

OMAN INSURANCE COMPANY P.S.C

PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION

Article	Current wording before Amendment	Proposed wording	Law/Bylaw support	Reason For Amendment
Introduction	<p>Whereas Federal Law No. (2) of 2015 concerning Commercial Companies issued on 25 March 2015 repealed Federal Law No. (8) of 1984 and its amendments and required from existing public joint stock companies to amend their articles of association to comply with its provisions.</p> <p>In compliance with the terms of Federal Law No. (2) of 2015 concerning Commercial Companies, the present Restated Articles of Association have been approved, upon a Special Resolution of the General Assembly, in its meeting for that purpose on 21 March 2017.</p>	<p>Whereas Decree Federal Law No. (32) of 2021 concerning Commercial Companies issued on 20 September 2021 repealed Federal Law No. (2) of 2015 and its amendments and required from existing public joint stock companies to amend their articles of association to comply with its provisions.</p> <p>In compliance with the terms of Federal Decree-Law No. (32) of 2021 concerning Commercial Companies, the present Amended Articles of Association have been approved, upon a Special Resolution of the General Assembly, in its meeting for that purpose on 12 April 2022.</p>	Federal Decree-Law No (32) of 2021 concerning Commercial Companies ("New Company Law")	Federal Law No. (2) of 2015 concerning commercial companies has been repealed by the Federal Decree-Law No (32) of 2021 published in the Official Gazette No. 712 on 26/09/2021 and came into force as of 2 nd of January 2022, and Public joint stock companies must adjust their AoAs within one year from the date of enforcement of the Federal Decree-Law.
Definitions	Law: means Federal Law No. (2) of 2015 concerning Commercial Companies, as amended	Law: means Federal Decree-Law No. (32) of 2021 concerning Commercial Companies, as amended	Article (3) of Federal Decree-Law No (25) of (2020) Regarding the	
	N/A	<p>New definition</p> <p>Executive Management: The CEO of the company, his deputies anyone at the level of senior executive positions, and executive management officials who have been personally appointed in their positions by the Board of Directors</p>		
	Insurance Resolutions: mean resolutions, instructions and regulations issued by the	Insurance Resolutions: mean all applicable resolutions, instructions and regulations as issued and/or amended by Central Bank with		

	Insurance Authority with regard to the insurance companies including, but not limited to the Insurance Authority Board Resolution No. (25) of 2014 on Financial Instructions for Insurance Companies and the Insurance Authority Board Resolution No. (10) of 2016 on Circulars related to Regulating the Business of Existing Companies	regards to the insurance companies pursuant to Decree-Law No (25) of (2020) Regarding the amendment of some provisions of the Federal Decree-Law No. (14) of 2018 regarding the Central Bank & Organization of Financial Institutions and Activities.	amendment of some provisions of the Federal Decree-Law No. (14) of 2018 regarding the Central Bank & Organization of Financial Institutions and Activities	IA has been replaced by Central Bank in all its functions concerning Insurance Companies
	Insurance Authority: means the Insurance Authority in the UAE	Central Bank: means the Central Bank of United Arab Emirates being the regulatory body in charge of all matters relating to insurance companies pursuant to Federal Decree-Law No (25) of (2020) Regarding the amendment of some provisions of the Federal Decree-Law No. (14) of 2018 regarding the Central Bank & Organization of Financial Institutions and Activities.		
Article 14 paragraph 1 & 2 Capital Increase	1.It shall be permissible by a resolution of the Board to increase the issued share capital of the Company within the limits of the authorized capital for the sole benefit of the current shareholders, after obtaining the SCA and the Insurance Authority approval and pursuant to the terms set out by the SCA, provided that its issued capital has been paid up in full. The Board resolution shall determine the amount of the increase in the issued share capital and the price at which the new shares shall be issued.	1.It shall be permissible by a resolution of the Board to increase the issued share capital of the Company within the limits of the authorized capital for the sole benefit of the current shareholders, after obtaining the SCA and the Insurance Authority approval and pursuant to the terms set out by the SCA, provided that its issued capital has been paid up in full. The Board resolution shall determine the amount of the increase in the issued share capital and the price at which the new shares shall be issued. 2.Subject to the controls and terms set out by the SCA in this regard, It shall be permissible by a	Article 196 of the New Company Law	The deleted paragraph relates to a possibility that has been removed by Article 196 of the New Company Law

