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Ma6862

TRANSLATION

ARAB REPUBLIC OF EGYPT

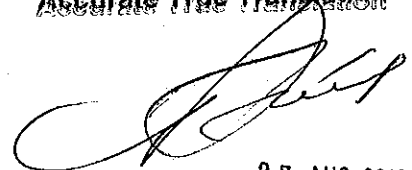
(PUBLICATION NO. 46- APRIL 2007)

CAPITAL MARKET AUTHORITY

COMPANIES GAZETTE

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27 AUG 2012

CAPITAL MARKET AUTHORITY

The Companies Establishment Committee formed at the Capital Market Authority under the provisions of Law no. 95/1992 and its Executive Regulation, approved in its session no. (474) held on March 21, 2007 of the establishment of T.M.G Holding, Egyptian Joint- Stock Company; the minutes of which have been approved by Mr. Chairman of the Authority on March 21, 2007.

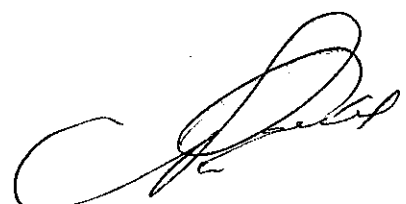
The signatures of the Company's founders have been authenticated at the Investment Authentication Office, as per legalization minutes no. 115(d)/2007 dated March 29, 2007.

This Company has been recorded at the Commercial Registry Office sub no. 187398 at Giza Office

Number & date of enrollment in the commercial register: 187398 on April 3, 2007.

Accordingly, it has been decided to publish the Company's Articles of Incorporation as stated in the present Companies Gazette.

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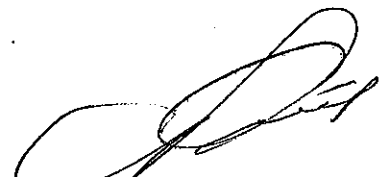


ARTICLES OF INCORPORATION
OF T.M.G HOLDING
(EGYPTIAN JOINT- STOCK COMPANY)
Subject to the provisions of Law no. 95/1992

On Tuesday, February 13, 2007, the following contract has been concluded by and between:

Particulars	
1- Name	Hesham Talaat Moustafa
Profession	Managing Director of Alexandria Construction Company
Nationality	Egyptian
Religion	Muslim
Date of birth	19/12/1959
Passport no.	515173
Date of issue	7/4/2000 in Alexandria
Address	36 Mussadak St., Dokki, Giza
2- Name	Tarek Talaat Moustafa Ibrahim
Profession	Chairman of the Board of Directors of Alexandria Construction Company
Nationality	Egyptian
Religion	Muslim
Date of birth	15/10/1952
Passport no.	506598
Date of issue	22/1/2002 in Alexandria
Address	36 Mussadak St., Dokki, Giza
3- Name	Hany Talaat Moustafa Ibrahim
Profession	Member of the Board of Directors of Alexandria Construction Company
Nationality	Egyptian
Religion	Muslim
Date of birth	2/2/1955
Passport no.	134540
Date of issue	18/1/2001 in Alexandria
Address	36 Mussadak St., Dokki, Giza

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4- Name	Yahia Mohammed Awad Binladen
Profession	Chairman of the Board of Directors of Binladen Group
Nationality	Saudi
Religion	Muslim
Date of birth	29/4/1949
Passport no.	E73097
Date of issue	12/11/2003 in Jeddah
Address	Kingdom of Saudi Arabia Jeddah 21421- P.O. Box 958
5- Name	Trondheim Investments Limited
Profession	Limited Liability Company
Nationality	Cayman Islands
Commercial register	Coats House P.O. Box 707, Cayman Islands
Establishment date of the company	May 29, 1992
Address	14 Quartery St., Geneva, Switzerland
6- Name	Kilbride Investments Limited
Profession	Limited Liability Company
Nationality	Cayman Islands
Commercial register	Maples and Calder P.O. Box 309, Cayman Islands
Establishment date of the company	September 29, 1994
Address	14 Quartery St., Geneva, Switzerland

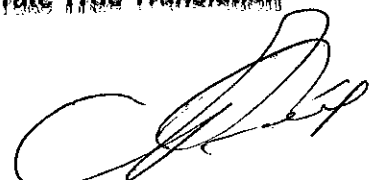
ARTICLE I

The signatories to this contract agreed to establish an Egyptian Joint- Stock by a licence from the Government of the Arab Republic of Egypt according to the provisions of Laws in force and according to the provisions of Law no. 95/1992, its Executive Regulation and the Articles of Association attached to this contract.

ARTICLE II

The name of this Company is: T.M.G. Holding

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ARTICLE III

Object of this Company:

Participation in establishment of companies which issue securities or in increasing their capitals.

Subject to provision of Article 127 of the Executive Regulation, the Company may have an interest, or participate in any manner in corporations which carry out activities similar to its own or which may contribute to the fulfillment of its object in Egypt or abroad. The Company may also merge with the aforementioned corporations, buy or affiliate them, in accordance with the provisions of the law and its Executive Regulation.

ARTICLE IV

The Company's head office and its legal domicile shall be in Giza City.

The Board of Directors may establish branches, offices or agencies in the Arab Republic of Egypt or abroad.

ARTICLE V

The fixed duration of this Company is: Twenty- five years as from the date of recording it in the Commercial Registry Office.

