

Al Seer Marine Supplies & Equipment Company PrJSC

Comparison table between Articles of Association current wording and required amendment

S.N	Article No.	Current wording:	Wording after the proposed amendment	Add a new article
1.	Article (2)	In these Articles of Association, the following terms shall have the meaning set opposite thereto below unless the context dictates otherwise:	In these Articles, the following terms shall have the meaning set opposite thereto below unless the context dictates otherwise:	
		"Affiliated Company" means a company that is engaged by virtue of a cooperation and coordination agreement with the Company;	"Affiliated Company" means a company that is engaged by virtue of a cooperation and coordination agreement with the Company;	
		"Articles" means these Articles of Association as may be amended from time to time;	"Articles" or AOA" means these Articles of Association as may be amended from time to time;	
		"Board Member/ Members" means any of the members of the Board of the	"Board Member/ Members" means any of the members of the Board of the Company,	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ

قطعة A-20-قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية, ابوظبي, الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرخصة: CN-1048760

	Company, including Chairman, Vice Chairman and Managing Director of the Company”;	including Chairman, Vice Chairman and Managing Director of the Company”;	
	“ Board ” means the Board of Directors of the Company consisting of the members elected pursuant to these Articles;	“ Board ” means the Board of Directors of the Company consisting of the members elected pursuant to these Articles;	
	“ Commercial Register ” means the Commercial Register of Companies maintained by the Competent Authority;	“ Commercial Register ” means the Commercial Register of Companies maintained by the Competent Authority;	
	“ Companies Law ” means the U.A.E. Federal Decree Law no. 32 of 2021 concerning Commercial Companies, as amended, substituted or wholly re-enacted by subsequent laws;	“ Companies Law ” means the U.A.E. Federal Decree Law no. 32 of 2021 concerning Commercial Companies, as amended, substituted or wholly re-enacted by subsequent laws;	
	“ Company ” means Al Seer Marine Supplies & Equipment Company P.J.S.C the private joint stock company regulated by these Articles;	“ Company ” means Al Seer Marine Supplies & Equipment Company P.J.S.C the private joint stock company regulated by these Articles;	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ

قطعة A-20-قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية, ابوظبي, الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرخصة: CN-1048760

	<p>“Competent Authority” means the Department of Economic Development or any other authority in charge of commercial companies’ regulation in the Emirate of Abu Dhabi;</p>	<p>“Competent Authority” means the Department of Economic Development or any other authority in charge of commercial companies’ regulation in the Emirate of Abu Dhabi;</p>	
	<p>“Concerned Parties” means the Chairman, members of the Board and members of the Executive Management of the Company and its employees, the companies in which any of such parties owns not less than (30%) of their share capital as well as subsidiaries, sister or affiliated companies;</p>	<p>“Cumulative Voting” means that each Shareholder shall have a number of votes that is equal to the number of Shares he/she/it holds in the Company, to be applied towards voting for only one nominee to the membership of the Board or distributed among selected nominees; provided, however, that in all cases the number of votes given to the selected nominees should not exceed the number of held votes;</p>	
	<p>“Cumulative Voting” means that each Shareholder shall have a number of votes that is equal to the number of</p>	<p>“Executive Management” means the executive management of the Company, including the General</p>	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ

قطعة A-20 قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية، ابوظبي، الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرخصة: CN-1048760

	Shares he/she/it holds in the Company, to be applied towards voting for only one nominee to the membership of the Board or distributed among selected nominees; provided, however, that in all cases the number of votes given to the selected nominees should not exceed the number of held votes;	Manager, Executive Manager, Chief Executive Officer, or Managing Director authorized by the Board members to manage the Company;	
	"Executive Management" means the executive management of the Company, including the General Manager, Executive Manager, Chief Executive Officer, or Managing Director authorized by the Board members to manage the Company;	"First-degree Relatives" means the father, mother, children, husband, father-in-law, mother-in-law and husband's children;	
	"First-degree Relatives" means the father, mother, children, husband, father-in-law, mother-in-law and husband's children;	"General Assembly" means a meeting of the Shareholders of the Company duly convened and held in accordance with	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ

