

TABLE OF MAIN PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF ARAMEX PJSC ("THE COMPANY")

Text Before Amendment	Text After Amendment	Justifications for the Amendment
Introduction		
Related Party(ies): The chairman and members of the Board of Directors,	Related Party(ies): 1. The Chairman and members of the Company's Board of Directors and their relatives ;	According to the provisions of Article (1) – Definitions – of the Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning Approval of Joint Stock Companies Governance Guide, as amended on 10 January 2024.
members of the Senior Executive Management of the Company,	2. Members of the Senior Executive Management and their relatives ;	
employees of the Company,	3. Employees of the Company;	
and the companies in which any such persons holds 30% or more of its capital,	4. Companies in which any of the aforementioned hold not less than 30% of its capital;	
as well as Subsidiary Companies, or Sister Companies or Affiliate Companies.	5. Parent Company , or any Subsidiary, Sister, or Affiliated company of the Company;	
New Paragraph	6. Major shareholders of the Company (anyone holding 5% or more of the Company's shares or voting rights) ;	
New Paragraph	7. Chairman and members of the boards of directors of the Parent, Subsidiary, Sister, or Affiliated companies of the Company.	
New Paragraph	8. Companies in which any member of the Company's Board of Directors or any member of its Senior Executive Management serves as a board member or as a senior executive.	
Article (16)		
The Company shall be managed by a Board of Directors consisting of nine (9) members to be elected by the General Assembly via secret Cumulative Voting. A	The Company shall be managed by a Board of Directors consisting of nine (9) members to be elected by the General Assembly via secret Cumulative Voting. A	According to the provisions of Article (8) – Board Secretary – of the Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning

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<p>secretary of the Board of Directors independent of the Company's management shall be appointed by the Board, and such secretary should not be a Director. The authorities and remuneration of the Board secretary shall be determined by a Board resolution. The Governance Guide sets forth the qualifications and duties of the Board secretary.</p>	<p>secretary of the Board of Directors shall be appointed by the Board, and such secretary should not be a Director. The authorities and remuneration of the Board secretary shall be determined by a Board resolution. The Governance Guide sets forth the qualifications and duties of the Board secretary.</p>	<p>Approval of Joint Stock Companies Governance Guide, as amended on 10 January 2024</p>
Text Before Amendment	Text After Amendment	Justifications for the Amendment
<p>Article (22)</p>		
<p>1. Meetings of the Board of Directors shall be valid upon the invitation of all its members and the attendance in person or by audio and video technology as per the controls set forth in the Governance Guide by a majority of the Board Directors. A Board Director may appoint another Board Director to vote on his/her behalf. In such a case, such Board Director shall have two votes. A Board Director may not act on behalf of more than one Board Director.</p>	<p>1. A meeting of the Board of Directors shall not be valid unless all its members have been invited and majority of its members are present, either in person or through audio-visual technology in accordance with the provisions of the Governance Guide. A Board Director may appoint another Board Director as his proxy to vote on his/her behalf. In such case, such Board Director shall have two votes. A Board Director may not act as a proxy of more than one Board Director.</p>	<p>Non-substantive linguistic amendment</p>
<p>2. The meeting shall be based on a written invitation from the Board Chairman, or upon the written request of at least two Board members. The invitation shall be sent not less than one week prior to the specified date together with the agenda. Each member has the right to add to the agenda any matter he deems necessary for discussion in the meeting.</p>	<p>2. The meeting shall be based on a written or electronic invitation from the Board Chairman, or upon the written or electronic request submitted by at least two Board members. The invitation shall be sent not less than one week prior to the specified date together with the agenda. Each member has the right to add to the agenda any matter he/she deems necessary for discussion in the meeting.</p>	<p>According to the provisions of Article (23) – Board Meeting – Paragraph 2 - of the Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning Approval of Joint Stock Companies Governance Guide, as amended on 10 January 2024</p>