ARTICLE VI

The Company's authorized capital has been fixed in the amount of fifty million Egyptian pounds; the Company's issued capital has been fixed in the amount of six million Egyptian pounds, divided into six hundred thousand shares; the value of each share is ten Egyptian pounds, all of which are cash shares.

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ARTICLE VII

The Company's capital consists of six hundred thousand nominal shares; the value of each share is ten Egyptian pounds, subscribed to as follows:

Name & Nationality	No. of shares	Nominal value	Currency of payment
Founders:			
1- Eng. Tarek Talaat Moustafa, Egyptian	120,000	1,200,000	L.E.
2- Eng. Hany Talaat Moustafa, Egyptian	120,000	1,200,000	L.E.
3- Mr. Hesham Talaat Moustafa, Egyptian	120,000	1,200,000	L.E.
4- Mr. Yahia Mohammed Awad Binladen, Saudi	120,000	1,200,000	US\$
5- Trondheim Investments Limited, represented by Mr. Akbar Aly Mohammed Aly Mwala, Cayman Islands	60,000	600,000	US\$
6- Kilbride Investments Limited, represented by Mr. Omar Mohammed Awad Binladen, Cayman Islands	60,000	600,000	US\$

The Egyptian participation percent is 60%.


The subscribers paid (100%) of the nominal value in the amount of six million Egyptian pounds deposited with the main branch of the bank, registered with the Central Bank of Egypt, duly authorized to receive subscriptions.

This amount may not be withdrawn except after the Company's recording in the Commercial Registry Office.

ARTICLE VIII

The signatories hereto undertake to seek to obtain the approval by the Capital Market Authority of the establishment of the Company, authorizing it to practice the activity and to perform all procedures necessary to complete its establishment. To this end, they gave proxy to Mr. Farouk Mohamed Islam and Mr. Muharram Mohamed Elsayed, to perform severally or jointly the publication and recording in the Commercial Register, to take all legal procedures and fulfill the necessary documents and introduce such amendments as shall be required by the competent authorities either to this contract or to the attached Company's Articles of Association and to deliver all documents and papers to the Company's Board of Directors and to call for the first General Meeting to convene within one month as from the date of recording the Company in the Commercial Registry Office.

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ARTICLE IX

The Company shall charge the expenses, outlays, wages and costs spent to establish the Company to the General Expenses Account.

ARTICLE X

This contract has been issued in Giza City, Arab Republic of Egypt, on Tuesday, Muharram 1428 (A.H.) corresponding to February 13, 2007 (A.D.), in ten copies, one for each contracting party and the remaining copies to be submitted to the competent authorities for taking the decision licencing establishment.

Full Name & Nationality	Domicile	Signature
Founders:		
1- Eng. Tarek Talaat Moustafa, Egyptian	36 Mussadak St., Giza	
2- Eng. Hany Talaat Moustafa, Egyptian	36 Mussadak St., Giza	
3- Mr. Hesham Talaat Moustafa, Egyptian	36 Mussadak St., Giza	
4- Mr. Yahia Mohammed Awad Binladen, Saudi	Jeddah, 21421, Saudi Arabia	
5- Trondheim Investments Limited, represented by Mr. Akbar Aly Mohammed Aly Mwala, Cayman Islands	14, Quartery St., Geneva, Switzerland	
6- Kilbride Investments Limited, represented by Mr. Omar Mohammed Awad Binladen, Cayman Islands	14, Quartery St., Geneva, Switzerland	

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ARTICLES OF ASSOCIATION

CHAPTER I

ESTABLISHMENT OF THE COMPANY

ARTICLE (1)

An Egyptian Joint- Stock Company is established in accordance with the provisions of the Laws in force in the Arab Republic of Egypt and in conformity with the provisions of the Capital Market Law promulgated by Law no. 95/ 1992, its Executive Regulation and the following Articles of Association pursuant to the conditions and situations set hereunder.

ARTICLE (2)

The name of this Company is: T.M.G. Holding, Egyptian Joint- Stock Company

ARTICLE (3)

Object of this Company:

Participation in establishment of companies which issue securities or in increasing their capitals.

Subject to provision of Article 127 of the Executive Regulation, the Company may have an interest, or participate in any manner in corporations which carry out activities similar to its own or which may contribute to the fulfillment of its object in Egypt or abroad. The Company may also merge with the aforementioned corporations, buy or affiliate them, in accordance with the provisions of the law and its Executive Regulation.

ARTICLE (4)

The Company's head office and its legal domicile shall be in Giza City.

The Board of Directors may establish branches in the Arab Republic of Egypt or abroad.

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ARTICLE (5)

The fixed duration of this Company is: Twenty- five years as from the date of recording it in the Commercial Registry Office.

CHAPTER II**THE COMPANY'S CAPITAL****ARTICLE (6)**

The Company's authorized capital has been fixed in the amount of fifty million Egyptian pounds; the Company's issued capital has been fixed in the amount of six million Egyptian pounds, divided into six hundred thousand shares; the value of each share is ten Egyptian pounds.

