**WRITTEN RESOLUTIONS OF THE SHAREHOLDER(S) OF**

**[*insert name of the Company*]**

(the **Company**)

The undersigned, being the shareholder(s) of a company incorporated with limited liability in [*insert jurisdiction in which the company that is the subject of the re-domiciliation is incorporated*] (the **Transferring Company**) on the date on which these Written Resolutions are passed, resolve that:

1. the re-domiciliation (**Re-Domiciliation**) of the Transferring Company from [*insert jurisdiction in which the Transferring Company is incorporated*] to the Jebel Ali Free Zone (**Free Zone**) pursuant to the Jebel Ali Offshore Companies Regulations 2018 (**Offshore Regulations**), be and it is approved;
2. with effect from the date on which the Registrar of Companies (**Registrar**) of the Free Zone issues a certificate of continuation in respect of the Transferring Company:
   1. the Transferring Company should continue in the Free Zone as an offshore company incorporated with limited liability;
   2. the Transferring Company should be registered under the name '[*insert the proposed name of the Transferring Company in the Free Zone*] Limited' or such other name as may be approved by the Registrar;
   3. the Transferring Company shall appoint '[*insert name of registered agent*] as their registered agent, and shall have the registered address as [*insert address of the registered agent*];
   4. the share capital of the Transferring Company should be AED [*insert proposed share capital of the Transferring Company*] divided into [*insert proposed number of shares*] shares of AED [*insert nominal value of each share*] each;
   5. [*insert name of a/the director of the Transferring Company as set out in his or her passport*], a national of [*insert nationality*], with passport number [*insert passport number*] should continue as [*a/the*] director of theTransferring Company;
   6. [*insert name of the secretary of the Transferring Company as set out in his or her passport*], a national of [*insert nationality*], with passport number [*insert passport number*] should continue as thesecretary of theTransferring Company; and
3. The standard memorandum and articles pursuant to the Offshore Regulations should be adopted by the Transferring Company as its memorandum and articles of continuation (**Mem and Arts of Continuation**); and
4. [*insert name of authorised individual set out in his or her passport*], a national of [*insert nationality*] holding passport number [*insert passport number*] be and is authorised to represent the Company and the Transferring Company before the Registrar and the Free Zone Authority for the purpose of doing all acts and things required or necessary to give effect to this Written Resolution, including, but not limited to, signing any resolutions of the Company or the Transferring Company, signing the Mem and Arts of Continuation, and submitting and following up any related applications to the Registrar.

|  |  |
| --- | --- |
| Signed by [*in the case of a Shareholder who is an individual, the full name of the Shareholder as set out in his/her passport*]: | ..................................................... |
| Date: | ..................................................... |
| *[OR]* |  |
| Signed by [*in the case of a corporate Shareholder, the full name of the authorised representative of that corporate Shareholder as set out in his/her passport*] duly authorised for and on behalf of [*full name of the corporate Shareholder*]: | ..................................................... |
| Date: | ..................................................... |