



Capital Bank of Jordan
Limited Public Shareholding Company
Memorandum and Articles of Association

June 2022

As amended on 27/07/2022

Memorandum of Association

The founders subscribing to the attached statement of founders intend to establish a public shareholding company in the Hashemite Kingdom of Jordan. Therefore, they have agreed as follows:

Article (1): Name of Company:

Capital Bank of Jordan Public Shareholding Limited Company.

Article (2): Head Office of the Company

The head office of the Company shall be located in Amman. The Company may open branches and offices and grant agencies in and abroad the Hashemite Kingdom of Jordan, subject to the approval of the Central Bank.

Article (3): Objectives of the Company

The Company may carry out all banking activities authorized for banks under the Banking Law, other banking legislation and regulations and the effective instructions of the Central Bank of Jordan. These activities include without limitation:

1. The Company, in all of its branches and agencies, may carry out banking activities. These activities include borrowing and raising money, lending money, advancing loans, providing guarantees, granting the ownership of properties, discounting, purchase, sale, and dealing in policies, cheques, bills of exchange, coupons, transfers, and any other instruments, whether negotiable or non-negotiable, purchase, sale, and trade of gold alloys, and other alloys, acquisition, ownership, and trade of securities, shares, government corporate bonds, and corporate bonds and shares of companies, investment activities of all types, receiving money and precious items by way of deposit or trust, exchange of loans and advances, collecting and transferring money and guarantees, property management and mortgages, and carrying out ail delegation acts conducted by banks.
2. To sell and acquire all or any business, property, goodwill, or liabilities of any person or company that carries out the business authorized for such company or who/that possesses any property or rights that are in line with any objective of the Company.
3. To sell, rent, replace, mortgage, or otherwise acquire any moveable or immovable property or any casement rights that the Company deems necessary for any such objective or which it deems that it may facilitate the collection of the value of any guarantees in its possession or that prevent or mitigate any eminent loss.
4. To enter with any person or company into an agreement for profit sharing, consolidation of interest, cooperation, joint ventures, exchange of interest, or any other business.
5. To establish any company for the acquisition of any funds that belong to the Company or that are connected with it, or for any other purpose that is beneficial to the Company.
6. To issue negotiable corporate bonds.

7. To carry out all insurance, guarantee, and counter-guarantees, and to obtain them in the form it deems appropriate.
8. To adopt and agree to adopt all means and procedures that may increase and support the position of the Company, to credibly gain the confidence of the public, and reduce any financial turmoil that may affect the Company.
9. Lease Finance.
10. to sell, improve, manage, develop, exchange, rent, mortgage, liquidate all or any of its property and rights, and dispose of them by all means of disposition.
11. 11. The Company may carry out any other business, which the Company deems to be conducive to all or any of the aforementioned objectives.
12. To establish or take part in the establishment of societies, incorporations, capital, endowments, and any other projects that may ensure the benefit of its current employees, retirees, or their independents, and grant pensions, bonuses, and gifts to any person for the service of the Company.
13. To trade in foreign currency of all types, whether by sale or purchase, under the provisions of the applicable laws and instructions.
14. To borrow and advance loans in Dinar and foreign currencies, open letters of credit, and other banking facilities, whether by mortgage of movable or immovable property or any other property.
15. . To accept deposits of all types, with or without interest, and under the conditions it deems appropriate.

Article (4): Capital of the Company

The authorized capital of the Company shall be JOD 263,037,122 (Two Hundred and sixty-three million and thirty-seven thousand and one hundred twenty-two Jordanian Dinars). The subscribed capital of the Company shall be 263,037,122 (Two Hundred and sixty-three million and thirty-seven thousand and one hundred twenty-two Jordanian Dinars). The paid-up capital of the Company shall be 263,037,122 (Two Hundred and sixty-three million and thirty-seven thousand and one hundred twenty-two Jordanian Dinars), divided into 263,037,122 (Two Hundred and sixty-three million and thirty-seven thousand and one hundred twenty-two Jordanian Dinars) shares, one Jordanian Dinar per share.

Article (5): Liability of Shareholders

The liability of each shareholder shall be limited to the nominal value of its subscribed or held shares, pursuant to the provisions of the Memorandum and Articles of Association.

Article (6): Duration of the Company

The duration of the Company shall be unlimited, which shall commence as of the date of its registration.

