**THE FIRST SCHEDULE**

# Order to Purchase

Date:

From:[Purchaser]

To: Al Hilal Bank (PJSC)

Attention:

**Master Murabaha Agreement for the Sale and Purchase of Commodities dated [ ] (the "Master Agreement").**

1. We refer to the above Master Agreement (expressions defined in which have the same meanings herein).

2. We hereby notify you pursuant to the Master Agreement that we wish to purchase Commodities on the following terms:

|  |  |  |
| --- | --- | --- |
|  | Cost Price | [●] |
|  | Murabaha Deferred Profit Rate | [●] |
|  | Settlement Date | [●] |
|  | Deferred Payment Date(s) | [●] |

3. If you wish to proceed, kindly purchase the Commodities from the Supplier on your own behalf and send us your Offer Notice in accordance with the Master Agreement.

4. We promise to immediately purchase the Commodities that will be specified in your Offer Notice.

5. We confirm that each of the Repeating Representations is true and correct in all material respects on the date of this Order to Purchase and will be correct in all material respects on the proposed Transaction Date.

|  |
| --- |
| Authorised Signature: |
| Name: |
| Title: |

**THE SECOND SCHEDULE**

**Murabaha Contract Form**

1. **Offer Notice\***

Date :

From : AL HILAL BANK

To :

Attention :

**Master Murabaha Agreement for the Sale and Purchase of Commodities dated [ ●] (the "Master Agreement")**

We refer to the above Master Agreement (expressions defined in which have the same meanings herein) and the Order to Purchase dated [ ] issued by you pursuant thereto. We have purchased the Commodities from the Supplier on our own behalf and we hereby offer to sell to you the Commodities and to conclude with you a Murabaha Contract the essential details of which, are as follows:

1. Quantity and General Description of Commodities
2. Holding Certificate No. /Warrant Listing No. [●]
3. Cost Price [●]
4. Settlement Date[●]
5. Murabaha Deferred Profit [●]
6. Deferred Price [●]«pripft\_Cal»
7. Deferred Payment Date(s) [●]
8. Deferred Payment Instructions [●]
9. Account No. [●]
10. **Murabaha Installment:** means, in relation to each Deferred Payment Date except the first and last Deferred Payment Dates can be the following:

[Outstanding Base Amount x (EIBOR + Margin) x tenor/360] + Partial Base Amount**;**

where;

EIBOR Rate : Applicable EIBOR Rate for the Murabaha Profit Period

Margin : Spread approved by the Bank

i)-The first Murabaha Installment is [«schPrischAdvPft\_Cal»] to be paid on []

ii)-Murabaha Installments subsequent to the first Murabaha Installment would be calculated and paid as per the below table:

|  |  |  |  |
| --- | --- | --- | --- |
| **Deferred Payment Date (s)** | **Partial Base Amount** | **Outstanding Base Amount** | **Murabaha Installment** |
| **Schd Date** | **Sch Pri** | **O/s Pri** | **Sch Pri + Sch Advised Rate Pft** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

iii-The last Murabaha Instalment would be equal to the Deferred Price minus the sum of the amounts referred to in (i) and (ii) here above.

Please confirm your acceptance of these terms by executing this document in the space provided below and return it to us.

Yours sincerely

On behalf of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Authorized Signature** | **:** |  | **Authorized Signature** | **:** |  |
| **Name** | **:** |  | **Name** | **:** |  |
| **Title** | **:** |  | **Title** | **:** |  |
| **Date** | **:** |  | **Date** | **:** |  |

**\*To be sent only after the Commodities have been acquired by the Seller.**

1. **Acceptance Notice**

Date:

From: the Purchaser

To: AL HILAL BANK PJSC

Attention:

**Master Murabaha Agreement for the Sale and Purchase of Commodities dated** [ ●] **the "Master Agreement")**

* + - 1. We refer to the above Master Agreement and the offer Notice dated [ ] issued by you pursuant thereto.
      2. We accept your offer and confirm our agreement to purchase the Commodities from you the essential details of which are in your above Offer Notice.
      3. We irrevocably and unconditionally undertake to pay you the Deferred Price on the Deferred Payment Date(s) in the account specified in your Offer Notice.
      4. This Acceptance Notice constitutes your authority to forward to the Third Party Purchaser the Offer to Sell to the Third Party Purchaser.
      5. Accepted and confirmed above as of the date of acceptance. We confirm, in reference to the clause 6.19 of Master Agreement, that the proceeds of this transaction will explicitly be used for the purpose of [] (Specify the purpose)

By:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Authorized Signature** | **:** |  | **Authorized Signature** | **:** |  |
| **Name** | **:** |  | **Name** | **:** |  |
| **Title** | **:** |  | **Title** | **:** |  |
| **Date** | **:** |  | **Date** | **:** |  |

**THE THIRD SCHEDULE**

**Conditions Precedent, Conditions Subsequent, Special Conditions and Securities**

**1. Conditions Precedent**

1. a certified true copy of the constitutive corporate documents of the Purchaser, including its Memorandum and Articles of Association, its valid Trade License, Commercial Registration Certificate and Chamber of Commerce Certificate
2. a certified true copy of the resolution(s) of the Board of Directors of the Purchaser (or approval by any other relevant authority of the Purchaser) ratifying the terms and conditions of this Agreement and authorizing a named person or persons to sign this agreement and all other documents required in connection herewith;
3. certified specimen signature(s) of the person(s) authorized to sign such documents as referred to in paragraph (b) above on behalf of the Purchaser;
4. a certified copy of the latest audited financial statements of the Purchaser;
5. an original of this Agreement signed by the Purchaser.
6. a certificate of an authorised signatory certifying that each copy document referred to in this section (1. Conditions Precedent) is correct, complete and in full force and effect;
7. Certified true copy (ies) of valid passport(s) of Authorized Signatory;
8. Account Opening Form; and
9. such other documents as the Seller may reasonably require in writing addressed to the Purchaser.
10. **Conditions Subsequent:**

(a)…………………….., shall be fulfilled on…………..

(b) …………………….., shall be fulfilled on…………..

1. **Special Conditions**
2. **Securities**

**THE FOURTH SCHEDULE**

# Offer to Sell to the Third Party Purchaser

Date:

From: [Purchaser]

## To: [Third Party Purchaser]

Dear Sirs,

1. We hereby offer to sell, through Al Hilal Bank of PO Box 63111, Abu Dhabi, UAE **(the “Bank”)** acting as our messenger, the following Commodities to you:

1. Quantity and General Description of Commodities (bearing ownership title no. [●]) :
2. Sale Price: [●]
3. Settlement Date: [ ●]Payment Instructions: please arrange credit of the sale price to our account with the Bank. The Account Number is: [●]
4. If you acceptthis offer, please indicate your acceptance to the Bank.

[Purchaser]

**THE FIFTH SCHEDULE**

**The Commodities sold at London Metal Exchange**

Copper Grade A

Aluminium High Grade

Refined Tin (99.85%)

Standard Lead

## Special High grade Zinc

Aluminium Alloy

North American Special Aluminium Alloy Contract (N A S A A C)

Platinum

Palladium

Rhodium

Ruthenium

Iridium

**THE SIXTH SCHEDULE**

# EIBOR FIXING FOR THE MURABAHA INSTALLMENTS

Date:

Time: Application Time

From: **Al Hilal Bank (PJSC)**

To: **[Purchaser]**

**RE: SELLER’S NOTIFICATION OF EIBOR FIXING AND MURABAHA INSTALLMENTS**

1. Pursuant to the Master Murabaha Agreement for the Sale and purchase of Commodities concluded between us on [], and to the Murabaha Contract dated [], we hereby inform you the next applicable EIBOR Rate for the Murabaha Profit Period to , shall be fixed at % per annum. The Murabaha Installments is defined in the manner as specified in the Payment Appendix attached to this Schedule.

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

Signature :

Name :

Designation :

[Payment Appendix]

|  |  |  |
| --- | --- | --- |
| Murabaha Profit Period | Calculation formula  for Murabaha Installment | Murabaha Installment Amount  (AED) |
| <Current Installment Date> – <Next Installment Date> | [O/S PRI Amount x (Adv EIBOR + AdvMargin) x Days/Pft Days Basis 360] + Sch Pri Amount | AED **Sch Pri + Sch Advised Rate Pft** |