

CIRCULAR NO. 13 DATED 1 NOVEMBER 2021

RULES AND REGULATIONS REGARDING SHARE CLASSES FOR COMPANIES ESTABLISHED

within Dubai World Trade Centre Authority Free Zone

This Circular relates to the Dubai World Trade Centre Authority ['DWTCA'] Free Zone Rules and Company Regulations issued pursuant to Law No. 9 of 2015.

With effect from the date of this circular and pursuant to Rule 4.6 of the DWTCA Free Zone Rules and Regulations ['DWTCA Rules'] and Clause 134 of the DWTCA Company Regulations ['DWTCA Company Regulations'], it is decided that the following will apply:

Article 15.4 of the DWTCA Company Regulations dated 1 October 2015 [which stated: "A Company may not create different classes of shares "] shall be deleted; and

Article 15 of the DWTCA Company Regulations, shall be amended with the following additional Articles:

CLASSES OF SHARES

15.9. The Registrar may, on application by a Company, consent to a Company dividing its share capital into different classes of shares or consent to a Company issuing new shares of a different class to its existing share capital [insofar as the requested change by the Company does not materially alter the existing governance control/structure]; by the Company providing for the same in the Company memorandum and articles of association [the 'AoA'] - in accordance with DWTCA Rules and DWTCA Company Regulations. To the extent any requested change does materially alter the existing governance control/structure of the Company, the DWTCA reserves the right to refuse granting consent. The Company shall submit the requisite documentation to the Registrar in accordance with Clauses 15.11 & 15.12 below.

15.10. Subject to Regulation 15.9, rights attached to a class of a Company's shares may only be prescribed, varied or abrogated by amendment to the AoA:

- a) in accordance with the provisions of the Company's AoA for the variation or abrogation of those rights; or
- b) where the Company's AoA contain no such provision, if the holders of all shares of that class consent in writing to the variation or abrogation in accordance with this Regulation or by special resolution under 15.11 [b].

15.11. The consent required for the purposes of Regulation 15.10 [b] shall be:

- a) consent in writing from all the holders of the issued shares of that class; or
- b) a special resolution [requiring at least 75% vote of the holders of shares with voting rights as may be prescribed in the Company AoA] or by a resolution requiring a higher percentage of shareholders with voting rights as may be prescribed in the Company AoA, passed at a separate meeting of the shareholders [if so permitted under the Company AoA].

15.12. The shareholders shall notify any proposed variation of the rights attached to a class of shares, or the insertion of any such provision into the AoA by written consent or special resolution, along with the draft modified AoA and cover letter with proposed amendments to the Registrar within five [5] days of the consent to such variation and/or the insertion taking place under Article 15.11 [above]. Following the Registrar's approval, the AoA shall be signed by

the shareholders in front of the Registrar who shall stamp the amended AoA [subject to any applicable fees being paid].

15.13. Any amendment of a provision contained in a Company's AoA for the variation of the rights attached to a class of shares, or the insertion of any such provision into the AoA, shall itself be treated as a variation of those rights.

15.14. The Authority may, in its discretion, issue additional regulations from time to time pertaining to special classes of shares.

For and on behalf of the Authority

H.E. Helal Saeed Salem Saeed Khalfan Almarri

Director General
Dubai World Trade Centre Authority

Terms defined in the DWTC Free Zone Rules & Company Regulations shall have the same meaning in this circular.

Rule 19 of Dubai World Trade Centre Authority Rules and Regulations shall apply to this circular as if set out in full herein.

For further clarification, please contact the Dubai World Trade Centre Authority Free Zone Department at:
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