

## ARTICLES OF ASSOCIATION OF MFORM 3PL DMCC (THE "COMPANY")

### DEFINED TERMS

1. In these Articles, unless the context otherwise requires, the following words and expressions have the following meanings:

Word or expression	Meaning in these Articles
<b>AED</b>	United Arab Emirates dirhams
<b>Allotment</b>	in relation to Shares, a transaction by which a person acquires the unconditional right to be included in the Shareholder Register in respect of those Shares (and <b>allot</b> has a corresponding meaning)
<b>Articles</b>	these articles of association
<b>Business Day</b>	a day other than a Saturday, Sunday or declared public holiday in the Emirate of Dubai
<b>Chairman</b>	the chairman of a meeting of Shareholders or Directors (or of any committee of the Directors), as the case may be
<b>Directors</b>	a person occupying the position of director of the Company, by whatever name called
<b>DMCC</b>	the Dubai Multi Commodities Centre
<b>DMCCA</b>	the Dubai Multi Commodities Centre Authority governed by Law No. (3) of 2020 issued in the Emirate of Dubai (as amended, replaced or re-enacted from time to time), which authority has governance over the DMCC Free Zone
<b>DMCC Free Zone</b>	the DMCC Free Zone, governed by Law No. (3) of 2020 issued in the Emirate of Dubai (as amended, replaced or re-enacted from time to time) and regulated and operated by DMCCA, the location, area and boundaries of which are specified in Law No. (3) of 2020
<b>General Meeting</b>	a meeting of the Shareholders
<b>liability</b>	includes debt or obligation
<b>Licence</b>	the commercial licence, permit or other authorisation granted to the Company by the Registrar to undertake certain business activities within the DMCC Free Zone
<b>Manager</b>	a natural person occupying the position of manager of the Company, by whatever name called

<b>Minutes Register</b>	a register of minutes of all proceedings at General Meetings, resolutions of Shareholders, meetings of any type or class of Shares, resolutions of any type or class of Shareholders, meetings of Directors and (if any) of committees of Directors (and any resolutions passed at such meetings) to be entered in books kept for that purpose
<b>Officeholder</b>	a director, member of a committee of management, manager, chief executive, secretary or other similar officer of the relevant corporate entity or association, or a person purporting to act in such capacity
<b>Officer</b>	a Director, Manager or Secretary
<b>Officer Rules</b>	the rules with which the Directors, Secretary and Manager of the Company must comply as may be specified by DMCCA from time to time
<b>Ordinary Resolution</b>	a resolution passed by a simple majority of the votes of such Shareholders as (being entitled to do so) vote in person or by proxy at a General Meeting for which notice specifying the intention to propose the resolution has been given
<b>paid up</b>	includes credited as fully paid
<b>Regulations</b>	the Dubai Multi Commodities Centre Authority Company Regulations 2024, as amended from time to time
<b>Registrar</b>	the registrar appointed in accordance with the Regulations
<b>Secretary</b>	the secretary of the Company
<b>Shareholder</b>	a person registered in the Shareholder Register as the holder of a Share
<b>Shareholder Register</b>	the register of all of the Shareholders of the Company
<b>Share Capital</b>	the sum of all the Shares issued by the Company
<b>Shares</b>	shares in the capital of the Company and includes stock (except where a distinction between stock and shares is express or implied)
<b>Special Resolution</b>	a resolution passed by at least 75 per cent. of the votes of such Shareholders as (being entitled to do so) vote in person or by proxy at a General Meeting, for which notice specifying the intention to propose the resolution has been given
<b>Transmittee</b>	a person entitled to a Share by reason of the death or bankruptcy of a Shareholder or otherwise by operation of law
<b>UAE</b>	United Arab Emirates