قطعة A-20 قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية, ابوظبي, الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرقصة: CN-1048760

			the Companies Law and these Articles;	
		"General Assembly" means a meeting of the Shareholders of the Company duly convened and held in accordance with the Companies Law and these Articles;	"Governance" means a set of controls, standards and procedures that achieve institutional discipline in the management of the company in accordance with international standards and methods, by defining the responsibilities and duties of the members of the Board of Directors and the executive management of the company and taking into account the protection of the rights of shareholders and stakeholders.	
		"Independent Board Member" means a Board Member who was not, nor his/her spouse, or any of his/her first-degree relatives, a member of the Company's Executive Management during the last	"Independent Board Member" means a member who does not have any relationship with the company or any of its senior executive management, auditor, parent company, subsidiary, sister company or allied company that may lead	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ

قطعة A-20 قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية, ابوظبي, الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرخصة: CN-1048760

		<p>two years, and none of them had a relationship that has resulted in financial dealings with the Company, the Parent Company, or any of its Subsidiary, Sister or Allied Companies during the last two years, whenever such dealings exceed in total 5% of the Company's paid up capital or the sum of Five Million Dirhams or its equivalent in a foreign currency, whichever is less;</p>	<p>to a material or moral benefit that may affect his decisions;</p>	
		<p>However, a Board Member is not deemed independent anymore in any of the following events: (a) If the Board Member was employed by any of the Concerned Parties in the last two years; (b) If the Board Member is directly connected to a company carrying out consultancy activity or</p>	<p>However, a Board Member is not deemed independent anymore in any of the following events:</p>	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ

قطعة A-20-قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية, ابوظبي, الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرخصة: CN-1048760

		<p>providing advice to the Company or any of the Concerned Parties.</p> <p>(c) If the Board Member has a personal service contract with the Company, any of the Concerned Parties or employed as part of the Executive Management of the Company;</p> <p>(d) If the Board Member is directly connected to a non-profit organization receiving substantial funding from the Company or any of the Concerned Parties;</p> <p>(e) If the Board Member was during the last two years connected to, an employee of an external or previous auditor to the Company or a party connected thereto;</p> <p>(f) If the equity of the Board Member, his minor children or both reaches 10%</p>		
--	--	---	--	--

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ

قطعة A-20-قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية, ابوظبي, الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرخصة: CN-1048760

	or more in the capital of the Company;		
	"Ministry" means the Ministry of Economy;	If the member or any of his relatives up to the second degree works or has worked in the Executive Management of the Company or its Subsidiary, during the last two years preceding the date of his nomination for membership in the Board;	
	"Parent Company" means a company holding more than 50% of the Shares of the Company;	If the member or one of his relatives up to the second degree has a direct or indirect interest in the contracts and projects concluded with the Company or its subsidiaries during the last two years and these transactions, together, exceed a percentage of (5%) five percent of the company's paid-up capital or an amount of (5,000,000) five million Dirhams or its equivalent in foreign currency, whichever is less, unless the relationship is	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ.

قطعة A-20-قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية, ابوظبي, الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرقصة: CN-1048760

			part of the nature of the Company's work and without preferential conditions;	
		"Registrar" means the entity licensed by the Securities & Commodities Authority to organize the Share Register of Private Joint Stock Companies which is appointed from time to time to hold the Share Register of the Company;	If he works or has worked for the Company or its subsidiaries, during the last two years prior to the date of his appointment as a member of the Board;	
		"Share Register" means the register indicating the title of the Shareholders to the Company's Shares and the rights pertaining thereto;	If he works or was a partner in a company that performs consulting work for the Company or any of its parent, subsidiary, sister or Affiliated companies, during the last two years prior to the date of his appointment as member in the Board;	
		"Shareholder(s)" means the holder or holders for the time being of one or more Shares in the capital of the	If he has any personal services contracts with the Company or any of its parent, subsidiary, sister or Affiliated Companies, during the last two years prior	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ.