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<p>New Paragraph</p>	<p>3. Subject to any other requirements applicable to holding a meeting of the Board of Directors, if an urgent meeting of the Board of Directors is held without applying the provisions of Clause (2) of this Article, all Board members must unanimously confirm that the situation necessitating such urgent meeting constitutes an emergency, and such meeting shall not be considered one of the four mandatory meetings of the Board of Directors.</p>	<p>According to the provisions of Article (23) – Board Meeting – Paragraph 9 - of the Chairman of Authority’s Board of Directors’ Decision no. (3/R.M) of 2020 concerning Approval of Joint Stock Companies Governance Guide, as amended on 10 January 2024</p>
<p>4. The resolutions of the Board of Directors are adopted by a majority of the votes of the Board Directors present or represented. In case of a tie, the chairman or the person acting on his/her behalf shall have a casting vote. The Board of Directors may issue some of its resolutions by circulation in accordance with the conditions and procedures issued by the SCA.</p> <p>(error in numbering the paragraph in the current Articles of Association; it should have been 3)</p>	<p>4. Resolutions of the Board of Directors are adopted by a majority of the votes of the Board Directors present or represented. In case of a tie, the Chairman or the person acting on his/her behalf shall have a casting vote. The Board of Directors may issue some of its resolutions by circulation in accordance with the conditions and procedures issued by the SCA.</p>	<p>Non-substantive linguistic amendment</p>
<p>5. The details of the items discussed in a meeting of the Board of Directors or its committee(s) and decisions thereof, including any reservations or any dissenting opinions, shall be recorded by the secretary of the Board of Directors or the committee in the minutes of such meetings provided all the Board Directors present and the secretary sign the minutes. The minutes of meetings of the Board of Directors or its committee(s) shall be kept with the secretary of the</p>	<p>5. The minutes of the meetings of the Board of Directors or its committees shall record, by the secretary of the Board or the committees, the details of the items discussed and decisions taken, including any reservations or any dissenting opinions expressed by the Directors All Board Directors present and the secretary must sign the minutes of the Board meetings. The minutes of the meetings of the Board of Directors and its</p>	<p>Non- substantive linguistic amendment</p>

Text Before Amendment	Text After Amendment	Justifications for the Amendment
<p>Board of Directors and shall be sent to the Board of Directors for their records. In the event that a Board Director refuses to sign, his/her refusal, with reasoning thereof, should be noted in the minutes.</p> <p>(error in numbering the paragraph in the current Articles of Association; it should have been 4)</p>	<p>committees shall be kept with the secretary of the Board of Directors, and a copy shall be sent to the Board of Directors for their records. If a Board Director refuses to sign, his/her objection, with reasoning thereof if provided, shall be noted in the minutes.</p>	
<p>6. The secretary of the Board of Directors shall prepare the minutes of the Board meetings, and the following controls shall be maintained when writing the minutes:</p> <p>(error in numbering the paragraph in the current Articles of Association; it should have been 5)</p>	<p>6. The secretary of the Board of Directors shall prepare the minutes of the Board meetings, and the following controls shall be maintained when writing the minutes:</p>	<p>No Change</p>
<p>a. Specifying the date of inviting all Board members to the meeting, the method of invitation, the place of meeting, and the start and end time of the meeting.</p>	<p>a. Specifying the date of inviting all Board members to the meeting, the method of invitation, the place of meeting, and the start and end time of the meeting.</p>	<p>No Change</p>
<p>b. Confirming the attendance of the present members.</p>	<p>b. Confirming the attendance of the present members.</p>	<p>No Change</p>
<p>b. Confirming the delegation for the absent member, in case of delegation by one of the Board members to another member, and confirming that the Company Articles of Association allows the same.</p> <p>(error in numbering the subparagraph in the current Articles of Association; it should have been: c.)</p>	<p>c. Recording the proxy granted by an absent Board Director, in case a Board Director appoints another Board Director as a proxy, and confirming that the Company's Articles of Association allows the same.</p>	<p>Non- substantive linguistic amendment</p>
<p>d. Recording the absent members and justifications for non-attendance, "if any".</p>	<p>d. Recording the absent members and justifications for non-attendance, "if any".</p>	<p>No Change</p>
<p>e. Recording the following phrase: "Signatories to these minutes are responsible for the veracity of the data contained therein" at the end of each minutes before the signing the same by the members.</p>	<p>e. Recording the following phrase: "Signatories to these minutes are responsible for the veracity of the data contained therein" at the end of each minutes before the signing the same by the members.</p>	<p>No Change</p>