2. In these Articles, a reference to:

- (a) a provision of any law, rule, regulation, policy or decision includes a reference to that law, rule, regulation, policy or decision as amended, extended or re-enacted from time to time;
- (b) a person includes any natural person, corporate entity or unincorporated entity, including a company, partnership, unincorporated association, government or state;
- (c) a day, week or month means a calendar day, week or month;
- (d) a calendar year means a year of the Gregorian calendar;
- (e) a word that suggests one gender includes all genders;
- (f) the singular includes the plural and vice versa, unless the context otherwise requires;
- (g) include or including means without limitation;
- (h) an Article by number only, and without further identification, is a reference to the Article of that number in these Articles; and
- (i) writing or written includes any mode of communication that preserves a record of the information contained in it and is capable of being reproduced in tangible form, including electronic means (and, for the avoidance of doubt, the Company may, with the consent of a Shareholder, communicate with that Shareholder by electronic means).

3. The headings in these Articles do not affect its interpretation.

#### **NAME, REGISTERED OFFICE AND OBJECTS**

4. The name of the Company is MFORM 3PL DMCC .

5. The nature of the business of the Company and the registered office of the Company is prescribed in the Company's Licence and the Company must only conduct the activities that are permitted under its Licence.

#### **SHARES**

6. The Share Capital of the Company is **AED 100,000** divided into **100.0** Shares of **AED 1,000** nominal value.

7. No Share shall be issued except as fully paid up, except as provided for in the Regulations

8. Subject to these Articles and the Regulations, but without prejudice to the rights attached to any existing Share, the Company may issue Shares with such rights or restrictions as may be determined by Special Resolution.

9. The name and address of every person being the holder of Shares, the type or class of those Shares and the date when that person became or ceased to become a Shareholder, shall be entered in the Shareholder Register.
10. Every person whose name is entered as a Shareholder in the Shareholder Register being the holder of Shares shall, without payment, be entitled to a certificate specifying the Share or Shares held and the nominal value thereof.

## **TRANSFER OF SHARES**

11. Subject to the Regulations, Shares may be transferred by a written instrument signed by or on behalf of the transferor and the transferee containing the name and address of the transferee or in such other manner or form and subject to such evidence as the Registrar shall consider appropriate. The written instrument must be delivered to both the Registrar and the Company for the transfer to take effect and the transfer will be effective from its registration by the Registrar.
12. No fee may be charged by the Company in connection with registering any instrument of transfer or other document relating to or affecting the title to any Share.
13. The Company may retain any instrument of transfer which is registered.
14. The transferor remains the holder of a Share until the transferee's name is entered by the Registrar into the Shareholder Register.
15. The Directors may request the Registrar to close the Shareholder Register for such period as they shall think fit, but not exceeding 60 days in any one year.

## **TRANSMISSION OF SHARES**

16. If title to a Share passes to a Transmittee, the Company may only recognise the Transmittee as having any title to that Share.
17. A Transmittee who produces such evidence of entitlement to Shares as the Directors may properly require:
  - (a) may, subject to these Articles, choose either to become the holder of those Shares or to have them transferred to another person; and
  - (b) subject to these Articles, and pending any transfer of the Shares to another person, has the same rights as the holder had.
18. But Transmittees do not have the right to attend or vote at a General Meeting, or agree to a proposed written resolution, in respect of Shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those Shares.
19. Transmittees who wish to become the holders of Shares to which they have become entitled must notify the Company in writing of that wish.

20. If the Transmittor wishes to have a Share transferred to another person, the Transmittor must execute an instrument of transfer in respect of it.
21. Any transfer made or executed under this Article is to be treated as if it were made or executed by the person from whom the Transmittor has derived rights in respect of the Share, and as if the event which gave rise to the transmission had not occurred.
22. If a notice is given to a Shareholder in respect of Shares and a Transmittor is entitled to those Shares, the Transmittor is bound by the notice if it was given to the Shareholder before the Transmittor's name has been entered in the Shareholder Register.