	2. It shall be permissible by a Special Resolution to increase the authorized share capital of the Company subject to obtaining the required approvals from the SCA and the Insurance Authority and provided that the Company's issued capital has been paid up in full.	Special Resolution to increase the authorized share capital of the Company subject to obtaining the required approvals from the SCA and Central Bank and provided that the Company's issued capital has been paid up in full. The Special resolution shall determine the amount of the increase in the share capital and the price at which the new shares shall be issued, and in case the increase of the capital of the company involves contributions in kind, the valuation of such contributions in kind shall be conducted pursuant to the applicable provisions in Company law. The Board of Directors shall implement the Special Resolution within 3 years from the date of issue thereof, otherwise the Resolution is deemed void ab initio for the portion of increase not completed within the indicated period.		
Article 16 Capital Reduction	1-On the recommendation of the Board and after consideration of the auditor's report and subject to the approval of the SCA and the Insurance Authority, the Company's issued share capital may be reduced by a Special Resolution in either of the following two circumstances:	1- It is not permissible to reduce the Company's capital before obtaining the Authority and Central Bank's approval and the issuance of a special resolution after consideration of the auditor's report, in either of the following two circumstances:	Article 204 of the New Company Law	To align with New Company Law
Article 17 Issuance of loan Debentures	The Company may resolve by a Special Resolution, and after obtaining the approval of SCA and the Insurance Authority, issue bonds of any nature. The Special Resolution shall determine the value of the bonds, the terms of issuance and their convertibility into shares. The Company may also resolve to delegate the Board of Directors to determine the date	Subject to the controls and terms set out by the Authority in this regard, the Company may resolve by a Special Resolution issued by the General Assembly pursuant to article 232 of Company Law, and after obtaining the approval of SCA and Central Bank, issue bonds of any nature. The Special Resolution shall determine the value of the bonds, the terms of issuance and their convertibility into shares. The Company may also resolve to delegate the Board of Directors to determine the date of issuance of the bonds and shall abide by the disclosure	Article 232 of the New Company Law	To align with New Company Law

	of issuance provided that such date does not exceed one year from the date of the resolution approving the delegation.	requirements at the time of implementing the Special Resolution approving issuance of the bonds. provided that such date does not exceed one year from the date of the resolution approving the delegation.		
Article 21 Board Membership	2.The Board of Directors may appoint new Board Members to fill the positions that become vacant during the year provided that such appointment is presented to the General Assembly in its first subsequent meeting to ratify such appointment or to appoint other Board Members.	2.The Board of Directors may appoint new Board Members to fill the positions that become vacant during the year within a maximum period of 30 days provided that such appointment is presented to the General Assembly in its first subsequent meeting to ratify such appointment or to appoint other Board Members. The new member completes the term of his predecessor, and if a new member is not appointed to the vacant position during that period, the Board must open the door for candidacy to elect a member for the vacant position at the first meeting of the General Assembly, and the new member completes the term of his predecessor.	Article 145 of the New Company Law	To align with New Company Law
Article 30 Dealing of related parties with the Company's Securities	The Related Parties shall not use any information in their possession due to their directorship, employment to achieve any interest whatsoever for them or for others as a result of dealing in the securities of the Company and any other transactions. Such party or employee may not have a direct or indirect interest with any party making deals intended to influence the rates of the securities issued by the Company.	The Related Parties shall not use any information in their possession due to their directorship, employment to achieve any interest whatsoever for them or for others as a result of dealing in the securities of the Company and any other transactions. Such party or employee may not have a direct or indirect interest with any party making deals intended to influence the rates of the securities issued by the Company while knowing this.	Article 152 paragraph 1 of Company Law	To align with New Company Law
Article 31 Board Member Participation	No Board member may engage in any business that would compete the Company or trade for his/her own account or for third parties in an activity carried out by the Company. Such Board member may not disclose any	No Board member may, without an annually renewable approval from the General Assembly of the company, engage in any business that would compete the Company or trade for his/her own account or for third parties in an activity	Article 152 paragraph 3 of the New Company Law	To align with New Company Law