Article (7): Commencement Date

As of the date of its due registration at the Companies General Controller at the Ministry of Trade and Industry and obtaining a certificate to commence its business.

Article (8): Management of the Company

The Company shall be managed and supervised by a board of directors comprised of thirteen (13) members to be elected by the General Assembly, according to the provisions of the Articles of Association of the Company.

Articles of Association

The undersigned founders have agreed to establish a public shareholding company under the name of Capital Bank of Jordan Public Shareholding Limited Company, as indicated in detail in the memorandum of association and in these articles of association.

Therefore, the founders agreed to adopt the following Articles of Association:

Article 1:

These Articles shall be an integral part of the Memorandum of Association, supplementary thereto, and shall be read in conjunction thereto.

Article 2: Name of Company:

Capital Bank of Jordan Public Shareholding Limited Company.

Article 3: Head Office of the Company:

The head office of the Company shall be located in Amman.

The Company may open branches and offices and grant agencies in and abroad the Hashemite Kingdom of Jordan, subject to the approval of the Central Bank.

Article 4: Objectives of the Company:

The Company may carry out all banking activities authorized for banks under the Banking Law, other banking legislation and regulations and the effective instructions of the Central Bank of Jordan. These activities include without limitation:

1. The Company, in all its branches and agencies, may carry out banking activities. These activities include borrowing and raising money, lending money, advancing loans, providing guarantees, granting the ownership of properties, discounting, purchase, sale, and dealing in policies, cheques, bills of exchange, coupons, transfers, and any other instruments, whether negotiable or non-negotiable, purchase, sale, and trade of gold alloys, and other alloys, acquisition, ownership and trade of securities, shares, government corporate bonds, and corporate bonds and shares of companies, investment activities of all types, receiving money and precious items by way of deposit or trust, exchange of loans and advances, collecting and transferring money and guarantees, property management and mortgages, and carrying out all delegation acts conducted by banks.

2. To sell and acquire ail or any business, property, goodwill, or liabilities of any person or company that carries out the business authorized for such company or who/that possesses any property or rights that are in line with any objective of the Company.
3. To sell, rent, replace, mortgage, or otherwise acquire any moveable or immovable property or any easement rights that the Company deems necessary for any such objective or which it deems that it may facilitate the collection of the value of any guarantees in its possession or that prevent or mitigate any eminent risks.
4. To enter with any person or company into an agreement for profit sharing, consolidation of interest, cooperation, joint ventures, exchange of interest, or any other business.
5. To establish any company for the acquisition of any funds that belong to the Company or that are connected with it, or for any other purpose that is beneficial to the Company.
6. To issue negotiable corporate bonds.
7. To carry out all insurance, guarantee, and counter-guarantees, and to obtain them in the form it deems appropriate.
8. To adopt and agree to adopt all means and procedures that may increase and support the position of the Company, to credibly gain the confidence of the public, and reduce any financial turmoil that may affect the Company.
9. Lease finance.
10. To sell, improve, manage, develop, exchange, rent, mortgage, liquidate all or any of its property and rights, and dispose of them by all means of disposition.
11. The Company may carry out any other business, which the Company deems to be conducive to all or any of the aforementioned objectives.
12. To establish or take part in the establishment of societies, incorporations, capita), endowments, and any other projects that may ensure the benefit of its current employees, retirees, or their independents, and grant pensions, bonuses, and gifts to any person for the service of the Company.
13. To trade in foreign currency of all types, whether by sale or purchase, under the provisions of the applicable laws and instructions.
14. To borrow and advance loans in Dinar and foreign currencies, open letters of credit, and other banking facilities, whether by mortgage of movable or immovable property or any other property.
15. To accept deposits of all types, with or without interest, and under the conditions it deems appropriate.

Article 5: Liability of Shareholders:

The liability of each shareholder shall be limited to tire nominal value of the subscribed or held shares, pursuant to the provisions of the Memorandum and Articles of Association.

Article 6: Duration of the Company:

The duration of the Company shall be unlimited, which shall commence as of the date of its registration.

Article 7: Commencement Date:

As of the date of its due registration at the Companies General Controller at the Ministry of Trade and Industry and obtaining a certificate to commence its business.