ARTICLE (7)


The Company's capital consists of six hundred thousand nominal shares; the value of each share is ten Egyptian pounds, subscribed to as follows:

Name & Nationality	No. of shares	Nominal value	Currency of payment
1- Eng. Tarek Talaat Moustafa, Egyptian	120,000	1,200,000	L.E.
2- Eng. Hany Talaat Moustafa, Egyptian	120,000	1,200,000	L.E.
3- Mr. Hesham Talaat Moustafa, Egyptian	120,000	1,200,000	L.E.
4- Mr. Yahia Mohammed Awad Binladen, Saudi	120,000	1,200,000	US\$
5- Trondheim Investments Limited, represented by Mr. Akbar Aly Mohammed Aly Mwala, Cayman Islands	60,000	600,000	US\$
6- Kilbride Investments Limited, represented by Mr. Omar Mohammed Awad Binladen, Cayman Islands	60,000	600,000	US\$

The Egyptian participation percent is 60%.

The subscribers paid (100%) of the value of nominal shares deposited with National Société Generale Bank, registered with the Central Bank of Egypt, duly authorized to receive subscriptions.

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ARTICLE (8)

The share certificates shall be extracted from a book with counterfoils. They shall be given serial numbers and shall be signed by two members of the Board of Directors appointed by the Board and shall have the seal of the Company affixed on them.

The share must particularly bear the name of the Company, its legal type, head office; object; duration; date & no. and place of its registration in the Commercial Register; the amount of the capital and number of nominal shares.

Shares shall have serially numbered coupons which shall also indicate the number of the share.

ARTICLE (9)

Payment of the remaining value of each share shall be made within a maximum period of five years from the date the Company's incorporation by claiming it by a registered mail with acknowledgment of receipt, for companies other than the public subscription companies, at the dates and in the manner designated by the Ordinary General Meeting, provided that such dates shall be announced at least fifteen days beforehand.

Any amount due for settlement in respect of the unpaid value of the share the payment of which is delayed beyond the due date shall bear interest in favour of the Company at the rate of (7%) per annum, as from the day such amount fall due in addition to the indemnity resulting therefrom. The Company's Board of Directors shall be entitled to sell such shares as the holders of which have defaulted on payment of the amounts required therefrom on behalf of the defaulting shareholders, for their account and on their responsibilities after the lapse of (60) days at least as from notifying them and after taking the following procedures:

- a- Notifying the defaulting shareholder by a registered mail at his address indicated in the Company's registers and the lapse of sixty days thereafter.
- b- Announcing in one of the daily newspapers the numbers of shares subject of default by their holders.
- c- Notifying the shareholder by a registered mail of a copy of the announcement and the issue of the newspaper in which it was published and the lapse of fifteen days thereafter.

The certificates of the shares sold shall be canceled and new certificates as replacement of canceled certificates will be delivered to the purchasers instead of

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them bearing the same numbers of the old certificates and bearing a statement to the effect that they are issued as substitutes for the canceled shares. The Stock Exchange with which the Company's shares are recorded shall be so advised

Subject to the provisions of Article (6) of the Executive Regulation of Law no. 95/1992, the Board of Directors of the Company shall then deduct from the proceeds of sale all claims due to the Company, comprising the principal, interest and expenses, after which the account of the shareholder whose shares were sold shall be settled by refunding any surplus realized for him or by claiming the difference from him in case of deficit. The foregoing procedure shall not in any way preclude the Company, at the same time or at any time thereafter, from having recourse to all the rights and other guarantees to which it is entitled pursuant to the laws in force.

ARTICLE (10)

Transfer of title to the shares shall be made by completing the recording of their circulation on the Stock Exchange or by registering the operation with it – in case the shares are not registered therewith – and such disposal shall be recorded in an ad hoc register held by the Company within one week as from date on which it is notified to this effect, either by the Stock Exchange or by the owner of the Company.

Although transfer of title takes place, both the original subscribers and the subsequent assignors shall remain jointly and severally liable among themselves and with the assignees for the amounts still outstanding of the value of the shares so assigned until the value of the shares has been paid in full. In all cases, however, the joint liability shall lapse two years after the date of the transfer of title.

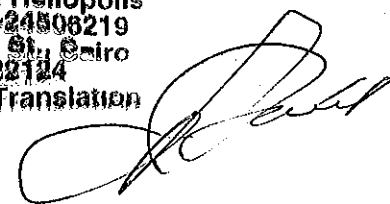
If transfer of title to the share is in pursuance of a final ruling, recording in the register shall be made in accordance with such ruling- and this after presentation of the supporting documents. In all cases, the share shall be annotated to the effect that transfer of ownership has been made in the name of the transferee.

Ownership of shares to bearer, if any, shall be transferred upon delivery and shares to bearer may not be converted into nominal shares or vice-versa.

ARTICLE (11)

The liability of the shareholder shall be confined to the value of each share held by him and such liability may not be increased. All shares of the same category shall be subject to equal obligations.

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ARTICLE (12)

Ownership of a share shall inevitably entail the acceptance of the Company's Articles of Association and the decisions of its General Meeting.

ARTICLE (13)

Each share shall be indivisible.

ARTICLE (14)

Neither the heirs of a shareholder nor his creditors may, for whatever reason or on whatever pretext, demand that the Company's books, securities or properties be sealed. They may not ask for dividing the Company or selling it in whole by reason of its indivisibility, nor shall they interfere in any way, in the management of the Company. In exercising their rights, they shall depend on the Company's inventory lists, its final statements and the decisions of its General Meeting.