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Article (23)		
<p>Without prejudice to the requirement to hold a minimum of four (4) Board meetings per year, the Board may adopt resolutions in writing by circular, signed by a majority of the Directors. <i>Such resolutions by circular shall not be considered a meeting in and of itself but shall be valid and effective as if such resolutions had been adopted at a Board of Directors meeting duly convened and held and may consist of several counterparts in like form, each signed by one or more of the Directors, provided that:</i></p>	<p>Without prejudice to the requirement to hold a minimum of four (4) Board meetings per year, the Board may adopt written resolutions by circulation. A circulated resolutions signed by a majority of the Board Directors shall be deemed valid and effective as if it had been adopted at a Board of Directors meeting duly convened and held. Such resolutions by circulation may consist of several counterparts in like form, each signed by one or more of the Directors, provided that the following is observed:</p>	<p>Non-substantive linguistic amendment, as Article 23 of the Articles of Association mentions “Without prejudice to the requirement to hold a minimum of four (4) Board meetings per year”, so no need for repetition.</p>
<p>a. The <i>majority</i> of Directors agree that the case necessitating a resolution by circulation is urgent;</p>	<p>a. All Directors agree that the case necessitating a resolution by circulation is urgent;</p>	<p>According to the provisions of Article (25) – Board Decisions by Passing – Paragraph 1 – of the Chairman of Authority’s Board of Directors’ Decision no. (3/R.M) of 2020 concerning Approval of Joint Stock Companies Governance Guide, as amended on 10 January 2024</p>
<p>b. The resolutions are delivered to the Directors in writing and accompanied by all the supporting documents and papers as necessary for their review; and</p>	<p>b. The resolutions are delivered to the Directors in writing and accompanied by all the supporting documents and papers as necessary for their review; and</p>	<p>No Change</p>
<p>c. Any resolution by circulation must be approved in writing by a majority of the Directors and must be presented to the next meeting of the Board of Directors to be included in the minutes of such meeting.</p>	<p>c. Any resolution by circulation must be approved in writing by a majority of the Directors and must be presented to the next meeting of the Board of Directors to be included in the minutes of such meeting.</p>	<p>No Change</p>
Text Before Amendment	Text After Amendment	Justifications for the Amendment
<p>The consolidation of certain paragraphs contained in the current Articles of Association and their rearrangement to align with the sequence set out in Article (152), paragraph (2) – Prohibited Acts of Related Parties – of Federal Decree Law No. (32) of 2021 on Commercial Companies.</p>		

Text Before Amendment	Text After Amendment	Justifications for the Amendment
Article (26)	Article (25)	
<p>The Related Parties shall not utilize the information in the possession of any of them due to their membership or occupation 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 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.</p>	<p>1. The Related Parties shall be prohibited from taking advantage of any information in the possession of any of them by virtue of their membership or position in the Company to achieve any interest whatsoever for themselves or for third parties as a result of dealing in the securities of the Company and any other transactions. Such party may not have a direct or indirect interest with any entity that carries out transactions intended to influence the rates of the securities issued by the Company.</p>	<p>Non-substantive linguistic amendments; only Article (26) has been renumbered to become Article (25), Paragraph (1).</p>
Article (27)		
<p>The Company may not make transactions with the Related Parties where the value of the transaction does not exceed 5% of the issued share capital of the Company without the consent of the Board of Directors, and with the consent of the General Assembly where the value of the transaction exceeds such threshold. The Related Party may not participate in voting on the Board of Directors resolution or the General Assembly resolution issued in relation to the said transaction.</p>	<p>2. The Company may not enter into any Transaction not exceeding 5% of its share capital with a Related Party except with the approval of the Board of Directors. Any Transaction exceeding that percentage must be approved by the general assembly of the Company after the Transaction has been evaluated in accordance with the rules and conditions issued by the SCA.</p>	<p>Article (27) has been reworded and renumbered to become Article (25), Paragraph (2).</p> <p>According to the provisions of Article (152) Paragraph (2) – Prohibited Acts of Related Parties – of the Federal Decree Law No. (32) of 2021 on Commercial Companies, as well as Article (34) – Transactions with Related Parties - Paragraph (1) - of the Chairman of Authority’s Board of Directors’ Decision no. (3/R.M) of 2020 concerning Approval of Joint Stock Companies Governance Guide, as amended on 10 January 2024.</p>
<p>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>3. 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>There is no change to the text; only the second Paragraph of Article (27) has been renumbered to become Article (25), Paragraph (3).</p>