Article 8: Capital of the Company:

The Authorized Capital of The Company shall be 263,037,122 (Two Hundred and sixty-three million and thirty-seven thousand and one hundred twenty-two Jordanian Dinars). The Subscribed Capital of The Company shall be JOD 263,037,122 (Two Hundred and sixty-three million and thirty-seven thousand and one hundred twenty-two Jordanian Dinars). The Paid-Up Capital of The Company shall be 263,037,122 (Two Hundred and sixty-three million and thirty-seven thousand and one hundred twenty-two Jordanian Dinars), divided into 263,037,122 (Two Hundred and sixty-three million and thirty-seven thousand and one hundred twenty-two Jordanian Dinars), One Dinar per Share.

Article 9: Increase of Capital

Subject to the provisions of the Jordanian Companies Law, the Company, by a resolution adopted by the extraordinary general meeting by a majority of at least 75% of the shares represented in the meeting, may decide to increase its capital, provided that the authorized capital has been paid in full. The increased capital shall be paid according to the resolution of the said general meeting, which should include subscription period and conditions, share value and method of payment. The capital increase procedures shall be carried out according to the provisions of the Jordanian Companies Law and the instructions of the Central Bank.

Article 10: Reduction of Capital

Subject to the provisions of the Jordanian Companies Law and the other regulations, the Company, by a resolution adopted by the extraordinary general meeting by a majority of 75% of the shares represented in the meeting, may decide to reduce its capital to the limit permitted in Article 95 of the Companies Law if it is in excess of its requirement or if it incurs losses and the Company deems it appropriate to reduce the capital by the amount of these losses or a part thereof or for any other reason. The reduction shall be carried out according to the provisions of the Jordanian Companies Law and the instructions of the Central Bank.

Shares

Article 11:

Shares shall be indivisible. However, the heirs may jointly own a share by means of succession of their testator. This provision shall apply to them if they jointly hold more than one share in the estate of their testator. In either case, the heirs shall elect one of them to represent them towards and in the Company. If the heirs fail to elect such a representative within the period specified by the Board of Directors of the Company, the Board shall nominate one of them to act in this capacity.

Article 12:

a. The Company shall maintain one or more registers. The names of shareholders, numbers of shares held by them, transfer of shares, and any other information related to the Company and the shareholders shall be entered in the registers). The Company may lodge a copy of these registers at any other authority to follow up the affairs of the shareholders and authorize this authority to maintain and regulate these registers to follow-up these affairs.

b. Each shareholder in the Company shall be entitled to have access to the register of shareholders set out in Clause (a) of this Article. Any other relevant or concerned person may request the Board of Directors to have access to this register. If the Board refuses this request for any reason, the Controller may instruct the Board of Directors to allow such a person to have access to the register and the Board should comply with this instruction.

Certificate of Shares

Article 13:

- a. The Board of Directors of the Company, after completing the payment of the value of the subscribed shares shall issue final certificates of subscribed shares. The certificates shall be sealed by the official seal of the Company and signed by the authorized signatories of the Company. The certificates shall include the following information:
 1. Name and head office of the Company.
 2. Shareholder's name, number of shares held by the shareholder, and type of its shareholding.
- b. In the event the certificate of shares is lost or destroyed, the holder of the certificate, as shareholder registered in the registers of the Company, may ask the Company for a certificate in lieu of (he lost or destroyed certificate, according to the procedures set forth in the Jordanian Companies Law and providing the guarantees and information requested by the Board of Directors.

Ownership and Trading of Shares

Article 14:

Shares shall be tradable on the Amman Stock Exchange, according to the provisions set out in Amman Stock Exchange Law. However, the Company may not purchase its shares for its own account. No part of the funds of the Company may be used for the purchase of its shares. The Company may not provide any person, directly or through a broker, with any financial contribution or assistance to purchase its shares or for this purpose.

Article 15:

The trading of the shares of the public shareholding company in the market shall be invalid/void in any of the following events:

- a. If the share is mortgage, charged, or marked by any entry that prevents the disposition of the share. The Company shall be responsible for the sale of the mortgaged or charged share that has not been marked as such.
- b. If the share(s) certificate is lost.
- c. If the share is a constitutional share and no three years have lapsed since the date of granting the Company the right to commence its business, other than in the cases set out in these Articles.
- d. Any other case where the applicable laws and regulations prevent the trading of any share of a public shareholding company in Amman Stock Exchange.

