

# STATUTES OF THE ZITOUNA BANK

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Development  
Ariana Municipality  
Sector: Riadh Ennasr

**CERTIFIED TRANSLATION**

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# STATUTES

## CHAPTER I COMPANY NAME - FORM - DURATION HEADQUARTERS - PURPOSE

### ▪ Article 1

#### Constitution and form of the society

It is formed between the holders of shares, created and those that may be created hereafter in compliance with these statutes, a public company with public participation governed by these statutes, holding an authorization in its capacity as a bank, subject to provisions of Act 2001-65 dated July 10, 2001 relating to credit institutions, provisions of the Commercial Companies Code and the Code of Obligations and Contracts, the provisions of Act 1998-39 on sale with payment facilities, as well as the provisions of these statutes.

### ▪ Article 2

#### Company name

The name of the company: "Zitouna Bank"

### ▪ Article 3

#### Duration

The duration of the company is set to ninety-nine (99) years as from the date of its final constitution, except in case of early dissolution or extension decided by the Extraordinary General Meeting of shareholders.

### ▪ Article 4

#### Headquarters

The headquarters of the company is set to N°. 90 Avenue Hedi Nouria, Ennasr 2 Ariana. Headquarters can be transferred to any other place in compliance with a decision of the Extraordinary General Meeting of shareholders. The Board of Directors is empowered to decide according to the needs of the company to create administrative offices, branches or offices or agencies within or outside the Republic of Tunisia.

### ▪ Article 5

#### Subject Company

The company engages in all its activities according to the purposes for which it was formed. It generally performs banking transactions including:

- Receiving deposits from the public, whatever their duration and their forms,
- Grant funding,
- Intermediation in foreign exchange transactions,
- Provision of payment means and tools to its customers and management.



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The company can perform all operations related to its banking activities such as counselling and assistance in property administration, financial

management, financial engineering, and generally all services aiming at facilitating the creation, development and restructuring of enterprises.

The company can also:

- Participate in the capital of existing companies or to be created.
- Provide the necessary funding on "Mudharaba" or "Musharaka" basis and according to the provisions of the Code of Obligations and Contracts, or through sale by Murabaha in favour of payer as per the provisions of Act 1998-39 relating to sale with payment facilities or finance lease and all other financial tools applying under the provisions of Act 2001-65.
- Act as a lender or surety in connection with the execution of entrepreneurships, import contracts and subcontracts according to relevant provisions of the Code of Obligations and Contracts relating to "Ijara" for manufacture and sale by "Murabaha" in favour of payer either on an individual or mutual basis.
- The company can perform the above mentioned operations within and outside the Republic of Tunisia. Overall, the company can perform for its own benefit or on behalf or in association with third parties all kinds of financial, commercial, industrial, and agricultural operations, as well as securities and real estate transactions directly or indirectly linked to the above mentioned objects and purposes, or facilitate their achievement in respect of values of Shari'ah, all in accordance with the provisions of Act 2001-65 and the provisions of the Code of Obligations and Contracts, the provisions of Act 1998-39 and all other legislative provisions currently in force in Tunisia or to become in the future.

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Ariana Municipality  
Sector: Riadh Ennasr

## CHAPTER II CAPITAL – SHARES

### ▪ Article 6

#### Capital:

The capital of the company is set to thirty million (30,000,000) Dinars divided into (30,000,000) shares with a nominal value of one (1) Dinar each.

### ▪ Article 7

#### Increase and Reduction of Capital

The capital may be increased one or several times either by issuing new shares or by increasing the nominal value of existing shares. Capital is increased under a decision of the Extraordinary General Meeting in accordance with conditions stipulated by Articles 26 and 27 of these statutes.

The new shares shall be released in cash or by replacing them with financial debts that reached maturity, and the amount of which is known by the company, or by incorporating reserve, profits or share premium, or by actual shares or exchange of securities.

The increase of the company's capital by increasing the nominal value of shares is decided by the unanimous vote of shareholders, unless the increase was made by incorporation of reserves, profits and share premium.



The Extraordinary General Meeting may delegate to the Board of Directors the powers necessary for the accomplishment of one or more capital increases, setting also the terms for such an increase and monitoring its achievement.

The Company's Board of Directors enjoys all the prerogatives necessary for the facilitation and ensuring issuance of above mentioned shares, in accordance with the laws in force, particularly as regards the preferential right to subscription of shares by former shareholders.

The company's capital increase must be achieved within a maximum of five years from the date when relevant decision was taken by the Extraordinary General Meeting or when said increase was authorized.

However, a quarter of the company's capital increase and the entire share premium, when necessary, must be paid within six months from the date of the subscription opening.

The capital may not be increased as long as the former capital has not been fully released, otherwise such an increase would be considered void.