ARTICLE (15)

Each share shall rank pari passu with each other share of the same kind, without any preference in the distribution of profits or the ownership of the Company assets upon liquidation.

ARTICLE (16)

Dividends due on the nominal share shall be paid to the last owner and he alone shall be entitled to receive all sums due on the share whether such sums represent parts in profits or shares in the Company assets. The profit of the shares to bearer, if any, shall be paid to the holder of the share against the coupon falling due even if it is detached from the share.

ARTICLE (17)

Subject to the provision of Article (1) of Law no. 95/1992, Article (7) and Articles from (17) to (33) of the Executive Regulation of the said Law, the issued capital of the Company may be increased by issuing new shares.

The value of shares of increase shall be determined on the basis of the average of the share's quota from the previous issuances in the fair value of the Company's net

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assets at the date of issue on the Company's responsibility and by its auditor's declaration.

ARTICLE (18)

In case capital increase is effected by issuing cash shares, the existing shareholders shall have priority right to subscribe to the increase shares, each one pro rata the number of his own shares. The existing shareholders shall be notified of the issuance of capital increase shares.

If priority rights are decided for them, such advice shall be through publication or by registered letter as the case may be and they shall be given a delay for subscription of at least thirty days dating from the opening of subscription according to provisions of Articles (31 & 33) of the Executive Regulation of Law no. 95/1992.

CHAPTER III

MANAGEMENT OF THE COMPANY

SECTION ONE

THE BOARD OF DIRECTORS

ARTICLE (19)

The Company shall be managed by a Board of Directors composed of not less than three members and not more than eleven members, to be appointed by the General Meeting, provided that each member shall hold a number of the Company's shares, the value of which shall not be less than five thousand Egyptian pounds.

Two, at the most, expert members may join the Board of Directors without requiring that they should hold the minimum shareholding necessary for membership.

It shall be observed that the shareholders from among the artificial persons shall be represented by a number of members in proportion to their contribution to the capital.

As an exception from the foregoing appointment procedure, the founders have appointed the first Board of Directors consisting of (three) members as specified hereunder:

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Name & Nationality	Date Of Birth
1- Mr. Hesham Talaat Moustafa, Egyptian	19/12/1959- Member
2- Mr. Tarek Talaat Moustafa, Egyptian	15/10/1952- Member
3- Mr. Yahia Mohammed Awad Binladen	29/4/1949- Member

ARTICLE (20)

Members of the Board of Directors shall be appointed for a period of three years. However, the Board of Directors appointed in accordance with the preceding Article shall continue to perform its duties for a period not more than five years, but this provision shall not prejudice the right of corporate body member of the Board of Directors to substitute its representative on the Board.

ARTICLE (21)

Subject to the provisions of Articles 244 & 245 of the Executive Regulation of Law no. 159/1981, the Board of Directors- in case there are no members to replace the original member- may appoint members to fill the vacancies which occur during the year.

This appointment shall be made if the number of Board members becomes less than (three) members. The members appointed in the manner set forth shall assume office immediately until the first session of the General Meeting thereafter, when it may either approve of their appointment or resolve to appoint other members instead.

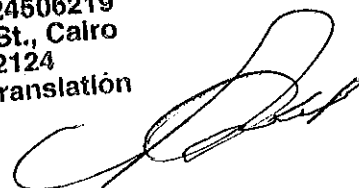
ARTICLE (22)

Subject to the provisions of Articles 244 and 245 of the Executive Regulation of Law no. 159/1981, the Board of Directors shall appoint from among its members a Chairman and it may appoint a Vice- Chairman to replace him in case of his absence. Should both the Chairman and the Vice- Chairman be absent, the Board shall appoint a member to carry on temporarily the duties of the Chairman.

ARTICLE (23)

The Board of Directors may appoint from among its members one or more Managing Director(s) whose powers and remuneration shall be determined by the Board. It may also set up one or more committee(s) from among its members, to which some of the Board's powers may be delegated or which may be entrusted with the supervision of

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the progress of work at the Company and of the implementation of the decisions of the Board.

ARTICLE (24)

The Board of Directors shall hold its meetings at the Company's head office at the request of the Chairman of the Board or of one- third of its members whenever the Company's interests call for such meetings. The Board shall convene at least four times during each financial year.

The Board may also convene outside the Company's head office provided all its members shall be present and/or represented at the meeting which shall be held in Egypt.

ARTICLE (25)

Any member of the Board shall be entitled, when necessary, to delegate one of his colleagues at the meeting; provided that it shall be in writing and signed by the Chairman of the Board of Directors Mahmoud Ibrahim Abdelaziz, in which case he shall have two votes. The deputy for an Egyptian member shall be Egyptian. In all cases the votes of deputies shall not be more than one- third of the attending votes.

ARTICLE (26)

No Meeting of the Board shall be valid unless the majority of the members attend; provided that the number of the attended members shall not be less than the quorum of the meeting.

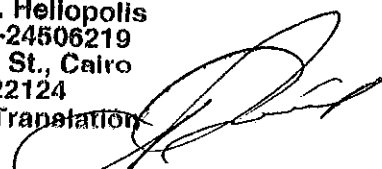
ARTICLE (27)

Resolutions of the Board of Directors shall be adopted by the majority of members.