Mortgage and Charge of Shares

Article 16:

- a. The shares of the Company may be mortgaged. The mortgage shall be recorded in the registers of the Company, shareholding instrument or the share certificate. The Company shall have priority over third parties to collect any unpaid installments of the share value, notwithstanding the mortgage of the share upon its sale in auction.
- b. The share mortgage contract shall provide for all conditions related to the mortgage, including the party to which the share dividend shall be due during the term of its mortgage.
- c. The mortgage or charge of the share may not be removed from the registers of the Company, the shareholding instrument, or share certificate unless upon a written declaration by the mortgagee entered in the Company's register indicating fulfillment of its rights under the mortgage or according to a final court's decision, unless it is sold in auction in enforcement of a court's decision.

Article 17:

- a. If a decision is issued by a court or a competent authority, including Amman Stock Exchange, to charge any share of the Company, the charge shall be recorded in the register of the shareholders of the Company after notifying the Company of the decision. The charge record shall be removed only upon a decision issued by the entity that issued such charge decision.
- b. No charge may be imposed on the funds of the Company to secure or repay a debt due from a shareholder. However, a charge may be imposed on the share owned by any shareholder in the Company and its share in the profit to secure or repay the debt due from the shareholder.

Corporate Bond

Article 18:

Issue corporate bonds in accordance with Article (117) of the Jordanian Companies Law in force.

Management of the Company

Article 19:

- a. The Company shall be managed by a board of directors comprised of thirteen (13) members to be elected by the general assembly of the Company, according to the provisions of these Articles.
- b. If the government, an official public institution, or a public corporate body is a shareholder in the Company, it shall be represented by one or more members on the board, pro rata its shareholding in the capital of the Company. However, in this case, it shall not be entitled to

- c. vote for the nomination of the other members of the board of directors. The shares of such an institution shall be counted in the quorum of the general meeting of the Company, if its representative is present at the meeting.

Article 20:

- a. No nomination of a shareholder or appointment of its representative on the Board of Directors shall be accepted, unless the shareholder owns at least 25,000 shares in the Company, provided that such shares are not mortgaged, reserved, or has any restriction that prevents its disposition.
- b. The quorum of the qualifying shares for the membership of the board of directors shall be reserved, as long as the holder of such shares is a member on the board of directors and for six months from the date of the termination of its membership in the board. No such share may be traded before six months from the expiry date of the membership.
- c. The charge shall be entered in the shareholding document or share certificate and shall be indicated in the register of shareholders. This charge shall be considered as a mortgage in the interest of the Company to secure the financial liabilities of each member of the Board.

Article 21:

If a shareholder in the Company is a corporate body other than public corporate bodies and it was elected as member of the Board of Directors of the Company, it shall nominate a natural person within ten (10) days of the date of its election, provided that such person satisfies the conditions and qualifications for membership in the board set out in Article 26 of these Regulations to represent it in the board.

Article 22:

The board of directors can attend its meetings by video conferencing to discuss the agenda of the meeting provided the ratifications of the chairman and the secretary of the board on the legal quorum and the minutes of meeting.

Article 23:

The tenure of the membership of the Board shall be four years, after which a new board shall be elected.

Article 24:

The Board of Directors shall undertake the functions assigned to it under the law and shall carry out all and any acts typically carried out by boards of directors of public shareholding companies, including without limitation, supervision of all affairs of the Company, exercising all necessary powers and authorities for running its business, as required by its interest, subject to the relevant provisions set out in these Articles and in the Companies Law. The Board of Directors shall also be responsible for appointing the general director under the provisions of the Companies Law and these Articles, identifying his powers, and appointing the authorized signatories of the Company.

Article 25:

The Board of Directors of the Company shall prepare a bi-annual report indicating the financial position of the Company and the results of its activities. The report shall be approved by the Chairman of the Board of Directors. A copy of the report shall be provided to the General Controller of the Companies and Amman Stock Exchange within thirty days from the date of its submission to the Board.

Article 26:

- a. In addition to the conditions set out in the Companies Law, any person who nominates or is elected or appointed as a member of the Board of Directors shall satisfy the following conditions:
1. To have completed 21 years of age.
 2. Not have been convicted of a felony or misdemeanor against honor.
 3. The Director is not entitled to be a board member in more than five public shareholding companies in his personal capacity in some, and as a representative of a corporate body in others.
 4. Not to be a government employee, or an employee of a public institution, unless he is a representative of the government, a public institution, or a public corporate board.
- b. No member of the Board of Directors of the Company or its general manager may be an employee and/or member of the board of directors of a company that has a similar business to that of the Company or that has similar objectives to those of the Company or practices a competitive business. No member shall be allowed to carry out any business that is competitive with the business of the Company or take part in the management of a similar or competitive company.

