

# PROPOSED AMENDMENTS AND ADDENDUMS TO THE ARTICLES OF ASSOCIATION OF EZDAN HOLDING GROUP, IN COMPLIANCE WITH LAW NO. (8) OF 2021 AMENDING SOME PROVISIONS OF THE COMMERCIAL COMPANIES LAW PROMULGATED BY LAW NO. (11) OF 2015 AND CORPORATE GOVERNANCE CODE NO. (5) OF 2016 (ANNEXED)

Articles	Wording before amendment	Wording after amendment
Article (2) 1- Amendment to clause (1)	Financial and administrative control over one or	Financial and administrative control of one or more other
	more other companies through owning at	companies through owning more than (50%) at least of
	least (51%) of the shares or stakes of that	the shares or stakes of that company or companies.
	company or companies.	6- Owning movables and properties necessary to carry out its
	6- Owning movables and properties necessary to	activity within the prudent authorized limits in accordance
2-Adjunct to Clause (6)	carry out its activity within prudent	with the law, borrowing to finance its activities according
Clause (0)	authorized limits in accordance with the	to its purposes, and mortgaging its assets to guarantee
	law.	loans in accordance with the interests of the company.
	Upon listing its shares in the financial market, the	Upon listing its shares in the financial market, the company shall
	company shall docket a copy of register	docket a copy of this register with the depository authority
	with the depository authority licensed by	licensed by Qatar Financial Markets Authority (QFMA) in
	Qatar Financial Markets Authority (QFMA)	order to follow up on the shareholders' affairs and
	in order to follow up on the shareholders'	authorize that entity to keep and organize this register, and
	affairs and authorize that entity to keep and	each shareholder, according to his acquired stake, may
	organize this register, and each shareholder	view this register without being charged, in accordance
	may view this register without being	with the regulations set by the Qatar Financial Markets
Article (11)	charged.	Authority and the depository entity in this regard.
Adjunct to Clause (2)	Everyone concerned has the right to request	Everyone concerned has the right to request rectification of the
(2)	rectification of the data contained in the	data contained in the register, especially if a person is
	register, especially if a person is registered	registered or deleted from it without justification.
	or deleted from the register thereof without	
	justification. A copy of the data contained in	
	the register and every change thereto shall	
	be sent to The Companies Affairs	
	Department at least two weeks prior to the	
	date specified for the dividend payout.	
	The company is managed by a Board of Directors	The company is managed by a Board of Directors consisting of
	consisting of (7) seven members elected by	(7) seven members elected by the ordinary general
Article (22)	the ordinary general assembly by secret	assembly by secret ballot and according to the cumulative
	ballot and according to the cumulative	voting. At least one third of the members of the Board of
	voting, provided that at least one third of	Directors shall be independent members not
	the members of the Board of Directors shall	shareholders, and the majority of its members shall be

Ezdan Holding Group

شركة مساهمة قطرية قابضة | رأس المال (٦٦,٥ مليار ر.ق ) | سجل تجاري: ٢١٥٤٦ | المركز الرئيسي: الخليج الغربي | أبراج إزدان | برج رقم ٤ | ص.ب: ٢٠٥٣، الدوحة، قطر | هاتف: ٢٢٣٣ ٤٤٢٢ الاله؛ إفاكس: ٢٥٥٠ ٤٤٢٧ ٢٠ Qatari Shareholding Company | Capital (QAR 26.5 bn) | C.R. (15466) | Head Office: West Bay | Ezdan Towers | Tower No. 4 | P.O.Box: 30503, Doha, Qatar | Tel: +974 4433 2333 | Fax: +974 4479 6570



