Articles of Association	النظام الأساسي
Al Etihad Water and Electricity Company	لشركة الاتحاد للماء والكهرباء
Public Joint Stock Company	شركة مساهمة عامة

ARTICLES OF ASSOCIATION OF	النظام الأساسي لشركة
Al Etihad Water and Electricity Company	الاتحاد للماء والكهرباء ش.م.ع .
PJSC	
(Public Joint Stock Company)	<u>(شرکة مساهمة عامة)</u>
Chapter One	الفصل الأول
ESTABLISHING THE COMPANY	في تأسيس الشركة
ARTICLE 1	<u>المادة 1</u>
DEFINITIONS	التعريفات
The following phrases and words shall have the	تكون للمصطلحات الواردة أدناه المعاني المحددة
meaning as stated, unless the context requires	قربن كل منها، ما لم يدل السياق على خلاف ذلك:
otherwise:	
Country : United Arab Emirate (UAE).	الدولة: دولة الإمارات العربية المتحدة.
Government: UAE Government	الحكومة : حكومة دولة الإمارات العربية المتحدة
Company: Al Etihad Water and Electricity	الشركــــة : شركة الاتحاد للماء والكهرباء، وهي
Company, a public joint stock company (PJSC).	شركة مساهمة عامة (ش.م.ع).
Securities & Commodities Authority: the	هيئة الأوراق المالية والسلع: هيئة الأوراق المالية
Securities & Commodities Authority in the	والسلع في الدولة.
State.	
Board of Directors or Board: board of	المجلس أو مجلس الإدارة: مجلس إدارة الشركة.
directors of the Company.	
Authority: Emirates Investment Authority.	الجهاز: جهاز الإمارات للاستثمار.
Commercial Companies Law: The Federal	قانون الشركات التجارية : القانون الاتحادي رقم
Law No. 32 of 2021 concerning commercial	(32) لسنة 2021 في شأن الشركات التجارية،
companies and its amendments.	وتعديلاته.
Federal Law: Federal Law no. 31 of 2020	المرسوم بقانون: المرسوم بقانون اتحادي رقم
establishing Al Etihad Water and Electricity	(31) لسنة 2020 بإنشاء شركة الاتحاد للماء
Company.	والكهرباء.
General Assembly: The Company's general	الجمعية العمومية : الجمعية العمومية للشركة.
assembly.	
Chairman: The chairman of the Board of	الرئيس: رئيس مجلس إدارة الشركة.
Directors.	

CEO: The chief executive officer of the	الرئيس التنفيذي: الرئيس التنفيذي للشركة
Company appointed pursuant to these Articles.	المُعين وفقاً لأحكام هذا النظام.
Director(s): a person or persons who is/are	عضو (أعضاء) مجلس الإدارة:
member(s) of the Board of Directors.	الش_خ_ص/الأش_خ_اص ال_ذي/ال_ذي_ن
	يشغل/يشغلون عضوية مجلس الإدارة.
Articles of Association or Articles: Articles of	النظام الأساسي أو النظام: النظام الأساسي
Association of Al Etihad Water and Electricity	لشركة الاتحاد للماء والكهرباء، وأي تعديل يطرأ
Company as amended from time to time.	عليه من وقت لآخر.
Financial Markets: the financial markets	الأسواق المالية: أسواق الأوراق المالية المرخص
licensed to work in the State by the Authority.	لها أن تعمل في الدولة.
Borrowing Cap: The maximum borrowing	سقف الاقتراض: الحد الأقصى للاقتراض
limit allowed for the Company which is set by	المسموح به للشركة والمحدد بموجب قرار خاص
virtue of a Special Resolution passed by the	صادر عن الجمعية العمومية وبموافقة الجهاز.
General Assembly with the consent of the	يشمل سقف الاقتراض السندات أو الاقتراض أو
Authority. The borrowing limit includes	الالتزامات أو التسميلات المالية أو السندات أو
debentures, borrowings or facilities, financial	الصكوك (القابلة للتحول أو غير القابلة للتحول
obligations, bonds or sukuks - whether	إلى أسهم) والضمانات البنكية.
convertible or non-convertible to shares - and	
bank guarantees.	
Related Person: In relation to juristic	الشـخص المرتبط: بالنسـبة للأشـخاص
personalities, related persons are the entities	الاعتبارية، هي الجهات التي تســيطر عليهـا (من
that are controlled (through direct or indirect	خلال الملكية المباشـرة أو غير المباشـرة بنسـبة
ownership of 50% of the voting rights in those	50% من حقوق التصويت في تلك الجهات) أو
entities), under its control or in common	التي تخضع لسيطرتها أو التي تشترك معها في
control with another entity. In relation to	الخضوع لجهة ما، والشمخص المرتبط بالنسبة
natural persons, these are their spouses and	للشخص الطبيعي هو الزوج/الزوجة والأولاد.
their children.	
Special Resolution : The resolution issued by a	القرار الخاص: القرار الصادر بأغلبية أصوات
majority vote of three quarters of the shares	ثلاثة أرباع الأسهم الممثلة في اجتماع الجمعية
represented in the meeting of General	العمومية للشركة.
Assembly of the Company.	

ARTICLE 2	المادة 2
1. Federal Electricity and Water Authority was	 تأســــــــــــــــــــــــــــــــــــ
initially established by virtue of Federal Law	بموجب القانون الاتحادي رقم (31) لسنة
no. (31) of 1999 (as amended) regarding	1999 وتعديلاتـه بشـــأن إنشـــاء الهيئـة
the establishment of the Federal Electricity	الاتحادية للكهرباء والماء.
and Water Authority.	2. تحولت الهيئة الاتحادية للكهرباء والماء إلى
2. The Federal Electricity and Water Authority	شركة مساهمة عامة باسم شركة الاتحاد
transformed to a public joint stock	للماء والكهرباء بموجب أحكام المرسوم
company by virtue of Federal Law no. 31 of	بقانون رقم (31) لسنة 2020.
2020 by the name of Al Etihad Water and	
Electricity Company.	
ARTICLE 3	المادة 3
The Company shall be wholly owned by the	تكون الشركة مملوكة بالكامل للجهاز، وتتمتع
Authority. The Company shall have financial	الشركة بالاستقلال المالي والإداري وبالشخصية
and administrative independence and juristic	الاعتبارية، ويكون لها ميزانية مســتقلة كما تتمتع
personality, with a separate budget. The	بالأهلية القانونية الكاملة لممارســة نشــاطها
Company shall enjoy full legal capacity to carry	وتحقيق أغراضــهـا على النحو المبين في هـذا
its objectives and achieve its goals, as	النظام، وتدار على أسس تجارية واستثمارية.
mentioned in the Articles, and shall be	
managed on commercial and investment basis.	
ARTICLE 4	<u>المادة 4</u>
TRADE NAME	الاسم التجاري
The name of the Company is Al Etihad Water	اسم الشركة هو شركة الاتحاد للماء والكهرباء
and Electricity Company PJSC, (a public joint	ش.م.ع. (وهي شركة مساهمة عامة).
stock company).	
ARTICLE 5	<u>المادة 5</u>
HEAD OFFICE	المقر الرئيسي
The head office of the Company and its legal	مركز الشركة الرئيسي ومحلها القانوني بإمارة
place of business is in, the Emirate of Dubai.	دبي. ويجوز لمجلس الإدارة أن ينشئ لها فروعاً أو
The Board of Directors may establish branches,	مكاتب أو توكيلات سواءً داخل الدولة أو خارجها.

offices, or agencies of the Company in the State	
or abroad.	
ARTICLE 6	المادة 6
TERM OF THE COMPANY	مدة الشركة
The duration of the Company shall be one	مدة الشــركة هي (100) مائة ســـنة ميلادية، تبدأ
hundred (100) Gregorian years, commencing	من تاريخ قيدها بالسـجل التجاري لدى السـلطة
from the date the Company is recorded in the	المختصة بشــؤون الشـركات في الإمارة المعينة،
commercial register with the competent	وتُجدد المدة بعد ذلك تلقائياً لمدد متعاقبة
authority for the companies' affairs within the	ومماثلة، ما لم يصدر قرار خاص من الجمعية
concerned Emirate, and such period shall be	العمومية بتعديل مدة الشركة أو إنهائها.
automatically renewed for successive periods,	
unless a Special Resolution of the General	
Assembly has been issued to terminate or	
amend the duration of the Company.	
ARTICLE 7	<u>المادة 7</u>
COMPANY'S OBJECTIVES	أغراض الشركة
1. The principal objectives and activities of the	 تكون الأغراض والأنشطة الرئيسة التي
Company are as follows:	تأسست الشركة من أجلها كالآتي:
a. Providing water and electricity services;	أ. تقديم خدمات الكهرباء والماء، وممارسة
engaging in all projects related to	جميع الأنشطة وإنشاء كافة المشاريع
energy generation and water (including	المرتبطة بتوليد الطاقة وإنتاج المياه (بما
renewable energy); capacity enhancing	فيها الطاقة المتجددة) ومشاريع رفع
projects; setting up infrastructure for	القدرة، وإنشاء البنية التحتية لنقل
transportation distribution and sale of	وتوزيع وبيع الطاقة والمياه وإدخال
energy and water; and entering	التحسين المستمر على توليد الطاقة
continuous improvement in energy	وإنتاج الماء لسد الاحتياجات المتزايدة من
generation and water production to	الطاقة والمياه في المناطق الخاضعة
meet the increasing needs for energy	لإشـراف الشـركة داخل الدولة، بما في
and water in areas under the	ذلك المناطق الحرة سواء بطريقة مباشرة
supervision of the Company within the	أو بالشراكة مع الغير، وذلك ضمن
State, including the free zones, whether	المعايير المطبقة والتشريعات البيئية
directly or in partnership with third	

r	
parties, within the frame of the applied	المعمول بها في المناطق التي تقوم الشركة
standards and applicable environment-	بممارسة أعمالها.
related regulations in the areas where	
the Company may have operations.	
b. Establishing projects related to water	ب. إنشاء المشاريع المتعلقة بخدمات تصريف
dispensation, sewage, including water	المياه والمجاري، بما في ذلك إنتاج المياه
production and wastewater treatment	ومحطات معالجة مياه الصرف الصحي،
plants, desalination plants, and related	ومحطات تحلية المياه والبني التحتية
infrastructure in the State; all related	المتعلقة بذلك داخل الدولة، وكافة
activities and managing the same	الأنشطة المرتبطة بها وإدارتها بشكل
directly or indirectly, in coordination	مباشــر أو غير مباشــر، بالتنسـيق مع
with the relevant governmental	الجهات الحكومية المعنية.
entities.	
c. Establishing power plants and power	ج. إنشاء محطات توليد الطاقة وتوزيعها،
supply, including renewables, in the	بما في ذلك الطاقة المتجددة، في المناطق
regions within the Company's mandate,	التي تشـرف عليها الشـركة وذلك وفق
in accordance with the specifications	المعايير والتشريعات البيئية المعمول بها
and the applicable environmental laws	في الدولة.
in the State.	
2. The Company may carry out business	 ٤. للشركة القيام بجميع الأعمال التجارية التي
activities that allow the Company to	تسمح في تحقيق أغراض الشركة كما هو
achieve the objectives as specified in Clause	محدد في الفقرة (1) من المادة (7) من هذا
7.1 of these Articles., including but not	النظام، بما في ذلك، ودون الحصر:
limited to:	
a. Investing or deploying the Company's	 استثمار أو توظيف موارد الشركة بما في
resources including its funds in any	ذلك أموالها في أية مجالات تجارية أو
commercial, financial service or	مالية أو خدمية أو صناعية ترتبط مع
industrial fields related to the	أغراض الشركة. ويشمل الاستثمار في
Company's objectives. Investing	شركات أخرى والقيام بمشاريع مشتركة
encompass other companies and joint	مع الغير داخل الدولة بما فيها المناطق
ventures with third parties, within the	الحرة، وذلك وفق أحكام هذا النظام.

	State, including free zones, as per the provisions of these Articles.		
b.	Incorporate wholly owned subsidiaries	تأسيس شركات تابعة مملوكة لها بالكامل	ب.
	within the State, and to permissibly	داخل الدولة بحيث يتم تحويل كافة أو	
	transfer to such subsidiaries all or part	بعض الحقوق أو الأصول إلى تلك الشركات	
	of the Company's rights and assets, as	والتي تكون لازمة لمباشرة أنشطتها وتحقيق	
	necessary to undertake business	غاياتها.	
	activities and realize its objectives.		
с.	Own and/or acquire companies (fully	تملك و/أو اسـتحواذ شـركات (بالكامل أو	ج.
	or partially) within the State that	جزئياً) داخل الدولة والعاملة في نفس	
	operate in the same sector as the	القطاع المعني بالشركة وتخدم أهدافها.	
	Company and serving its objectives.		
d.	Participating in tenders and auctions;	الاشتراك في المناقصات والمزايدات،	د.
	entering into all administrative,	والمدخول في كافة العمليات الإدارية	
	commercial and financial transactions;	التجارية والمالية، وتنفيذ والتوقيع على	
	execution and implementation of	العقود والاتفاقيات وإبرام الالتزامات	
	contracts and other legal obligations;	الأخـرى والـتـفـاوض والـدخـول في	
	negotiate and enter into contractual	التعاقدات و/أو الأوراق التجارية وفتح	
	and/or financial instruments; open,	وإغلاق وإدارة الحسابات البنكية	
	close and operate bank accounts; and	والحصول على تمويل من المؤسسات	
	secure facilities from banking or	المصرفية أو المالية سواء مقابل ضمانات	
	financial institutions with or without	أو دون ضـمانات وموجودات الشـركة	
	collaterals on the assets of the	وإصدار الضمانات (بما في ذلك للشركات	
	Company; issue guarantees (including	التابعة أو لمشروع مشترك مع الغير على	
	for subsidiaries or any joint ventures on	أساس تناسبي لأسهم الشركة في تلك	
	a pro rata basis to the Company's	الشركة التابعة أو المشروع المشترك)،	
	shareholding in that subsidiary or the	واستثمار النقود في ودائع بنكية قصيرة	
	joint venture); invest monies in short	الأجل، والاقتراض والحصول على	
	term bank deposits; borrowing and	التسميلات المالية، وعلى وجه العموم	
	obtaining financial facilities; and	القيام بكافة العمليات التجارية بأنواعها	
	generally carry out commercial	المتعلقة بالأغراض التجارية للشركة أو	
	transactions of all kinds related to the	التي تخدمها. ولتفادي الشــك، فإن أي	

	business objectives of the Company or	ضمان على أصول الشركة يجب أن يكون
	that serve the same. For the avoidance	وفقاً للمادة (23) البند (2/ب) من هذا
	of doubt, any security pledged on the	النظام.
	assets of the Company, must be in line	
	with paragraph 23.2b of these Articles.	
	e. Leasing; owning; purchasing; selling;	 ه. تملك واستئجار وشراء وبيع وخصم
	discounting; depositing; and investing	وإيداع والاستثمار في الأموال المنقولة
	in movable and immovable assets	وغير المنقولة، بما في ذلك الأراضي
	including real estate assets, within the	والعقارات، وذلك داخل الدولة، شريطة
	State, provided that any transaction	أن تخضع أي معاملة للقيود المحددة في
	shall be subject to the restrictions set	المادة (23) البند (2) والبند (3) من هذا
	out in Article 23.2 and Article 23.3 of	النظام.
	these Articles.	
3.	The Company must obtain the Authority's	 يجب أن تحصل الشركة على موافقة الجهاز
	consent prior to pursuing any commercial	قبل ممارسة أي نشاط تجاري خارج الدولة،
	activity abroad, with the exception of	باســتثناء شــراء الإمدادات أو المواد اللازمة
	procurement of supplies or materials that	للحفاظ أو رفع مستوى المشاريع والخدمات
	are necessary to maintain or upgrade	القائمة.
	existing projects and services.	
4.	The objectives of the Company and the	 عفسر أغراض الشركة والوسائل التي تهدف
	means to achieve the objectives in this	إلى تحقيق تلك الغايات المنصـوص عليها في
	Article shall be interpreted in an	هذه المادة بشكل غير مقيد وبأوسع معانيها.
	unrestricted manner and in the broadest	
	meaning thereof.	
5.	. The Company shall practice and manage	 للشركة ممارسة وإدارة كافة الأنشطة
	all other activities and services prescribed	والخدمات الأخرى المقررة بموجب هذا
	in these Articles. Any additional activities	النظام. على أية نشاطات أو أغراض أخرى لم
	or objectives not prescribed in these	يرد ذكرها في هذا النظام بموجب قرار خاص
	Articles, are subject to Special Resolution	من الجمعية العمومية. وفي حال لم تكن
	of the General Assembly. In the event the	الشـركة مملوكة بالكامل للجهاز، فإنه يجب
	Company is not wholly owned by the	الحصـول على موافقة كتابية من الجهاز من
	Authority, the written approval of the	
L		-

