## Facility Terms

**The Facility**

|  |  |  |
| --- | --- | --- |
| FOL Issue Date: | : | «mMAFOLIssueDate» |
| Availability Period: | : | «avlPeriodInWords» («avlPerDays») days |
| Facility Limit: | : | «facLimitInWords» |
| Lease Term: | : | Not exceeding «leaseTermsWords» months or up to the Facility Expiry Date whichever is earlier |
| Lease Period: | : | «leasePeriodInWords» («leasePerInDays») month/s |
| Base Rate | : | «baseRateCode» |
| Margin: | : | «mMAMargin» % per annum |
| Variable Rental Rate: | : | Base Rate plus the Margin «mMAMinRate» |
| Facility Expiry Date: | : | «facilityMaturity» |
| Customer Account: | : | «custAccount» |

**The Securities**

**Special Conditions**

**Notices**

**To the Bank:**

PO Box 63111, Abu Dhabi, United Arab Emirates

**To the Customer:**

«custPOBox», «custAddrCity», «custAddrCountry»

## Conditions Precedents

The Customer shall provide:

1. If it is a corporate entity:
2. acertified true copy of the constitutive corporate documents of the Customer, including its Memorandum and Articles of Association, valid Trade License, Commercial Registration Certificate and Chamber of Commerce Certificate;
3. a certified true copy of the resolution(s) of the Board of Directors of the Customer (or approval by any other relevant authority of the Customer) ratifying the terms and conditions of these Master Terms and each Lease Document to be entered into and authorizing a named person or persons to sign the Master Terms and all other documents required in connection herewith;
4. certifiedspecimen signature(s) of the person(s) authorized to sign the documents referred to in the preceding paragraph on behalf of the Customer;
5. acertified true copy of the latest audited financial statements of the Customer;
6. a certificate of an authorised signatory of the Customer certifying that each copy document referred to above is correct, complete and in full force and effect; and
7. certified true copy of the valid passport of each the Customer’s authorized signatories.
8. Signed original of the Facility Offer Letter.
9. Evidence that all fees and other amounts due to the Bank under the FOL or these Master Terms have been or will be paid on or before aLease Agreement is entered into.
10. Receipt of any legal opinions required by the Bank in connection with these Master Terms and the Transaction Documents and evidence of payment or reimbursement by the Customer to the Bank of the legal fees in respect thereof.
11. Completed account opening forms, "kyc" documentation and any other necessary documentation for the opening of the Customer Account.
12. The Securities (if any) and evidence of perfection thereof.
13. The Title Deeds (if applicable).

## Form of Lease Undertaking

This Lease Undertaking is dated [] and given by:

«custName»of«custAddress», «custAddrCity», «custAddrCountry»(the **“Customer”**) in favour of **Al Hilal Bank PJSC** of PO Box 63111, Abu Dhabi, United Arab Emirates (the **“Bank”**).

* + - 1. TheBank and Customer have entered into Master Terms and Conditions for Lease Facility dated [●] (the “**Master Terms**”, terms defined in which have the same meanings when used herein).
      2. This is a Lease Undertaking under the Master Terms.
      3. Subject to and in accordance with the Master Terms, the Customer requests the Bank to purchase for the Bank, and undertakes to lease from the Bank under the terms of a Lease Agreement, the following Share:

|  |  |  |  |
| --- | --- | --- | --- |
|  | Asset description and Model No/Serial No/Location/Plot Number (as applicable) | : |  |
|  | Share | : |  |
|  | Purchase Price | : |  |
|  | Purchase Price payment date | : |  |

* + - 1. The Lessee acknowledges that it has read and understood the Master Terms, which it has signed as confirmation thereof and will not object to any of the terms and conditions contained therein.

**For and on behalf of the Lessee**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

## Form of Purchase Agreement

This Purchase Agreement is dated [] and entered between:

(1) **Al Hilal Bank PJSC** of PO Box 63111, Abu Dhabi, United Arab Emirates (the **“Purchaser”**); and

(2) «dealerName»of «dealerAddr», «dealerCity», «dealerCountry»(the **“Seller”**)

1. The Seller and Purchaser have entered into Master Terms and Conditions for Lease Facility dated [●] (the “**Master Terms**”, terms defined in which have the same meanings when used herein).
2. This is a Purchase Agreement under the Master Terms.
3. Subject to and in accordance with the Master Terms, the Seller hereby sells to the Purchaser and the Purchaser agrees to buy the Shareas follows:

|  |  |  |  |
| --- | --- | --- | --- |
|  | Asset description and Model No/Serial No/Location/Plot Number (as applicable) | : |  |
|  | Share | : |  |
|  | Purchase Price | : |  |
|  | Purchase Price payment date | : |  |

1. The Purchase Price is to be credited on the Purchase Price payment date to the Customer Account.
2. The Seller acknowledges that it has read and understood the Master Terms, which it has signed as confirmation thereof and will not object to any of the terms and conditions contained therein.

