**Meeting of the Share Holders/ Board of Directors**

**MINUTES OF THE MEETING OF THE SHAREHOLDERS / BOARD OF DIRECTORS OF [---- name of Company------, commercial registration number--- ]**

On the \_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_\_\_, the Shareholders / Board of Directors of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (“**Company**”) unanimously resolved in the meeting held at [---location--] as follows:

###### 1. TO CONSIDER AND APPROVE THE PROPOSAL TO INVEST IN THE SHARE CAPITAL OF [ ] SFZCO LLC

1. **INVESTMENT**

“RESOLVED THAT the Company shall invest in cash, a sum not exceeding RO [ ] (-------------- Omani Rials) towards [----no. of --] shares having a nominal value of RO [ ] (----------------- Omani Rials) per share corresponding to [----%] equity share capital of a wholly owned subsidiary company – which shall be a company with limited liability to be established in the Salalah Free Zone in the Sultanate of Oman as per the prevalent laws of Sultanate of Oman.”

1. **INCORPORATION**

“RESOLVED FURTHER THAT the aforesaid company shall have the name and style ‘[ ] SFZCO LLC’ or such other name as may be approved by the Ministry of Commerce and Industry (MOCI) or any other relevant authority in the Sultanate of Oman and be incorporated as a wholly owned subsidiary in the Salalah Free Zone in accordance with the applicable laws and regulations prevailing in the Sultanate of Oman.”

1. **SHAREHOLDERS**

“RESOLVED FURTHER THAT the shareholders of the aforesaid company shall be:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name of Shareholders** | **Nationality** | **Percentage** | **No. of shares** | **Subscription amount**  **in Omani Rials (RO)** |
|  |  |  |  |  |
|  |  |  |  |  |
| **TOTAL** |  | 100% |  |  |

1. **OBJECTIVE**

“RESOLVED FURTHER THAT the objective of the aforesaid company shall be [ ].”

1. **MANAGEMENT**

“RESOLVED FURTHER THAT the authorized signatories / managers of the aforesaid company shall be the following persons, with such authority as elaborated upon in its Constitutive Contract:

1. [name], [----] national, holder of Passport no. [PP no.] and/or
2. [name], [----] national, holder of Passport no. [PP no.].
3. **UNDER FORMATION BANK ACCOUNT**

“RESOLVED FURTHER THAT an under formation bank account be opened or re-activated or new accounts be opened with any bank in the Sultanate of Oman including but not limited to Bank [ ] to receive respective payments towards the share capital by the shareholders of the aforesaid company.”

“RESOLVED FURTHER THAT a special Power of Attorney on behalf of the Company be provided to [name], [---] national, holder of Passport no. [\_\_\_\_\_\_\_\_\_\_\_] and/or [name], [----] national, holder of Passport no. [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] who is/are hereby appointed and authorized singly / jointly, to complete all formalities and execute and sign all documents including but not limited to the shareholders agreement, the constitutive contract, investors’ form, sub usufruct agreement, bank account opening documentation and all other relevant documentation, necessary to give effect to setting up of the aforesaid company in the Salalah Free Zone, Sultanate of Oman.”

“RESOLVED FURTHER to appoint [name of individual or law office etc], Sultanate of Oman, to represent the Company before all governmental bodies in connection with the incorporation/setting up of the aforesaid company in the Salalah Free Zone, Sultanate of Oman.”

**(Name and signatures of the Shareholders / Board of Directors)**