قطعة A-20-قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية, ابوظبي, الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرقصة: CN-1048760

	Company in accordance with the terms of these Articles;	to the date of his appointment as member in the Board;	
	"Shares" means the shares in the capital of the Company duly issued and held by the Shareholders or any of them;	If the member or one of his relatives up to the second degree is a partner or employee of the Company's auditor, or if he was, during the last two years prior to the date of his appointment as member of the Board, a partner or employee of the Company's auditors.	
	"Sister Company" means a company that is affiliate to the same group to which the Company is an affiliate;	If the equity of the Board Member, his minor children or both reaches 10% or more in the capital of the Company;	
	"Special Resolution" means such resolution issued by the majority of the votes of Shareholders that own no less than three quarters of the Shares represented in the meeting of the General Assembly of the Company;	If the independent member is elected or appointed in the formation of the company's Board for more than three consecutive terms.	
	"Stakeholders" means any person having interest in the	"Ministry" means the Ministry of Economy;	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ

قطعة A-20-قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية, ابوظبي, الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرقصة: CN-1048760

	Company, such as the Shareholders, staff, creditors, customers, suppliers and potential investors;		
	"Subsidiary Company" means a company in which at least 50% of the capital is held by the Company;	"Ministerial Resolution" means Ministerial Decision No. 137/2024 On the Regulation of the Registrar's Work, Controls of Private Joint Stock Companies and the Rules of Governance.	
	"U.A.E" means United Arab Emirates;	"Non-Executive Member of the Board" means a member who does not hold a position in the company and does not receive a salary therefrom. The remuneration he receives as a member of the Board of Directors shall not be considered a salary.	
	"U.A.E. Nationals" means any of the following: (i) an individual who is a citizen of the United Arab Emirates (holding a national	"Parent Company" means a company holding more than 50% of the Shares of the Company;	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ

قطعة A-20-قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية، ابوظبي، الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرخصة: CN-1048760

		<p>identity card issued by the Government of the United Arab Emirates);</p> <p>(ii) the Government of the United Arab Emirates or any Emirate of the United Arab Emirates or any subdivision thereof and any department, ministry, instrumentality or other body of any such Government; and</p> <p>(iii) a Company incorporated in the United Arab Emirates wherein all of the partners or shareholders are themselves nationals of the United Arab Emirates according to this definition.</p>		
			<p>“Registrar” means the entity licensed by the Securities & Commodities Authority to organize the Share Register of Private Joint Stock Companies which is appointed from time to</p>	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ.

قطعة A-20 قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية, ابوظبي, الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرخصة: CN-1048760

			time to hold the Share Register of the Company;	
			<p>"Relevant Parties" or "Relevant Party") means the Chairman, members of the Board and members of the Executive Management of the Company and its employees, the companies in which any of such parties owns not less than (30%) of their share capital as well as subsidiaries, sister or affiliated companies, major shareholders in the company (anyone who owns 5% or more of the company's shares or voting rights therein), the Chairman and members of the Board of the parent companies, subsidiaries, sister companies or affiliates of the company, and companies in which any of the Chairman or members of the Board of the company or members of its senior executive management is</p>	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ

قطعة A-20-قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية, ابوظبي, الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرخصة: CN-1048760

			a member of its Board or a senior executive therein;	
			"Share Register" means the register indicating the title of the Shareholders to the Company's Shares and the rights pertaining thereto;	
			"Shareholder(s)" means the holder or holders for the time being of one or more Shares in the capital of the Company in accordance with the terms of these Articles;	
			"Shares" means the shares in the capital of the Company duly issued and held by the Shareholders or any of them;	
			"Sister Company" means a company that is affiliate to the same group to which the Company is an affiliate;	
			"Special Resolution" means such resolution issued by the majority of the votes of Shareholders that own no less than three quarters of the	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ

قطعة A-20 قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية، أبوظبي، الإمارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرخصة: CN-1048760

			Shares represented in the meeting of the General Assembly of the Company;	
			"Stakeholders" means any person having interest in the Company, such as the Shareholders, staff, creditors, customers, suppliers and potential investors;	
			"Subsidiary Company" means a company in which at least 50% of the capital is held by the Company;	
			"Transactions" means the transactions, contracts or agreements concluded by the company that do not fall within its main activity, or that include preferential terms that the company does not usually grant to its customers, and any other transactions that the Ministry determines from time to time by decisions, instructions or circulars issued in this regard.	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ.