Article 27:

Any nominee for the membership of the board of directors of any public shareholding company shall declare in writing the names of the companies in which he is a member of the board of directors.

Article 28:

- a. The Board of Directors shall elect from among its members by secret ballot and by an absolute majority of its members, a chairman and vice- chairman to undertake the functions and powers of the chairman in his absence. The Board of Directors shall also elect from among its members one or more authorized signatories, severally or jointly, as decided by the Board in this regard and within the limits of the powers delegated by the Board to them. The Board of Directors shall provide the General Controller of Companies with a copy of its resolutions for nominating the chairman, vice- chairman, and authorized signatories of the Company, and specimen of their signatures, within seven days from the date of passing these resolutions.
- b. The Company may delegate any employee to sign on its behalf within the limits of the powers delegated to him.

Article 29:

If a person is elected a member of the Board of Directors and was absent when he was elected, he shall declare his acceptance or rejection of such membership within ten days from the date of notifying him of the result of the election. His silence shall be considered as acceptance of membership.

Article 30:

- a. If a vacancy occurs in the Board of Directors for any reason, a member shall be elected by the Board of Directors from the shareholders who satisfy membership qualifications. Corporate persons shall take part in such election. Subsequently, whenever a vacancy occurs in the Board of Directors, the nomination of the member shall remain temporary until it is presented to the general assembly of the Company in its first meeting to be approved or to elect a person to fill this vacancy under the provisions of these Articles. In this case, the new member shall complete the tenure of his antecedent in the Board of Directors.
- b. The number of members appointed on the Board of Directors under this Article may not be more than half of the number of the members of the Board of Directors. If a vacancy subsequently occurs in the Board, the general assembly shall be called to convene to elect a new board of directors.

Article 31:

The financials, accounting, and administrative affairs of the Company shall be regulated by bylaws prepared by the Board of Directors of the Company. The bylaws shall set out in detail the duties, powers, and responsibilities of the Board regarding these affairs, without prejudice to the provisions of the Companies Law, the regulations issued thereunder, or any other applicable legislation.

Article 32:

- a. The Chairman of the Board of Directors shall be considered as Chairman of the Company and shall represent it before third parties and all parties. He shall exercise the powers vested in him under the provisions of the Companies Law, the regulations issued thereunder, and other regulations applicable in the Company. The Chairman shall implement the resolutions of the Board of Directors in cooperation with the executive body of the Company.
- b. The Chairman of the Board of Directors may run the business of the Company on a full-time basis, with the approval of two-thirds of the members of the Board. In this case, the Board of Directors shall clearly identify the powers and responsibilities that may be undertaken by the Chairman and shall determine his remuneration and allowances, provided that the chairman is not a full-time chairman of the board of directors of another public shareholding company or a general manager or any other public shareholding company.

Article 33:

The chairman or member of the Board of Directors shall cease to be a member of the Board of Directors in the following events:

- a. Failure to attend four consecutive meetings of the Board without a good reason or absence from its meetings for six consecutive months, even for a good reason. However, no corporate body shall forfeit its membership in the Board of Directors of the Company due to the absence of its representative in any of the aforementioned cases, but it shall appoint an alternative after receiving the resolution of the Board.
- b. Submission of a written resignation, subject to the provisions of Article 35 below.
- c. Removal from office by the corporate body that appointed him. In this case, the corporate body shall be entitled to appoint an alternative within thirty days from the removal date and may re-appoint him at any time, provided that the Board of Directors is notified of removal and appointment in all cases.
- d. Removal from office under the provisions of the Companies Law,
- e. Bankruptcy, disqualification, or if he becomes incapacitated, insane or mentally.
- f. disturbed.
- g. If he is convicted of a felony or misdemeanor against honor, e.g., bribery, misappropriation, robbery, forgery, breach of trust, perjury, bankruptcy, or any other crime against ethics and public morals.
- h. If he no longer satisfies one of the conditions for membership on the Board of Directors.
- i. If he participates in his personal capacity in the management of a competing Jordanian company or individually carries out any competitive business to that of the Company.
- j. If the shares qualifying for membership of the Board of Directors are reduced below the number prescribed in these Articles.

