



Al Hilal Takaful B.S.C (c)

Extraordinary General Assembly Meeting (EGM)

Monday, 16th March 2020, 11:30AM

Bahrain Video Conference Meeting Room, Ahli United Bank

Invitees: Al Hilal Life Shareholder Representative
AUB Nominees Limited Representative
CBB Representative
Shari'ah Representative
MOIC Representative

In attendance: Sanjeev Bajjal – Chairman
Rajeev Gogia – Board Member
Sunil Zacharia – Board Member
Prakash Mohan – Board Member
Suvrat Saigal – Board Member
Said Hathout – CEO
Tahera Ghuloom – Board Secretary
Safa Isa – Senior Compliance, MLRO, and Risk Management Officer

AGENDA

1. Approve the minutes of the Extraordinary General Assembly meeting held on 9th July 2018.
2. Approve to add the following amendments to section (v) of the Company's Articles of Association to comply with the requirements of AAOIFI Shari'ah Standard No. (26): Islamic Insurance.
 - **Participant(s) Fund**
 - a) The Company should maintain a minimum of two separate accounts: one for the rights and liabilities of its shareholders, and the other(s) for the rights and liabilities of the participants.
 - b) The participant donates his contribution and the returns thereon to the takaful account for payment of claims.
 - c) The Company assumes the role of the agent in managing the takaful account, and the role of the Mudarib or agent in investing the takaful assets.
 - d) The takaful account is entitled to the takaful assets and their returns on investment and should bear the liabilities relating to these assets.



- e) The Surplus of the Participant(s) Fund is calculated on an annual basis and is dealt with as follows:
1. The Board of Directors, and subject to the approval of the Shari'ah Supervisory Board, may decide to allocate all or part of the surplus as general reserves for participant(s) fund under the name "retained surplus" and the allocated amount is considered as donation from the participants.
 2. In case not all the surplus is allocated as reserves, the Company distributes the remaining balance of the participants surplus to the participants in accordance with the applicable policies and mechanisms set by the Company and approved by the Shari'ah Supervisory Board provided that the Company is not entitled to any share of the surplus subject to the Central Bank of Bahrain (CBB) prior written approval.
 3. In case a deficit arises in the participant(s) fund, the deficit is covered from the "retained surplus" reserves and in case those reserves are not sufficient the remaining balance is covered from the shareholder's funds by granting an interest free loan to the participant(s) fund after taking into consideration the CBB and Financial Institutions law No. 64 of 2006 (as amended) and the CBB's takaful Directives and Regulations (as contained in Volume 3 of the CBB Rulebook).
- f) The Company invests the cash in the takaful participant(s) fund using the Mudaraba principles and the Mudarib share is set in agreement with the Shari'ah Supervisory Board.
- g) The Company receives Wakala fees in exchange for administering the takaful operations, those fees are set at the beginning of each year and approved by the Shari'ah Supervisory Board.
- h) If the Company is liquidated, all rules and regulations of the Kingdom of Bahrain will be applicable.
- i) The Company shall adhere to the rules and principles of Islamic Shari'ah in all its activities and investments.

• **Shari'ah Supervision**

The Company shall have a Shari'ah Supervisory Board appointed by the Company's General Assembly following recommendation by the Board of Directors. The Shari'ah Supervisory Board should comprise of a minimum of 3 members specialized in Shari'ah principles as applicable to the field of financial transactions. The Company must also establish an internal unit for Shari'ah monitoring and auditing.

The terms of reference of the Shari'ah Supervisory Board shall govern the tasks, responsibilities and authorities of the Shari'ah Supervisory Board.

The decisions and resolutions of the Shari'ah Supervisory Board are binding to the Company's management and the parties responsible for its implementation.



3. Authorize the legal counsels Abdulhameed Husain Almemari, Bahraini national, holder of ID card No.520104510 and Mohamed Abdulhameed Almeamari, Bahraini national holder of ID card No.860405893, jointly and severally, to act on behalf of the Company and the shareholders to represent them before any government authority, including the Ministry of Industry, Commerce and Tourism, the Notary or any other regulatory authorities and take all the necessary actions and amend the Articles of Association of the Company as referred to in the agenda items (2) above and to sign the amended Articles of Association, on behalf of the shareholders, before the Notary and to notate the amendments in the Commercial Registry of the Company.