



Article	Original Text	Proposed Text with Amendments Shown	Reason of amendment	Legal Basis	Central Bank Notes
6	The issued share capital of the Company is 330,939,180 Dirhams (three hundred thirty million, nine hundred thirty-nine thousand, one hundred eighty Dirhams), with each share valued at 1 (one) Dirhams fully paid up, and all shares are cash shares equal in all rights.	The issued share capital of the Company is 230,000,000 Dirhams (two hundred thirty million Dirhams), with each share valued at 1 (one) Dirhams fully paid up, and all shares are cash shares equal in all rights.	According to the plan submitted to the Central Bank, the accumulated losses are to be written off through a capital reduction by writing off a number of shares equivalent to 101 million shares. The remaining losses will be written off using the legal reserve in the amount of 19.9 million and the special (regular) reserve in the amount of 21.8 million. Accordingly, it is necessary to amend the Articles of Association	Articles 204 and 205 of the Commercial Companies Law.	
63	The Company's annual net profits, after deducting all general expenses and other costs, shall be distributed as follows: 1- Ten percent (10%) of the net profits shall be allocated to the legal reserve account. This deduction shall be ceased when the total reserve reaches at least fifty percent (50%) of the paid-up share capital. If the reserve falls below this level, the deduction shall resume. 2 – Ten percent (10%) of the net profits shall be allocated to the special reserve account. This deduction may cease by resolution of the General Assembly based on the recommendation of the Board of Directors or when the reserve	The Company's annual net profits, after deducting all general expenses and other costs, shall be distributed as follows: 1- Ten percent (10%) of the net profits shall be allocated to the legal reserve account. This deduction shall cease when the total reserve reaches at least fifty percent (50%) of the paid-up	The voluntary (special) reserve is cancelled by a resolution issued by the General Assembly of the Company. This applies to paragraph two of the Article. As for Paragraph No. 3, this provision was included in Law No. 8 of 1984 and was repealed in subsequent legislations. Paragraph 4 has been deleted as it is already covered in Article 41 of the Articles of Association. Paragraph 5 has also been deleted, as it was included in Law No. 8 of 1984 and was repealed in subsequent legislation.	Article 242 of the Commercial Companies Law	Clarification on the Term "Extraordinary Reserve" It is necessary to ensure that the proposed amendments are consistent with the legislative provisions upon which the amendments are based, and to redraft the paragraph accordingly.

	<p>reaches fifty percent (50%) of the paid-up share capital. This reserve may be used for purposes determined by the General Assembly based on the recommendation of the Board.</p> <p>3- An amount equivalent to five percent (5%) of the paid-up capital shall be deducted for distribution to the shareholders, provided that if the net profits in any given year do not permit the distribution of this share, it may not be claimed from the profits of subsequent years.</p> <p>4- A percentage not exceeding ten percent (10%) of the net profit for the concluded financial year, after deducting depreciation and reserves, shall be allocated as a remuneration for the members of the Board of Directors. The Board shall propose the remuneration, and it shall be submitted to the General Assembly for consideration. Any fines imposed on the Company by the competent or regulatory authorities due to violations of the Companies Law or the Company's Articles of Association committed by the Board of Directors during the concluded financial year shall be deducted from such remuneration. However, the General Assembly may decide not to deduct all or part of such fines if it determines that the fines did not result from fault or negligence on the part of the Board of Directors.</p> <p>5 – The remaining net profit shall be distributed to the shareholders or carried forward to the next year upon recommendation by the Board of</p>	<p>share capital. If the reserve falls below this level, the deduction shall resume.</p> <p>(Paragraphs 2, 3, 4, and 5 have been deleted)</p>			
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	Directors, or allocated to establish an extraordinary reserve as decided by the Ordinary General Assembly.				
64	The reserve shall be used upon a resolution by the Board of Directors in ways that serve the Company's interests. The legal reserve may not be distributed to shareholders; however, any amount exceeding over half of the paid-up capital may be used to ensure dividend distribution in years where such distribution is otherwise not feasible. The special reserve may not be used for any purposes other than those for which it was allocated, except by resolution of the General Assembly.	The legal reserve may not be distributed as dividends to shareholders. However, the portion of the legal reserve exceeding fifty percent (50%) of the paid-up share capital may be used to distribute dividends to shareholders in years when the Company does not generate sufficient net profits to allow for such distribution.	Since the special reserve has been removed from the Articles of Association, the Company shall now maintain only a legal reserve. Therefore, the current Article has been replaced by Paragraph 3 of Article 241 of the Commercial Companies Law.	Paragraph 3 of Article 241 of the Companies Law.	The same previous note.

**Classification: Confidential**