The shareholders have in proportion to the shares they hold a preferential right to subscription that they could negotiate during the subscription period under the same conditions as the share itself.

The deadline granted to shareholders to subscribe to the capital increase by issuing shares in cash can in no case be less than 15 days. This period starts from the date when shareholders announce in the Official Gazette of the Republic of Tunisia and in two daily newspapers, among which one Arabic newspaper, the preferential right to subscription they hold, the opening and closing of the subscription as well as the value of the shares upon their issuance.

If some shareholders do not subscribe the number of shares they are entitled to according to the above mentioned preferential rights to subscription, the unsubscribed shares will be allocated to shareholders who subscribed a number of shares higher than they deserve according to preferential right, each in proportion to the stake he held in the capital of the company. The Extraordinary General Meeting can decide and agree to:

1. Limiting the company's capital increase to the amount of subscribed shares on condition that it reaches at least three-quarters of the decided increase.
2. Redistributing the unsubscribed shares, fully or partially to shareholders.
3. Offer all or part of the unsubscribed shares to the public.

The Board may use all or part of the options above in the order it determines in this respect.

The company's capital increase can be achieved only if the amount of subscriptions received, after implementation of these options, covers all or three quarters of the said capital increase. The Board may, however, systematically and in any case limit the capital increase to the amount of

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Sector: Riadh Ennasr



subscribed shares, if the unsubscribed shares represent less than 5% of the said capital increase.

The Extraordinary General Meeting deciding or authorizing the capital increase may cancel the preferential right to subscribe all or part or parts of this capital increase.

Deliberations in this regard are valid only if the mentioned general meeting approves the preliminary report of the Board of Directors and the report of auditors relating to the capital increase and the cancellation of the preferential right to subscription.

The board's report clarifies the reasons for the capital increase and mentions those to whom the new shares will be allocated, the number of shares allocated to each of them, their value upon issuance in addition to the rules that were applied for the evaluation of the said value.

The auditors state in their report to the Extraordinary General Meeting if the evaluation means adopted by the Board in its above mentioned report are according to them correct and realistic.

**- Non-release of shares value:**

Following a period of one month after the date of sending a registered letter with acknowledgment of receipt, the Company may, without court authorization, put on sale at the stock exchange those shares which value has not yet been fully paid by shareholders.

The sale of such shares is made on behalf of defaulting shareholders and under their full responsibility, in a single package or retail or instalments according to the procedure applying at the stock exchange and relevant provisions in force.

The amount derived from the sale of said shares is deducted from those amounts owed to the company by the defaulting shareholder. The said shareholder remains liable to the company for the balance if the amount of sale is insufficient, and is entitled to recover the difference in case of surplus.

The company may also, under the rules of common law, to appeal in civil action against the defaulting shareholder and the surety, before, during and after the sale of shares.

A shareholder who paid the company the entire amount is entitled to claim their refund to subscribers and shareholders as per order of suit.

Any shareholder is no longer obligated to pay the unclaimed balance of the value of the shares that were in his possession two years after he sold them at the stock exchange

**- Reduction of capital:**

Following a report prepared by the auditors, the Extraordinary General Meeting may decide to reduce the capital under the same conditions as for the amendment of statutes and according to legal rules in force.

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Ariana Municipality  
Sector: Riadh Ennasr



The Extraordinary General Meeting may decide to reduce the company's capital for any reason whatsoever and in any manner whatsoever, including through the return of equity to shareholders, or repurchase of the company shares, or the exchange of a number of old shares by a number below or equivalent of new shares with the same nominal value or with a different nominal value and the obligation of transferring of the old shares if necessary, or the payment of difference in order to complete the exchange transaction.

The decision of the Extraordinary General Meeting to reduce the company's capital must be advertised in the Official Gazette of the Republic of Tunisia and in two daily newspapers, among which an Arabic newspaper, within thirty days after the date of this decision. The decision shall specify the amount of capital reduction, its goal and the procedures the company must follow in this respect. It must also indicate the timeframe for implementation, and if necessary, the amount to be paid to shareholders.

▪ **Article 8**

**Forms of shares, their assignment and conditions of validity:**

The shares are registered and void of their physical character.

Shares are kept on behalf of their owners in accounts held by the company or through an authorized intermediary.

- The shares are traded by their transfer from one account to another.
- Except for inheritance or transfer to the spouse or parents or children or for the benefit of a company operating under a shareholder supervision and authority, the transfer of the company's shares for the benefit of third parties is subject to the company's approval. The relevant application for agreement including full names of beneficiaries, the number of shares to be transferred and the quoted price should be communicated to the company.