Article 34:

- a. The general meeting of the Company, in an extraordinary meeting and by a majority of at least 75% of the total shares represented in the meeting, may remove the Chairman of the Board of Directors or any of its members upon a written request signed by shareholders holding at least 30% (thirty percent) of the shares of the Company. The removal from office request shall be filed to the Board of Directors and a copy thereof shall be sent to the General Controller of Companies. The Board of Directors shall convene the general meeting to an extraordinary meeting within ten days from the date of filing the request to be considered by the General Assembly and pass the resolution it deems appropriate in this regard. If the Board of Directors fails to convene the General Assembly, the General Controller of Companies shall convene it at the expense of the Company.
- b. The General Assembly shall deliberate the removal request and hear the statements of the person to be removed from office. The resolution shall be then put to secret ballot.

Article 35:

A member of the Board of Directors other than the representatives of a public corporate body may submit his resignation from the Board. This resignation shall be written and shall be deemed effective as of the date of its submission to the Board and it may not be revoked.

Article 36:

- a. The Board of Directors shall hold its meeting upon written notice by its chairman or vice-chairman in the case of his absence or upon a written request presented to the Chairman of the Board by at least one-quarter of its members indicating the reasons for convening the meeting. If neither the chairman nor the vice-chairman convenes the Board to the meeting within seven days from the date of receiving the request, the members who have filed the request may convene the meeting.
- b. The Board of Directors shall hold its meetings at the head office of the Company or any other place inside the Kingdom.
- c. The necessary quorum for the meetings of the Board of Directors is by the presence of the absolute majority of the members of the Board. The resolutions of the Board shall be passed by the absolute majority of the members. In the case of equal votes, the Chairman shall have a casting vote.
- d. The number of the meetings of the Board of Directors shall not be less than six during the financial year of the Company. A copy of the notice of the meeting shall be sent to the auditor.

Article 37:

- a. The Board of Directors shall appoint a competent general manager of the Company. The powers and responsibilities of the general director shall be determined by instructions issued by the Board for this purpose. The Board of Directors shall authorize the general management of the Company to the general director, in cooperation with and under the supervision of the Board of Directors, provided that he is not a general director of another company.
- b. The Chairman of the Board of Directors or one of its members may act as the general director of the Company, deputy general director or assistant general director by a resolution passed by the majority of Two-thirds of the votes of the members, provided that the concerned party may not take part in voting.
- c. The Board of Directors shall have the right to appoint or terminate the services of the general manager, provided proper disclosures to the relevant authorities are done and according to the specified periods stipulated in the applicable laws and legislations.

Article 38:

The members of the Board of Directors, auditors, and employees shall be obliged to maintain the secrets of the Company and its transactions with its clients in strict confidentiality. They shall be bound not to disclose any information to which they have access except in the cases approved by the Board of Directors or decided in any meeting of the General Assembly of the Company or upon request of the competent court or the Central Bank, to the extent necessary under the circumstances.

General Assembly Meetings

Ordinary Meetings of the General Assembly

Article 39:

The General Assembly shall hold an ordinary general meeting in the Kingdom at least once annually on notice by the Chairman of the Board of Directors on the date specified by the Board in agreement with the General Controller of Companies. This meeting shall be held within the four months following the end of the financial year of the Company.

Article 40:

The ordinary meeting of the General Assembly of the Company shall be valid if attended by shareholders representing more than half of the shares of the subscribed shares of the Company. If this quorum is not available, the chairman of the Board of Directors shall send a notice to the General Assembly to hold a second meeting within ten days from the date of the first meeting by an announcement published in at least two local newspapers at least three days before the date of the meeting. The second meeting shall be deemed valid regardless of the number of shares represented therein.

Article 41:

- a. The power of the General Assembly of the Company includes the consideration and discussion of all matters related to the Company and taking the necessary decisions on them, in particular:
1. Proceedings of the previous ordinary meeting of the General Assembly.
 2. Report of the Board of Directors on the Company business within the year and its future plan.
 3. Report of the Company auditors on its balance sheet, other final accounts, and financial position and conditions.
 4. Balance sheet, profit and loss account, determination of the dividends proposed by the Board of Directors to be distributed, including reserves and appropriations to be deducted under the Companies Law and the Articles of Association of the Company.
 5. Election of the members of the Board of Directors, according to the provisions of these Articles.
 6. Election of the auditors of the Company for the next financial year.
 7. Any other issue listed by the Board of Directors on the agenda of the meeting.
 8. Any other matters proposed by the General Assembly to be included in the minutes and fall within the scope of work of the ordinary meeting of the General Assembly, provided that the inclusion of this proposal is approved by a number of shareholders representing at least 10% of the shares represented in the meeting.