<p>in Competing Business</p>	<p>information or data belonging to the Company. Otherwise, the Company shall have the right to claim such Board member for compensation or consider the profitable business carried out by the director as if it was done for the account of the Company.</p>	<p>carried out by the Company. Such Board member may not disclose any information or data belonging to the Company. Otherwise, the Company shall have the right to claim such Board member for compensation or consider the profitable business carried out by the director as if it was done for the account of the Company.</p>		
<p>Article 32 Transactions with Related Parties</p>	<p>The Company may not enter into transactions with the Related Parties not exceeding 5% of the capital of the Company without the consent of the Board, and with the consent of the General Assembly for the excess thereof. In any event the transactions shall be assessed by an assessor approved by the SCA. The auditor of the Company must include in his report a statement of the deals of Conflicts of Interest and the financial transactions made between the Company and any of the Related Parties and the procedures taken in that respect.</p>	<p>1-The Company may not enter into transactions with the Related Parties not exceeding 5% of the capital of the Company without the consent of the Board, and with the consent of the General Assembly for the excess thereof. In any event the transactions shall be assessed by an assessor approved by the SCA pursuant to controls and conditions set out by the Authority. The auditor of the Company must include in his report a statement of the deals of Conflicts of Interest and the financial transactions made between the Company and any of the Related Parties and the procedures taken in that respect.</p> <p>2-A Related Party shall, before conclusion of transaction with the company, disclose to the board of directors the nature and conditions of the transaction, all material information on his share or contribution in both companies and the extent of interest or benefit therein.</p> <p>3-The Chairman of the board of directors of the company shall, upon company's conclusion of related party transactions, provide the SCA with a statement containing data and information on the related party, the particulars of the transaction, the nature and extent of benefit of the related party in the transaction and any data, information, or documents required by the SCA, along with a written confirmation that the conditions of the related parties transaction are fair and reasonable and in the interest of the shareholders.</p>	<p>Article 152 of the New Company Law</p>	<p>To align with New Company Law</p>
<p>Article 36 Liability of directors and Executive Management towards the Company,</p>	<p>1.The chairman and each director shall be held liable towards the Company, the shareholders and third parties for all acts of fraud, abuse of their delegated powers, and for any breach of the Law or these Articles, or an error in management. Any provision to the contrary shall be invalid.</p>	<p>1.The chairman and each director and the Executive Management shall be held liable towards the Company, the shareholders and third parties for all acts of fraud, abuse of their delegated powers, and for any breach of the Law or these Articles, or an error in management. Any provision to the contrary shall be invalid.</p> <p>2. Liability as provided for in Clause (1) of this Article shall apply to all directors if the error arises from a decision passed unanimously by them. However, in the event of the decision</p>	<p>Article 162 of the New Company Law</p>	<p>Liability of Executive Management has been added under Federal Decree Law No (32) of 2021</p>

