



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

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

<p>Article (28) bis New Adjunct under clause No. (6)</p>	<p>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.</p>	<p>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.</p> <p>The board may mortgage the company's assets for the purpose of arranging loans with local and international banks or financial institutions.</p>
<p>Article (34) Adjunct to clause No. (2) clause</p>	<p>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.</p>	<p>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.</p> <p>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.</p>
<p>Article (36)</p>	<p>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.</p> <p>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</p>	<p>"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.</p> <p>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.</p>

	<p>papers referred to in the aforementioned article, along with the auditors' report.</p> <p>A facsimile of the advertisement shall be sent to the Companies Affairs Department in parallel with sending to the newspapers.</p>	<p>A facsimile of the advertisement shall be sent to the Companies Affairs Department in parallel with sending to the newspapers.</p>
<p>Article (137) Amendment to clause (5) Adjunct to clause (8)</p>	<p>5-Transactions in which a member of the Board of Directors or managers may entail an interest that conflicts with the interest of the company.</p>	<p>5-Transactions and deals in which any of the Chairman, members of the Board of Directors and members of the Senior Executive Management may entail an interest that conflicts with the interest of the company and requires disclosure or prior approval in accordance with the provisions of Article (109) of the Commercial Companies Law, in addition to the details of those transactions and deals.</p> <p>8- Allowances paid to any of the company's senior executive management members.</p>
<p>Article (38)</p>	<p>The general assembly represents the shareholders, and it is held at the company's headquarters or at any other venue determined by the Board of Directors within Doha City. Likewise, the Board shall invite the general assembly to convene whenever requested by a shareholder or shareholders owning at least (10%) of the capital, and on serious grounds.</p> <p>The general assembly may hold its ordinary and extraordinary meetings remotely by any secure method employing modern technology that enables shareholders to listen, participate effectively, vote on the items of the assembly and issue resolutions, after the approval of the Companies Affairs Department.</p>	<p>The general assembly represents the shareholders and is held at the company's headquarters or at any other venue determined by the Board of Directors within Doha city, and the board shall also invite the general assembly to convene whenever a shareholder or shareholders owning at least (10%) of the capital request it, and that shall be effectuated within fifteen days from the date of the request, otherwise the Companies Affairs Department will approve the request to send the invitation at the company's expense within fifteen days from the date of receiving the request, and the agenda in these two cases is limited to the subject of the request.</p> <p>The general assembly may hold its ordinary and extraordinary assembly meetings remotely by any secure and recognized means of modern technology that enables shareholders to listen, participate effectively, vote on the articles of the assembly and issue decisions, in accordance with the measures imposed by the Ministry of Commerce and Industry.</p>
<p>Article (42)</p>	<p>1- Every shareholder has the right to attend the meetings of the general assembly, and he shall have a number of votes equal to the number of his shares. Resolutions are</p>	<p>1-Every shareholder has the right to attend the meetings of the general assembly, and he shall have 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.</p>

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

	<p>Commercial Companies Law and the company's articles of association are binding on all shareholders, whether they are present at the meeting in which 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.</p>	<p>and in coordination with Qatar Financial Markets Authority.</p> <p>The Third clause:</p> <p>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.</p> <p>The Fourth Clause (New Adjunct)</p> <p>"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.</p> <p>The invitation documents for the extraordinary general assembly meeting shall include a sufficient number of details about the disposal and its terms and conditions.</p>
<p>Article (51)</p>	<p>A decision may not be taken in the following matters except by the general assembly in an extraordinary session:</p> <ol style="list-style-type: none"> 1) Amending the company's articles of association. 2) Increasing or reducing the company's capital. 3) Extending the term of the company. 4) Dissolution, liquidation, transformation, merging or acquisition of another company. 	<p>A decision may not be taken in the following matters except by the general assembly in an extraordinary session:</p> <ol style="list-style-type: none"> 1) Amending the company's articles of association. 2) Increasing or reducing the company's capital. 3) Extending the term of the company. 4) Dissolution, liquidation, transformation, merging or acquisition of another company. 5) Selling the entire venture for which the company was established or disposing of it in any other way.

	<p>5) Selling the entire venture for which the company was established or disposing of it in any other way.</p> <p>An indication in the commercial register shall be set forth in the event that a decision is taken to approve any of the issues hereinabove.</p> <p>Nonetheless, the assembly may not make amendments to the company's articles of association that may exercise burdens on 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.</p>	<p>An indication in the commercial register shall be set forth in the event that a decision is taken to approve any of the issues hereinabove.</p> <p>Nonetheless, this assembly may not make amendments to the company's articles of association that may exercise burdens on shareholders, 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 shall be null and void.</p>
Article (74)	<p>Unless otherwise provided for in, the provisions of Commercial Companies Law No. (11) of 2015 shall apply, and all amendments to that law shall be deemed complementary or amending the provisions of this articles of association.</p>	<p>Unless otherwise provided for in, the provisions of Commercial Companies Law No. (11) of 2015 and its amendment pursuant to Law No. (11) of 2021 shall apply, and all amendments to that law shall be deemed complementary or amending the provisions of this articles of association.</p>

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

- 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).
- 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.



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