## **MEETINGS OF SHAREHOLDERS**

23. The Directors must convene meetings of the Shareholders in accordance with the Regulations.

## **PROXIES**

24. A Shareholder may be represented at a meeting of Shareholders by a proxy who may speak and vote on behalf of that Shareholder.
25. Proxies may only be validly appointed by a notice in writing which:
  - (a) states the name and address of the Shareholder appointing the proxy
  - (b) identifies the person appointed to be that Shareholder's proxy and the meeting or meetings in relation to which that person is appointed;
  - (c) is signed by or on behalf of the Shareholder appointing the proxy, or is authenticated in such a manner as the Directors may determine; and
  - (d) is delivered to the Company in accordance with these Articles and any instructions contained in the notice of the meeting to which they relate.
26. The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
27. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
28. Unless a proxy notice indicates otherwise, it must be treated as:
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself.

29. The instrument appointing a proxy shall be produced at the place appointed for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote.

## **PROCEEDINGS AT MEETINGS OF SHAREHOLDERS**

30. No business shall be transacted at any meeting of Shareholders unless a quorum of Shareholders is present at the meeting at the time when the meeting proceeds to business. A quorum shall consist of one or more Shareholder present in person or by proxy representing more than 50% of the votes of the Shares or each type or class of Shares entitled to vote as a type or class and the same proportion of the votes of the remaining Shares entitled to vote.
31. If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved; in any other case it shall stand adjourned to the next Business Day at the same time and place or to such other time and place as the Directors may determine, and if at the adjourned meeting there are present within one hour from the time appointed for the meeting in person or by proxy at least one person entitled to vote on the resolutions to be considered by the meeting, those present shall constitute a quorum but otherwise the meeting shall be dissolved.
32. The chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting.
33. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or if the Shareholders so determine, the Shareholders present shall choose someone of their number to be Chairman.
34. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
35. Voting shall be in accordance with the voting rights attached to each type or class of Shares, if any.
36. The Directors may make whatever arrangements they consider appropriate to enable those attending the meeting to exercise their rights to speak or vote. A Shareholder may be present at a meeting if he participates by telephone or other electronic means and all Shareholders participating at the meeting are able to hear each other.
37. At any meeting of the Shareholders the Chairman shall be responsible for deciding in such manner as he shall consider appropriate whether any resolution has been carried or not and the result of his decision shall be announced to the meeting and recorded in the minutes thereof. If the Chairman shall have any doubt as to the outcome of any resolution put to the vote, he shall cause a poll to be taken of all votes cast upon such a resolution, but if the Chairman shall fail to take a poll then any Shareholder present in person or by proxy who disputes the announcement by the Chairman of the result of any vote may immediately following such announcement demand that a poll be taken and the Chairman shall thereupon cause a poll to be taken. If a poll is taken at any meeting, the result thereof shall be duly recorded in the minutes of that meeting by the Chairman.

38. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be sufficient evidence of the fact, without proof of that number or proportion of the votes recorded in favour of or against such a resolution.
39. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.
40. Any person other than an individual shall be regarded as one Shareholder and subject to Article 34 below the right of any individual to speak for or represent such Shareholder shall be determined by the law of the jurisdiction where, and by the documents by which, the person is constituted or derives its existence. In case of doubt, the Directors may in good faith seek legal advice from any qualified person and unless and until a court of competent jurisdiction shall otherwise rule, the Directors may rely and act upon such advice without incurring any liability to any Shareholder.
41. Any person other than an individual which is a Shareholder may by a resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any type or class of Shareholders, and the person so authorized shall be entitled to exercise the same powers on behalf of the person which he represents as that person could exercise if it were an individual Shareholder

## **DIRECTORS**

42. The minimum number of Directors is one.
43. Subject to Article 35, the Directors may act notwithstanding any vacancy in their body.
44. Unless otherwise provided for in these Articles or the Regulations, all resolutions at meetings of the Directors must be decided by a simple majority of votes cast.
45. Any person who is willing to act as Director, and is permitted to do so by the Regulations and applicable law, may be appointed to be a Director by Ordinary Resolution.
46. A Director shall not require a Share qualification, but nevertheless shall be entitled to attend and speak at any meeting of the Shareholders and at any separate meeting of the holders of any type or class of Shares.
47. A Director by writing under his hand may from time to time appoint another Director or any other person to be his alternate (provided that an alternate may not be any person who would be prohibited from being a Director pursuant to the Regulations). Every such alternate shall be entitled to be given notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall be deemed to be an Officer and shall not be deemed to be an agent of the Director appointing him. If undue delay or difficulty would be occasioned by giving notice to a Director of a resolution of which his approval is sought in accordance with Article 52, his alternate (if any) shall be entitled to signify approval of the same on behalf of that Director. A Director by writing under his hand may at any time revoke the appointment of an alternate appointed by him. If a

Director shall die or cease to hold the office of Director, the appointment of his alternate shall thereupon cease and terminate.