<p>Shareholders and Third Parties</p>	<p>2. Liability as provided for in Clause (1) of this Article shall apply to all directors if the error arises from a decision passed unanimously by them. However, in the event of the decision passed by the majority, the members who objected to such decision shall not be held liable provided they state their objection in writing in the minutes of the meeting. Absence from a meeting at which the decision has been passed shall not be deemed a reason to be relieved from liability unless it is proven that the absent member was not aware of the decision or could not object to it upon becoming aware thereof</p>	<p>passed by the majority, the members who objected to such decision shall not be held liable provided they state their objection in writing in the minutes of the meeting. Absence from a meeting at which the decision has been passed shall not be deemed a reason to be relieved from liability unless it is proven that the absent member was not aware of the decision or could not object to it upon becoming aware thereof. Liability as provided for in Clause (1) of this Article shall apply to the Executive Management if such error arises from decision taken by it.</p> <p>3. Shall be considered dismissed by force of law any Director or a member of the Executive Management against whom a final court order was issued for committing fraudulent acts, misuse of power or conclusion of transactions or deals involving conflict of interest in contravention with applicable laws or its implementing regulations, and he may not nominate himself for membership of the board of director or the Executive Management of the company until the lapse of at least (3) three years from the date of his dismissal. In the event of dismissal of all the Board Directors, the SCA shall invite the General Assembly to convene for the election of a new board of directors.</p>		
<p>Article 37 Remuneration of Chairman and members of the Board of Directors</p>	<p>The remuneration of the Chairman and each Board Member shall consist of a percentage of the net profits, provided that it does not exceed ten percent (10%) of the net profits of the relevant financial year. Furthermore, the Company may reimburse any Board Member or assign further remuneration or monthly salary in amounts to be determined by the Board of Directors if such Board Member is a member of a committee or exerts additional efforts or performs additional work to serve the Company in addition to his duties as a Board Member. Attendance allowance shall not be paid to Board Members.</p>	<p>1- The remuneration of the Chairman and each Board Member shall consist of a percentage of the net profits, provided that it does not exceed ten percent (10%) of the net profits of the relevant financial year after deducting consumptions and reserves. Furthermore, the Company may reimburse any Board Member or assign further remuneration or monthly salary in amounts to be determined by the Board of Directors if such Board Member is a member of a committee or exerts additional efforts or performs additional work to serve the Company in addition to his duties as a Board Member. Attendance allowance shall not be paid to Board Members.</p> <p>2- As an exception to paragraph 1 of this Article, and subject to the regulations issued by the Authority in this regard, a member of the Board of Directors may be paid a fee of a lump sum not exceeding (200,000 dirhams) at the end of the financial year, and after the approval of the General Assembly to pay these fees in the following cases:</p> <ul style="list-style-type: none"> a- The Company is not making a profit b- If the Company makes profits and the board member's share of those profits is less than (200,000 dirhams), in which case it is not permissible to combine the remuneration and fees 	<p>Article 179 of the New Company Law</p>	<p>To align with New Company Law</p>

<p>Article 41</p> <p>Notices of General Assembly Meetings</p>	<p>Invitations to the shareholders to attend the General Assembly shall be by announcement in two daily local newspapers, one of which is issued in Arabic, and by registered mail at least 15 days before the date set for the meeting after obtaining the approval from the SCA. The invitation should contain the agenda of the General Assembly meeting. A copy of the invitation shall be sent to the SCA and the Insurance Authority and the Competent Authority. For the annual General Assembly, the Board report and the auditor's report on the financial year that ended are sent along with the invitation. The Company shall send to the Insurance Authority the Board report and the auditor's report on the financial year that ended thirty days prior to the date on which the annual General Assembly shall convene.</p>	<p>1. Invitations to the shareholders to attend the General Assembly shall be addressed to all the shareholders after obtaining the approval from the SCA and pursuant to controls and conditions set out by the SCA at least (21) days before the date of the meeting and provided that the notice convening the meeting of the General Assembly is in accordance with the method of announcement set out by the SCA. Shareholders shall be notified of registered courier or through modern technology means.</p> <p>2. Notice of the meeting of the General Assembly shall include the agenda, the date, time and place of the first meeting, and the second meeting if the quorum is not met at the first meeting, and shall indicate the persons entitled to attend the meeting and the right to appoint a representative other than the Directors to represent them by written special proxy in accordance with the requirements determined by the SCA in this regard, and the right of the shareholder to discuss the matters included in the agenda of the General Assembly and question the Board of Directors and the auditor and the quorum required for the validity of the meeting of the General Assembly and the decisions issued thereat and the persons entitled to distributions if any.</p> <p>3. A copy of the invitation shall be sent to the SCA and the Insurance Authority and the Competent Authority. For the annual General Assembly, the Board report and the auditor's report on the financial year that ended are sent along with the invitation. The Company shall send to the Insurance Authority the Board report and the auditor's report on the financial year that ended thirty days prior to the date on which the annual General Assembly shall convene</p>	<p>Article 174 of the New Company Law</p>	<p>To align with New Company Law</p>
<p>Article 42</p> <p>Call for General Assembly Meeting</p>	<p>A General Assembly shall be called by:</p> <p>(.....)</p> <p>2.The Board, whenever it deems fit, or upon a request of the auditor or if one or more shareholders holding not less than 20% of the share capital requesting a meeting, then the Board shall call for the General Assembly within 5 days from the date of submitting the request. The General Assembly shall be convened within at least 15 (fifteen) days, but not exceeding 30 (thirty) days from the date of invitation to the meeting.</p> <p>3.The auditor, directly, if the Board omits to send an invitation to convene</p>	<p>A General Assembly shall be called by:</p> <p>(.....)</p> <p>2.The Board, whenever it deems fit, or upon a request of the auditor or if one or more shareholders holding not less than 10% of the share capital requesting a meeting, then the Board shall call for the General Assembly within 5 days from the date of submitting the request. The General Assembly shall be convened within at least 15 (fifteen) days, but not exceeding no more than 30 (thirty) days from the date of invitation to the meeting.</p> <p>3. The board of directors shall invite the general assembly to convene whenever requested to do so by the external auditor. If the board does not send the invitation within (5) five days from the date of the request, the external auditor shall</p>	<p>Article 176 of the New Company Law</p>	<p>To align with New Company Law</p>