- b. The notice to the General Assembly meeting should include the agenda of the matters that will be put to deliberation, attached with copies of any documents or information related to such matters.

Article 42:

The General Assembly shall adopt its resolution in the ordinary meetings by the absolute majority of the capital represented in the meeting. Each share shall have one vote.

Extraordinary Meetings of the General Assembly

Article 43:

- a. The general assembly shall hold an extraordinary general meeting in the Kingdom on notice by the Chairman of the Board of Directors or upon request of shareholders holding at least one-quarter of the subscribed shares of the Company or upon request of the auditor or the General Controller of Companies, if so, requested by shareholders holding at least 15% of the subscribed shares of the Company.
- b. The Board of Directors shall convene the general assembly to an extraordinary meeting requested by the shareholders, or auditor, or General Controller of Companies under the provisions of Clause (a) of this article no later than 15 days from the date of receiving the request by the Board to hold this meeting. If it fails or refuses to respond to the request, the General Controller of Companies shall call to convene the general assembly to the meeting at the expense of the Company.

Article 44:

- a. Subject to Clause (b) of this Article, the extraordinary meeting of the General Assembly shall be valid if attended by shareholders representing more than 50% of the subscribed shares of the Company. If such quorum is not present, the meeting shall be adjourned to another date within ten days from the date of the first meeting. The date of the adjourned meeting shall be announced by the Chairman of the Board of Directors in at least two local newspapers at least three days before the date of the meeting. The meeting shall be deemed valid if attended by shareholders representing 40% of the subscribed shares of the Company. If such quorum is not present in the adjourned meeting, the meeting shall be cancelled regardless of the reasons for convening it.
- b. The quorum for the extraordinary meeting of the General Assembly of the Company, in the event of its liquidation or merger with other companies, shall not be less than two-thirds of the subscribed shares of the Company.

Article 45:

The notice to the extraordinary general meeting of the General Assembly shall include the issues to be raised and deliberated in the meeting. If the agenda includes the amendment of the

memorandum and articles of association of the Company, the proposed amendments shall be attached to the notice to the meeting.

Article 46:

- a. The extraordinary meeting of the general assembly of the Company shall have die competence to deliberate the following issues and adopt the appropriate resolutions in respect thereof:
1. Amending the Company's Memorandum or Articles of Association,
 2. Merging the Company with another company.
 3. Dissolution and liquidation of the company.
 4. Removal of the chairman or any member of the Board from office.
 5. Sale of the Company or its complete acquisition by another company.
 6. Increasing or reducing the capital of the company.
 7. Issue corporate bonds in accordance with Article (117) of the Jordanian Companies Law in force.
- b. Resolutions shall be passed in the extraordinary meeting of the General Assembly by the majority of 75% of the total shares represented in the meeting.
- c. The resolutions of the extraordinary meeting of the General Assembly shall be subject to the procedures of approval, registration, and publications prescribed under these Articles, excluding Clause 4 of Paragraph (a) of this Article.
- d. The extraordinary meeting of the General Assembly may deliberate the matters that fail within its competence in the ordinary meeting, in the case of which, it shall pass its resolutions by the majority required for such meeting under these Articles.

Article 47:

The resolutions passed by the General Assembly of the Company in any meeting held with the necessary quorum shall be binding on the Board of Directors and all shareholders who have attended and those who have not attended the meeting, provided that these resolutions have been passed in accordance with the provisions of the Companies Law, the regulations issued thereunder and these Articles. No objection may be made to these resolutions except in accordance with the

provisions of the Companies Law. An objection shall suspend the enforcement of these resolutions only once these resolutions have been invalidated.

Profit and Loss

Article 48:

The Company may not distribute any revenue to its shareholders except from its net profit after making the necessary statutory deductions. Net profit refers to the difference between total revenue realized in any financial year and the total expenses and depreciation in that year before deducting income tax and social services provisions.