**For and on behalf of the Purchaser**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

**For and on behalf of the Seller**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

## Form of Lease Agreement

This Lease Agreement is dated [] and entered between:

(1) **Al Hilal Bank PJSC** of PO Box 63111, Abu Dhabi, United Arab Emirates (the **“Lessor”**); and

(2) «custName»of«custAddress», «custAddrCity», «custAddrCountry» (the **“Lessee”**)

1. TheLessor and Lessee have entered into Master Terms and Conditions for Lease Facility dated [●] (the “**Master Terms**”, terms defined in which have the same meanings when used herein)
2. This is a Lease Agreement under the Master Terms and the Lessee hereby accepts the Share under the terms of this Lease Agreement.
3. Subject to and in accordance with the Master Terms, the Lessor hereby leases to the Lessee the following Sharein accordance with this Lease Agreement:

|  |  |  |  |
| --- | --- | --- | --- |
|  | Asset description and Model No/Serial No/Location/Plot Number (as applicable) | : | [⚫] |
|  | Share | : | [⚫] |
|  | Total Fixed Element | : | [⚫] |
|  | Lease Term | : | [⚫] month |
|  | Lease Commencement Date | : | [⚫] |
|  | First Lease Period | : | Commencing on [] and ending on [] |
|  | Variable Rental Rate applicable to the first Lease Period | : | [⚫] |
|  | First Rental Amount |  |  |
|  | Fixed Element | : | [⚫] |
|  | Variable Element | : | [⚫] |
|  | Total First Rental Amount Due | : | [⚫] |
|  | First Rental Payment Date | : | [⚫] |

**Schedule of Fixed Elements**

|  |  |  |  |
| --- | --- | --- | --- |
| Payment No. | Rental Payment Date | Fixed Element | Outstanding Scheduled Fixed Element |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

1. The Lessee acknowledges that it has read and understood the Master Terms, which it has signed as confirmation thereof and will not object to any of the terms and conditions contained therein.

For and on behalf of the Lessor

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

For and on behalf of the Lessee

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

**Annex to Lease Agreement**

**Form of Rental Notice**

To: «custName»

«custAddress»

«custAddrCity»

«custAddrCountry»

From: Al Hilal Bank PJSC

Date:

Dear Sirs

**Lease Agreement between us dated [] (the “Lease Agreement”)**

1. We refer to the above Lease Agreement made pursuant to the Master Terms and Conditions for Lease Facility dated [ ●] (the **“Master Terms”**, terms defined in which have the same meanings herein).
2. This is Rental Notice.
3. The following apply to the next Lease Period under the above Lease Agreement:
4. Lease Period: commencing on [●] and ending on [●].
5. Variable Rental Rate is [●].«odpriOdpft\_Cal»
6. Rental Amount:

Fixed Element : [●] «schPri»

Variable Element : [●] «schPft»

Supplementary Element : [●] «suplCost»

Increased Costs : [●] «incrCost»

Total Rental Amount due : [●] «schdInst»

1. Rental Payment Date is [●].

**For and on behalf of the Lessor**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

## Form of Service Agency Agreement

This Service Agency Agreement is dated [●] and entered between:

(1) **Al Hilal Bank PJSC** of PO Box 63111, Abu Dhabi, United Arab Emirates (the **“Principal”**); and

(2) «custName»of«custAddress», «custAddrCity», «custAddrCountry» (the **“Service Agent”**)

1. The Principal and Agent have entered into Master Terms and Conditions for Lease Facility dated [●] (the “**Master Terms**”, terms defined in which have the same meanings when used herein).
2. The Principal (as lessor) has entered into with the Service Agent (as lessee) a Lease Agreement dated [●].
3. This is a Service Agency Agreement under the Master Terms.
4. Subject to and in accordance with the Master Terms, the Principal hereby appoints the Service Agent to be its service agent for the Share.
5. The Service Agent acknowledges that it has read and understood the Master Terms, which it has signed as confirmation thereof and will not object to any of the terms and conditions contained therein.

For and on behalf of the Principal

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

For and on behalf of the Service Agent

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

## Form of Purchase Undertaking

This Purchase Undertaking is dated [●] and given by:

«custName»of«custAddress», «custAddrCity», «custAddrCountry» (the **“Lessee”**) in favour of **Al Hilal Bank PJSC** of PO Box 63111, Abu Dhabi, United Arab Emirates (the **“Lessor”**).

1. The Lessor and Lessee have entered into Master Terms and Conditions for Lease Facility dated [●] (the “**Master Terms**”, terms defined in which have the same meanings when used herein)
2. The Lessor has entered into with the Lessee a Lease Agreement dated [●].
3. This is a Purchase Undertaking under the Master Terms.
4. Subject to and in accordance with the Master Terms, the Lessee hereby issues this Purchase Undertaking in favour of the Lessor in relation to the Share that is the subject of the above Lease Agreement.
5. The Lesee acknowledges that it has read and understood the Master Terms, which it has signed as confirmation thereof and will not object to any of the terms and conditions contained therein.