Text Before Amendment	Text After Amendment	Justifications for the Amendment
Article (24)		
<p>The member of the Board may not, without the consent of the General Assembly of the Company, which consent shall be renewed every year, participate in any business in competition with the Company or trade for his own account or for the account of third parties in any branch of the activity conducted by the Company, and shall not reveal any information or statements related to the Company, otherwise the Company may demand him to pay compensation or to consider the profitable transactions made for his account as if it were made for the account of the Company.</p>	<p>4. A member of the Board may not, without the consent of the General Assembly of the Company, which consent shall be renewed every year, participate in any business in competition with the Company or trade for his own benefit or for the benefit of third parties in any branch of the activity conducted by the Company, and shall not disclose any information or data related to the Company, otherwise the Company may demand compensation or the resulting profits the Director has earned as a result..</p>	<p>Non-substantive linguistic amendments; and the renumbering of Article (24) to become Article (25), Paragraph (4).</p>
<p>New Paragraph</p>	<p>5. A Related Party must, before entering into a Transaction with the Company, disclose to the Board of Directors the nature and terms of the Transaction, as well as all material information regarding its share or interest in the two companies involved in the Transaction, and the extent of its interest or benefit in it</p>	<p>According to the provisions of Article (38) – Related Party Disclosure – Paragraph 1 - of the Chairman of Authority’s Board of Directors’ Decision no. (3/R.M) of 2020 concerning Approval of Joint Stock Companies Governance Guide, as amended on 10 January 2024</p>
New Article	Article (31)	
	<p>a. The Board of Directors’ Compensation Policy issued by the Company, as recommended by the Board and approved by the General Assembly, defines the Board’s remuneration, lumpsum fees, and allowances in accordance with the applicable laws and the regulations of SCA. The compensation policy must include the components, structure, principles, and controls governing such compensations.</p>	<p>According to Article (29) – Remuneration of the Board Chairman and Members – of the Chairman of Authority’s Board of Directors’ Decision no. (3/R.M) of 2020 concerning Approval of Joint Stock Companies Governance Guide, as amended on 10 January 2024</p>

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	<p>b. The aggregate annual fixed remuneration of Board Members must not exceed 10% of the net profit for the fiscal year after deducting depreciation and reserves.</p>	<p>According to the provisions of Article (171) Paragraph (1) – Remuneration of Directors – of the Federal Decree Law No. (32) of 2021 on Commercial Companies, as well as provisions of Article (29) – Remuneration of the Board Chairman and Members - of the Chairman of Authority’s Board of Directors’ Decision no. (3/R.M) of 2020 concerning Approval of Joint Stock Companies Governance Guide</p>
	<p>c. As an exception to the foregoing Clause (31.b), and subject to the regulations issued by the SCA in this regard, a Board Member may be paid a lump sum fee not exceeding (200,000) two hundred thousand Dirhams at the end of the fiscal year, and subject to the General Assembly’s approval of payment of these fees, in the following cases:</p> <ol style="list-style-type: none"> 1. The Company's failure to achieve profits. 2. If the Company makes profits and the Board Member’s share in those profits is less than (200,000) two hundred thousand dirhams, and in this case the annual fixed remuneration and the lump sum fee may not be combined. <p>d. The Company may pay expenses, fees, additional allowances, or a monthly salary to members of its Board of Directors, in accordance with the policies proposed by the Nomination and Remuneration Committee, reviewed by the Board of Directors, and approved by the General Assembly, if the member serves on any committee, exerts special efforts, or</p>	<p>According to the provisions of Article (29) – Remuneration of the Board Chairman and Members – Paragraphs 2, 3, and 4 - of the Chairman of Authority’s Board of Directors’ Decision no. (3/R.M) of 2020 concerning Approval of Joint Stock Companies Governance Guide, as amended on 10 January 2024</p>

