SHAREHOLDING STRUCTURE

REMI TECHNOLOGIES LTD

A private company limited by shares — Abu Dhabi Global Market

Document	Shareholding Structure — prepared for incorporation filing with the ADGM Registration Authority
Entity	Remi Technologies Ltd (proposed)
Date	01 September 2026
Prepared by	Legal & Compliance
Status	**shareholder approval**

1. SHARE CAPITAL

The share capital of Remi Technologies Ltd on incorporation is as follows.

Currency of denomination	United Arab Emirates Dirhams (AED)
Issued share capital	AED 50,000
Number of shares in issue	50,000
Class	Ordinary Shares — single class, ranking pari passu
Nominal value per share	AED 1.00
Paid-up status	Fully paid in cash on subscription
Treasury shares	None
Shares under option, warrant or convertible	None
Encumbrances over shares	None

2. SHAREHOLDERS AT INCORPORATION

The following persons subscribe for shares on incorporation. Both are natural persons; there is no corporate shareholder in the structure.

#	Shareholder	Nationality	Passport No.	Shares	Nominal (AED)	% of capital
1	Ahmed M. Amer	United States	A81212573	25,000	25,000	50.00%
2	Mohamed Hussein Ibrahim Abdou	Egypt	A41494420	25,000	25,000	50.00%

#	Shareholder	Nationality	Passport No.	Shares	Nominal (AED)	% of capital
	Total			**50,000**	**50,000**	**100.00%**

2.1 Shareholder particulars

	Shareholder 1	Shareholder 2
Full name	Ahmed M. Amer	Mohamed Hussein Ibrahim Abdou
Date of birth	13 July 1987	5 August 1976
Nationality	United States of America	Arab Republic of Egypt
Passport number	A81212573	A41494420
Residential address	Cairo, Palm Hills, October city, Egypt	Sheikh Zayed City, District 7, Villa 56, Dep. 4, Giza, Egypt
Role in the Company	Shareholder, Director, Chief Executive Officer	Shareholder, Director
Capacity in which held	Legal and beneficial owner, in own name	Legal and beneficial owner, in own name
Nominee arrangement	None	None

3. RIGHTS ATTACHING TO THE SHARES

All shares in issue form a single class of Ordinary Shares. The rights below are conferred by the Articles of Association adopted on incorporation.

Right	Position
Voting	One vote per share on a poll. The chairman has no casting vote at board or shareholder level (Articles 23.3 and 30.5).
Dividends	Pro rata to shares held. Declaration of any dividend is a Reserved Matter requiring a 75% Special Resolution (Article 26.1(f)).
Return of capital	Pro rata to shares held on a winding up, after repayment of paid-up capital (Article 41.1).
Pre-emption on issue	Pro rata right of first refusal over new shares, with a 21-day acceptance period (Article 6.2).
Pre-emption on transfer	Shares must be offered to the continuing shareholder before any third-party sale, with a 30-day acceptance period (Article 13).
Tag-along	Any transfer resulting in a third party holding more than 50% of votes triggers a mandatory offer to the other shareholder on the same terms (Article 16).
Drag-along	Holders of 75% or more may compel a sale of the remaining shares on the same terms (Article 17).
Compulsory transfer	Deemed transfer notice on insolvency, death, incapacity, bad-leaver departure, sanctions designation or financial-crime conviction (Article 14).
Board appointment	Each shareholder holding 25% or more may appoint and remove one director by notice (Article 27.3).
Redemption	The Ordinary Shares are not redeemable. Any buy-back requires a Special Resolution (Article 10.1).
Transfer consent	No transfer or encumbrance may be registered without compliance with Part C of the Articles and any required FSRA or Registrar approval (Articles 11 and 18).

4. BENEFICIAL OWNERSHIP

Determined in accordance with the ADGM **Beneficial Ownership and Control Regulations 2022**. A beneficial owner is a natural person who ultimately owns or controls, directly or indirectly, 25% or more of the shares or voting rights, or who otherwise exercises control over the company or its management.

Beneficial owner	Direct %	Indirect %	Total %	Basis of qualification
Ahmed M. Amer	50.00%	Nil	50.00%	Direct holding of 25,000 Ordinary Shares; also a director and CEO
Mohamed Hussein Ibrahim Abdou	50.00%	Nil	50.00%	Direct holding of 25,000 Ordinary Shares; also a director

4.1 Declarations

4.1.1 There is no corporate shareholder, holding company, trust, foundation or partnership anywhere in the ownership chain. Both shareholders hold directly, in their own names, as legal and beneficial owner.

4.1.2 No shares are held by a nominee, and no nominee director has been or will be appointed. The register of nominee directors required under the Beneficial Ownership and Control Regulations 2022 will be maintained as a nil return.

4.1.3 No person other than the two shareholders named above exercises control over the Company or its management, whether through a shareholders' agreement, a voting arrangement, a right to appoint or remove a majority of the board, or otherwise.

4.1.4 No shareholder is a politically exposed person, and neither shareholder is subject to sanctions administered by the United Nations, the United Arab Emirates, the United States, the United Kingdom or the European Union.

4.2 Filing and maintenance obligations

Obligation	Requirement
Register of beneficial owners	Maintained at the registered office and kept accurate and up to date (Article 35.1).
Register of nominee directors	Maintained as a nil return.
Notification of change	Shareholders must notify the Company within 14 days of any change to their beneficial ownership, nationality, tax residence or sanctions status (Article 18.3).
Filing with the Registrar	Changes in beneficial ownership notified to the Registrar within the period prescribed by the Beneficial Ownership and Control Regulations 2022.
Consequence of non-compliance	The board may suspend voting and dividend rights on the relevant shares until the failure is remedied (Article 18.4).

5. CONSEQUENCES OF THE 50/50 SPLIT

The equal split is a deliberate commercial choice, but it carries structural consequences that should be recorded and understood at the point of incorporation.

5.1 Every Reserved Matter requires a 75% Special Resolution. On a 50/50 register that means **unanimity in practice** — neither shareholder can act without the other.

5.2 The quorum for a general meeting is two shareholders holding 75% or more, and the quorum for a board meeting is one director appointed by each shareholder. Either shareholder can therefore block business by absence alone.

5.3 Neither the chairman of the board nor the chairman of a general meeting has a casting vote. This is intentional: a casting vote would silently convert a 50/50 company into a controlled one.

5.4 Part D of the Articles supplies the exit route — escalation, then mediation through the ADGM Arbitration Centre, then a "Russian roulette" buy-out under which the offeree must either sell at the offeror's price or buy at that same price. Without it, the only remedy is a just-and-equitable winding-up petition to the ADGM Courts.

5.5 If either shareholder's holding falls below 25%, that shareholder loses the right to appoint a director under Article 27.3 and the board quorum in Article 30.2 adjusts accordingly.

6. APPROVAL

Approved by the subscribers as an accurate statement of the shareholding structure of Remi Technologies Ltd on incorporation.

 _____ **Ahmed M. Amer** Shareholder and Director Date: _____ 1 Sep. 2026	 _____ **Mohamed Hussein Ibrahim Abdou** Shareholder and Director Date: _____ 1 Sep. 2026