48. The Shareholders may, by Ordinary Resolution, fix the emoluments of Directors in respect of services rendered or to be rendered in any capacity to the Company. The Directors may also be paid such travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors, or any committee of the Directors or meetings of the Shareholders.
49. The Company may pay to a Director who at the request of the Company holds any office (including a directorship) in, or renders services to, any company in which the Company may be interested, such remuneration (whether by way of salary, commission, participation in profits or otherwise) in respect of such office or services as shall be approved by an Ordinary Resolution.
50. Subject to the Regulations and the Officer Rules, a Director may be or become a director or other Officeholder of, or otherwise interested in any, company promoted by the Company or in which the Company may be interested, as a shareholder or otherwise, and no Director shall be accountable for any remuneration or other benefits received by him as director or Officeholder or from his interest in such other company.
51. Subject to the approval of the Shareholders, the Directors may also exercise the voting powers conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolutions appointing them, or any of their number, directors or Officeholders of such other company, or voting or providing for the payment of remuneration to the directors or Officeholders of such other company. Subject also to the approval of the Shareholders, a Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to become, a director or Officeholder of such other company, and as such in any other manner is, or may be interested in the exercise of such voting rights in manner aforesaid.
52. No Director shall be disqualified by reason of his office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement, by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, and if the Director was not at the date of that meeting interested in the proposed contact or arrangement, or shall become interested in a contract or arrangement after it is made, he shall forthwith after becoming so interested advise the Company in writing of the fact and nature of his interest. A general notice to the Directors by a Director that he is a shareholder of a specified person, and is to be regarded as interested in any contract or transaction which may, after the date of notice, be made with such person shall (if such Director shall give the same at a meeting of the Directors, or shall take reasonable steps to secure that the same is brought up and read at the next meeting of Directors after it is given) be sufficient declaration of interest in relation to such contract or transaction with such person.
53. A Director may be counted as one of a quorum upon a motion in respect of any contract or arrangement which he shall make with the Company, or in which he is so interested as aforesaid, and may vote upon such motion. However, if the agreement or transaction cannot be approved by a resolution of Directors without counting the vote or consent of any interested Director the

agreement or transaction may only be validated by approval or ratification by an Ordinary Resolution.

## **POWERS OF DIRECTORS**

54. The business and affairs of the Company shall be managed by the Directors, and such Directors may exercise all such powers of the Company except in relation to such powers which, in accordance with the Regulations or these Articles, are to be exercised by the Shareholders subject to any delegation of such powers as may be authorized by these provisions and to such requirements as may be prescribed by an Ordinary Resolution; but no requirement made by a resolution of the Shareholders shall invalidate any prior act of the Directors which would have been valid if such requirement had not been made.
55. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
56. The Company may from time to time and at any time by a resolution of Directors appoint any person or persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
57. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings and property or any part thereof, to issue securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

## **PROCEEDINGS OF DIRECTORS**

58. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes; in case of any equality of votes the Chairman shall have a second or casting vote. A Director may at any time summon a meeting of Directors.
59. If there is more than one Director of the Company, the quorum for Directors' meetings shall be a minimum of two directors present in person or by alternate director. A minimum of three (3) Business Days' notice (exclusive of the day of the meeting) shall be given to all Directors and alternate Directors of any meeting of the Directors unless all the Directors or their alternates on their behalf shall waive such notice for any particular meeting or any Director shall waive his rights to receive notice. Presence at the meeting shall be deemed to constitute waiver.
60. A sole Director shall have full power to represent the Company notwithstanding the reference in these Articles to meetings consisting of more than one person.