Authority shall be required, for the	أجل أن تتمكن الشركة من تعديل أغراضها
Company to alter its activities and/or	و/أو أهدافها.
objectives.	
Chapter Two	الفصل الثاني
THE CAPITAL OF THE COMPANY	رأس مال الشركة
ARTICLE 8	المادة 8
The Company's authorized share capital is Five	يكون رأسمال الشركة المصرح به
Billion (5,000,000,000) UAE Dirhams, whereas	(5,000,000,000) خمســة مليارات درهم إماراتي
the paid-up capital is One Billion	ويكون رأس المال المدفوع منه (1,000,000,000)
(1,000,000,000) UAE Dirhams, divided into	مليار درهم إماراتي موزع على (1,000,000,000)
One Billion (1,000,000,000) shares, with a	مليار ســـهم، قيمـة كل ســهم (1) درهم إمـاراتي
value of One (1) UAE Dirham for each share. All	واحد.
the Company's shares are of the same class and	وجميع أسهم الشركة من ذات الفئة متساوية مع
are equal in their rights and obligations.	بعضها البعض في الحقوق والالتزامات.
ARTICLE 9	المادة 9
Ownership of the shares in the company shall	يجب أن تكون ملكية الأسمهم في الشركة وفق
be subject to any of the provisions of the	أحكام قانون الشركات التجارية والقرارات
Commercial Companies Law, decisions,	والأنظمة والتعاميم الصادرة تنفيذاً له والأنظمة
regulations, and circulars issued in application	والقرارات والتعاميم المتبعة بالقطاع المعني
of the said law, as well as all decisions,	للشركة.
regulations, and circulars applicable to the	مالم يقرر الجهاز خلاف ذلك لا يجوز أن تقل
sector that the Company operates within.	نسبة ما يملكه الجهاز عن (51%) من رأس مال
Unless the Authority resolves otherwise, the	الشركة.
, ,	
shareholding of the Authority shall not be less	ويكون لمجلس إدارة الشركة الصلاحية التامة
,	
shareholding of the Authority shall not be less	ويكون لمجلس إدارة الشركة الصلاحية التامة
shareholding of the Authority shall not be less than fifty-one per cent (51%) of the Company's	ويكون لمجلس إدارة الشركة الصلاحية التامة باتخاذ ما يراه مناسباً من القرارات بشأن تحديد
shareholding of the Authority shall not be less than fifty-one per cent (51%) of the Company's capital. The Board of Directors has the full	ويكون لمجلس إدارة الشركة الصلاحية التامة باتخاذ ما يراه مناسباً من القرارات بشأن تحديد وتطبيق نسبة تملك أي من الأشخاص الطبيعيين
shareholding of the Authority shall not be less than fifty-one per cent (51%) of the Company's capital. The Board of Directors has the full authority to determine and implement the	ويكون لمجلس إدارة الشركة الصلاحية التامة باتخاذ ما يراه مناسباً من القرارات بشأن تحديد وتطبيق نسبة تملك أي من الأشخاص الطبيعيين أو الاعتباريين في رأس مال الشركة، عدا ملكية
shareholding of the Authority shall not be less than fifty-one per cent (51%) of the Company's capital. The Board of Directors has the full authority to determine and implement the percentage which any natural or juristic	ويكون لمجلس إدارة الشركة الصلاحية التامة باتخاذ ما يراه مناسباً من القرارات بشأن تحديد وتطبيق نسبة تملك أي من الأشخاص الطبيعيين أو الاعتباريين في رأس مال الشركة، عدا ملكية الجهاز، وذلك وفق الشروط المحددة في المادة

Article eight sub article 3 (10.3) of these	
Articles.	
ARTICLE 10	المادة 10
 The current capital of the Company consists of ordinary shares. The Company may issue ordinary shares or any other type of shares, in accordance with the provisions of these Articles. 	 يتكون رأس المال الحالي للشركة من أسهم عادية. يجوز للشركة إصدار أسهم عادية أو أي نوع آخر من الأسهم وذلك وفق ما هو مقرر في هذا النظام.
 2. Unless the Authority approves the Company's, shares being offered for private or public subscription and subject to the provisions of Article 9 of these Articles: a. Natural persons. b. The Government, the Authority, the government of any member emirate in the State, or any entity wholly owned 	 عدا في حالة موافقة الجهاز طرح أسهم الشركة للاكتتاب الخاص أو العام، يتملك الشركة للأسهم العادية للشركة الفئات التالية وفق الأسهم العادية في المادة (9) من هذا النظام: أ. الأشخاص الطبيعيين. ب. الحكومة أو الجهاز أو حكومة إحدى الإمارات الأعضاء في الدولة أو أي جهة مملوكة بالكامل بشكل مباشر أو غير
directly or indirectly by any of the said entities. c. Legal persons.	مملوك بالكامل بمصحل مباهصر أو عير مباشر لأي من تلك الجهات. ج. الأشخاص الاعتباريين
3. Notwithstanding the rights of the Authority, no natural or legal person may acquire or own shares in the Company, directly or indirectly, with the total ownership of the associated persons of 5% or more of the ordinary shares in the Company, unless a Special Resolution is issued by the General Assembly after the approval of the Authority.	3. باستثناء حقوق الجهاز، لا يجوز لأي شخص طبيعي أو اعتباري شراء أو تملك أسهم في الشركة بنسبة من شأنها أن تؤدي إلى أن تكون نسبة تملكه بصورة مباشرة أو غير مباشرة مع إجمالي ما يملكه الأشخاص المرتبطين به 5% فأكثر من الأسهم العادية في الشركة، ما لم يصدر بذلك قرار خاص عن الجمعية العمومية بعد موافقة الجهاز.

ARTICLE 11	<u>المادة 11</u>
A Shareholder shall not be liable to the	لا يسـأل المسـاهم في الشـركة إلا بقدر حصـته في
Company for more than its share in the	رأس مال الشركة.
Company's capital.	
ARTICLE12	المادة 12
Each share shall confer upon its owner	يترتب على ملكية السمم قبول المساهم لنظام
acceptance of these Articles of Association and	الشركة الأساسي ولقرارات الجمعية العمومية.
the General Assembly's resolutions.	-
ARTICLE 13	<u>المادة 13</u>
Shares shall not be divisible. If the title to a	يكون السمهم غير قابل للتجزئة. ومع ذلك إذا آلت
share is vested in several heirs or is held by	ملكية الســـهم إلى عدة ورثة أو تملكه أشــخاص
several persons, those persons shall choose	متعددون وجب أن يختاروا من بينهم من ينوب
one of them to act as their representative	عنهم تجاه الشركة، ويكون هؤلاء الأشـخاص
before the Company. Such persons shall be	مسؤولين بالتضامن عن الالتزامات الناشئة عن
jointly liable for the obligations arising from the	ملكية الســـهم. في حال عدم اتفاقهم على اختيار
title to the share. If those holders could not to	من ينوب عنهم يجوز لأي منهم اللجوء للمحكمة
agree on their representative, any of them may	المختصة لتعيينه ويتم إخطار الشركة والسوق
resort to the competent court to appoint such	المالي المعني بقرار المحكمة بهذا الشأن.
representative, and the Company and the	
relevant capital market shall be notified with	
the court's decision in this regard.	
ARTICLE 14	<u>المادة 14</u>
Each share entitles its owner to a share equal to	كل سمم يخول مالكه الحق في حصة معادلة
the share of another without discrimination in	لحصة غيره بلا تمييز في ملكية موجودات الشركة
the ownership of the Company's assets upon	عند تصفيتها وفي الأرباح، وفي حضور جلسات
liquidation and profits; and in attending	الجمعيـة العموميـة والتصـويـت على قراراتهـا،
meetings of the General Assembly, voting on its	وذلك على الرغم من صلاحية المجلس بالتوصية
decisions, notwithstanding the Board's	على إصدار أسهم ممتازة للموافقة عليها من قبل
authority to recommend issuing preferred	الجهاز.
shares for approval by the Authority.	

ARTICLE 15	<u>المادة 15</u>
Subject to the written approval of the	يجوز للشركة بعد موافقة الجهاز الخطية، إدراج
Authority, the Company may list its shares in	أسهمها في أي سوق من الأسواق المالية الأخرى
any capital market within the State or abroad.	د اخل الدولة أو خارجها. ويتوجب على الشركة في
In case the Company lists its shares in any	حالة إدراج أسبهمها في الأسواق المالية خارج
capital market abroad it shall follow the laws	الدولة أن تتبع القوانين والأنظمة المعمول بها في
and regulations applicable in such market,	تلك الأسواق، بما في ذلك قوانين وأنظمة ولوائح
including laws, regulations and procedures of	إصدار وتسجيل أسمم الشركة وتداولها ونقل
issuing, registering, trading, transferring and	ملكيتها وترتيب الحقوق عليها.
assigning any rights on those shares.	
ARTICLE 16	<u>المادة 16</u>
1. Written approval of the Authority and the	 يشترط موافقة الجهاز الخطية وهيئة الأوراق
Securities & Commodities Authority will be	المالية والسلع لأي زيادة في رأس مال الشركة
required for any increase in the capital of	من خلال إصدار أسهم جديدة بنفس القيمة
the Company by way of issuing new shares	الإسمية للأسمم الأصلية. كما يجوز إضافة
at the same nominal value as the original	علاوة ومصـاريف إصــدار للقيمة الإســمية
shares. A premium and subscription fee	للأسمم الأصلية بموجب قرار خاص صادر
may also be added to the nominal value of	من الجمعية العمومية، على أنه في حال أي
the share by means of a Special Resolution	زيادة في عـدد الأســـهم فـإن حقوق الأولويـة
passed by the General Assembly. Any	للمساهمين الحاليين (إن وجدت) للاكتتاب
increase in the number of the shares, the	في تلك الزيادة ســتكون مصـرح بها في قرار
existing shareholders' priority rights (if any)	الجمعيـة العموميـة. وللجمعيـة العموميـة
to subscribe to such increase shall be stated	تفويض المجلس بتحديد موعد تنفيذ قرار
in a resolution of the General Assembly. The	الزيادة على ألا يتجاوز هذا الموعد سنة واحدة
General Assembly may authorize the Board	من تاريخ صدوره، ويتم تفصيل إجراءات
to determine the timings for implementing	تقسيم الأسهم الجديدة على المكتتبين في قرار
any capital increase, provided that it does	الجمعية العمومية.
not exceed one year from issuance of the	
General Assembly resolution, and the	
procedure of dividing the new shares to the	

subscribers is set out in the General	
Assembly resolution.	
2. It shall not be permissible to issue new	 ٤. لا يجوز إصدار الأسهم الجديدة بأقل من
shares less than their nominal value.	قيمتها الإســمية، وإذا تم إصــدارها بأكثر من
Should shares be issued at a premium, the	ذلك كان لمجلس الإدارة حق التصرف الكامل
Board of Directors shall have the discretion	في الفرق في الأوجه التي يراها مناسبة لتمكين
to apply the difference in any way they see	الشركة من تحقيق أغراضها.
fit so as to enable the Company to achieve	
its objectives.	
3. Reduction of the Company's capital can	 .3 يجوز تخفيض رأس مال الشركة بعد
only be affected after obtaining the written	الحصول على الموافقة الخطية للجهاز وهيئة
approval of the Authority and the Securities	الأوراق المالية والسلع والتي سيتم تحديدها
& Commodities Authority, which is to be	بعد مراجعة تقرير مدقق حسابات الشركة.
determined following the review of the	
Company's auditor's report.	
DEBT SECURITY	سندات القرض
ARTICLE 17	المادة 17
Subject to the terms and the procedures set out	بمراعاة الشروط والإجراءات التي تحددها الجهات
by the regulatory authorities of the State and	
	التنظيمية في الدولة وهيئة الأوراق المالية والسلع،
the Securities & Commodities Authority, the	التنظيمية في الدولة وهيئة الأوراق المالية والسلع، للمجلس أن يسـمح في حـدود سـقف الاقتراض
, , ,	
the Securities & Commodities Authority, the	للمجلس أن يسمح في حدود سقف الاقتراض
the Securities & Commodities Authority, the Board may, within the Borrowing Cap of the	للمجلس أن يسمح في حدود سقف الاقتراض للشركة التفاوض والدخول في سندات القرض
the Securities & Commodities Authority, the Board may, within the Borrowing Cap of the Company, resolve for the Company to	للمجلس أن يسمح في حدود سقف الاقتراض للشركة التفاوض والدخول في سندات القرض مع المقرضين من الغير. ويتطلب الموافقة الخطية
the Securities & Commodities Authority, the Board may, within the Borrowing Cap of the Company, resolve for the Company to negotiate and enter into debt instruments with	للمجلس أن يسمح في حدود سقف الاقتراض للشركة التفاوض والدخول في سندات القرض مع المقرضين من الغير. ويتطلب الموافقة الخطية للجهاز في حال تسعى الشركة إلى إصدار مبلغ
the Securities & Commodities Authority, the Board may, within the Borrowing Cap of the Company, resolve for the Company to negotiate and enter into debt instruments with third party lenders. The written approval of the	للمجلس أن يسمح في حدود سقف الاقتراض للشركة التفاوض والدخول في سندات القرض مع المقرضين من الغير. ويتطلب الموافقة الخطية للجهاز في حال تسعى الشركة إلى إصدار مبلغ
the Securities & Commodities Authority, the Board may, within the Borrowing Cap of the Company, resolve for the Company to negotiate and enter into debt instruments with third party lenders. The written approval of the Authority shall be required in the event the	للمجلس أن يسمح في حدود سقف الاقتراض للشركة التفاوض والدخول في سندات القرض مع المقرضين من الغير. ويتطلب الموافقة الخطية للجهاز في حال تسعى الشركة إلى إصدار مبلغ يفوق سقف الاقتراض.
the Securities & Commodities Authority, the Board may, within the Borrowing Cap of the Company, resolve for the Company to negotiate and enter into debt instruments with third party lenders. The written approval of the Authority shall be required in the event the Company seeks to exceed the Borrowing Cap.	للمجلس أن يسمح في حدود سقف الاقتراض للشركة التفاوض والدخول في سندات القرض مع المقرضين من الغير. ويتطلب الموافقة الخطية للجهاز في حال تسعى الشركة إلى إصدار مبلغ يفوق سقف الاقتراض. على أن أي إصدار سندات أو صكوك يتطلب
the Securities & Commodities Authority, the Board may, within the Borrowing Cap of the Company, resolve for the Company to negotiate and enter into debt instruments with third party lenders. The written approval of the Authority shall be required in the event the Company seeks to exceed the Borrowing Cap. Any bonds or sukuks issuance requires a	للمجلس أن يسمح في حدود سقف الاقتراض للشركة التفاوض والدخول في سندات القرض مع المقرضين من الغير. ويتطلب الموافقة الخطية للجهاز في حال تسعى الشركة إلى إصدار مبلغ يفوق سقف الاقتراض. على أن أي إصدار سندات أو صكوك يتطلب قراراً خاصاً للجمعية العمومية. ويتطلب موافقة