ARTICLE (28)

Subject to the provisions of Articles from (69) to (101) of Law no. 159/1981, the Board of Directors shall have the widest powers to manage the Company with the exception of those matters explicitly reserved by the Company's Articles of Association to the General Meeting. Without limitation to those powers, the Board may take all actions, lay down the regulations relating to administrative and financial affairs, personnel affairs and their financial treatments. It shall also lay down

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regulations governing the organization of its work, its meetings and the assignment of powers and responsibilities.

ARTICLE (29)

The Chairman of the Board of Directors shall represent the Company before the Courts and third party.

ARTICLE (30)

The Chairman, the Managing Directors and any other Members delegated by the Board of Directors for this purpose shall each have the right to sign severally on behalf of the Company.

The Board of Directors shall have the right to appoint several managers or authorized agents and to empower them also to sign for the Company severally or jointly.

ARTICLE (31)

When undertaking the functions of their posts within the limits of their mandate, the members of the Board of Directors shall not assume any responsibility in respect of the liabilities of the Company.

ARTICLE (32)

The remuneration of the Board of Directors shall consist of the percentage stipulated under Article (55) of the Articles of Association and the attendance allowance which the General Meeting shall determine every year.

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SECTION TWO
MANNER OF PERSONNEL PARTICIPATION IN THE COMPANY'S
MANAGEMENT
THE AUXILIARY ADMINISTRATIVE COMMITTEE

ARTICLE (33)

The Board of Directors shall set up an Auxiliary Administrative Committee from among the personnel wherein Egyptians shall be represented. The said Committee shall undertake the study of all subjects relating to the programmes of the Company's workforce, increase and development of production, taking into account sound economic management and sound utilization of the available resources in addition to such other matters as may be referred to it by the Board of Directors or the Managing Director. The Committee shall present its recommendations and findings to the Board of Directors.

ARTICLE (34)

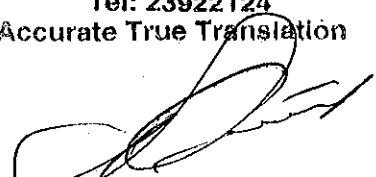
The Committee shall appoint, from among its members, a Chairman, and in the event of his absence shall appoint the member who shall assume temporarily Chairmanship duties.

The Committee meetings shall be attended by the Managing Director or his deputy selected out of the members of the Board and by a number of the directors-in-charge of the Company selected by the Board of Directors but who shall not have a countable vote in the deliberations.

ARTICLE (35)

The Board of Directors shall lay down the rules and conditions governing selection of the members of the Auxiliary Administrative Committee, the period of membership, the method of renewal, the organization of its work and the remuneration of its members. The Committee shall convene at least once every two months and its meeting shall not be valid unless it is attended by at least one- third of the members. Resolutions shall be taken by the majority of the present and represented members and in the event of equality of votes the Chairman or his deputy shall have a casting vote.

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ARTICLE (36)

In the course of the Company's financial year the Committee shall draw up an annual report to be submitted to the Board of Directors, indicating the subjects referred to it, its recommendations in this connection and the proposals it deems appropriate to put before the Board, the implementation of which shall achieve the Company's interests.

CHAPTER IV
THE GENERAL MEETING**ARTICLE (37)**

The General Meeting represents all the shareholders. The shareholders holding shares to bearer, if any, are entitled to attend without participating in voting. The attendance of shareholders holding shares to bearer shall be recorded in an ad hoc register.

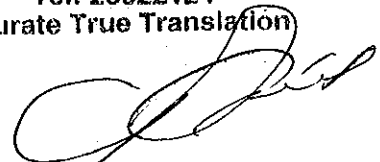
The General Meeting may convene only in the city wherein the Company's head office is located which is Giza City. The General Meeting may convene in another place to be selected by the Board of Directors.

ARTICLE (38)

Each shareholder shall be entitled to attend the Shareholders' General Meeting either in person or by delegation. A shareholder who is not member of the Board of Directors may not delegate a Board member to attend the General Meeting.

To be valid, a proxy must be established by means of a written power of attorney and the proxy should be a shareholder. No shareholder is entitled to represent by proxy in the General Meeting of the Company a number of votes more than (10%) of the total nominal shares in the Company's capital or more than (20%) of the shares represented in the Meeting.

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ARTICLE (39)

The Board of Directors shall be represented in the General Meeting by not less than the number of members required for the validity of the Board's meetings, in cases other than when the number of Board members falls below the number required to achieve a quorum. Board members shall not fail to attend the Meeting except for a valid reason.

In all cases, the meeting shall not be invalidated if attended by at least three members of the Board of Directors of whom one shall be the Chairman or the Vice- Chairman or one of the Managing Directors, provided, however, that the other conditions for holding the meeting stipulated by the Law and its Executive Regulation are met.

ARTICLE (40)

Shareholders who wish to attend the General Meeting shall prove that they have deposited their shares at the Company's head office or at one of the authorized banks or one of the financial companies duly authorized for this purpose by the Authority at least three days before convening the General Meeting for the shareholders holding nominal shares. This provision shall be valid for shares to bearer, if any, in case of desire to attend the Meeting.

ARTICLE (41)

The shareholders' General Meeting shall convene annually, convoked by the Chairman of the Board of Directors, at the time and place fixed in the invitation to attend, within a maximum of three months following the end of the financial year of the Company.