	be independent members not shareholders,	part-timers to manage the company or receive a
	and that the majority of the members shall	remuneration. One seat may be designated to represent
	be non-executives. One seat may be	the company's employees.
	designated to represent the company's	
	employees.	
	The general assembly elects the members of the	The general assembly elects the members of the Board of
	Board of Directors by secret ballot. When	Directors by secret ballot. When voting for the election of
	voting for the election of the members of	the members of the Board of Directors, each share shall
	the Board of Directors, each share shall	have one vote where the shareholder gives to whomever
	have one vote where the shareholder gives	he chooses from among the candidates. The shareholder
	to whomever he chooses from among the	may distribute the voting of his shares among more than
	candidates. The shareholder may distribute	one candidate. The vote for the election of board members
	the voting of his shares among more than	in public shareholding companies listed in the financial
	one candidate. The vote for the election of	market shall be conducted in accordance with QFMA
Article (25)	board members in public shareholding	Corporate Governance Code.
	companies listed in the financial market	
	shall be conducted in accordance with the	
	QFMA Corporate Governance Code.	
	In the event that the term of the Board of	
	Directors expires before the general	
	assembly approves the company's financial	
	reports, the term of the Board becomes	
	adjourned to the date of the ordinary	
	general assembly.	
	The Chairman of the Board of Directors is the	The Chairman of the Board of Directors is the head of the
	head of the company and represents it	company and represents it before others and before the
	before others and the courts. A Chairman	courts. A Chairman shall enforce the decisions of the Board
A .: L (20)	shall enforce the decisions of the Board and	and adhere to its recommendations. He may delegate
Article (28)	adhere to its recommendations. He may	some of his powers to other members of the Board of
	delegate some of his powers to other	Directors or a member of the senior executive
	members of the Board of Directors, and the	management, and the delegation shall be for a specific
	Vice Chairman shall replace the Chairman	period and on certain subject. The Vice Chairman shall
	in his absence.	replace the Chairman in his absence.
Article (28) bis.		Not to make any statements or disclose any information without
New Adjunct		the prior written permission of the Chairman or his
under		authorized representative, and the Board shall name the
clause No.		official spokesperson for the Group.
(3)		

مجموعة إزدان القابضة



Article (28) bis New Adjunct under clause No. (6)	The Board may sell and buy properties or mortgage, buy and sell shares and movables or mortgage them, obtain finances and facilities from local or foreign banks, sign all contracts, documents, power of attorneys, transactions and other documents related to these finances, facilities and guarantees related thereto and implement them (including any mortgages, guarantees, or transfer of property ownership, guarantees, transfers of right, etc., in order to achieve the purposes of such financings, which shall align with the interest of the company and achieve its objectives at the discretion of the Board of Directors.	The Board of Directors has the broader powers to manage the company and has the right to carry out all the work required for management in accordance with the company's purpose, and such powers are not limited except for what is stipulated by the law, articles of associations or the decisions of the general assembly. The board may mortgage the company's assets for the purpose of arranging loans with local and international banks or financial institutions.
Article (34) Adjunct to clause No. (2) clause	The general assembly determines the remuneration of the members of the Board of Directors, provided that the percentage of that remuneration may not exceed (5%) of the net profit after deducting reserves, legal deductions and distributing dividends of no less than (5%) of the company's paid- in capital to shareholders.	The general assembly determines the remuneration of the members of the Board of Directors, provided that the percentage of that remuneration may not exceed (5%) of the net profit after deducting reserves and legal deductions and distributing dividends of no less than (5%) of the company's paid-in capital to shareholders. In the event that the company does not realize profits or does not distribute dividends, remunerations for the members of the Board of Directors may be determined in a lump sum, after the approval of the general assembly, and the Ministry may set a threshold for such amount.
Article (36)	The Board of Directors shall invite all shareholders to attend the general assembly meeting by announcing in two local daily newspapers, at least one of which is issued in Arabic language, on the official website of stock market, and on the official website of the company. The announcement shall be made at least fifteen days before the date scheduled for the convening of the general assembly, and it shall also include an adequate summary of the assembly's agenda, all the data and	<ul> <li>"The Board of Directors shall send a soft copy invitation to all shareholders to attend the general assembly meeting, on the website of the financial market, and the company's website, if any, and by publishing in a local daily newspaper issued in the Arabic language or by any other means of communication.</li> <li>The announcement shall be made at least twenty-one days before the date set for convening of the general assembly. It shall also include the provisions of Article (128) of the Commercial Companies Law, an adequate summary of the assembly's agenda, all data and papers referred to in the aforementioned article, along with the auditors' report.</li> </ul>