into shares, which will be subject to the	ملكية أســـهم الشــركة في المادتين (9) و(10) من
conditions stipulated on ownership of the	هذا النظام.
Company's shares under Articles (9) and (10)	ويجوز تفويض المجلس بتحديد موعد إصدار
of these Articles.	السندات أو الصكوك على ألا يتجاوز ذلك سنة
The Board may be authorized to set the date for	من تاريخ الموافقة على التفويض. ويجب أن تنص
any bond or sukuk issuance, provided that such	نشــرة الإصــدار بوضــوح حقوقاً متســاوية لكل
date does not exceed one year from the date of	المساهمين، وكذا أية معلومات عن تحول أي دين
authorization of the same. The prospectus shall	إلى أســـهم (إن وجـدت) وأيـة معلومـات أخرى
clearly outline equal rights to all shareholders,	مطلوبة من أية جهة تنظيمية معنية، بما في ذلك
as well as information relating to the	دون حصر هيئة الأوراق المالية والسلع. فإذا تقرر
conversion of any debt into shares (if	التحول كان لحامل السند أو الصك وحده الحق
applicable) and any other information required	في قبول التحول أو قبض القيمة الإسمية للسند
by any competent regulatory authority,	أو الصك. ويبقى السند أو الصك إسمياً إلى حين
including without limitation the Securities &	الوفاء بقيمته كاملاً.
Commodities Authority. Should conversion be	
permitted, only the holders of bonds or sukuks	
shall have the right to accept the conversion or	
receive the nominal value of the bonds or	
sukuks. The bonds or sukuks shall remain at	
their nominal value until the full value is paid.	
Chapter Three	الفصل الثالث
MANAGEMENT OF THE COMPANY	إدارة الشركة
ARTICLE 18	<u>المادة 18</u>
THE BOARD OF DIRECTORS	مجلس الإدارة
1. The Company shall be managed by a board	 .1 يتولى إدارة الشركة مجلس إدارة لا يقل عدد
composed of not less than seven (7) and not	أعضائه عن (7) سبعة ولا يزيد عن (11) أحد
more than eleven (11) members, including	عشر عضواً بمن فيهم الرئيس ونائبه. ويتم
the chairman and the vice-chairman.	تعيين وعزل أعضاء المجلس من قبل الجهاز
Members of the Board may be appointed or	ما لم يتم طرح أسبهم الشركة للاكتتاب
dismissed by the Authority, unless the	الخاص أو العام، حيث يتم حينها تشكيل
Company's shares are offered for private or	المجلس من قبل الجمعية العمومية، وتكون
public subscription, in which case, the	دورة انعقاد المجلس لمدة (3) سنوات.

		1		
	Board shall be appointed by the General		تنتخب الجمعية العمومية أعضاء مجلس	
	Assembly. The tenure of the Board shall be		الإدارة بالتصويت السري التراكمي، ويقصد	
	three (3) years.		بالتصويت التراكمي أن يكون لكل مساهم	
	The General Assembly shall elect the		عدد من الأصوات يساوي عدد الأسهم التي	
	members of the Board by way of		يملكها بحيث يقوم بالتصويت بها لمرشح	
	cumulative voting by secret ballot.		واحد لعضوية مجلس الإدارة أو توزيعها بين	
	Cumulative voting shall mean that each		من يختارهم من المرشـحين، على ألا يتجاوز	
	shareholder shall have a number of votes		عدد الأصوات التي يمنحها للمرشحين الذين	
	equivalent to the number of shares held by		اختارهم عدد الأصوات التي بحوزة المساهم.	
	them so that each shareholder votes may			
	either vote for one candidate or may			
	distribute their votes among the selected			
	candidates, provided that the number of			
	votes granted to the candidates does not			
	exceed the number of votes owned by the			
	shareholders.			
2.	The General Assembly may appoint a		يجوز للجمعية العمومية أن تعين عدداً من	.2
	number of independent members with		الأعضاء المستقلين من ذوي الخبرة في المجلس	
	experience to the Board of Directors other		غير أعضاء مجلس الإدارة الممثلين للشركاء في	
	than representatives of the shareholders of		الشركة، على ألا يتجاوز عددهم ثلث أعضاء	
	the Company, provided that the number of		المجلس.	
	independent board members does not			
	exceed one-third of the Board members.			
3.	The Authority has the right to appoint the		يحق للجهاز تعيين رئيس المجلس، وله، طالما	.3
	chairman of the Board. The Authority may,		كان يملك ما لا يقل عن 25% من الأسهم	
	as long as it owns not less than 25% of the		العادية في الشركة، أن يعين نائباً للرئيس.	
	Company's ordinary shares, appoint the		وبخلاف ذلك، ينتخب المجلس من بين	
	vice-chairman.		أعضائه نائباً للرئيس.	
	In the event the Chairman is absent and is		في حال غياب رئيس المجلس عن رئاسة	
	unavailable to chair the Board meeting or		اجتماع المجلس أو قيام مانع لديه، كتضارب	
	cannot chair the meeting for other reasons		المصالح، يرأس نائب الرئيس اجتماع المجلس،	
	such as a conflict of interest, the vice-		وينتخب المجلس من بين أعضائه بالتصويت	

	chairman shall chair the Board meeting and	السري نائباً للرئيس يحل محلّه. وفي حال	
	the Board shall elect from its members by	غياب الرئيس ونائب الرئيس عن رئاســة	
	secret ballot a vice-chairman to substitute	اجتماع المجلس أو قيام مانع لديهما،	
	the Chairman. In the event of absence of the	كتضارب المصالح، ينتخب المجلس من بين	
	Chairman and the vice-chairman from	أعضائه بالتصويت السري رئيساً للمجلس	
	chairing the Board meeting or cannot chair	ونائباً للرئيس يحل محلّهما.	
	the meeting for other reasons such as a	ويجوز انتخاب عضو منتدب للشركة، ولا	
	conflict of interest, the Board of Directors	يجوز للعضو المنتدب أن يكون رئيساً تنفيذياً	
	shall elect from its members by secret ballot	أو مديراً عاماً لشركة أخرى.	
	a chairman and a vice chairman to		
	substitute the Chairman and the vice-		
	chairman.		
	A managing director of the Company may		
	be elected, and such managing director may		
	not be an executive officer or a general		
	manager of another company.		
4.	The Chairman represents the Company	يقوم رئيس المجلس بتمثيل الشركة أمام	.4
	before judicial entities and in its	القضاء وفي علاقتها مع الغير، وله حق تمثيلها	
	relationships with third parties. The	أمام جميع المحاكم على اختلاف أنواعها	
	Chairman shall also have the right to	ودرجاتها ولجان أو هيئات التحكيم وفي	
	represent the Company before all courts, at	علاقاتها مع الغير.	
	all levels and kinds, and before arbitral		
	tribunals and committees in addition to its		
	relationships with third party.		
5.	The Chairman may delegate to any other	يجوز لرئيس المجلس أن يفوض غيره من	.5
	member of the Board or the CEO or the	أعضاء المجلس أو الرئيس التنفيذي أو	
	managing director, some of his authorities	العضو المنتدب في بعض صلاحياته على أن	
	provided that such delegation is within	يتم ذلك في جميع الأحوال ضـمن الحـدود	
	limits detailed in the authority matrix as	المبينة للتفويض وجدول الصـلاحيات الذي	
	approved by the Board.	يقره المجلس.	

6.	The Board shall appoint a secretary who	يقوم المجلس بتعيين أمين سر له من غير	.6
	may not be a Board member; the terms of	أعضائه وبالشروط التي يراها مناسبة ويحدد	
	such appointment shall be determined by	اختصاصاته.	
	the Board who shall also provide its		
	assignments.		
7.	Each member of the Board, including the	على كل عضو من أعضاء المجلس، بمن فيهم	.7
	Chairman, whether appointed by the	الرئيس، سـواء كان معيناً من قبل الجهاز أو	
	Authority or elected by General Assembly,	منتخباً من قبـل الجمعيـة العموميـة أن	
	shall fulfil standards determined by the	يستوفي المعايير التي تحددها لجنة	
	nomination and remuneration committee.	الترشيحات والمكافآت.	
8.	A Board member shall not, in their personal	لا يجوز لعضو المجلس بصفته الشخصية أو	.8
	capacity or as a representative of a	بصفته ممثلاً لأحد الأشخاص الاعتباريين أن	
	corporate entity, act as a member in more	يكون عضـواً في مجلس إدارة أكثر من خمس	
	than five joint stock companies	شركات مساهمة مركزها في الدولة، وألا يكون	
	incorporated in the State, nor act as	رئيساً لمجلس الإدارة أو نائباً له في أكثر من	
	chairman or vice-chairman for more than	شركتين مساهمتين مركزهما في الدولة، كما	
	two joint stock companies incorporated in	لا يجوز أن يكون عضواً منتدباً للإدارة في أكثر	
	the State, nor to act as managing director for	من شركة واحدة مركزها في الدولة.	
	more than one company incorporated in		
	the State.		
9.	The Chairman and the majority of Board	يجب أن يكون الرئيس وأغلبية أعضاء	.9
	members shall be Emirati nationals. In case	المجلس من المتمتعين بجنسية الدولة، وإذا	
	such percentage of national citizen	انخفضت نسبة مواطني الدولة في المجلس	
	members decline below the limit required	عما يلزم توافره بموجب هذه المادة وجب	
	as per this Article, the shortage shall be	اســتكمـالهـا خلال ثلاثـة أشــهر وإلا كانـت	
	remedied within three months, otherwise	قرارات المجلس بعد انقضاء هذه المدة باطلة.	
	all Board decision taken after the said		
	period shall be void.		
10.	Each member of the Board shall hold their	. يتولى كل عضو من أعضاء المجلس منصبه	10
	post for the tenure of the Board unless	لدورة انعقاد المجلس، ما لم يتم استبداله أو	
	otherwise removed, replaced, dismissed or	إقالته أو قبول اســتقالته، كما يجوز تجديد	
		عضوية الأعضاء لأكثر من مدة مشابهة.	

they resign. Members of the Board may be	
re-elected for more than one term.	
11. Subject to Article sixteen sub-article (1), if	11. مع مراعاة البند (1) من هذه المادة، إذا شـغر
the office of a member of the Board	مركز أحد أعضاء المجلس، للمجلس أن
becomes vacant, the Board of Directors	يرشح من يشغل هذا المركز الشاغر، شرط
shall, subject to the provisions of Article one	التوافق مع المادة 143 من قانون الشركات
hundred and forty-three (143) of the	التجارية، بحيث يكمل العضو الجديد مدة
Commercial Companies' Law, nominate a	سلفه، على أن يُعرض هذا التعيين على أول
new member to hold the vacant position,	اجتماع جمعية عمومية يعقد بعد ذلك
provided that such appointment shall be	التعيين لإقراره أو تعيين عضو غيره.
referred to the General Assembly at its first	
meeting to approve such appointment, or	
for the General Assembly to appoint	
another member.	
12. In case of vacancy in the post of a Board	12. إذا كان المركز الشاغر لأحد أعضاء المجلس
member appointed by the Authority, the	المعينين من قبل الجهاز، فإن للجهاز حق
Authority has the right to appoint a	تعيين عضو بديل ويكمل مدة سلفه ويقوم
replacement, who shall carry their duties	بواجباته.
until the expiry of the tenure of their	
predecessor.	
13.In case the majority of elected Board	13. في حال أصبحت أغلبية مراكز الأعضاء
positions become vacant, the remaining	المنتخبين في المجلس شــاغرة، وجب على باقي
members shall call for General Assembly to	الأعضاء دعوة الجمعية العمومية للانعقاد
convene within thirty (30) days of the last	خلال ثلاثين (30) يوماً من تاريخ خلو آخر
vacancy date, to elect members to fill vacant	مركز وذلك لانتخاب أعضاء للمراكز الشاغرة
positions, provided that the selected	على أن يكمل العضو الجديد الذي تم
members remain in such position until the	انتخابه مدة سلفه.
expiry of the said Board tenure.	
14. The Board shall continue in carrying out	14. يستمر المجلس في أداء مهامه بعد انتهاء مدته
their duties after the expiry of their term	إلى حين صدور قرار من الجمعية العمومية
until the appointment of a new board by	بتشكيل المجلس الجديد.
the General Assembly	

