential terms are not considered deals with related parties and do not constitute a conflict of interest. However, the member of the Board of Directors - the party to the deal - must Disclose it to the Board of Directors, and the remaining members of the Board of Directors present may consider whether it is appropriate for the member party to the deal to participate in discussing the item related to it at the Board of Directors meeting.</p>	<p>3. If the company concludes deals with related parties, the Chairman of the Company's Board of Directors must provide the Authority and the Market with a statement containing data and information about the related party, the details of the transaction or deal, the nature and extent of the interest of the related party in the deal, and any data, information or documents it requests. The Authority, with written confirmation that the terms of the dealing or deal with the related party are fair and non-preferential, whether in value or terms, and in the interest of the company's shareholders. The annual governance report must also include all information and details related to those deals.</p> <p>4. Considering the provisions of the Companies Law and the decisions issued by the Authority, deals that fall within the nature of the company's work and do not give the member of the Board of Directors preferential terms are not considered deals with related parties and do not constitute a conflict of interest. However, the member of the Board of Directors - the party to the deal - must Disclose it to the Board of Directors, and the remaining members of the Board of Directors present may consider whether it is appropriate for the member party to the deal to participate in discussing the item related to it at the Board of Directors meeting, while disclosing this in the annual report submitted to the General Assembly.</p>

<p>Article (31), Section (4): Company's Board</p>	<p>The company may not conclude deals with related parties except with the approval of the Board of Directors for what does not exceed 5% of the company's capital, and with the approval of the company's general assembly for what exceeds that. Transactions whose value exceeds (5%) of the issued capital are evaluated by an evaluator approved by the Authority. The company's auditor must include in his report a statement of the conflict-of-interest deals and financial transactions that took place between the company and any of the related parties and the procedures that were taken in their regard.</p>	<p>1. The company may not conclude deals with related parties except with the approval of the Board of Directors for what does not exceed 5% of the company's capital, and with the approval of the company's general assembly for what exceeds that. Transactions whose value exceeds (5%) of the company's capital may only be concluded. After evaluating it in accordance with the controls set by the Authority, the relevant party concerned may not participate in the vote regarding the decision of the Board of Directors or the General Assembly issued regarding this deal, and it is also prohibited for him - if he is a member of the Board of Directors - to attend and discuss the item related to the deal in any Board of Directors meeting. The Council did not decide otherwise. In all cases, the deals concluded with related parties are disclosed in the report presented to the General Assembly. The company's auditor must include in his report a statement of the conflict-of-interest deals and financial transactions that took place between the company and any of the related parties and the procedures that were taken in their regard.</p> <p>2. The company's board of directors must verify that there is no conflict of interest between the evaluator of those deals and the related parties, whatever their type.</p>
<p>Article (35), Section (5): General Assembly</p>	<p>The properly constituted General Assembly represents all shareholders and may be held in any emirate within the country, and in a place determined by the Board of Directors. Shareholders may vote electronically in accordance with the mechanism used by the market and approved by the Authority.</p>	<p>The properly constituted General Assembly represents all shareholders and may be held in any emirate within the country, in a place determined by the Board of Directors, or by means of modern technology for remote attendance without personal attendance in accordance with the controls approved by the Authority. Shareholders may vote electronically in accordance with the mechanism used by the market and approved by the Authority.</p>