	papers referred to in the aforementioned	A facsimile of the advertisement shall be sent to the Companies
	article, along with the auditors' report.	Affairs Department in parallel with sending to the
	A facsimile of the advertisement shall be sent to	
		newspapers.
	the Companies Affairs Department in	
	parallel with sending to the newspapers.	
	5-Transactions in which a member of the Board	5-Transactions and deals in which any of the Chairman
	of Directors or managers may entail an	members of the Board of Directors and members of the
Article (137)	interest that conflicts with the interest of the	Senior Executive Management may entail an interest tha
Amendment to	company.	conflicts with the interest of the company and require
clause (5)		disclosure or prior approval in accordance with th
Adjunct to clause		provisions of Article (109) of the Commercial Companie
(8)		Law, in addition to the details of those transactions an
		deals.
		8- Allowances paid to any of the company's senior executiv
		management members.
	The general assembly represents the	The general assembly represents the shareholders and is held
	shareholders, and it is held at the company's	the company's headquarters or at any other venu
	headquarters or at any other venue	determined by the Board of Directors within Doha cit
	determined by the Board of Directors	and the board shall also invite the general assembly 1
	within Doha City. Likewise, the Board shall	convene whenever a shareholder or shareholders ownir
	invite the general assembly to convene	at least (10%) of the capital request it, and that shall b
	whenever requested by a shareholder or	effectuated within fifteen days from the date of th
	shareholders owning at least (10%) of the	request, otherwise the Companies Affairs Department w
	capital, and on serious grounds.	approve the request to send the invitation at th
Article (38)	The general assembly may hold its ordinary and	company's expense within fifteen days from the date o
	extraordinary meetings remotely by any	receiving the request, and the agenda in these two cases
	secure method employing modern	limited to the subject of the request.
	technology that enables shareholders to	The general assembly may hold its ordinary and extraordina
	listen, participate effectively, vote on the	assembly meetings remotely by any secure and recognize
	items of the assembly and issue resolutions,	means of modern technology that enables shareholders t
	after the approval of the Companies Affairs	listen, participate effectively, vote on the articles of the the second
	Department.	assembly and issue decisions, in accordance with th
		measures imposed by the Ministry of Commerce an
		Industry.
	1- Every shareholder has the right to attend the	1-Every shareholder has the right to attend the meetings of th
	meetings of the general assembly, and he	general assembly, and he shall have a number of vote
Article (42)	shall have a number of votes equal to the	equal to the number of his shares. Resolutions are issue
	number of his shares. Resolutions are	by an absolute majority of the shares represented in th
	number of his shares. Resolutions are	
		meeting.



	HOLDING	
	issued by an absolute majority of the shares	2- Minors and judicially interdicted persons shall be legally
	represented in the meeting.	represented by their representatives.
	2- Minors and judicially interdicted persons shall	3- A delegation to attend meetings of the general assembly may
	be legally represented by their	be allowed, provided that the attorney in power is a
	representatives.	shareholder, and that special power of attorney shall be
	3- A delegation to attend meetings of the general	private and proven in writing, and the shareholder may
	assembly may be allowed, provided that the	not appoint a member of the Board of Directors to attend
	attorney in fact is a shareholder, and that	the meetings of the general assembly on his behalf.
	the special power of attorney shall be	4- In all cases, the number of shares held by the attorney in fact
	private and proven in writing, and the	in this capacity may not exceed (5%) of the company's
	shareholder may not appoint a member of	capital share.
	the Board of Directors to attend the	
	meetings of the general assembly on his	
	behalf.	
	4- In all cases, the number of shares held by the	
	attorney in fact in this capacity may not	
	exceed (5%) of the company's capital	
	shares.	
	5- With the exception of legal persons, a	
	shareholder may not have a number of	
	votes exceeding (25%) of the quota of votes	
	represented at the meeting.	
	If a number of shareholders representing at least	If a number of shareholders representing at least (5%) of the
	10% of the company's capital share request	company's capital share requests the inclusion of certain
	to include certain issues in the agenda, the	issues in the agenda, the Board of Directors shall be
Article (43)	Board of Directors shall be obliged to	obliged to consolidate such items, otherwise the assembly
	consolidate such items, otherwise the	has the right to decide discussing such issues in the
	assembly has the right to decide discussing	meeting.
	such issues in the meeting.	
	The First Clause:	The First Clause:
	Voting in the general assembly shall be by hand-	Voting in the general assembly shall be by hand-raising or by
Article (47)	raising or by any other method approved by	any other method approved by the assembly. The
	the assembly.	shareholder's participation in the deliberations of the
		general assembly and his voting may be done
	The Third clause:	electronically, in accordance with the measures
		announced by the Ministry of Commerce and Industry,
	The decisions issued by the general assembly in	
	accordance with the provisions of the	