قطعة A-20 قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية، أبوظبي، الإمارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرخصة: CN-1048760

			“UAE” means United Arab Emirates;	
			“U.A.E. Nationals” means any of the following:	
			an individual who is a citizen of the United Arab Emirates (holding a national identity card issued by the Government of the United Arab Emirates);	
			the Government of the UAE or any Emirate of the UAE or any subdivision thereof and any department, ministry, instrumentality or other body of any such Government; and	
			any company to be incorporated in the UAE wherein all of the partners or shareholders are themselves nationals of the UAE according to this definition.	
2.	Addening Clause No. (17-2) for			17-2 The increase or reduction of the share capital is made in both cases pursuant to a Special Resolution of

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ

قطعة A-20 قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية, ابوظبي, الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرخصة: CN-1048760

	Article No.(17)			the General Assembly upon the proposal of the Board and after hearing the Auditor's report in the event of any reduction, provided that in case of increase the amount of increase should be stated, as well as the new Shares issuance price, and in case of reduction the amount of such reduction must be stated and the method of implementation thereof.
3.	Article (19)	The Company shall be managed by a Board of Directors consisting of five (5) members elected by the General Assembly through secret Cumulative Voting. The Board Members must include one Independent Board Member or more.	The Company shall be managed by a Board of Directors consisting of five (5) members elected by the General Assembly through secret Cumulative Voting. The Board Members must include one Independent Board Member or more. At least one-	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ.

قطعة A-20-قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية, ابوظبي, الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرخصة: CN-1048760

			third of the members of the Board Members shall be independent members and the majority of nonexecutive members and shall be at least one (1) seat for women on the Board Members.	
4.	Clause (50-2) Article (50)	The General Assembly shall appoint during its annual meeting an audit company for one renewable year and shall fix his fees. The Board may not be delegated in this respect and the auditor's fees shall be mentioned in the Company's accounts. The audit company is required to control the accounts of the Company for the financial year he was appointed for, provided that the same auditor is not re-appointed for more than six (6) consecutive calendar years, and in this case, it is	50-2 The General Assembly shall appoint during its annual meeting an audit company for one renewable year and shall fix his fees. The Board may not be delegated in this respect and the auditor's fees shall be mentioned in the Company's accounts. The audit company is required to control the accounts of the Company for the financial year he was appointed for, provided that the same auditor is not re-appointed for more than six (6) consecutive calendar years, and in this case, it is necessary to change in the Shareholder in	

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ

قطعة A-20-قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية, ابوظبي, الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرقصة: CN-1048760

		necessary to change in the Shareholder in charge of the Company's audit after the end of three fiscal years.	charge of the Company's audit after the end of three fiscal years, It shall be permissible for this auditing firm to be reappointed after the passage of at least two [2] fiscal years from the expiry date of its term of appointment;	
--	--	--	---	--

Al Seer Marine Supplies & Equipment Company P.J.S.C.

Plot # A-20, Sector MW-5, PO Box 33639

Mussafah Industrial City, Abu Dhabi, UAE

TRN: 100073478800003

Trade license number: CN-1048760

شركة الصير للمعدات والتوريدات البحرية ش.م.خ

قطعة A-20 قطاع MW-5 صندوق بريدي رقم 33639

مدينة مصفح الصناعية، ابوظبي، الامارات العربية المتحدة

رقم التسجيل الضريبي: 100073478800003

الرخصة: CN-1048760