61. The Directors may elect a Chairman of their meeting and determine the period for which he is to hold office, but if no such Chairman is present at the time appointed for holding the same, the Directors present shall choose one of their number to be the Chairman of such meeting.
62. The Directors may delegate any of their own powers to committees consisting of such of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
63. A committee may select a Chairman of its meeting; if no such Chairman is elected, or if he is not present at the time appointed for holding the meeting, the members of the committee present shall choose one of their number to be Chairman of such meeting.
64. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of its members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.
65. The Directors shall cause the Minutes Register to be kept.
66. A resolution approved by all the Directors or members of a committee for the time being entitled to receive notice of a meeting of the Directors or of a committee of the Directors and taking the form of one or more documents in writing shall be as valid and effectual as if it had been passed at a meeting of the Directors or such committee duly convened and held. Any one or more Directors may participate in a meeting of the Directors or of a committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **OFFICERS**

67. The Company may, by a resolution of the Directors, appoint Officers at such times as shall be considered necessary or expedient, and such Officers must include one Manager and one Secretary.
68. The Officers shall perform such duties as shall be prescribed at the time of their appointment subject to any modification in such duties as may be prescribed by the Directors thereafter, but in the absence of any specific allocation of duties it shall be the responsibility of the Manager to manage the day to day affairs of the Company and the Secretary to ensure compliance with all procedural requirements imposed on the Company by the Regulations and applicable law.
69. The emoluments of all Officers shall be fixed by a resolution of the Directors.
70. Any person may hold more than one office and no Officer need be a Shareholder.

## **INDEMNIFICATION**

71. The Company may indemnify against all expenses, including legal fees, and against all judgements, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings any person who:

- (a) is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a Director, an Officer or a liquidator of the Company;
  - (b) is or was, at the request of the Company, serving as a director, Officeholder or liquidator of or, in any other capacity, is or was acting for another company or partnership, joint venture or other enterprise, provided, in each case, that the person acted honestly and in good faith with a view to the best interests of the Company, and, in the case of criminal proceedings, had no reasonable cause to believe that his conduct was unlawful.
72. The decision of the Directors as to whether the person acted honestly and in good faith and with a view to the best interests of the Company and as to whether the person had no reasonable cause to believe that his conduct was unlawful is, in the absence of fraud, sufficient for the purposes of Article 64, unless a question of law is involved.
73. The termination of any proceedings by any judgement, order, settlement, conviction or decision by the plaintiff to continue the action or prosecution does not, by itself, create a presumption that the person did not act honestly and in good faith and with a view to the best interests of the Company or that the person had reasonable cause to believe that his conduct was unlawful.
74. If a person referred to in Article 64 has been successful in defence of any proceedings referred to in that Article, the person is entitled to be indemnified against all expenses, including legal fees, and against all judgements, fines and amounts paid in settlement and reasonably incurred by the person in connection with the proceedings.
75. The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of a Director, an Officer or a liquidator of the Company in respect of any relevant loss regardless of whether the Company would have the power to indemnify the relevant person for the loss incurred.

## **DIVIDENDS AND RESERVES**

76. Subject to the approval of the Shareholders by way of an Ordinary Resolution, the Directors may at any time declare and pay a dividend whether interim or final (either in money or in specie) or resolve to make a distribution, but no dividend or distribution shall be declared and paid:
- (a) (except out of the Company's profits available for the purpose; and
  - (b) unless the Directors determine by a simple majority, on reasonable grounds, that immediately after the dividend is paid or the distribution is made the Company will be able to satisfy its debts as they fall due in the normal course of business.
77. For the purposes of Article 69, the Company's profits available for distribution are its accumulated, realised profits, so far as not previously utilised by distribution or capitalisation, less its accumulated, realised losses, so far as not previously written off in a reduction or reorganisation of capital.