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	<p>performs additional tasks for the benefit of the Company beyond his ordinary duties as a Board member. No attendance allowance may be paid to the Chairman or any Board member for Board meetings.</p> <p>e. Amounts of any fines imposed on the Company by the SCA or the Competent Authority due to violations by the Board of Directors of the Commercial Companies Law or the Company's Articles of Association during the concluded financial year shall be deducted from the remuneration of the Chairman and the Board Members. However, the General Assembly may decide not to deduct such fines, in whole or in part, if it determines that these fines did not result from negligence or error by the Board of Directors.</p>	
Text Before Amendment	Text After Amendment	Justifications for the Amendment
Article (35)	Article (34)	
<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 or electronically via email and/or SMS "if applicable" at least 21 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 Competent Authority.</p>	<p>Invitations to the shareholders to attend the General Assembly shall be by registered mail or electronically via email and/or SMS "if applicable" at least (21) twenty-one 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 Competent Authority.</p>	<p>Articles were renumbered</p> <p>According to Article (174) – Notice of General Assembly Meeting - Paragraph 1.c – of the Federal Decree Law No. (32) of 2021 on Commercial Companies</p> <p>And according to the amended provisions of Article (41) – The Invitation to the General Assembly Meeting - Paragraph 2 - of the Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning</p>

Text Before Amendment	Text After Amendment	Justifications for the Amendment
		Approval of Joint Stock Companies Governance Guide, as amended on 10 January 2024, the obligation to publish the notice in newspapers when inviting shareholders has been abolished.
<p align="center">Article (55)</p> <p>The voluntary reserve shall be used by a resolution of the Board of Directors in the best interest of the Company. The legal reserve may not be distributed among the shareholders. However, any amount in excess of fifty percent (50%) of the paid up capital can be used to distribute dividends among the shareholders during years where distribution of such percentage is not possible. The voluntary reserve may only be used for purposes other than the purposes it is allocated for by a resolution of the General Assembly.</p>	<p align="center">Article (54)</p> <p>The voluntary reserve may be used pursuant to a resolution of the Board of Directors in the best interest of the Company. The voluntary reserve may not be used for purposes other than the purposes it is allocated for by a resolution of the General Assembly.</p>	<p>The articles relating to the voluntary reserve and the legal (statutory) reserve have been separated for ease of distinction.</p> <p>In addition, the deleted text from Article (55) of the current Articles of Association has been amended and relocated to Article (55) of the Articles of Association after revision and renumbering.</p> <p>According to Article (242) — Voluntary Reserve — of Federal Decree-Law No. (32) of 2021 on Commercial Companies.</p>
Text Before Amendment	Text After Amendment	Justifications for the Amendment
<p align="center">Article (55)</p> <p>The voluntary reserve shall be used by a resolution of the Board of Directors in the best interest of the Company. The legal reserve may not be distributed among the shareholders. However, any amount in excess of fifty percent (50%) of the paid up capital can be used to distribute dividends among the shareholders during years where distribution of such percentage is not possible. The voluntary reserve may only be used for</p>	<p align="center">Article (55)</p> <p>The statutory reserve may not be distributed among the shareholders. However, any amount exceeding 50% of the paid-up capital can be used to distribute dividends among the shareholders during years where distribution of such percentage is not possible.</p>	<p>The articles relating to the voluntary reserve and the legal (statutory) reserve have been separated for ease of distinction, with a non-substantial linguistic amendment.</p> <p>According to Article (241) — Statutory Reserve — Paragraph 3 - of Federal Decree-Law No. (32) of 2021 on Commercial Companies.</p>

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purposes other than the purposes it is allocated for by a resolution of the General Assembly.		
Editorial and General Updates		
A number of non-substantive linguistic and typographical corrections (which do not affect the meaning or substance) have also been made to the texts of the articles and paragraphs of the amended Articles of Association in Arabic. Additionally, the accuracy of the English translation has been improved, and certain articles, paragraphs, and clauses have been rearranged to enhance logical sequencing, with the renumbering of the articles from Article (24) to Article (55) in accordance with the new sequence. Furthermore, the amendments include closer alignment with the wording of the relevant laws and SCA resolutions.		