	ARTICLE 19	<u>المادة 19</u>
1.	The Board may form a committee or more	 للمجلس أن يشكل لجنة أو أكثر من بين
	from its members or third party, provided	أعضائه أو من الغير على أن تكون الأغلبية
	that the majority of committee's members	من أعضاء المجلس، يمنحها بعض
	shall be members of the Board. The Board	اختصاصاته أو يعهد إليها بمراقبة سير العمل
	may assign any of its authorities to the	في الشركة وتنفيذ قرارات المجلس.
	formed committee(s) or entrust formed	ويتم تشكيل اللجان وفقاً للإجراءات التي
	committee(s) to monitor the Company's	يضعها المجلس على أن تتضمن تحديد مهمة
	progress and execution of Board	كل لجنة ومدة عملها والصـلاحيات الممنوحة
	resolutions. Committees shall be formed in	لہا.
	accordance with the procedures set by the	
	Board, which shall include specifying their	
	assignments, term, and the authorities	
	granted thereto.	
2.	The Board shall form a "nomination and	2. يشكل المجلس "لجنة الترشيحات والمكافأت"
	remuneration committee", an "audit	و"لجنة التدقيق" بالإضافة إلى أي لجنة أخرى
	committee", and any other committee as	يرى المجلس تشكيلها لمساعدته على القيام
	required by applicable laws and	بمهامه، أو تكون مطلوبة بموجب القوانين
	regulations. Each committee shall carry out	والأنظمـة المعمول بهـا. وتقوم كـل لجنـة من
	its duties according to the committee's	هذه اللجان بأداء مهامها وفقأ لأحكام الميثاق
	charter as approved by the Board.	الخاص بها والموافق عليه من قبل المجلس.
3.	The "nomination and remuneration	 تقوم "لجنة الترشيحات والمكافآت" بتحديد:
	committee" shall determine: the	سياسة المكافأت والحوافز وترتيبات المكافأت
	remuneration and benefits policy and	والحوافز الفردية لجميع الموظفين من ضمنهم
	individual remuneration and benefits	الرئيس التنفيذي؛ ومعايير شروط التوظيف
	arrangements for all staff including the	لجميع الموظفين، والسياسات المتعلقة
	CEO; the standard employment terms of all	بخطط الحوافز السنوية والمكافآت. جميع
	staff; and policies pertaining to annual	السياسات التي تستعرضها وتقترحها لجنة
	bonus plans and awards. All policies	الترشيحات والمكافآت، إلى مجلس الإدارة،
	reviewed and proposed by the nomination	تتطلب موافقة خطية من الجهاز قبل
	and remuneration committee, to the Board,	 تنفيذها من قبل الشركة.

	require the written approval of the		
	Authority before being implemented by the		
	Company.		
	ARTICLE 20	المادة 20	
	BOARD MEETINGS	اجتماعات المجلس	
1.	The Board shall hold a minimum of six (6)	يعقد مجلس الإدارة ســتة (6) اجتماعات	.1
	meetings each year under an invitation by	سمنوية على الأقل بناءً على دعوة من الرئيس	
	the Chairman and shall hold its meetings at	في المركز الرئيسي للشركة أو في أي مكان آخر	
	the head office of the Company, or at any	يوافق عليه المجلس. ويجوز أن تعقد	
	other place, as the Board may resolve. The	اجتماعات المجلس عن طريق وسمائل	
	Board meetings can be held through audio	الاتصال المسموعة أو المرئية.	
	or video conferencing facilities.		
2.	Meetings of the Board shall not be valid	لا يكون اجتماع المجلس صحيحاً إلا بدعوة	.2
	unless all Directors are invited and	جميع أعضاء المجلس وحضور الأغلبية بمن	
	attended by a majority of Directors,	فيهم الرئيس أو نائبه، ويجوز لعضو المجلس	
	including the Chairman or vice-chairman. A	أن ينيب عنه غيره من أعضاء المجلس في	
	Director may appoint another Director to	التصويت. وفي هذه الحالة، يكون لهذا	
	vote on his behalf. In this case, such	العضو صوتان، ولا يجوز أن ينوب عضو	
	Director shall have two votes. A Director	المجلس عن أكثر من عضو واحد لمجلس	
	may not represent more than one other	الإدارة، على ألا يقل عدد أعضاء المجلس	
	Director, provided that the number of the	الحاضرين بأنفسهم عن نصف عدد أعضاء	
	Directors present shall not be less than the	المجلس.	
	half of the number of Directors of the		
	Board.		
3.	A Director shall be considered present if he	 يكون عضو المجلس حاضراً إذا شارك من	.3
	attends via any means approved by the	خلال أي وسيلية يوافق عليها رئيس مجلس	
	Chairman.	الإدارة.	
4.	The resolutions of the Board and its	وتصدر قرارات المجلس ولجانها بأغلبية	.4
	committees will be adopted by a majority of	أصوات الأعضاء الحاضرين والممثلين. وإذا	
	the votes of the members present or	تساوت الأصوات، رجح الجانب الذي يصوت	
	represented. In case of a tie, the Chairman	له الرئيس أو نائب الرئيس الذي يقوم مقامه.	
	or the vice-chairman shall have the casting	ويجوز للمجلس إصدار القرارات بالتمرير	
	the votes of the members present or represented. In case of a tie, the Chairman	تساوت الأصوات، رجح الجانب الذي يصوت له الرئيس أو نائب الرئيس الذي يقوم مقامه.	

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	vote. The Board may issue resolutions by	وفقـاً للشــروط والإجراءات الصـــادرة عن	
	circulation in accordance with the	المجلس.	
	conditions and procedures issued by the		
	Board.		
5.	The details of the items discussed in a	· تسـجل في محاضر اجتماعات المجلس أو	.5
	meeting of the Board or its committee(s)	لجانه من قبل أمين السر أو اللجنة تفاصيل	
	and decisions thereof, including any	المسمائل التي نظر فيهما والقرارات التي تم	
	reservations or any dissenting opinions,	اتخاذها بما في ذلك أية تحفظات لأعضاء	
	shall be recorded by the secretary of the	المجلس أو أراء مخالفة عبروا عنها. ويجب	
	Board or the committee in the minutes of	توقيع كافة أعضاء المجلس الحاضرين على	
	such meetings. All the Directors present	محاضــر اجتماعات المجلس قبل اعتمادها.	
	shall sign the minutes prior to	وتحفظ محاضر اجتماعات المجلس ولجانه	
	endorsement. The minutes of meetings of	من قبل مقرر المجلس أو اللجنة. وفي حالة	
	the Board and its committee(s) shall be kept	امتناع أحد أعضاء المجلس عن التوقيع،	
	with the secretary of the Board or the	يُثبت اعتراضــه في المحضـر وتُذكر أسـباب	
	relevant committee. In the event that a	الاعتراض في حال إبدائها.	
	Director refuses to sign, their refusal, with		
	reasoning thereof (if declared), should be		
	noted in the minutes.		
6.	Without prejudice to the minimum number	، مع مراعـاة الالـةزام بـالحـد الأدنى لـعـدد	.6
	of the Board meetings mentioned in Article	اجتماعات المجلس المذكورة في البند (1) من	
	twenty sub-article 1, the Board may	هذه المادة من هذا النظام، فإنه يجوز لمجلس	
	exceptionally issue resolutions by	الإدارة إصــدار بعض قراراتـه بـالتمرير في	
	circulation in case of urgency. Such	الحالات الطارئة، وتُعتبر تلك القرارات	
	decisions shall be considered valid only if	صحيحة ونافذة في حال تم التوقيع عليها من	
	they are signed by majority of Directors of	قبل أغلبية أعضاء المجلس.	
	the Company.		
7.	Subject to the provisions of these Articles,	. مع مراعاة أحكام هذا النظام يختص المجلس	.7
	the Board shall consider all the issues in	بالنظر في جميع المسائل المتعلقة بالشركة،	
	connection with the Company. The Board	ولا يجوز للمجلس المداولة في غير المسائل	
	may not consider the issues not listed in the	المدرجة بجدول الأعمال إلا إذا وافق عليها	
		الأغلبية البسيطة لأعضاء المجلس.	

	agenda unless it is approved by simple	
	majority of the Directors.	
8.	Any member of the Board having a personal	 .8 يجب على أي عضو من أعضاء المجلس تكون
	interest in any transaction or matter before	له مصلحة شخصية خاصة في أي معاملة أو
	the Board for discussion and approval shall	مســـألـة مطروحـة على المجلس لمنـاقشـــتهـا
	notify the Board of such benefit and shall be	والموافقة عليها أن يخطر المجلس بهذه
	recorded in the minutes of the meeting.	المنفعة، ويجب أن تدون في محضر الاجتماع،
	Such member shall not vote on the	ولا يجوز لهذا العضو التصويت على القرار
	resolution on such transaction or	الخاص بهذه المعاملة أو المسألة المعنية.
	concerned matter.	وإذا تخلّف عضو المجلس عن إبلاغ المجلس
	Should a member fail to notify the Board	وفقاً لأحكام هذا البند جاز للشركة أو لأي من
	pursuant to this sub-article, the Company	مساهميها التقدم للمحكمة المختصة لإبطال
	or any shareholder may approach the	العقد أو إلزام العضو المخالف بأداء أي
	competent court to repeal the related	منفعة أو ربح تحقق له من التعاقد ورده
	contract or order the defaulting member to	للشركة.
	transfer any benefit or profit generated by	
	such transactions to the Company.	
	ARTICLE 21	المادة (21)
		المادة (21) حالات انتهاء العضوية
1.	ARTICLE 21	
1.	ARTICLE 21 Cases of Membership Termination	 حالات انتهاء العضوية
1.	ARTICLE 21 Cases of Membership Termination The membership of a Board member shall	 حالات انتهاء العضوية 1. يعتبر عضو مجلس الإدارة مستقيلاً إذا تغيب
1.	ARTICLE 21 Cases of Membership Termination The membership of a Board member shall cease in case any member fails to attend	حالات انتهاء العضوية 1. يعتبر عضو مجلس الإدارة مستقيلاً إذا تغيب أحد أعضاء المجلس عن حضور أكثر من (3)
1.	ARTICLE 21 Cases of Membership Termination The membership of a Board member shall cease in case any member fails to attend three continuous meetings, or five	حالات انتهاء العضوية 1. يعتبر عضو مجلس الإدارة مستقيلاً إذا تغيب أحد أعضاء المجلس عن حضور أكثر من (3) ثلاث جلسات متتالية أو (5) خمس جلسات
1.	ARTICLE 21 Cases of Membership Termination The membership of a Board member shall cease in case any member fails to attend three continuous meetings, or five discontinuous meetings during Board term,	حالات انتهاء العضوية حالات انتهاء العضوية 1. يعتبر عضو مجلس الإدارة مستقيلاً إذا تغيب أحد أعضاء المجلس عن حضور أكثر من (3) ثلاث جلسات متتالية أو (5) خمس جلسات متقطعة خلال مدة المجلس بدون عذر يقبله
1.	ARTICLE 21 Cases of Membership Termination The membership of a Board member shall cease in case any member fails to attend three continuous meetings, or five discontinuous meetings during Board term, without valid justification accepted by the	حالات انتهاء العضوية حالات انتهاء العضوية 1. يعتبر عضو مجلس الإدارة مستقيلاً إذا تغيب أحد أعضاء المجلس عن حضور أكثر من (3) ثلاث جلسات متتالية أو (5) خمس جلسات متقطعة خلال مدة المجلس بدون عذر يقبله
	ARTICLE 21 Cases of Membership Termination The membership of a Board member shall cease in case any member fails to attend three continuous meetings, or five discontinuous meetings during Board term, without valid justification accepted by the Board, otherwise such member shall be	حالات انتهاء العضوية حالات انتهاء العضوية 1. يعتبر عضو مجلس الإدارة مستقيلاً إذا تغيب أحد أعضاء المجلس عن حضور أكثر من (3) ثلاث جلسات متتالية أو (5) خمس جلسات متقطعة خلال مدة المجلس بدون عذر يقبله
	ARTICLE 21 Cases of Membership Termination The membership of a Board member shall cease in case any member fails to attend three continuous meetings, or five discontinuous meetings during Board term, without valid justification accepted by the Board, otherwise such member shall be considered resigned.	حالات انتهاء العضوية 1. يعتبر عضو مجلس الإدارة مستقيلاً إذا تغيب أحد أعضاء المجلس عن حضور أكثر من (3) ثلاث جلسات متتالية أو (5) خمس جلسات متقطعة خلال مدة المجلس بدون عذر يقبله المجلس.
	ARTICLE 21 Cases of Membership Termination The membership of a Board member shall cease in case any member fails to attend three continuous meetings, or five discontinuous meetings during Board term, without valid justification accepted by the Board, otherwise such member shall be considered resigned. The membership of any member of the	حالات انتهاء العضوية حالات انتهاء العضوية 1. يعتبر عضو مجلس الإدارة مستقيلاً إذا تغيب أحد أعضاء المجلس عن حضور أكثر من (3) ثلاث جلسات متتالية أو (5) خمس جلسات متقطعة خلال مدة المجلس بدون عذر يقبله المجلس. 2. تنتهي عضوية أي عضو من أعضاء المجلس
	ARTICLE 21 Cases of Membership Termination The membership of a Board member shall cease in case any member fails to attend three continuous meetings, or five discontinuous meetings during Board term, without valid justification accepted by the Board, otherwise such member shall be considered resigned. The membership of any member of the Board shall be deemed expired for any of	حالات انتهاء العضوية حالات انتهاء العضوية 1. يعتبر عضو مجلس الإدارة مستقيلاً إذا تغيب أحد أعضاء المجلس عن حضور أكثر من (3) ثلاث جلسات متتالية أو (5) خمس جلسات متقطعة خلال مدة المجلس بدون عذر يقبله المجلس. 2. تنتهي عضوية أي عضو من أعضاء المجلس
	ARTICLE 21 Cases of Membership Termination The membership of a Board member shall cease in case any member fails to attend three continuous meetings, or five discontinuous meetings during Board term, without valid justification accepted by the Board, otherwise such member shall be considered resigned. The membership of any member of the Board shall be deemed expired for any of the following situations:	حالات انتهاء العضوية حالات انتهاء العضوية 1. يعتبر عضو مجلس الإدارة مستقيلاً إذا تغيب أحد أعضاء المجلس عن حضور أكثر من (3) ثلاث جلسات متتالية أو (5) خمس جلسات متقطعة خلال مدة المجلس بدون عذر يقبله المجلس. 2. تنتهي عضوية أي عضو من أعضاء المجلس في أي من الأحوال الآتية:

		• • • • • • • • • • • • • • • • • • •
	b. In case of final conviction of any honour	ب. إذا أدين نهائياً بأية جريمة مخلة بالشرف
	or integrity crime,	والأمانة.
	c. In case of bankruptcy, failure or	ج. إذا أعلن إفلاسه أو توقف عن دفع ديونه
	suspension of fulfilling their debts or	المستحقة السداد حتى لو لم يقترن ذلك
	obligations, even without filing for	بإشهار إفلاسه.
	bankruptcy,	
	d. In case of resignation through a written	د. إذا استقال من منصبه بموجب إشعار
	instrument directed to Company;	خطي أرسله للشركة.
	e. In case their membership proves to be	ه. إذا كانت عضويته مخالفة لأحكام هذا
	contrary to the provisions of this	النظام أو النظم والقوانين السارية.
	Articles of Association, or any of the	
	laws and regulations in effect;	
	f. In case of dismissal or replacement.	و. إذا تم عزله أو استبداله.
	ARTICLE 22	المادة 22
	Liability of Board Members	مسؤولية أعضاء المجلس
1.	Save for any liabilities of the Company	 ۲. لا يكون الرئيس وأعضاء مجلس إدارة الشركة
	arising from any acts of fraud, deceit,	مســؤولين أو ملزمين شـخصـياً فيما يتعلق
	misuse of powers conferred to them or	بالتزامات الشـركـة النـاتجـة عن قيـامهم
	violation of these Articles or the prevailing	بواجباتهم بحسن نية وفي مصلحة الشركة
	laws in the State, the Board, and the	وفق النظام الأسـاسي. ويسـتثنى من ذلك أية
	Chairman, shall not be personally liable or	التزامات على الشركة ناتجة عن أعمال الغش
	responsible for the liabilities of the	أو الإهمال أو سوء الإدارة أو إساءة استعمال
	Company as a result of performance of their	السلطات الممنوحة لهم أو مخالفة شروط
	duties in good faith for benefit of the	وأحكام النظام الأسـاسي للشـركة أو القوانين
	Company in accordance with these Articles.	السارية في الدولة.
2.	The Company shall be bound by the acts	 تلتزم الشركة بالأعمال التي يقوم بها مجلس
	performed by the Board within the limits of	الإدارة في حدود اختصاصه كما هي محددة
	its powers in accordance with these	في هذا النظام.
	Articles.	
3.	Members of the Board shall be accountable	 يكون أعضاء المجلس مسؤولين تجاه الشركة
	to the Company, the shareholders and third	والمساهمين والغير إذا قاموا بأي أعمال غش
	parties for any misuse, fraudulent, or abuse	وإساءة استعمال السلطات الممنوحة لهم