78. The Directors may, before declaring any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund for whatever purpose, and may invest the sum so set apart as a reserve fund upon such securities as they may select.
79. The Directors may deduct from the dividends payable to any Shareholder all such sums of money as may be due from that Shareholder to the Company.
80. Notice of any dividend that may have been declared shall be given to each Shareholder in accordance with Articles 82 to 85 and all dividends unclaimed for three years after having been declared may be forfeited by the Directors for the benefit of the Company.
81. No dividends shall bear interest as against the Company.

## **ACCOUNTS**

82. Except as provided by applicable law or the Regulations or authorised by the Directors or by Ordinary Resolution, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Shareholder.
83. The first financial year of the Company shall start on the day on which the Company is registered and shall last for a period as may be determined by the Directors; however, a period must be at least six months and not longer than eighteen months.
84. The second and any subsequent financial year will start at the end of the previous financial year and will last for twelve months or some other period which is within five (5) Business Days either shorter or longer than twelve months as may be determined by the Directors.

## **CAPITALIZATION OF PROFITS AND BONUS SHARES**

85. The Directors may, if so authorised by a Special Resolution, decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying of preferential dividend or any sum standing to the credit of the Company's share premium account or capital redemption reserve, and appropriate any sum which they so decide to capitalise to the persons who would have been entitled to it if it were distributed by way of dividend and in the same proportions.
86. Any capitalised sum must be applied on behalf of the persons entitled and in the same proportions as if a dividend would have been distributed to them.
87. Any capitalised sum may be applied in paying up new Shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
88. An amount equal to the aggregate nominal value of the Shares shall be transferred from surplus to capital at the same time as the allotment.

## **NOTICES**

- 89. Other than to the extent expressly stated in these Articles, any notice, document or information to be given by or to the Company may be given in hard copy form or in electronic form.
- 90. A notice, document or information sent by a reputable courier to an address specified for the purpose by the Shareholder or the Company is deemed to have been given to or received by the intended recipient 48 hours after it was given to the courier, and in proving service it is sufficient to prove that the notice, document or information was properly addressed and given to the courier.
- 91. A notice, document or information given by electronic means to an address specified for the purpose by the Shareholder or the Company is deemed to have been given to or received by the intended recipient 24 hours after it was sent, and in proving service it is sufficient to prove that the communication was properly addressed and sent.
- 92. A notice, document or information not sent by courier but manually delivered at a registered address or address for service in the UAE is deemed to be given on the day it is left.

**WINDING-UP OF THE COMPANY**

- 93. The winding-up of the Company shall be made in accordance with the DMCCA Company Regulations.
- 94. The Company may be voluntarily wound-up by the passing of a unanimous resolution at a General Meeting.

**ADOPTION OF NEW ARTICLES**

- 95. Subject to the provisions of the Regulations, the Company may by a Special Resolution adopt new Articles. The new Articles shall take effect upon registration by the Registrar.

**GOVERNING LAW**

- 96. The Company shall be subject to the laws, rules and regulations from time to time in force in the DMCC Free Zone.

**MISCELLANEOUS**

- 97. . Matters not provided for in these Articles of Association may be subject to additional regulation issued by DMCCA.

In witness whereof, we the undersigned do hereby subscribe our names to these Articles of Association on the date of registration

**INITIAL SHAREHOLDER(S)**

Name	Alvi Halad
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Nationality	United kingdom
Passport No/Company Registration Number	531427941
No. of Shares	100.0
Amount per Share	AED 1,000
Signature	<p>Signed by:</p>  <p>168B754E836A4BF...</p>

20-12-2024

By signing to these Articles of Association, I/we, the shareholder(s) of the Company whose signatures are being affixed hereby, acknowledge that I/we have read and understand all pages in its entirety and agree voluntarily to adhere to these Articles of Association.



Scan this QR code to verify the validity of this document on DMCC Website.

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This is an official document issued by DMCC Authority and requires no signature.

In compliance with the new DMCC Company Regulations 2020, these Articles of Association supersede the previous Memorandum and Articles of Association, including any amendments, adopted by the Shareholder/s at the time of Company's Incorporation.