**SCHEDULE 1**

# Form of Order to Purchase

Date:

From:

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 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: |

**SCHEDULE 2**

**Form of Murabaha Contract**

* + - 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:

|  |  |  |
| --- | --- | --- |
|  | Quantity and General Description of Commodities | [●] |
|  | Holding Certificate No./Warrant Listing No. | [●] |
|  | Cost Price | [●] |
|  | Settlement Date | [●] |
|  | Murabaha Profit | [●] |
|  | Deferred Price | [●] «pripft\_Cal» |
|  | Deferred Payment Date(s) | [●] |
|  | Deferred Payment Instructions | [●] |
|  | Account No. | [●] |

Please confirm your acceptance of these terms by executing this document in the space provided below and returning 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:

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 no. 6.21 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** | **:** |  |

**SCHEDULE 3**

**Special Terms**

**1. Facility Terms**

a) FOL Issue Date:

b) Facility Limit: AED

c) The Murabaha Profit Rate: [%/ EIBOR plus %,subject to a minimum of %].

d) Murabaha Profit Period: months.

e) Final Maturity Date: [/the date falling months from the first Transaction Date].

f) Minimum Amount: .

g) Late Payment Rate: per annum.

**2. Conditions Precedent**

1. a certified true copy of the constitutive corporate documents of the Purchaser, including its Memorandum and Articles of Association, 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 true copy of the latest audited financial statements of the Purchaser;
5. an original of the FOL and this Agreement signed by the Purchaser;
6. evidence that all fees and other amounts due to the Seller under the FOL or this Agreement have been or will be paid on or before the first Transaction Date;
7. receipt of any legal opinions required by the Seller in connection with this Agreement and evidence of payment or reimbursement by the Purchaser to the Seller of the fees thereof;
8. a certificate of an authorised signatory of the Purchaser certifying that each copy document referred to in this section (Conditions Precedent) is correct, complete and in full force and effect;
9. certified true copy (ies) of the valid passport(s) of the Purchaser’s authorized signatories;
10. Completed account opening forms for the Purchaser’s account with the Seller;
11. The Securities and the documents evidencing perfection thereof; and
12. such other documents as the Seller may reasonably require in connection with the Agreement.

**3. Conditions Subsequent:**

(a)…………………….., must be fulfilled by…………..

(b) …………………….., must be fulfilled by…………..

**4. Special Conditions**

<Manual>

**5. Securities**

<Manual>

**SCHEDULE 4**

# Form of Offer to Sell to the Third Party Purchaser

Date:

From:

## 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:

|  |  |  |
| --- | --- | --- |
|  | Quantity and General Description of Commodities (bearing ownership title no. [●]) | [●] |
|  | Sale Price | [●] |
|  | Sale Price payment date | [●] |

1. Payment Instructions: please arrange credit of the sale price to our account with the Bank. The Account Number is:[●]

2. If you accept this offer, please indicate your acceptance to the Bank.

**SCHEDULE 5**

**Commodities**

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

## **SCHEDULE 6**

## **Contact Details**

### The contact details of the Seller and the Purchaser are as follows:

**The Seller:** Al Hilal Bank PJSC

Attn:

Address: P.O. Box 63111

Abu Dhabi,

United Arab Emirates

Fax: +971-02-4994444

**The Purchaser:**

Attn:

Address: ,

Fax:

**Signature Page**

**AS WITNESS** the hands of the duly authorized representatives of the parties hereto.

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

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

**For and on behalf of []**

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