**[Unanimous Shareholder Resolution or Special Resolution of Shareholders] of [Insert the Company Name] “Company” to convert to an [Incorporated Cell Company OR an Incorporated Cell of an Incorporated Cell Company]**

[I / We],the shareholder(s) of [insert name of DIFC Company], a [select the company type: Private / Public] Company organised and existing under the laws of Dubai International Financial Centre (the “Company”), and that the resolutions set forth below were duly adopted by the shareholders of the Company on this day [insert day] of [insert month] [insert year] and that the said resolution has not been modified or rescinded and is now in full force and effect and is in conformity with the provisions of the Articles of Association of the Company, the shareholder(s):

**RESOLVED**, that the Company be converted from a [**select the company type: Private / Public Company**]to an **[Incorporated Cell Company OR an Incorporated Cell of [insert name of Incorporated Cell Company]]** and re-registered as a **[Incorporated Cell Company OR Incorporated Cell]** under the DIFC Incorporated Cell Company (ICC) Regulations 2019 (“ICC Regulations”) constituted as a [**Private / Public Company**], upon issuance of the Certificate of Conversion. This conversion of the Company does not have the consequence of creating a new legal entity. It is the same entity that will continue to exist as an [Incorporated Cell Company OR Incorporated Cell] Company, upon re-registration of the Company and the issuance of the Certificate of Conversion. The Company will continue to have all the property, rights and privileges and be subject to all the liabilities, obligations, restrictions, powers and debts that it had as a company before the conversion, and will remain a party in any legal proceedings in which it was a party before the conversion.

**RESOLVED**, that the name of the Company be changed from [insert current name of the Company], to [insert the proposed new name of the Company]

**RESOLVED**, that the existing Articles of Association of the Company shall be amended and restated by the proposed new Articles of Association, which is annexed to this resolution (at Annex 1). The new Articles of Association (at Annex 1) shall be adopted as a consequence of the conversion of the Company.

This resolution is duly executed **[unanimously by all the Shareholders OR by a special majority of Shareholders],**

……………………………………… ……………...……………….

**[insert name] [insert name]**

Shareholder Shareholder