شركة مساهمة قطرية قابضة | رأس المال (ه.٢٦ مليار ر.ق ) | سجل تجاري: ٢٦٦١ | المركز الرئيسي: الخليج الغربي | أبراج إزدان | برج رقم ٤ | ص.ب: ٢٠٥٣، الدوحة، قطر | هاتف: ٢٦٣٣ ٢٢٣ ٤٤٢٢ الكس: ٢٧٥٠ +٩٧٤ الكس: ٢٧٥٠ مساهمة قطرية قابضة | رأس المال (ه.٢٦ مليار ر.ق ) | سجل تجاري: ٢٦٤١٠ | المركز الرئيسي: الخليج الغربي | أبراج إزدان | برج رقم ٤ | ص.ب: ٢٠٥٣، الدوحة، قطر | هاتف: ٢٦٣٣ كليج الغربي المركز الرئيسي: الخليج الغربي المراج إزدان | برج رقم ٤ ص.ب: ٢٠٥٣، الدوحة، قطر | هاتف: ٢٢٣٢ ٢٢٣ معادي •٢٠٥٢ عمد المراج المركز الرئيسي: الخليج الغربي المراج إزدان | برج رقم ٤ | ص.ب: ٢٠٥٣، الدوحة، قطر | هاتف: ٢٢٣٢ معادي +٩٧٤ (ه.٢



	Commercial Companies Law and the	and in coordination with Oatar Financial Market
	Commercial Companies Law and the	and in coordination with Qatar Financial Markets
	company's articles of association are	Authority.
	binding on all shareholders, whether they	The Third clause:
	are present at the meeting in which	The third clause.
	decisions were issued or absent, and whether they consented or dissented. The Board of Directors shall enforce the decisions immediately upon issuance and render a copy of decisions thereof to the Companies Affairs Department within fifteen days from the date of issuance.	The decisions issued by the general assembly in accordance with the provisions of the Commercial Companies Law and the company's articles of association are binding on all shareholders, whether they were present at the meeting in which they were issued or absent, and whether they consented or dissented, and the Board of Directors shall enforce them immediately upon issuance.
		The Fourth Clause (New Adjunct)
		"Effecting any transaction, deal, or multiple deals or sequential
		transactions, within a year from the date of the first
		transaction aimed at selling the company's assets or
		making any other disposal of those assets, or the assets
		that the company will acquire, if the total value of the
		transactions, trading, deals or related transactions totalize
		(51%) or more of the company's market value or the value
		of its net assets according to the latest announced financial
		statements, whichever is less, save by an approval of the
		extraordinary general assembly and for the purposes of
		this clause, the assets of the company shall include the
		assets of any of its subsidiaries.
		The invitation documents for the extraordinary general
		assembly meeting shall include a sufficient number of
		details about the disposal and its terms and conditions.
	A decision may not be taken in the following	A decision may not be taken in the following matters except by
	matters except by the general assembly in	the general assembly in an extraordinary session:
	an extraordinary session:	1) Amending the company's articles of association.
	1) Amending the company's articles of	2) Increasing or reducing the company's capital.
Article (51)	association.	3) Extending the term of the company.
	2) Increasing or reducing the company's capital.	4) Dissolution, liquidation, transformation, merging or
	3) Extending the term of the company.	acquisition of another company.
	4) Dissolution, liquidation, transformation,	5) Selling the entire venture for which the company was
	merging or acquisition of another company.	established or disposing of it in any other way.
	merging or acquisition of another company.	