The Board of Directors may decide to call the General Meeting whenever it deems necessary.

The Board of Directors shall invite the Ordinary General Meeting to convene whenever requested to do so by the Auditor, or by a number of shareholders representing at least 10% of the shareholders holding the nominal shares of the Company, provided that they shall indicate the reasons for their request and deposit their shares at the Company's head office or at one of the authorized banks or one of the financial companies duly authorized for this purpose by the Authority. Such shares may not be withdrawn except after the closing of the General Meeting.

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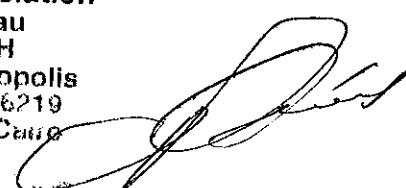
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ACCOUNTS, etc.



The Auditor or the Capital Market Authority may convene the General Meeting whenever the Board of Directors should fail to convoke it despite the need to do so and the lapse of one month since the occurrence of the fact or the date at which the invitation to convene should be addressed.

The Authority may also convene the General Meeting if the number of the members of the Board of Directors has fallen short of the minimum required to achieve a quorum, or if the members complementing the minimum number have failed to attend.

In all cases the expenses relating to the invitation shall be charged to the Company.

ARTICLE (42)

The annual Ordinary General Meeting shall convene to deliberate in particular on following:

- (A) Election of the members of the Board of Directors when necessary.
- (B) Supervision of the work of the Board of Directors and consideration of discharging them of their responsibilities;
- (C) Approving of the financial statements of the Company;
- (D) Ratification of the report of the Board of Directors on the Company's activity;
- (E) Approve distribution and dividends and fixing the remuneration and allowances of the members of the Board of Directors;
- (F) Appointment of the Auditor and fixing his fees;
- (G) All that the Board of Directors, the Capital Market Authority or the shareholders holding at least (10%) of the Company's nominal shares may deem to put before the General Meeting.

ARTICLE (43)

For every financial year, within a maximum of three months as from the date of its ending, the Board of Directors shall prepare the Company's balance-sheet and other financial statements including all data mentioned in the Capital Market Law no. 95/1992 and its Executive Regulation.

The Board of Directors shall submit, on its responsibility, to the Capital Market Authority, a statement of amendments made to the Company's Articles of Association, percents of holdings in the capital directly upon happening and semiannual reports on the Company's activity and the results of its businesses during

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the month immediately following the end of such period; provided that the said reports shall include the financial position and the result of activity; the contents of which shall be approved by the auditor according to the forms attached to the Executive Regulation.

The reports on the Company's activity, results of its operations, the financial statements and audited accounts shall be carried out according to the provisions mentioned in the Executive Regulation and in accordance with the accounting standards and the international audit standards according to the forms stated in Annex no. (3).

ARTICLE (44)

The notice inviting the General Meeting shall be published twice in two daily newspapers, the second insertion to be published after lapse of at least five days dating from the first insertion.

It may suffice, however, to send the invitation notification to the shareholders at their addresses recorded on the Company's registers by registered mail or by delivery of notification to shareholders by hand against signature.

A copy of what is published or communicated to shareholders in the manner indicated under Articles (40 & 41) shall be sent to the Capital Market Authority and to the representative of the Association of Debenture Holders or holders of the finance instruments at the same time that publication or delivery to shareholders is effected.

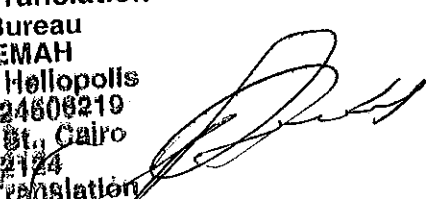
ARTICLE (45)

The Ordinary General Meeting shall not be validly held unless attended by shareholders representing at least (51%) of the nominal shares of the Company's capital. In case quorum is not achieved in the first meeting, the General Meeting shall be invited to a second meeting to be held within thirty days following the first meeting.

Invitation to the first meeting may suffice if the date of the second meeting is specified therein.

The second meeting shall be deemed validly held whatever the number of shares represented therein may be. The resolutions of the General Meeting shall be adopted by the absolute majority of the shares represented at the meeting.

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ARTICLE (46)

The Extraordinary General Meeting shall be empowered to amend the Articles of Association of the Company, taking the following into consideration:

- A- The liabilities of the shareholders may not be increased and any decision adopted by the General Meeting jeopardizing the basic rights of a shareholder in his capacity as partner shall be considered null and void.
- B- Subject to provisions of Article (127) of the Executive Regulation, complementing or related objects among the objects stipulated in Article (27) of the Capital Market Law and after the approval of the committee formed at the Authority stipulated in Article (130) of the Executive Regulation of this Law, may be added.
- C- The Extraordinary General Meeting shall look into the extension or shortening of the Company's duration, or its premature dissolution, or changing the ratio of loss leading to mandatory dissolution of the Company or merger of the Company after performing the procedures stipulated in Law no. 95/1992, its Executive Regulation and the approval of the Capital Market Authority.