ن أي مخالفة للمرسـوم بقانون أو للنظام in using their authorities provided thereto	
	وعر
ساسي كما يكونون مسـؤولين عن أي خطأ and for any violation of law or Articles of	الأس
لإدارة يقع من قبلهم وذلك إذا نشأ الخطأ Association and for all other damages	في ا
قرار صدر بإجماع الآراء، أما إذا كان committed in the course of the Company's	عن
رار محل المساءلة صادراً بالأغلبية فلا management whenever such violation is	الق
_أل عنه المعارض_ون متى كانوا قد أثبتوا due to the members' unanimous	يس
واضهم بمحضر الجلسة، فإذا تغيب أحد agreement. In the event that the resolution	اعة
نضاء عن الجلسة التي صدر فيها القرار is adopted by the majority of the members,	الأء
تنتفي مســؤوليته إلا إذا ثبت عدم علمه the objecting members shall be cleared of	فلا
قرار أو علمه به مع عدم استطاعته any liability provided that proof is	بال
متراض عليه. presented of such objection. In the event	الاء
that a member was absent during the	
meeting in which the resolution was	
adopted, the said member may not be	
cleared of liability unless such member is	
able to prove his/her absence, or his/her	
inability to object after being duly notified	
of the resolution.	
<u>ARTICLE 23</u> <u>1</u>	
صلاحيات المجلس POWERS OF THE BOARD	
جلس كافة السلطات في إدارة الشركة [1. The Board shall have all authorities and	1. للم
قيام بكافة الأعمال والتصرفات نيابةً عنها powers required to manage the Company's	والن
والسلطة المختصة برسم السياسة التي business affairs, to act on behalf of	وهر
ير عليها الشركة لتحقيق أغراضها، ولا Company, with necessary powers to draw	تس
د من هذه السلطات والصلاحيات إلا بما the Company's policy to be followed to	يحا
م عليه صراحة في هذا النظام أو بقرار achieve its objectives. Such powers and	نُص
ص من الجمعية العمومية للشركة على actions shall not be limited except as	خا
باره من اختصـاص الجمعية العمومية provided by these Articles of Association or	اعت
مركة أو الجهاز. a Special Resolution of the General	للش
ارس المجلس جميع الاختصاصات اللازمة Assembly as within the powers of the	ويم
لك وله على وجه الخصوص وليس الحصر Company's General Assembly or the	لدل

assume and carry out all necessary authorizations, including for example, without limitation:	
without limitation:a. Take all decisions and perform all deeds and acts on behalf of the Company to carry out the objectives of the Company;b. Enter into commercial transactions and/or contracts for maintaining or upgrading existing infrastructure, or procurement related contracts 	
and acts on behalf of the Company to carry out the objectives of the Company;الأعمال والتصرفات المطلوبة بالنيابة عن carry out the objectives of the Company;b. Enter into commercial transactions and/or contracts for maintaining or upgrading existing infrastructure, or procurement related contracts necessary to achieve the objectives of the Company.الحالية أو عقود متعلقة بالتوريدات necessary to achieve the objectives of the Company.c. Appoint any representative or lawyer/legal consultant to represent the Company in any court or tribunal of the State or court or any other international arbitration tribunal, with powers to defend, institute, prosecutec.and acts on behalf of the Company.دولية مع صالحالية أو الإجراءات	
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c. Appoint any representative or lawyer/legal consultant to represent tratil الشـركة أمام أي محكمة أو هيئةc. Appoint any representative or lawyer/legal consultant to represent 	
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international arbitration tribunal, with ومتابعة كافة أنواع القضايا أو الإجراءات powers to defend, institute, prosecute	
and pursue all kinds of cases or logal	
بخصوص تلك الإجراءات بحسب ما هو and pursue all kinds of cases or legal	
مرخص له من قبل المجلس. procedures and take all such steps in	
the said proceedings as may be	
authorized by the Board.	
د. التفاوض وإبرام عقود القروض لأية d. Negotiate and enter into loan	
آجال ضمن سقف الاقتراض. agreements for any term within the	
Borrowing Cap.	
على المجلس طلب قرار خاص من الجمعية (Z. The Board must obtain a special resolution	.2
of the General Assembly in the following العمومية في الحالات التالية:	
circumstances:	
a. If the Board seeks to secure third party أ. في حال قيام المجلس بالحصول على	
تمويل من الغير بمبلغ يتجاوز سقف financing in excess of the Borrowing	

		Cap or pledges any assets of the	الاقتراض، أو رهن أي من أصول الشركة
		Company as security or collateral.	كضمان أو تأمين.
	b.	For all new investments as	ب. لكل الاستثمارات الجديدة ضمن أغراض
		contemplated by the Company	الشـركة، بما يشـمل محطات الطاقة،
		objectives, including power plants and	ومشاريع تزويد الطاقة، والطاقة
		power supply projects, renewables,	المتجددة، وتصريف المياه، والمجاري،
		water dispensation, sewage, water	وإنتاج المياه، ومحطات معالجة المياه،
		production and wastewater treatment	ومحطات التحلية، والبنية التحتية
		plants, desalination plants, and related	المتعلقة بها. على أن أي تطوير أو نشر أو
		infrastructure. However, the	توريد معدات مماثلة متعلقة بالخدمات
		development, deployment or	الحالية لا يعتبر استثماراً جديداً، شرط
		procurement of similar equipment	عدم تجاوز المصاريف الرأسمالية المبلغ
		relating to existing services shall not be	المقرر من قبل الجهاز بموجب قرار
		considered as a new investment,	يصدره في هذا الشأن.
		provided that capital expenditures do	
		not exceed the amount set by the	
		Authority by virtue of a resolution	
		issued in relation thereto.	
	c.	For all investments outside the normal	ج. لكل الاســتثمارات الخارجة عن النطاق
		course of operations, including	المعتاد للعمليات، بما في ذلك الاســتثمار
		investments in new projects outside the	في مشاريع خارجة عن مجالات المياه
		water, electricity, renewables, drainage,	والكهرباء والطاقة المتجددة والصرف
		sewage, and sanitation services, even if	الصمي وخدماتها، حتى لو كانت تلك
		such opportunities are considered by	الفرص اعتبرت من قبل المجلس متصلة
		the Board to be connected with or	أو مرتبطة بأي من أنشطة الشركة.
		ancillary to any of the objectives of the	
		Company.	
	d.	For any investment that deviates from	د. لأي من الاستثمارات الخارجة عن أغراض
		the Company's objectives, as set out in	الشركة كما هي محددة في هذا النظام.
		these Articles.	
3.	Th	e Company must seek Authority consent	3. يجب على الشركة الحصول على موافقة
	pri	or to engaging in any commercial activity	الجهاز قبل الاشتراك في نشاط تجاري خارج
			·

abroad, with the exception of procurement of supplies or materials that are necessary to maintain or upgrade existing projects and services. اللذوبة للجفاظ أو رفع مستوى للمشاريع and services. 4. The Board cannot change the nature of Company's business activities and its objectives, especially where that change is contradictory to the activities stipulated in the establishing decree of the Company. Any amendment to the activities of the Company will require a Special Resolution and the written approval of the Authority.	r			
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regulations governing its business and meetings, and the distribution of functions and responsibilities amongst its members. 6. The Chairman of the Board of Directors, the vice-chairman, or other individuals duly authorized by the Board shall individually have the right to sign on behalf of the company. However, the signatures of two authorized signatories (as determined by the Company's delegation of authority from time to time as approved by the Board) shall be required for any financial related com-ula. is the signature to time as approved by the Board) shall be required for any financial related com-ula. is the signature to time to time as approved by the Board) shall be required for any financial related com-ula. is the signature to time to t		matters, employee affairs and their	تنظيمات خاصـة تحكم أعمالها واجتماعاتها	
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and responsibilities amongst its members.6. The Chairman of the Board of Directors, the vice-chairman, or other individuals duly authorized by the Board shall individually have the right to sign on behalf of the Lessent it it it is it it is it		regulations governing its business and		
 6. The Chairman of the Board of Directors, the vice-chairman, or other individuals duly authorized by the Board shall individually have the right to sign on behalf of the company. However, the signatures of two authorized signatories (as determined by the Company's delegation of authority from time to time as approved by the Board) shall be required for any financial related ig affect and transaction, including but not limited to any 6. The Chairman of the Board of Directors, the vice-chairman of the Board of Directors, the vice-chairman, or other individuals duly authorized by the Board shall individually have the right to sign on behalf of the Company. However, the signatures of two authorized signatories (as determined by the Company's delegation of authority from time to time as approved by the Board) shall be required for any financial related ig affection, including but not limited to any 		meetings, and the distribution of functions		
 vice-chairman, or other individuals duly authorized by the Board shall individually have the right to sign on behalf of the company. However, the signatures of two authorized signatories (as determined by the Company's delegation of authority from time to time as approved by the Board) shall be required for any financial related transaction, including but not limited to any 		and responsibilities amongst its members.		
authorized by the Board shall individually have the right to sign on behalf of the Company. However, the signatures of two authorized signatories (as determined by the Company's delegation of authority from time to time as approved by the Board) shall be required for any financial related transaction, including but not limited to any emised authorized ig Ikéu-u-line authorized ig Ikéu-u-line authorized for any financial related transaction, including but not limited to any authorized ig Ikéu-u-line authorized by the Board) shall be required for any financial related transaction, including but not limited to any	6.	The Chairman of the Board of Directors, the	يملك حق التوقيع عن الشركة على انفراد كل	.6
have the right to sign on behalf of the Laran Laran		vice-chairman, or other individuals duly	من رئيس مجلس الإدارة أو نائبه أو أي	
Company. However, the signatures of two authorized signatories (as determined by ltme Company's delegation of authority from time to time as approved by the Board) shall be required for any financial related أي عقود مالية ذات صلة، واتفاقيات تزويدCompany. However, the signatures of two authorized signatories (as determined by the Company's delegation of authority from time to time as approved by the Board) shall be required for any financial related transaction, including but not limited to anyCompany and by authorized to any authorized to any		authorized by the Board shall individually	شـخص أخر يفوضــه المجلس. ومع ذلك،	
authorized signatories (as determined by the Company's delegation of authority from time to time as approved by the Board) shall be required for any financial related transaction, including but not limited to any authorized signatories (as determined by the Company's delegation of authority from time to time as approved by the Board) shall be required for any financial related transaction, including but not limited to any		have the right to sign on behalf of the	يجب أن تكون توقيعات إثنين من الموقعين	
the Company's delegation of authority from time to time as approved by the Board) shall be required for any financial related transaction, including but not limited to any be required for any financial related transaction, including but not limited to any		Company. However, the signatures of two	المعتمدين (كما يحددها تفويض سلطة	
time to time as approved by the Board) shall صلة، بما في ذلك على سبيل المثال لا الحصر أي عقود مالية ذات صلة، واتفاقيات تزويد be required for any financial related transaction, including but not limited to any		authorized signatories (as determined by	الشركة من وقت لأخر والموافق عليه من قبل	
ت أي عقود مالية ذات صلة، واتفاقيات تزويد be required for any financial related وشراء، وتعليمات للبنوك أو المؤسسسات		the Company's delegation of authority from	المجلس) مطلوبة لأي معاملة مالية ذات	
وشراء، وتعليمات للبنوك أو المؤسسات transaction, including but not limited to any		time to time as approved by the Board) shall	صلة، بما في ذلك على سبيل المثال لا الحصر	
		be required for any financial related	أي عقود مالية ذات صلة، واتفاقيات تزويد	
financial related contracts, supply and المالية.		transaction, including but not limited to any	وشراء، وتعليمات للبنوك أو المؤسسسات	
		financial related contracts, supply and	المالية.	