Article 49:

The Company shall set aside 10% of its annual net profit as a statutory reserve account. The Company shall continue to set aside this percentage for the coming years, until this reserve equals the capital of the Company.

Article 50:

- a. The General Assembly of the Company, upon proposal by its Board of Directors, may decide to set aside no more than 20% of its net profit for that year as voluntary reserve account.
- b. The voluntary reserve shall be applied for purposes determined by the Board of Directors of the Company, and it may be distributed by the General Assembly, in whole or in part, as dividends to the shareholders, if it has not been applied for such purposes.
- c. The Board of Directors may decide to deduct any other reserves it deems appropriate of the net profit of the Company, if it believes that this is in the current or future interest of the Company. Such reserve shall be applied for the purposes decided by the Board of Directors.

Article 51:

The Company shall allocate at least 1% of its net annual net profit for scientific research and occupational training support. The Company may provide these provisions to any other concerned entities to conduct research and training in the interest of the Company.

Article 52:

If the Company incurs losses in any financial year, the losses shall be carried forward to the next financial year. No profit may be distributed before covering the losses. If the Company incurs losses that exceed half of its capital recorded by the end of any financial year, the Chairman of the Board of Directors shall convene the General Assembly of the shareholders to an extraordinary meeting to decide on the continuation of the Company. However, if the losses amount to 75% of the capital, the Company should be liquidated, if the extraordinary meeting of the General Assembly decides to increase its capital by no less than half of the losses.

Article 53:

- a. The shareholder's right to dividends shall be established by a resolution of the General Assembly to distribute these dividends. No more than 5% of the annual profit prepared for

distribution may be carried Forward and for no more than two consecutive years, unless with the approval of the General Assembly and for the period decided by the General Assembly. These dividends shall be redistributed to the shareholders after the expiry of this period, with the approval of the Central Bank.

- b. The right of the shareholder to receive profits from the Company shall be on the date of the meeting of the General Assembly in which it has decided to distribute such profits. The Company Board of Directors shall announce this in at least two daily local newspapers, and through other means of media within one week at most from the date of the issuance of the General Assembly's decision. The Company shall notify the Controller and the Market of that decision.
- c. The Company is obligated to pay the dividends determined for distribution to the shareholders within forty-five days of the date of the General Assembly's meeting.

Article 54:

The Company may create a saving fund for its users, which shall be a corporate body with administrative and financial independence under a special regulation passed by the Board of Directors of the Company for this purpose.

Accounts of the Company

Article 55:

The Company shall regulate its accounts and maintain its records and books in accordance with the generally known accounting principles.

Article 56:

- a. The first financial year of the Company shall commence on the first day of January and shall end on the 31st day of December of the same year.
- b. If the Company commences its business in the first half of the year, its financial year shall end on the 31st days of December of the same year. If the Company commences its business in the second half of the year, its first year shall end on the 31st day of December of the next year.

Article 57:

- a. The General Assembly of the Company shall nominate one or more licensed auditors for one renewable year and shall determine the remuneration of the auditors.
- b. If the General Assembly of the Company fails to elect an auditor or if the elected auditor is not willing to act, abstains from acting for any reason, or dies, the Board of Directors shall recommend at least three auditors to the General Controller of Companies within fourteen days from the vacancy of this position.

Article 58:

The provisions of the Companies Laws and the regulations of the' Central Bank shall apply to auditor duties and the contents of his reports and recommendations.

Liquidation of the Company

Article 59:

The Company shall be dissolved and liquidated, either voluntarily or compulsorily, in the cases and according to the rules set out in the provisions of the Banking Law, Companies Law, and any other applicable laws.

Service of Notices, Notifications, and Invitations

Article 60:

1. Notices, notifications, and invitations may be sent by hand with acknowledgment of receipt or by registered or ordinary mail, as the case may be, to the address of the shareholder available at the Company or by publication in one or more local newspapers, according to the decision of the Board of Directors.
2. Notices may be sent to the joint owners of any share(s) by notifying their appointed representatives. If no such representative is appointed, any notice sent to them shall be considered a notice to all of them.

General provisions

Article 61:

The provisions of the Companies Law, Banking Law, the Central Bank Law and other relevant laws and regulations shall apply to all affairs of the Company that have not been set forth in the memorandum and articles of association, and where these provisions are inconsistent with the provisions of die Memorandum and Articles of Association.