ARTICLE (47)

Subject to the provisions relating to the Ordinary General Meeting, the following provisions shall apply to the Extraordinary General Meeting (Assembly):

- A- The Extraordinary General Meeting shall convene on the invitation of the Board of Directors. The Board of Directors shall convoke the Meeting if so requested by a number of shareholders representing at least (10%) of the nominal shares of the Company's capital for serious reasons, provided that the applicants shall deposit their shares at the Company's head office or at an authorized bank, which shall not be withdrawn until the closure of the Meeting. Should the Board fail to convene the General Meeting within one month, the applicants shall represent their request to the Capital Market Authority which convokes the Meeting.
- B- The Extraordinary General Meeting shall not be validly held unless attended by shareholders representing at least 51% of the nominal capital shares. Should the minimum number fail to attend the first meeting, then an invitation shall be addressed for a second meeting to be held within thirty days following the first meeting. The second meeting shall be deemed validly held if attended by a number of shareholders representing 25% of the nominal capital shares at least.

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C- The resolutions of the Extraordinary General Meeting shall be adopted by two-third majority of the nominal shares represented at the meeting. However, if the decision is related to increase or decrease of the capital or premature dissolution of the Company, the change of the original object or merger, then the decision shall be adopted by the majority of at least three-quarters of the nominal shares represented at the meeting after fulfilling the procedures stipulated in Law no. 95/1992, its Executive Regulation and the approval of the Capital Market Authority.

ARTICLE (48)

The General Meeting shall only deliberate over items tabled on the Agenda of the Meeting, nevertheless it shall be entitled to discuss any serious facts unravelled or discovered in the course of the meeting.

Without prejudice to the provisions of Article (10) of the Capital Market Law no. 95/1992, its Executive Regulation and Article (51) of these Articles of Association, the decisions adopted by the General Meeting shall be binding on all shareholders whether they have attended the meeting in which such decisions were issued or were absent or dissident. The Board of Directors shall implement the resolutions of the General Meeting.


The Board of Directors of the Capital Market Authority, for serious reasons expressed by a number of shareholders holding at least 5% of the nominal shares of the Company and after verification, may stop the resolutions of the Company's General Meeting if favourable or unfavourable to a certain category of shareholders, or which confer a special advantage on the members of the Board or others.

ARTICLE (49)

The names of shareholders attending the General Meeting shall be recorded in a special register, in which their attendance is established and whether their presence was in person or by a mandatory. This register shall be signed before the beginning of the meeting by the auditor and the tellers. Voting shall be confined to the holders of the nominal shares exclusively.

The attendance of shareholders holding shares to bearer, if any, shall be recorded in an ad hoc register, to be signed before the beginning of the meeting by the Auditor and the Tellers. The questions shall be submitted in writing at the Company's head

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office by registered mail or be handed against receipt at least three days before the General Meeting convenes. The Board of Directors shall be under obligation to reply to the questions raised by the shareholders and their queries to the extent that the interests of the Company and the public interest are not jeopardized. Should the shareholder find the answer unsatisfactory, he may refer the matter to the General Meeting whose decision shall be enforceable, without prejudice to provisions of Article (10) of Law no. 95/1992.

Every shareholder attending the General Meeting shall be entitled to discuss the subjects listed in the Agenda and to question the members of the Board of Directors and the auditors in connection therewith.

Voting at the General Meeting shall be in public but shall be by ballot if the decision concerns the election of the members of the Board of Directors, their removal, or filing a suit in liability against them, or if this is requested by the Chairman of the Board of Directors, or a number of shareholders representing at least one-tenth of the votes attending the meeting.

The Members of the Board of Directors are not entitled to participate in voting over decisions of the General Meeting relating to fixing their salaries and remuneration, clearing them or discharging their liability in respect of management

ARTICLE (50)

Minutes of the meeting shall be prepared comprising evidence of attendance, the existence of a quorum for the meeting, the attendance of the representatives of the Capital Market Authority, the legal representative of the Debenture Holders Group or finance instruments as well as the attendance of shareholders holding shares to bearer, if any. The minutes shall also include an adequate summary of all the deliberations of the General Meeting, a record of the happenings in the course of the session, the decisions adopted in the meeting, the number of assenting and dissenting votes and all that which the shareholders may request to be recorded in the Minutes.

The minutes of the General Meeting shall be regularly recorded in a special register after each session and both the minutes and the register shall be signed by the Chairman of the session, the Secretary, the Tellers and the Auditor.

A copy of thereof shall be sent to the Capital Market Authority within a maximum period of one month dating from its holding date.

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ARTICLE (51)

Subject to the provisions of Chapter V of Law no. 95/1992 and without prejudice to the rights of bona fide third party, any and all decisions adopted by the General Meeting which runs counter to the provisions of the Law or the Company's Articles of Association shall be considered null and void.

Every shareholder may request before the Arbitration Authority provided for in Law no. 95/1992 the invalidation of any decision adopted by the Meeting or the Board of Directors for the benefit of a certain category of shareholders or which may be detrimental to them, or which confers special advantage on the members of the Board of Directors or others without regard to the interest of the Company.

The Authority may act on behalf of the Shareholders for requesting invalidation if they express serious reasons. The settlement of disputes shall be by arbitration method in the manner stipulated in the Law. As a result of an invalidation ruling, the resolution shall be deemed null and void for all shareholders and the Board of Directors shall publish a summary of the ruling rendering invalidation in a daily newspaper. The invalidation suit shall lapse one year after the date of the adoption of the decision of the General Meeting and the institution of an action shall not stay the implementation of the decision unless the Arbitration Authority should rule otherwise. All the aforementioned provisions shall not prejudice the contents of Article (10) of Law no. 95/1992.