	purchase agreements, and instructions to	
	banks or financial institutions.	
7.	Subject to prior approval by the Authority,	 لجلس الإدارة الحق في تعيين وإنهاء خدمات
	the Board of Directors shall have the right	الرئيس التنفيذي- شـريطة الحصـول على
	to appoint and to terminate services of the	الموافقة المسبقة من الجهاز - وتحديد جميع
	CEO, and to determine all related terms of	شــروط التعيين ذات الصـلـة بمـا في ذلـك
	the appointment, including compensations	المكافآت والاستحقاقات.
	and benefits.	وللمجلس تعيين أو إنهاء خـدمـات أي مـدير
	The Board may appoint or terminate	منتدب للشركة على ألا يكون رئيساً تنفيذياً
	services of any managing director of the	أو مديراً عاماً لشركة أخرى، وذلك شريطة
	Company, provided that he shall not be	الحصول على الموافقة المسبقة للجهاز.
	CEO or general manager of another	
	company, such will be with prior approval	
	of the Authority.	
	ARTICLE 24	المادة 24
	CEO	<u>المادة 42</u> الرئيس التنفيذي
1.		
1.	CEO	الرئيس التنفيذي
1.	CEO The executive management of the	الرئيس التنفيذي 1. يتولى الإدارة التنفيذية للشركة الرئيس
1.	CEO The executive management of the Company shall be undertaken by the CEO	الرئيس التنفيذي 1. يتولى الإدارة التنفيذية للشركة الرئيس التنفيذي، ويتولى كافة السلطات في إدارة
1.	CEO The executive management of the Company shall be undertaken by the CEO who shall carry out the necessary	الرئيس التنفيذي 1. يتولى الإدارة التنفيذية للشركة الرئيس التنفيذي، ويتولى كافة السلطات في إدارة الشركة والقيام بكافة الأعمال والتصرفات
1.	CEO The executive management of the Company shall be undertaken by the CEO who shall carry out the necessary authorities on behalf of the Company, all	الرئيس التنفيذي 1. يتولى الإدارة التنفيذية للشركة الرئيس التنفيذي، ويتولى كافة السلطات في إدارة الشركة والقيام بكافة الأعمال والتصرفات نيابةً عنها وممارسة كافة الصلاحيات المطلوبة
1.	CEO The executive management of the Company shall be undertaken by the CEO who shall carry out the necessary authorities on behalf of the Company, all the business affairs and actions stipulated	الرئيس التنفيذي 1. يتولى الإدارة التنفيذية للشركة الرئيس التنفيذي، ويتولى كافة السلطات في إدارة الشركة والقيام بكافة الأعمال والتصرفات نيابةً عنها وممارسة كافة الصلاحيات المطلوبة لتحقيق أغراضها، ولا يحد من هذه السلطات
1.	CEO The executive management of the Company shall be undertaken by the CEO who shall carry out the necessary authorities on behalf of the Company, all the business affairs and actions stipulated to fulfil the Company's business interests.	الرئيس التنفيذي 1. يتولى الإدارة التنفيذية للشركة الرئيس التنفيذي، ويتولى كافة السلطات في إدارة الشركة والقيام بكافة الأعمال والتصرفات نيابةً عنها وممارسة كافة الصلاحيات المطلوبة لتحقيق أغراضها، ولا يحد من هذه السلطات والصلاحيات إلا بما نص عليه صراحة في هذا
1.	CEO The executive management of the Company shall be undertaken by the CEO who shall carry out the necessary authorities on behalf of the Company, all the business affairs and actions stipulated to fulfil the Company's business interests. The authorities entrusted to the CEO shall	الرئيس التنفيذي 1. يتولى الإدارة التنفيذية للشركة الرئيس التنفيذي، ويتولى كافة السلطات في إدارة الشركة والقيام بكافة الأعمال والتصرفات نيابةً عنها وممارسة كافة الصلاحيات المطلوبة لتحقيق أغراضها، ولا يحد من هذه السلطات والصلاحيات إلا بما نص عليه صراحة في هذا
	CEO The executive management of the Company shall be undertaken by the CEO who shall carry out the necessary authorities on behalf of the Company, all the business affairs and actions stipulated to fulfil the Company's business interests. The authorities entrusted to the CEO shall not be limited save as required by the	الرئيس التنفيذي 1. يتولى الإدارة التنفيذية للشركة الرئيس التنفيذي، ويتولى كافة السلطات في إدارة الشركة والقيام بكافة الأعمال والتصرفات نيابةً عنها وممارسة كافة الصلاحيات المطلوبة لتحقيق أغراضها، ولا يحد من هذه السلطات والصلاحيات إلا بما نص عليه صراحة في هذا
	CEO The executive management of the Company shall be undertaken by the CEO who shall carry out the necessary authorities on behalf of the Company, all the business affairs and actions stipulated to fulfil the Company's business interests. The authorities entrusted to the CEO shall not be limited save as required by the Company's Articles or its Board resolutions.	الرئيس التنفيذي 1. يتولى الإدارة التنفيذية للشركة الرئيس التنفيذي، ويتولى كافة السلطات في إدارة الشركة والقيام بكافة الأعمال والتصرفات نيابةً عنها وممارسة كافة الصلاحيات المطلوبة لتحقيق أغراضها، ولا يحد من هذه السلطات والصلاحيات إلا بما نص عليه صراحة في هذا النظام أو قرار من المجلس.
	CEO The executive management of the Company shall be undertaken by the CEO who shall carry out the necessary authorities on behalf of the Company, all the business affairs and actions stipulated to fulfil the Company's business interests. The authorities entrusted to the CEO shall not be limited save as required by the Company's Articles or its Board resolutions. Furthermore, the CEO shall assume the	الرئيس التنفيذي الرئيس التنفيذية للشركة الرئيس التنفيذي، ويتولى كافة السلطات في إدارة الشركة والقيام بكافة الأعمال والتصرفات نيابةً عنها وممارسة كافة الصلاحيات المطلوبة لتحقيق أغراضها، ولا يحد من هذه السلطات والصلاحيات إلا بما نص عليه صراحة في هذا النظام أو قرار من المجلس. 2. كما ويتولى الرئيس التنفيذي الاختصاصات
	CEO The executive management of the Company shall be undertaken by the CEO who shall carry out the necessary authorities on behalf of the Company, all the business affairs and actions stipulated to fulfil the Company's business interests. The authorities entrusted to the CEO shall not be limited save as required by the Company's Articles or its Board resolutions. Furthermore, the CEO shall assume the following duties:	الرئيس التنفيذي الرئيس التنفيذية للشركة الرئيس التنفيذي، ويتولى كافة السلطات في إدارة الشركة والقيام بكافة الأعمال والتصرفات نيابةً عنها وممارسة كافة الصلاحيات المطلوبة لتحقيق أغراضها، ولا يحد من هذه السلطات والصلاحيات إلا بما نص عليه صراحة في هذا النظام أو قرار من المجلس. 2. كما ويتولى الرئيس التنفيذي الاختصاصات الآتية:
	CEO The executive management of the Company shall be undertaken by the CEO who shall carry out the necessary authorities on behalf of the Company, all the business affairs and actions stipulated to fulfil the Company's business interests. The authorities entrusted to the CEO shall not be limited save as required by the Company's Articles or its Board resolutions. Furthermore, the CEO shall assume the following duties: a. Carry out and implement the	الرئيس التنفيذي الرئيس التنفيذية للشركة الرئيس التنفيذي، ويتولى كافة السلطات في إدارة الشركة والقيام بكافة الأعمال والتصرفات نيابةً عنها وممارسة كافة الصلاحيات المطلوبة لتحقيق أغراضها، ولا يحد من هذه السلطات والصلاحيات إلا بما نص عليه صراحة في هذا النظام أو قرار من المجلس. 2. كما ويتولى الرئيس التنفيذي الاختصاصات الآتية: أ. تنفيذ القرارات والسياسات العامة التي

<u> </u>			
b.	Manage the Company's affairs, develop	إدارة شــؤون الشـركـة وتطوير أنظمـة	ب.
	its work systems, and follow up their	العمل فيها ومتابعة تطبيقها.	
	implementation;		
C.	Prepare, develop and present the	إعداد وتطوير الخطط الإستراتيجية	ج·
	strategic and operational plans of the	والتشــغيليـة للشــركـة وعرضــهـا على	
	Company before the Board for	المجلس للموافقة عليها وإقرارها،	
	approval, and follow-up on	ومتابعة تنفيذها بعد إقرارها.	
	implementation after its approval;		
d.	Prepare the Company's interim balance	إعداد مشروع الميزانية التقديرية للشركة	د.
	sheet and provide the required reports	ورفع الموازنات المطلوبة وعرضها على	
	and details to present it to the Board;	 المجلس.	
e.	Represent the Company in its	تمثيل الشركة في علاقاتها وتعاملاتها مع	ف
	relationship with any third party and	الغير وأمام القضاء بموجب تفويض من	
	before any judicial authority by	الرئيس (حسب الصلاحيات الممنوحة له	
	delegation from the Chairman (as per	من المجلس) أو خلاف ذلك من مجلس	
	the delegation granted to him by the	الإدارة.	
	Board) or otherwise by the Board of		
	Directors;		
f.	Prepare final account statement and	إعداد مشروع الحساب الختامي للشركة	و.
	present it to the Board;	وعرضه على المجلس.	
g.	Sign on behalf of the Company, within	التوقيع عن الشركة بالحدود المقررة في	ز.
	the limits approved by Company's	لوائح الشركة وقرارات المجلس.	
	regulations and the Board resolutions;		
h.	Prepare the periodic reports related to	إعداد التقارير الدورية عن سير العمل في	. ح
	the Company's business progress and	الشركة ورفعها للمجلس.	
	present it to the Board;		
i.	Sign articles of association of any	، توقيع عقود تأسيس الشركات التي	ط
	company incorporated or subscribed	تؤســســها أو التي تشــارك فيها الشــركة،	
	for by the Company, and represent the	وتمثيل الشركة في اجتماعات الشركاء	
	Company in all General Assembly and	والجمعيات العمومية للشركات ممثلاً	
	partners' meetings in the capacity of the	عن الشـركة بوصـفها شـريكاً في أي منها،	
	Company's representative as partner, as		
-			

	per the resolutions and policies		وذلك وفق القرارات والســـياســـات التي
	adopted by the Board;		يضعها المجلس.
	j. Follow-up on the implementation of		ي. متـابعـة تنفيـذ ملاحظـات وردود إدارة
	observations and feedback from the		التدقيق الداخلي ومدققي حسابات
	internal auditing division and Auditors		الشركة.
	of the Company; and		
	k. Any other duties assigned by the Board		ك. أية اختصاصات أخرى يكلف بها من قبل
	from time to time.		المجلس من وقت لآخر.
	ARTICLE 25		المادة 25
	REMUNERATION OF THE BOARD		مكافآت المجلس
1.	The Chairman and Board members are		 تكون مكافأت رئيس وأعضاء مجلس
	entitled for AED (180,000) one hundred		الإدارة مبلغ (180.000) مـائـة وثمـانون ألف
	eighty thousand UAE Dirham for each		درهم إماراتي لكل عضو سنويًا، ويشترط
	member on annual basis. Any changes to		الحصول على موافقة الجهاز في حال أي
	such entitlement will require the approval		تغيير على تلك المكافأة.
	of the Authority.		
2.	The Company may pay additional fees or		2. يجوز للشركة أن تدفع مصاريفاً أو أتعاباً
	expenses, as determined by the General		إضافية بالقدر الذي تــحـدده الجمـعـية
	Assembly and after the approval of the		العمومية وبعد موافقة الجهاز لأي عضو من
	Authority, to any member of the Board		الأعضاء إذا كان ذلك العضو (ما عدا
	(excluding the Chairman) if such member is		الرئيس) يعمل في أي لجنة أو يبذل جهوداً
	working in any of its committees or exerting		خاصــة أو يقوم بأعمال إضــافية لخدمة
	special efforts or carrying out additional		الشـركة فوق واجباته العادية كعضـو في
	works to serve the Company in addition to		المجلس، على أن المصاريف والأتعاب
	their duties as a member of the Board		الإضافية الناتجة عن تلك الأعمال الإضافية
	provided that additional compensation		ستحدد كل اثنا عشر شهراً.
	earned for such additional assignments		
	shall be determined every twelve months.		
3.	Any fines charged to the Company due to	_	 .3 تخصم الغرامات التي تكون قد وقعت على
	violation of any provision of the Law or the		الشركة بسبب مخالفات المجلس للمرسوم
	Article of Association of the Company by		بقانون أو للنظام الأساسي للشركة خلال
	the Board members during previous year		السينة المالية المنتهية من مكافآت المجلس،
·			

shall be deducted from members'	ويجوز للجمعية العمومية عدم خصم تلك
remuneration. The General Assembly may	الغرامات إذا تبين لها أن تلك الغرامات ليست
elect not to deduct the fines whenever the	ناتجة عن تقصير أو خطأ من المجلس.
Company is aware that any such fine is not	
charged due to Board's omission or error.	
4. The Board shall develop the necessary	 .4 يضع المجلس آلية تضمن عدم تضارب
mechanism to avoid any conflict of interest	المصالح والإفصاح عنه للالتزام بأحكام المادة
and ensure disclosure in accordance with	(20) البند (8) من هذا النظام.
the provisions of Article twenty sub article	
(8) of these Articles.	
<u>Chapter Four</u>	الفصل الر ابع
GENERAL ASSEMBLY	الجمعية العمومية
ARTICLE 26	<u>المادة 26</u>
The General Assembly shall be convened	تنعقد الجمعية العمومية بدعوة من
under an invitation by the Board of	المجلس مرة على الأقل في السنة خلال
Directors at least once every year, within	الأشهر الأربعـة التاليـة لنهايـة السـنة الماليـة
four months following the end of the	للشركة، وذلك في الوقت والمكان المحدد في
financial year of the Company, at such	النظـام الأساسـي. وللمجلـس دعــوة الجمعيــة
time and place as determined in the	العمومية للانعقاد كلما رأي وجهاً لذلك.
Articles of Association. The Board may	
invite the General Assembly to convene	
whenever the Board deems fit.	
ARTICLE 27	<u>المادة 27</u>
The General Assembly shall look into all the	تختص الجمعية العمومية بالنظر في جميع
matters related to the Company as required by	المسائل المتعلقة بالشركة وفقاً لنص المادة (182)
Article (182) of the Commercial Companies	من قانون الشركات التجارية، وطالما كانت الشركة
Law. Whilst the Company remains wholly	مملوكة بالكامل للجهاز فإن كافة اختصاصات
owned by the Authority, all the General	الجمعية العمومية قد تم تفويضها للجهاز
Assembly's authorities shall be entrusted to the	بموجب هذا النظام. ولذا فإن الشركة مستثناة
Authority pursuant to these Articles of	من المواد الخاصــة بالجمعيات العمومية وفق
Association. The Company shall thus be	قانون الشركات التجارية إلى حين دخول شركاء

exempted from the provisions governing	أخرين في الشـركة من الأشـخاص الطبيعيين أو
General Assembly under the Commercial	الاعتباريين، بحيث لا يستوجب على الشركة أو
Companies Law until such time in which	المجلس دعوة أو عقد أي جمعية عمومية.
another natural or juristic person has been	
admitted as a shareholder; the Company and	
the Board are not required to call for any	
General Assembly.	
Chapter Five	الفصل الخامس
COMPANY FINANCE	مالية الشركة
ARTICLE 28	<u>المادة 28</u>
1. The Company shall maintain accounting	 على الشركة أن تحتفظ بدفاتر حسابات
books which reflect the accurate and fair	منتظمة والتي تعكس الصورة الفعلية
picture of the Company's financial status in	والعادلة عن وضع الشركة المالي وفقاً لمبادئ
accordance with the applicable	ومعايير المحاسبة المعمول بها دولياً على أن
international accounting principles. Such	تعكس هذه الحسابات صورةً صحيحةً
accounts shall reflect a correct and fair	وعادلةً عن أرباح أو خسائر الشركة في نهاية
picture of the Company's profits and losses	السنة المالية.
at the end of the financial year.	
2. The financial year of the Company shall	 تبدأ السنة المالية للشركة في أول يوم من
start on the first day of January and end on	يناير وتنتهي في آخر يوم من شهر ديسمبر.
the last day of December.	
3. The Company's accounts shall be audited	 يتم تدقيق حسابات الشركة من قبل مدقق
by an auditor who shall prepare its report	الحسابات الذي يعد تقريراً عنها.
on the Company's accounts. The audited	يقوم المجلس باعتماد الحسابات المدققة
accounts shall be endorsed by the Board	قبل تقديمها إلى الجمعية العمومية مشفوعة
before submitting them to the General	بتقرير المدقق وذلك خلال (4) أربعة أشــهر
Assembly accompanied by auditor's report,	من نهاية كل سمنة مالية للشركة للموافقة
within four (4) months from the end of the	عليها.
Company's each financial year for due	
approval.	