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	5) Selling the entire venture for which the	An indication in the commercial register shall be set forth in the
	company was established or disposing of it	event that a decision is taken to approve any of the issues
	in any other way.	hereinabove.
	An indication in the commercial register shall be	Nonetheless, this assembly may not make amendments to the
	set forth in the event that a decision is taken	company's articles of association that may exercise
	to approve any of the issues hereinabove.	burdens on shareholders, change the company's
	Nonetheless, the assembly may not make	nationality, or transfer the head office of the company
	amendments to the company's articles of	incorporated in the state to another country, and any
	association that may exercise burdens on	decision in contrary to the above shall be null and void.
	the shareholders, modify the company's	
	basic purpose and main activity, change the	
	company's nationality, or transfer the head	
	office of the company incorporated in the	
	state to another country, and any decision	
	in contrary to the above will be null and	
	void.	
	Unless otherwise provided for in, the provisions	Unless otherwise provided for in, the provisions of Commercial
	of Commercial Companies Law No. (11) of	Companies Law No. (11) of 2015 and its amendment
Article (74)	2015 shall apply, and all amendments to	pursuant to Law No. (11) of 2021 shall apply, and all
	that law shall be deemed complementary or	amendments to that law shall be deemed complementary
	amending the provisions of this articles of	or amending the provisions of this articles of association.
	association.	

3) Delegating the Chairman / or the Vice Chairman and / or whomever the Board delegates to sign the amended Articles of Association of the Group and complete the necessary procedures in this regard.

## Notice

- 1- Shareholders who wish to participate remotely, at least two hours before the meeting date, are kindly requested to send an email to the following address: alphaqatar2020@gmail.com, including the following shareholder data (shareholder number copy of ID mobile number copy of the authorization/ Power of attorney and supporting documents for representatives of individuals and legal entities).
- 2- The link for online participation in the meeting will be sent to the shareholders whose contact details have been received, where they can participate in the discussion and vote on the agenda.

Ezdan Holding Group

مجموعة إزدان القابضة

شركة مساهمة قطرية قابضة | رأس المال ( ٢٦، مليار ر.ق ) | سجل تجاري: ٢٦٤١ | المركز الرئيسي: الخليج الغربي | أبراج إزدان | برج رقم ٤ | ص.ب: ٢٠٥٠٣، الدوحة، قطر | هاتف: ٢٣٣٣ ٢٣٣٤ ٤٤٣٠ + إ فاكس: ٢٠٥٢ + برع رقم ٢ مساهمة قطرية قابضة | رأس المال ( ٢٦، مليار ر.ق ) | سجل تجاري: ٢٦٤ المركز الرئيسي: الخليج الغربي | أبراج إزدان | برج رقم ٤ | ص.ب: ٢٠٥٠٣، الدوحة، قطر | هاتف: ٢٣٣٣ ٢٣٣ عليه برع رام ٢ مالي + ٩٧٤ في عنها المراج المراجعة المراج المراج المراج المراجعة مراجع المراجعة ( مراجع م



- 3- Each shareholder has the right to attend the meetings of the General Assembly and has a number of votes equal to the number of his shares. Resolutions are issued by an absolute majority of the shares represented in the meeting.
- 1- Minors and judicially interdicted persons shall be legally represented by their representatives.
- 2- It is permissible to appoint a proxy to attend the meetings, provided that the proxy is a shareholder, and has a special power of attorney in appointment and the number of shares held by the proxy may not exceed 5% of the company's share capital.

Dr. Khalid bin Thani bin Abdullah Al Thani Chairman of Board of Directors

#### Ezdan Holding Group

مجموعة إزدان القابضة

شركة مساهمة قطرية قابضة | رأس المال ( ٢٦,٥ مليار ر.ق ) | سجل تجاري: ٢٢٤ المركز الرئيسي: الخليج الغربي | أبراج إزدان | برج رقم ٤ | ص.ب: ٢٠٥٠٣، الدوحة، قطر | هاتف: ٢٣٣٣ ٢٣٣٢ هاكس: ٢٧٥٠ ٩٧٤ ٤٤٧٩ - Qatari Shareholding Company | Capital (QAR 26.5 bn) | C.R.(15466 ) | Head Office: West Bay | Ezdan Towers | Tower No. 4 | P.O.Box: 30503, Doha, Qatar | Tel: +974 4433 2333 | Fax: +974 4479 6570