	<p>the General Assembly in such events where the Law requires to be invited or within five days from the date of the request for a meeting submitted by the auditor to the Board. The General Assembly shall be convened within at least 15 (fifteen) days, but not exceeding 30 (thirty) days from the date of invitation to the meeting.</p> <p>4.If the chairman of the Company or his representative fails to invite the General Assembly to convene in the following events within 5 (five) days from the date of demand by the SCA, the SCA shall convene the meeting at the expenses of the Company:</p> <p>(...)</p> <p>(d) If the Board fails to call for a meeting of the General Assembly despite the call from one or more shareholders representing 20% of the share capital of the Company.</p>	<p>send the invitation, and the assembly shall be convened within a period of no less than (15) fifteen days and not exceeding thirty days from the date of the meeting invitation..</p> <p>4.If the chairman of the Company or his representative fails to invite the General Assembly to convene in the following events within 5 (five) days from the date of demand by the SCA, the SCA shall convene the meeting at the expenses of the Company:</p> <p>(...)</p> <p>(d) If the Board fails to call for a meeting of the General Assembly despite the call from one or more shareholders representing 10 % of the share capital of the Company.</p> <p>5.The General Assembly may be convened, and shareholders may participate in its deliberations and vote on its decisions through the modern Technology means for remote attendance, pursuant to controls and conditions set out by the SCA.</p>	<p>Article 177 of the New Company Law</p> <p>Article 178 of the New Company Law</p> <p>Article 174 of the New Company Law</p>	
<p>Article 44</p> <p>Registration of Shareholders attendance at General Assembly Meetings</p>	<p>1.Shareholders who wish to attend the General Assembly shall register their names in a register made available by the management of the Company at the Company's office within ample time before the meeting. The register shall include the name of the shareholder, or his representative, the number of shares he holds or represents and the names of the represented shareholders and the appropriate proxies. The shareholder or the proxy shall be given a card to attend the meeting, which shall state the number of votes held or represented by him/her. An extract of this register showing the number of shares represented at the meeting and the percentage of attendance</p>	<p>1-Shareholders who wish to attend the General Assembly shall register their names in accordance with controls and procedure set out by the SCA in this regard.</p>	<p>Article 184 of the New Company Law</p>	<p>To align with New Company Law</p>