4. The Board or its representative shall prepare, for each financial year, the Company's balance sheet and profit and loss account. The Board shall also prepare a4. The Board shall also prepare shall prepare, for each financial year, the loss account. The Board shall also prepare a	.4
الشركة وحساب الأرباح والخسائر، وعلى Company's balance sheet and profit and	
الحاس أرض الأن دون تقريرا عن زش إط المالي loss account The Board shall also prepare a	
الشركة خلال السنة المالية وعن مركزها المالي report on the Company's business activities	
في ختام السنة ذاتها والطريقة التي يقترحها during the financial year in addition to the	
لتوزيع الأرباح الصافية وذلك لموافقة الشركاء Company's financial position at the closing	
of the same year. The Board shall also مسنوية أو of the same year. The Board shall also	
نصف أو ربع سنوية على المساهمين وفقاً suggest the net profit distribution for the	
approval of the shareholders. The مجلس approval of the shareholders. The	
الإدارة وتعتمدها الجمعية العموميةCompany may distribute annual, semi	
annual or quarterly dividends to the	
shareholders in accordance with the profit	
distribution policy suggested by the Board	
and ratified by the General Assembly.	
5. The Board of Directors may deduct from the للمجلس الإدارة أن يقتطع من الأرباح السنوية	.5
الصافية نسبة يحددها لاستهلاك موجودات annual net profits a percentage for the	
الشركة أو التعويض عن نزول قيمتها. ويتم consumption of the Company's assets or its	
التصرف في هذه الأموال بناءً على قرار من depreciation. These funds shall be dealt	
with according to the Board of Directors' مجلس الإدارة ولا يجوز توزيعها على	
المساهمين. decision and shall not be distributed	
amongst the shareholders.	
<u>ARTICLE 29</u> <u>29</u> <u>1</u>	
1. Ten (10%) percent of the Company's net يجب اقتطاع (10%) من الأرباح الصافية	.1
للشركة كل عام وتخصيصها لتكوين profit shall be deducted annually and be	
احتياطي قانوني. allocated for legal reserve formation.	
ويجوز للجمعية العمومية وقف هذا 2. The General Assembly may suspend such	.2
الاقتطاع متى بلغ الاحتياطي القانوني نسبة deduction whenever legal reserve balance	
reaches (50%) of the Company's paid-up (%50%) reaches (50%) of the Company's paid-up	
capital.	

3. The legal reserve balance shall not be	 ٤. لا يجوز توزيع الاحتياطي القانوني كأرباح على
distributed as profits among shareholders.	المساهمين، ومع ذلك يجوز استخدام الجزء
However, any excess above the (50%) of	الزائد منه على (50%) من رأس مال الشركة
the Company's paid-up capital in legal	المدفوع لتوزيعه كأرباح على المساهمين في
reserve may be allocated for distribution	السمنوات التي لا تحقق الشمركة فيها أرباحاً
among shareholders in the years where the	كافية للتوزيع عليهم.
Company fails to achieve net distributable	
profits.	
ARTICLE 30	المادة <u>30</u>
The General Assembly may allocate a	يجوز للجمعية العمومية تخصيص نسبة من
percentage of its net profits to form an optional	الأرباح الصافية لإنشاء احتياطي اختياري
reserve to be utilized for purposes determined	لاستخدامه في أغراض تحددها الجمعية
by the General Assembly. The Company shall	العمومية، ولا يجوز للشركة استخدام ذلك
not use such optional reserve for purposes	الاحتياطي الاختياري لأي أغراض أخرى إلا
other than what it was formed for without	بموافقة الجمعية العمومية.
obtaining the General Assembly approval.	
<u>Chapter Six</u>	الفصل السادس
AUDITING ACCOUNTS	تدقيق الحسابات
ARTICLE 31	<u>المادة 31</u>
AUDITORS	مدقق الحسابات
1. The Board shall nominate one or more	 1. يقوم المجلس بترشيح مدقق حسابات واحد
auditors registered with the Securities &	أو أكثر مسـجـل لـدي هيئـة الأوراق الماليـة
Commodities Authority, as recommended	والسلع يتم التوصية عليه/عليهم من قبل
by the audit committee. The General	لجنـة التـدقيق. ويجـب أن توافق الجمعيـة
Assembly shall approve the auditors'	العمومية على تعيينه وفق الشروط والأحكام
appointment, in accordance with terms and	المطلوبة من قانون الشركات التجارية.
conditions required by Commercial	
Companies Law.	
2. The General Assembly has the authority to	2. للجمعية العمومية صلاحية تعيين أو عزل
appoint or dismiss auditor of the Company,	مدقق حسابات الشركة، ويكون تعيينه لمدة
and the auditor shall be appointed for one	سنة (1) واحدة قابلة للتجديد، ولا يجوز

 (1) renewable year, and the Board shall not the sequetion in this regard, provided that the auditing firm shall not carry out auditing duties for more than six (6) consecutive fiscal years from the date of assuming its auditing duties of the company, and in this case, it shall change the partner responsible for the auditing firm can part. (2) fiscal years. The said auditing firm can be reappointed to audit the accounts of the Company after the passing of at least two (2) fiscal years from the end of its appointment term. The General Assembly shall determine the fees of the auditor, and the Board shall not be delegated in this regard, and the said fees is detailed in the accounts of the Company. 3. The auditor may not occupy the office of Director or any technical, administrative, or executive office in the Company. 3. The auditor shall have all the authorities and the boligations prescribed by the accounts of the Company. 3. The auditor shall have all the authorities and the obligations prescribed by the particular right to inspect the Company's and any time. The auditor shall have all the authorities and the particular right to inspect the Company's and any time. The auditor has the right to seek any explanations it in addition to the right to verify the Company's and any time. The auditor has the right to verify the Company's any concellation this regard, and the subficies in the company. 		
the auditing firm shall not carry out auditing duties for more than six (6)بالشركة لدة تزيد على (6) ست سنوات مالية و متتالية من تاريخ توليها مهام التدقيق و هذه الحالة تغيير (2) fiscal years from the date of affairs of the Company after finishing three (3) fiscal years. The said auditing firm can be reappointed to audit the accounts of the Company after the passing of at least two (2) fiscal years from the end of its appointment term. The General Assembly shall determine the fees of the auditor, and the Board shall not be delegated in this regard, and the said fees is detailed in the accounts of the Company.a.3. The auditor may not occupy the office of Director or any technical, administrative, or executive office in the Company.a.a.The auditor shall have all the authorities and bear all the obligations prescribed by the commercial Companies Law. The auditor has the right to inspect the Company's the particular right to verify the Company's the particular light open calcular is a dution to the right to verify the Company's the particular light open calcular is a dution to the right to verify the Company's the particular light open calcular is a dution to the right to verify the Company's the particul	(1) renewable year, and the Board shall not	تفويض مجلس الإدارة في هذا الشأن، على ألا
auditing duties for more than six (6) consecutive fiscal years from the date of assuming its auditing duties of the Company, and in this case, it shall change the partner responsible for the auditing affairs of the Company after finishing three (3) fiscal years. The said auditing firm can be reappointed to audit the accounts of the Company after the passing of at least two (2) fiscal years from the end of its appointment term. The General Assembly shall determine the fees of the auditor, and the Board shall not be delegated in this regard, and the said fees is detailed in the accounts of the Company. 3. The auditor may not occupy the office of Director or any technical, administrative, or executive office in the Company. 3. The auditor shall have all the authorities and bear all the obligations prescribed by the Commercial Companies Law. The auditor has the particular right to inspect the Company's pooks, records and documents at any time. The auditor has the right to seek any explanationsii the particular right to inspect the Company's in addition to the right to verify the Company's in addition to th	be delegated in this regard, provided that	تتولى شـركـة التـدقيق عمليـة التـدقيق
consecutive fiscal years from the date of assuming its auditing duties of the (Company, and in this case, it shall change the partner responsible for the auditing affairs of the Company after finishing three (3) fiscal years. The said auditing firm can be reappointed to audit the accounts of the Company after the passing of at least two (2) fiscal years from the end of its appointment term. The General Assembly shall determine the fees of the auditor, and the Board shall not be delegated in this regard, and the said fees is detailed in the accounts of the Company.and the said fees is detailed in the accounts of the Company.3. The auditor may not occupy the office of Director or any technical, administrative, or executive office in the Company.3. Statute auditor file of the auditor has the right to seek any explanations it tadjet to inspect the Company's the particular right to inspect the Company's the particular right to seek any explanations it in addition to the right to verify the Company's the particular shall hove fulfilment of its duties, accounts of the fulfilment of its duties, and the said how and any file of the auditor has the right to verify the Company's the particular tight to	the auditing firm shall not carry out	بالشركة لمدة تزيد على (6) ست سنوات مالية
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ومستنداتها وغير ذلك من وثائق وله أن يطلب books, records and documents at any time. The auditor has the right to seek any explanations it deems necessary for the fulfilment of its duties, in addition to the right to verify the Company's والتزاماتها، وإذا لم يتمكن من ممارسة هذه	Commercial Companies Law. The auditor has	التجارية، وله بوجه خاص الحق في الاطلاع في أي
auditor has the right to seek any explanations it deems necessary for the fulfilment of its duties, in addition to the right to verify the Company's والتزاماتها، وإذا لم يتمكن من ممارسة هذه	the particular right to inspect the Company's	وقت على جميع دفاتر الشركة وسحلاتها
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والتزاماتها، وإذا لم يتمكن من ممارسة هذه in addition to the right to verify the Company's	auditor has the right to seek any explanations it	الإيضاحات التي يراها لازمة لأداء مهامه وله كذلك
	deems necessary for the fulfilment of its duties,	أن يتحقق من موجودات الشركة وحقوقها
الصلاحيات يثبت ذلك بالكتابة في تقرير يقدم إلى assets, rights and liabilities. In the event the	in addition to the right to verify the Company's	والتزاماتها، وإذا لم يتمكن من ممارسة هذه
	assets, rights and liabilities. In the event the	الصلاحيات يثبت ذلك بالكتابة في تقرير يقدم إلى

auditor is unable to carry out its duties, the	المجلس، فإذا لم يقم المجلس بتمكين المدقق من
auditor shall notify the Board in writing. Should	أداء مهمته وجب عليه أن يعرضــه على الجمعية
the Board fail to facilitate the auditor's work,	العمومية.
the auditor may refer the matter to the General	
Assembly.	
ARTICLE 33	المادة 33
The auditor shall submit to the General	يقدم مدقق الحسابات إلى الجمعية العمومية
Assembly and the Board an audit report	والمجلس تقريراً يشمل على البيانات المنصوص
covering, at the least, all matters prescribed by	عليها في قانون الشركات التجارية، وعليه أن
the Commercial Companies Law. The auditor	يحضر اجتماع الجمعية العمومية ويقرأ تقريره
shall attend the General Assembly and read its	ويدلي في الاجتماع برأيه في كل ما يتعلق بعمله،
report and respond to all issues raised related	وبوجه خاص ميزانية الشركة. ولكل مساهم في
to its work, especially in relation to the balance	مداولات الجمعية العمومية أن يناقش تقرير
sheet of the Company. During the Company's	المدقق وأن يستوضح عما ورد فيه. ويكون مدقق
General Assembly, each shareholder has the	الحسابات مسؤولاً عن صحة البيانات الواردة في
right to discuss the auditor report and seek	تقريره.
explanations for any issues contained therein.	
The auditor is accountable for the accuracy of	
the data included in its report.	
ARTICLE 34	المادة <u>34</u>
1. The auditor may resign by virtue of written	 لدقق الحسابات أن يستقيل من مهمته
notice submitted to the Company's	بموجب إشعار مكتوب يودعه لدى أمين سر
secretary. Consequently, the auditor's	الشركة، ويعتبر الإشعار إنهاء لمهمته كمدقق
mandate expires on the notice date, or any	حسابات للشركة من تاريخ إيداع الإشعار أو
subsequent date, as mentioned in the	في تاريخ لاحق وفقاً لما هو محدد في الإشعار.
notice.	
2. The resigning auditor shall submit a report	2. يلتزم مدقق الحسابات المستقيل بأن يودع
to the Company's secretary detailing the	لدى أمين سر الشركة بياناً بأسباب استقالته
reasons of its resignation. The Board shall	ويجب على المجلس دعوة الجمعية العمومية
call for General Assembly meeting to	للانعقاد خلال (10) عشرة أيام من تاريخ
L	

convene within ten (10) days of the	تقديم الاستقالة للنظر في أسباب الاستقالة
auditor's resignation date to discuss the	وتعيين مدقق حسابات أخر بديل وتحديد
reasons for the resignation and appoint a	أتعابه.
new auditor and determine its	
remuneration.	
Chapter Seven	الفصل السابع
DISPUTES	المنازعات
ARTICLE 35	المادة 35
Any decision passed by the General Assembly	لا يترتب على أي قرار يصدر عن الجمعية
to absolve the Board of Directors from liability	العمومية بإبراء ذمة المجلس سقوط دعوى
shall not prevent the filing of the liability	المسؤولية المدنية ضد أعضاء المجلس بسبب
lawsuit against the Board of Directors due to	الأخطاء التي تقع منهم في ممارسة اختصاصاتهم،
the errors committed by them during the	وإذا كان الفعل الموجب للمسـؤولية المدنية قد
performance of their duties. If the act giving rise	عرض على الجمعية العمومية وصادقت عليه
to liability has been presented to and approved	فإن دعوى المسؤولية المدنية تسقط بمضي سنة
by the General Assembly, the civil liability	واحدة من تاريخ انعقاد هذه الجمعية. ومع ذلك
lawsuit shall be forfeited upon the expiry of	إذاكان الفعل المنسوب إلى أعضاء المجلس يشكل
one year from the date of such meeting.	جريمة جنائية فلا تسقط دعوى المسؤولية
However, if the act ascribed to the members of	المدنية إلا بسقوط الدعوى العمومية.
the Board is a criminal act, the lawsuit shall not	
be forfeited until the public case is forfeited.	
<u>Chapter Eight</u>	
COMPANY DISSOLUTION AND	<u>الفصل الثامن</u> حل الشركة وتصفيتها
LIQUIDATION	
ARTICLE 36	المادة 36
The Company may be dissolved for any of the	تحل الشركة لأحد الأسباب التالية:
following causes:	
a. The expiration of the specified duration	 انتهاء المدة المحددة للشركة ما لم تجدد
of the Company, unless it is renewed in	وفقاً للقواعد الواردة بهذا النظام.
accordance with the rules set out in	
these Articles.	