CHAPTER V

THE AUDITOR

ARTICLE (52)

Subject to the provisions of Law no. 95/1992 and its Executive Regulation, the Company shall have one or more auditor(s) who have the eligibility requirements as stipulated in the Law for practicing the Accounting and Auditing Profession. He (they) shall be appointed by the General Meeting which shall determine his (their) fees.

As exception from the foregoing, the founders have appointed Mr. Magdy Ahmed Abdelraouf Hashish as the first auditor of the Company.

The auditor shall be questionable for the accuracy of the statements contained in his report in his capacity as agent of all shareholders. During the session of the General

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Meeting each shareholder may question the auditor's report and request clarification of its contents.

If there are many auditors, they should prepare a unified report and explain points of difference between them, if any.

CHAPTER VI
COMPANY'S FINANCIAL YEAR- INVENTORY- FINAL ACCOUNT-
RESERVE FUND- DISTRIBUTION OF PROFITS

ARTICLE (53)

The Company's financial year shall commence on the first of January and shall end in December every year. However, the first year shall cover the period from the date of establishment of the Company till the date of the end of the following year.

ARTICLE (54)

Subject to Article (6) of the Law and Article (58) of the Regulations, the Board of Directors shall prepare for every financial year at such date that will allow convening the shareholders' General Meeting within a maximum period of three months after the end of the said year, the balance- sheet, the financial statements and audit of its accounts according to the forms provided for in the Annex no. (3) of the Executive Regulation of the said Law.

ARTICLE (55)


The annual net profits of the Company, after deduction of all general expenses and other charges, shall be distributed as follows:

- 1- At first an amount equal to at least (5%) of profits shall be set aside to constitute the legal reserve; deduction being terminated once the total reserve has reached an amount equal to (one- half) of the Company's issued capital. In case the said reserve is reduced, deduction from profits shall be resumed.

The personnel shall have a share in profits to be distributed in cash of not less than (10%), provided that such quota does not exceed the total annual pay of the personnel.

- 2- An amount shall then be deducted for the distribution of an initial dividend to shareholders equal to at least (5%) of the paid- up shares value and to the

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personnel. However in the event that the profits of one year do not allow the distribution of such a dividend, it may not be claimed from the profits of subsequent years.

- 3- Following this, an amount equal to a maximum of (5%) shall then be allocated as remuneration for the Board of Directors.
- 4- After the foregoing deductions, the remaining profits shall be distributed to shareholders and to the personnel (within the limits and percentage prescribed in these Articles of Association) as an additional dividend, or may be carried forward to the following year on the proposal of the Board of Directors, or may be used for the formation of extraordinary reserve or extraordinary depreciation fund.

ARTICLE (56)

The reserve shall be used by virtue of a decision adopted by the General Meeting on the proposal of the Board of Directors in the best interests of the Company. The Reserve Fund or part of it may be converted into shares to increase the issued capital by their amounts. The shares resulting from the increase shall be distributed free to the Company's shareholders each pro rata his participation percent in the light of Article (22) of the Executive Regulation of Law no. 95/1992.

ARTICLE (57)

Dividends shall be paid to shareholders at such place and time as may be determined by the Board of Directors or the General Meeting of the Company.

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CHAPTER VII**DISPUTES****ARTICLE (58)**

Subject to the provisions of Articles from (51) to (61) of Law no. 95/1992, disputes arising from the administrative decisions issued according to the provisions of the said Law and its Executive Regulation shall be settled by a grievance made to the Committee formed according to Article (50) of the Law and according to the procedures stipulated in the Executive Regulation of the said Law.

CHAPTER VIII**DISSOLUTION AND LIQUIDATION OF THE COMPANY****ARTICLE (59)**

The Company shall be dissolved before the expiry of its term in case of loss of one-half of its capital unless the Extraordinary General Meeting decides otherwise without prejudice to Article (33) of the Law.

ARTICLE (60)

Subject to the provisions of the Law no. 159/1981, its Executive Regulation, Article (33) of Law no. 95/1992 and its Executive Regulation, the General Meeting shall appoint one or more liquidator(s) and determine his (their) fees. Such liquidator(s) shall be designated either from among the shareholders or partners or third party. In the event of a ruling being rendered for the dissolution or the invalidation of the Company, the court shall determine the method of liquidation, appoint the liquidator and fix his fees.

The task of the liquidator shall not be terminated with the death of shareholders, declaring their bankruptcy or insolvency or limitation of capacity even if the liquidator should have been appointed by them. The Board of Directors mandate shall expire on the appointment of the liquidators.

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CHAPTER IX
FINAL PROVISIONS

ARTICLE (61)

All expenses and fees paid for the establishment of the Company shall be charged to the General Expenses Account.

ARTICLE (62)

The provisions of Capital Market Law no. 95/1992, its Executive Regulation, Law no. 159/1981 and its Executive Regulation shall prevail where no specific provision has been stipulated in these Articles of Association.

ARTICLE (63)

The present Articles of Association shall be deposited and published in accordance with the Law.

Arab Republic of Egypt

General Authority for Governmental Printing House Affairs

(Signed)

Seal: Ministry of Industry

General Authority for Governmental Printing House Affairs

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