	<p>shall be printed and attached to the minutes of the General Assembly after being signed by the chairman of the meeting, the secretary, the teller and the auditor of the Company. A copy is handed to the SCA representative.</p> <p>2.Registration shall close at the time when the chairman announces whether or not the quorum for such meeting has been met. No registration of any shareholder or proxy shall be accepted thereafter and votes of those late shareholders or proxies would not count and their views would not be taken into account in that meeting.</p>			
Article 45 General Assembly Meeting Quorum and voting on Resolutions		<p>Para 3 New:</p> <p>“If any shareholders, or their representatives, withdraw from the meeting of the General Assembly upon the presence of the quorum, such withdrawal shall not affect the validity of the meeting of the General Assembly, provided that decisions are issued by the majority vote as defined by law of the remaining shares represented at the meeting.”</p>	Article 186 of the New Company Law	
Article 46 General Assembly Chairman and recording meeting minutes	<p>1. The chairman or, in his absence, the vice-chairman or, if both the chairman and the vice-chairman are absent, any shareholder so elected by the other shareholders by way of voting by any means as determined by the General Assembly, shall chair the General Assembly. The General Assembly shall also appoint a secretary for the meeting. If the General Assembly considers any issue related to the chairman of the meeting, whoever he is, the General Assembly shall elect from the number of the shareholders a chairman of the meeting during the discussion of this issue. The chairman of the meeting shall appoint a teller provided that such appointment is approved by the General Assembly.</p>	<p>1. The chairman or, in his absence, the vice-chairman or, if both the chairman and the vice-chairman are absent, any Director so elected by the Board of Directors, or if the Board of Director fails to elect a Director to this effect any person so elected by the General Assembly, shall chair the General Assembly. The General Assembly shall also appoint a secretary for the meeting. If the General Assembly considers any issue related to the chairman of the meeting, whoever he is, the General Assembly shall elect from the number of the shareholders a chairman of the meeting during the discussion of this issue. The chairman of the meeting shall appoint a teller provided that such appointment is approved by the General Assembly.</p>	Article 184 of the New Company Law	To align with New Company Law

<p>Article 47 Voting method at the General Assembly's Meetings</p>	<p>Voting at the General Assembly shall be in accordance with the procedure specified by the chairman of the assembly unless the General Assembly specifies another voting procedure. If the subject of the vote relates to the appointment, dismissal or accountability of the directors, voting should be by secret Cumulative Voting.</p>	<p>Voting at the General Assembly shall be in accordance with the procedure specified by the chairman of the assembly unless the General Assembly specifies another voting procedure. If the subject of the vote relates to the appointment, dismissal or accountability of the directors, voting should be by secret Cumulative Voting. Electronic voting mechanism may also be used for voting at the meetings of the General Assembly subject to the conditions and controls set out by the SCA in that respect.</p>	<p>Article 188 paragraph 1 of the New Company Law</p>	<p>To align with New Company Law</p>
<p>Article 52 Appointment of Auditors</p>	<p>The Company shall have one or more auditor(s) appointed by the General Assembly for a renewable term of one year, provided that such term does not exceed three successive years, upon nomination by the Board. The fees of such auditor shall be determined by the General Assembly. Such auditor shall monitor the financial accounts for the year for which he was appointed. Such auditor should be registered with the SCA and be licensed to practice.</p>	<p>1- The Company shall have one or more auditor(s) nominated by the Board of Directors of the company and approved by the General Assembly.</p> <p>2- The General Assembly shall appoint an auditing firm for one year renewable, and the Board of Directors may not be authorized for this purpose. The auditing firm shall not undertake the audit of the company for more than (6) six consecutive financial years from the date on which it has been appointed. In this event, the partner in charge of audit of the company shall be changed at the expiry of (3) three financial years, and such auditing firm may be re-appointed after the lapse of at least (2) two financial years from the date of expiry of term of appointment.</p> <p>3-The General Assembly shall determine of the auditor's fees. The Board of Directors may not be authorized for this purpose. Such fees must be reflected in the accounts of the company.</p>	<p>Article 245 of the New Company Law</p>	<p>To align with New Company Law</p>
<p>Article 63 Voluntary contributions Corporate Social Responsibility</p>	<p>After the lapse of two fiscal years of the date of incorporation and generating profits, the company may, by a Special Resolution, provide voluntary contributions for the service of the community, provided that such contributions do not exceed (%2) of the net profits of the company during the two fiscal years preceding the year when such contributions are provided</p>	<p>1- The Company, subject to the Authority's approval, may decide, by virtue of a special resolution, to allocate a percentage of its annual profits or accumulated profits to social responsibility.</p> <p>2- The Company is obligated to disclose on its website after the end of the fiscal year whether or not it has carried out its social responsibility</p> <p>3- The auditor's report and the Company's annual statements must include the entity or entities that benefit from this social responsibility's contribution.</p>	<p>Article 244 of the New Company Law</p>	<p>To align with New Company Law</p>