b. The expiration of the objectives for	ب. انتهاء الأغراض الذي أسست الشركة من
which the Company was established.	أجلها.
c. The issue of a Special Resolution to	ج. صدور قرار خاص بإنهاء مدة الشركة أو
terminate the duration of the Company	بحلها.
or to dissolve it.	
d. The amalgamation of the Company	د. اندماج الشركة في شركة أخرى وفقاً
with another company in accordance	لأحكام قانون الشركات التجارية.
with the provisions of the Commercial	
Companies Law.	
ARTICLE 37	المادة 37
Should the Company's losses consume half its	إذا بلغت خسائر الشركة نصف رأسمالها وجب
capital, the Board shall, within thirty days (30)	على المجلس خلال (30) ثلاثين يوماً من تاريخ
of disclosure to the Securities & Commodities	الإفصاح لهيئة الأوراق المالية والسلع عن القوائم
Authority of all periodical and annual financial	الماليـة الـدوريـة أو السـنويـة دعوة الجمعيـة
statements, call for a General Assembly to	العمومية لاتخاذ قرار خاص إما بحل الشركة
either issue a special resolution to dissolve the	قبل الأجل المحدد لها أو اســتمرارها في مباشــرة
Company forthwith, or to discuss business	نشاطها.
continuation.	
ARTICLE 38	<u>المادة 38</u>
ARTICLE 38 Upon the expiry of the term of the Company or	<u>المادة 38</u> عند انتهاء مدة الشركة أو حلها قبل الأجل المحدد
Upon the expiry of the term of the Company or	عند انتهاء مدة الشركة أو حلها قبل الأجل المحدد
Upon the expiry of the term of the Company or its dissolution prior to the specified date, the	عند انتهاء مدة الشركة أو حلها قبل الأجل المحدد تحدد الجمعية العمومية طريقة التصفية وتعين
Upon the expiry of the term of the Company or its dissolution prior to the specified date, the General Assembly shall determine the method	عند انتهاء مدة الشركة أو حلها قبل الأجل المحدد تحدد الجمعية العمومية طريقة التصفية وتعين مصفياً أو أكثر وتحدد سلطته/سلطاتهم. وتنتهي
Upon the expiry of the term of the Company or its dissolution prior to the specified date, the General Assembly shall determine the method of liquidation and appoint one or more	عند انتهاء مدة الشركة أو حلها قبل الأجل المحدد تحدد الجمعية العمومية طريقة التصفية وتعين مصفياً أو أكثر وتحدد سلطته/سلطاتهم. وتنتهي صلاحية المجلس بتعيين المصفي/المصفين، ويحل
Upon the expiry of the term of the Company or its dissolution prior to the specified date, the General Assembly shall determine the method of liquidation and appoint one or more liquidators and determine their authorities. The	عند انتهاء مدة الشركة أو حلها قبل الأجل المحدد تحدد الجمعية العمومية طريقة التصفية وتعين مصفياً أو أكثر وتحدد سلطته/سلطاتهم. وتنتهي صلاحية المجلس بتعيين المصفي/المصفين، ويحل المصفي محل المجلس في كافة التعاملات
Upon the expiry of the term of the Company or its dissolution prior to the specified date, the General Assembly shall determine the method of liquidation and appoint one or more liquidators and determine their authorities. The Board's authority shall cease with the	عند انتهاء مدة الشركة أو حلها قبل الأجل المحدد تحدد الجمعية العمومية طريقة التصفية وتعين مصفياً أو أكثر وتحدد سلطته/سلطاتهم. وتنتهي صلاحية المجلس بتعيين المصفي/المصفين، ويحل المصفي محل المجلس في كافة التعاملات والتصرفات اللازمة للتصفية والمذكورة في قانون
Upon the expiry of the term of the Company or its dissolution prior to the specified date, the General Assembly shall determine the method of liquidation and appoint one or more liquidators and determine their authorities. The Board's authority shall cease with the appointment of the liquidator(s) and shall be	عند انتهاء مدة الشركة أو حلها قبل الأجل المحدد تحدد الجمعية العمومية طريقة التصفية وتعين مصفياً أو أكثر وتحدد سلطته/سلطاتهم. وتنتهي صلاحية المجلس بتعيين المصفي/المصفين، ويحل المصفي محل المجلس في كافة التعاملات والتصرفات اللازمة للتصفية والمذكورة في قانون الشركات التجارية. أما سلطة الجمعية العمومية
Upon the expiry of the term of the Company or its dissolution prior to the specified date, the General Assembly shall determine the method of liquidation and appoint one or more liquidators and determine their authorities. The Board's authority shall cease with the appointment of the liquidator(s) and shall be replaced by the liquidator(s) in all transactions	عند انتهاء مدة الشركة أو حلها قبل الأجل المحدد تحدد الجمعية العمومية طريقة التصفية وتعين مصفياً أو أكثر وتحدد سلطته/سلطاتهم. وتنتهي صلاحية المجلس بتعيين المصفي/المصفين، ويحل المصفي محل المجلس في كافة التعاملات والتصرفات اللازمة للتصفية والمذكورة في قانون الشركات التجارية. أما سلطة الجمعية العمومية فتبقى قائمة طوال مدة التصفية إلى أن يتم إبراء
Upon the expiry of the term of the Company or its dissolution prior to the specified date, the General Assembly shall determine the method of liquidation and appoint one or more liquidators and determine their authorities. The Board's authority shall cease with the appointment of the liquidator(s) and shall be replaced by the liquidator(s) in all transactions and disposals required for the liquidation	عند انتهاء مدة الشركة أو حلها قبل الأجل المحدد تحدد الجمعية العمومية طريقة التصفية وتعين مصفياً أو أكثر وتحدد سلطته/سلطاتهم. وتنتهي صلاحية المجلس بتعيين المصفي/المصفين، ويحل المصفي محل المجلس في كافة التعاملات والتصرفات اللازمة للتصفية والمذكورة في قانون الشركات التجارية. أما سلطة الجمعية العمومية فتبقى قائمة طوال مدة التصفية إلى أن يتم إبراء ذمة المصفين من واجباتهم والتزاماتهم. على أن

النوانية المعنية خلال الظروف التي دخلت فها فركة في طور التصفية عقب إجراءات التقييم Authority has the right to step in and take control over specific assets that it considers to be instrumental to national and public interests, and to assign such assets to the appropriate government entity in circumstances where the Company has been put into liquidation, following a valuation process which shall be conducted, to determine fair value at such time and the
Authority has the right to step in and take control over specific assets that it considers to be instrumental to national and public interests, and to assign such assets to the appropriate government entity in circumstances where the Company has been put into liquidation, following a valuation process which shall be conducted, to
control over specific assets that it considers to be instrumental to national and public interests, and to assign such assets to the appropriate government entity in circumstances where the Company has been put into liquidation, following a valuation process which shall be conducted, to
be instrumental to national and public interests, and to assign such assets to the appropriate government entity in circumstances where the Company has been put into liquidation, following a valuation process which shall be conducted, to
interests, and to assign such assets to the appropriate government entity in circumstances where the Company has been put into liquidation, following a valuation process which shall be conducted, to
appropriate government entity in circumstances where the Company has been put into liquidation, following a valuation process which shall be conducted, to
circumstances where the Company has been put into liquidation, following a valuation process which shall be conducted, to
put into liquidation, following a valuation process which shall be conducted, to
process which shall be conducted, to
determine fair value at such time and the
determine fair value at such time and the
consideration payable for the assets to be
assigned.
<u>ARTICLE 39</u> <u>39</u>
وم المصفي بجميع الأعمال التي تقتضيها The liquidator shall perform all actions
required for the liquidation of the Company.
راعاة الأحكام الواردة في المادة (38) من هذا Subject to the provisions of Article (38) of these
ظام فإن للمصفي تمثيل الشركة أمام القضاء 🛛 Articles, the liquidator shall represent the
خام فإن للمصفي تمثيل الشركة أمام القضاء Articles, the liquidator shall represent the Company before the judiciary and fulfil the
وفاء بما على الشركة من ديون وبيع مالها Company before the judiciary and fulfil the
وفاء بما على الشركة من ديون وبيع مالها Company before the judiciary and fulfil the Company's debts and sell any movable or real
وفاء بما على الشركة من ديون وبيع مالها Company before the judiciary and fulfil the Company's debts and sell any movable or real estate assets by auction or in any other manner لم ينص في وثيقة تعيين المصفي على إجراء
دوفاء بما على الشركة من ديون وبيع مالها Company before the judiciary and fulfil the Company's debts and sell any movable or real estate assets by auction or in any other manner unless the liquidator's appointment document يع بطريقة معينة.
Company before the judiciary and fulfil the Company's debts and sell any movable or real estate assets by auction or in any other manner unless the liquidator's appointment document specifies the sale procedure in a certain
Company before the judiciary and fulfil the Company's debts and sell any movable or real estate assets by auction or in any other manner unless the liquidator's appointment document specifies the sale procedure in a certain manner.الشركة من ديون وبيع مالها عالي الشركة من ديون وبيع مالهاCompany before the judiciary and fulfil the Company's debts and sell any movable or real estate assets by auction or in any other manner unless the liquidator's appointment document specifies the sale procedure in a certain manner.الم ينص في وثيقة تعيين المصفي على إجراء ويتا المحلية الم ينص في وثيقة تعيين المصفي على إجراء
Company before the judiciary and fulfil the Company's debts and sell any movable or real estate assets by auction or in any other manner unless the liquidator's appointment document specifies the sale procedure in a certain manner.Company's debts and sell any movable or real estate assets by auction or in any other manner unless the liquidator's appointment document specifies the sale procedure in a certain manner.Company's debts and sell any movable or real estate assets by auction or in any other manner unless the liquidator's appointment document specifies the sale procedure in a certain manner.Company's debts and sell any movable or real estate assets by auction or in any other manner and the sale procedure in a certain manner.Company's debts and sell any movable or real estate assets by auction or in any other manner and the sale procedure in a certain manner.Company's debts and sell any movable or real estate assets by auction or in any other manner estate assets by auction or in any other manner and the sale procedure in a certain manner.Company's debts and sell any movable or real estate assets by auction or in any other manner estate assets by auction or in any other mann
Company before the judiciary and fulfil the Company's debts and sell any movable or real estate assets by auction or in any other manner unless the liquidator's appointment document specifies the sale procedure in a certain manner.ARTICLE 40If the Company's funds are not sufficient toARTICLE 4040 are not sufficient to
Company before the judiciary and fulfil the Company's debts and sell any movable or real estate assets by auction or in any other manner unless the liquidator's appointment document specifies the sale procedure in a certain manner.Company's debts and sell any movable or real estate assets by auction or in any other manner unless the liquidator's appointment document specifies the sale procedure in a certain manner.Company's debts and sell any movable or real estate assets by auction or in any other manner unless the liquidator's appointment document specifies the sale procedure in a certain manner.Company's debts and sell any movable or real estate assets by auction or in any other manner age the sale procedure in a certain manner.ARTICLE 40If the Company's funds are not sufficient to meet all debts, the liquidator shall dischargeARTICLE 40 estate assets by auction or shall discharge
Company before the judiciary and fulfil the Company's debts and sell any movable or real estate assets by auction or in any other manner unless the liquidator's appointment document specifies the sale procedure in a certain manner.ARTICLE 40If the Company's funds are not sufficient to meet all debts, the liquidator shall discharge the percentage of such debt, without prejudiceARTICLE 40

lia	uidation shall be paid from the Company's	
	nds with priority on other debts.	
	ARTICLE 41	<u>11دة 41</u>
1.	The liquidator shall terminate its	 يجب على المصفي إنهاء مهمته في المدة المحددة
	assignment within the period specified in	لذلك في وثيقة تعيينه. فإذا لم تحدد المدة جاز
	its appointment document. If no time limit	للجمعية العمومية أن ترفع الأمر إلى المحكمة
	is specified, the General Assembly may refer	المختصة لتعيين مدة التصفية.
	the matter to the competent court to	
	determine the liquidation period.	
2.	This period may only be extended by a	2. لا يجوز إطالة مدة التصفية إلا بموجب قرار
	Special Resolution of the General	خاص من الجمعية العمومية بعد الاطلاع على
	Assembly, after reviewing the report of the	تقرير من المصفي يبين فيه الأسباب التي
	liquidator stating the reasons that	حالت دون إتمام التصفية في موعدها. فإذا
	prevented the completion of the liquidation	كانت مدة التصفية معينة من المحكمة
	on time. If the period of liquidation is	المختصة فلا يجوز إطالتها إلا بإذن منها.
	specified by the competent court, it may not	
	be extended without the permission of	
	such court.	
	ARTICLE 42	<u>11دة 42</u>
1.	The Company's funds resulting from the	 تقسم أموال الشركة الناتجة عن التصفية
	liquidation shall be divided among the	على المساهمين وذلك بعد أداء ما على الشركة
	shareholders after the paying off the	من ديون، ويحصل كل مساهم عند القسمة
	Company's debts and each shareholder	على مبلغ يعادل قيمة السهم التي قدمها في
	shall receive, at the time of such division, an	رأس المال. ويقسم الباقي من أموال الشركة
	amount equivalent to the value of the share	على المساهمين بنسبة نصيب كل منهم في
	it contributed in the capital. While the rest	الربح، وفي حالة عدم تقدم أحدهم لتسلم
	of the Company's funds shall be divided	نصيبه، وجب على المصفي إيداع ما يخصه في
	among the shareholders pro rata to their	خزينة المحكمة المختصة.
	share in the profits, if someone has not	
	come forward to receive its share, the	

liquidator shall deposit the said amount in	
the treasury of the competent court.	
2. If the net of the Company's funds is not	2. إذا لم تكف صافي أموال الشركة للوفاء
enough to meet the shareholders' equity as	بأسهم المساهمين بأكملها، وزعت الخسارة
a whole, the loss shall be divided equally	بينهم بحسب النسبة المقررة لتوزيع الخسائر.
among them according to the percentage	
determined for the distribution of the	
losses.	
Chapter NINE	الفصل التاسع
FINAL PROVISIONS	الأحكام الختامية
ARTICLE 43	<u>المادة 43</u>
The provisions of the Commercial Companies	تطبق أحكام قانون الشركات التجارية فيما لم يرد
Law shall be applied to all subjects not	في شأنه نص خاص في المرسوم بقانون أو في
expressed in the incorporation law or the	النظام الأساسي وتعديلاته، أو تم استثناؤها
Article of Association and any amendment	ضمنياً. على أنه لا تخضع الشركة بالأخص لأي من
thereof, or any aspect excluded impliedly.	المواد الآتية من قانون الشركات التجارية: 143 و
However, more specifically, the Company is	171و196 و204 و309. و320 و321 و
not subject to the following provisions of the	322و323 و324 و325 بالإضافة إلى استثناء
Commercial Companies Law: 143, 171, 196,	الشركة من الخضوع لأحكام قانون الشركات
171, 204, 309.1, 320, 321, 322, 323, 324 and	التجارية المتعلقة بالشركات المدرجة وهيئة الأوراق
325. In addition, to the provisions of the	المالية والسلع.
Commercial Companies Law related to listed	
companies and the Securities & Commodities	
Authority.	
ARTICLE 44	<u>المادة 44</u>
In case the Authority decides to offer all or any	في حال قرر الجهاز طرح كل أو بعض أسهم
part of the Company's shares for public	الشركة للاكتتاب العام فيجب تعديل النظام
subscription, then the Articles shall be	ليتناسب مع وجود أكثر من مساهم واحد في
amended to suit the requirements of more than	الشركة على أن لا يؤثر ذلك، حيثما كان معنياً،
one shareholder. However, such amendment	على الاستثناءات المقررة للشركة من نصوص
shall not affect exclusions from the	قانون الشركات التجارية والمبينة في المادة (43) من

Commercial Companies Law to the extent	هذا النظام ودون المساس بالصلاحيات
applicable, as listed in Article (43) of these	والسلطات المقررة للجهاز.
Articles and without prejudice to the	
authorities and powers reserved with the	
Authority.	