**For and on behalf of the Lessee**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

**Annex to Purchase Undertaking**

**Form of Purchase Undertaking Exercise Notice**

To: «custName»

«custAddress»

«custAddrCity»

«custAddrCountry»

From: Al Hilal Bank P.J.S.C.

Date:

**Master Terms and Conditions for Lease Facility between us dated [●] (the “Master Terms”)**

1. We refer to the Master Terms (terms defined in which have the same meanings herein), the Lease Agreement made pursuant thereto dated [●] and the Purchase Undertaking(s) issued by you dated [●] (the **“Purchase Undertaking”**).
2. We hereby exercise the Purchase Undertaking(s), the relevant terms of which are:
3. Asset description and Model No/Serial No/Location/Plot Number (as applicable):
4. Share:
5. Exercise Price: [●] «schdInst»
6. Exercise Price Payment Date: [●] «schdDate»

**For and on behalf of the Lessor**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

## Form of Sale Undertaking

This Sale Undertaking is dated [●] and given by:

**Al Hilal Bank PJSC** of PO Box 63111, Abu Dhabi, United Arab Emirates (the **“Lessor”**)in favour of «custName»of«custAddress», «custAddrCity», «custAddrCountry» (the **“Lessee”**).

1. The Lessor and Lessee have entered into Master Terms and Conditions for Lease Facility dated [●] (the “**Master Terms**”, terms defined in which have the same meanings when used herein)
2. The Lessor has entered into with the Lessee a Lease Agreement dated [●].
3. This is a Sale Undertaking under the Master Terms.
4. Subject to and in accordance with the Master Terms, the Lessor hereby issues this Sale Undertaking in favour of the Lessee in relation to the Share that is the subject of the above Lease Agreement.
5. The Lessee acknowledges that it has read and understood the Master Terms, which it has signed as confirmation thereof and will not object to any of the terms and conditions contained therein.

**For and on behalf of the Lessor**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

**Annex 1 toSale Undertaking**

**Form of Sale Undertaking Exercise Notice**

To: Al Hilal Bank P.J.S.C.

From: «custName»

«custAddress»

«custAddrCity»

«custAddrCountry»

Date:

**Master Terms and Conditions for Lease Facility between us dated [●] (the “Master Terms”)**

1. We refer to the Master Terms (terms defined in which have the same meanings herein), the Lease Agreement made pursuant thereto dated [●] and the Sale Undertaking(s) issued by you dated [●] (the **“Sale Undertaking”**).
2. We hereby exercise the Sale Undertaking(s), the relevant terms of which are:
3. Asset description and Model No/Serial No/Location/Plot Number (as applicable):
4. Share:
5. Please advise us of Exercise Price and Exercise Price Payment Date by issuing your Reply to Sale Undertaking Exercise Notice.

**For and on behalf of Lessee**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

**Annex 2 to Sale Undertaking**

**Form of Reply to Sale Undertaking Exercise Notice**

To: «custName»

«custAddress»

«custAddrCity»

«custAddrCountry»

From: Al Hilal Bank P.J.S.C.

Date:

**Master Terms and Conditions for Lease Facility between us dated [●] (the “Master Terms”)**

1. We refer to the Master Terms (terms defined in which have the same meanings herein), the Lease Agreement made pursuant thereto dated [●], theSale Undertaking(s) issued by us dated [●] and the Sale Undertaking Exercise Notice issued by you dated [●].
2. This is a Reply to the Sale Undertaking Exercise Notice by which we agree to sell the Share to you pursuant to the attached Sale Agreement in accordance with the following:
3. Exercise Price: [●] «earlySettleAmount»
4. Exercise Price Payment Date: [●] «earlySettlementDate»

**For and on behalf of Lessor**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

## Form of Sale Agreement

This Sale Agreement is dated [●] and entered between:

(1) **Al Hilal Bank PJSC** of PO Box 63111, Abu Dhabi, United Arab Emirates (the **“Seller”**); and

(2) «custName»of«custAddress», «custAddrCity», «custAddrCountry» (the **“Purchaser”**)

1. The Seller and Purchaser have entered into Master Terms and Conditions for Lease Facility dated [●] (the “**Master Terms**”, terms defined in which have the same meanings when used herein).
2. This is a Sale Agreement under the Master Terms and referred to in the Exercise Notice issued by the [Seller/Purchaser]\* dated [●].
3. Subject to and in accordance with the Master Terms, the Seller hereby sells to the Purchaser the Share for [Exercise Price] payable on [Exercise Price Payment Date].
4. The Purchaser acknowledges that it has read and understood the Master Terms, which it has signed as confirmation thereof and will not object to any of the terms and conditions contained therein.

**For and on behalf of the Purchaser**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

**For and on behalf of the Seller**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |

\* complete as applicable

Signature page of Master Terms and Conditions for Lease Facility.

**For and on behalf of Al Hilal Bank PJSC**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title: |  | Title: |
| Date: |  | Date: |

**For and on behalf of «custName»**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature |  | Signature |
| Name: |  | Name: |
| Title |  | Title: |
| Date: |  | Date: |