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Ariana Municipality  
Sector: Riadh Ennasr

The Board is the only body authorized to grant or reject this agreement. The agreement is expressed either explicitly by registered letter with acknowledgment of receipt or implicitly by the lack of response within three months from the date of application.

If the company does not agree on the beneficiary of the proposed transfer, the board will have to undertake needed steps to ensure purchase of shares by a shareholder or by a third party or by the company itself with the agreement of the assignee, within three months from the notification of refusal. In the latter case, the capital of the company shall be reduced up to the value of such shares. In case of disagreement among parties, the share price is determined by an accountant registered in the list of judicial experts, appointed under summary procedure by the President of the Court of First Instance within whose jurisdiction the headquarters of the company is located. If the purchase does not materialize within the period mentioned in the preceding paragraph, the agreement is considered confirmed. However, this period may be extended under a summary procedure court order.

- The shares are indivisible with respect the company. The owners of collective or undivided shares are required to delegate one of them as their



representative to the company which regards him as the sole owner. In case of disagreement or in cases of civil disability, the matter is submitted by the most diligent joint owner to the President of the Court of First Instance within whose jurisdiction the headquarters of the company is located, to designate a trustee that represents all joint owners.

Reversionary owners and usufructuaries if they are joint owners must delegate one of them as their representative to the company. In case of disagreement between the concerned, the company recognizes only the usufructuary with respect to the shareholder's right to communication, the right to participate and vote at the company's general meetings.

The heirs of the shareholder or the person substituting for the deceased shareholder may not proceed with the seizure of assets and securities of the company for any reason whatsoever, and may not request the partition of the company or intervene in any manner in its management. In order to exercise their rights, they must make use of the lists of inventories and the decisions of general meetings.

Each share entitles to the ownership of a stake in the assets of the company in proportion to the number of shares issued taken into consideration the preferential rights to subscription that may be granted to one or several specific types of shares. The share also gives right to a percentage of profits as shown below.

Shareholders bear responsibility only in the limit of the value of shares they own. Ownership of shares necessarily implies the owner's respect of the provisions of these statutes and decisions taken by the general meeting.

Pursuant to the provisions relating to the financial market and on the exceeding of thresholds of participation and alliances, each shareholder who managed individually or through alliance to acquire directly or indirectly more than 1/20 or more than 1/10 or more 1/5 or more than 1/3 or more 1/2 or more than 2/3 of the company's capital, must notify the company within five working days from the date of the passing of one of the thresholds mentioned above, by registered letter with acknowledgment of receipt, specifying the total number of shares and voting rights he possesses below the mentioned thresholds.

The company undertakes to inform the rest of the shareholders of the content of the statement containing the information stipulated by the law regulating the financial market during the nearest general meeting and include it in the meeting agenda.

The shares acquired in excess of the above mentioned thresholds and which were not declared to the Company or the Financial Market Council, or the stock market in Tunisia, are denied the right to vote at shareholders general meetings, convening over the three years following the date of regularization of the situation spontaneously by the concerned and after he was forced by the Financial Market Council following finding the said excess.

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Sector: Riadh Ennasr



## CHAPTER III MANAGEMENT AND RUNNING OF THE COMPANY

### ▪ Article 9

#### Board of Directors:

The company is run by a Board of Directors consisting of at least 3 members or a maximum of 12 members appointed by the Ordinary General Meeting.

A legal entity may be appointed as member of the Board of Directors. Upon appointment, the legal entity must choose a permanent representative who is subject to the same conditions and obligations and has the same civil and criminal liabilities as if he were a director in his proper name, without prejudice to the joint liability assumed by the legal entity that appointed him.

If the legal entity ceases to be member of the Board for any reason whatsoever, it must replace him at the same time.

Upon appointment, members of the Board must declare that their appointment is not in violation of legal provisions on impediments and prohibitions. Their statement is included temporarily in the minutes of the meeting of the Board that decided their appointment, or in the minutes of the General Meeting if they were appointed by the latter.

### ▪ Article 10

#### Mandates of Directors:

The mandate of directors shall be three years renewable. Any member of the preceding Board of Directors may be re-elected.

A year under the terms of this article covers the period between the holding of two consecutive Ordinary General Meetings.

### ▪ Article 11

#### Integration and replacement

In case of vacancy of a seat in the Board because of death, inability, resignation or incapacity, the Board of Directors may, between, two general meetings, make temporary appointments.

The appointment made by the Board is subject to ratification by the subsequent Ordinary General Meeting. In case the ratification would not be possible, the deliberations and works of the Board shall be valid and enforceable.

If the number of members of the Board of Directors falls below the legal minimum, the other members of the Board shall convene immediately the Ordinary General Meeting to cater for the shortfall recorded in this respect. If the Board fails to make such appointment or if the Ordinary General Meeting is not convened, each shareholder or the auditors may ask the summary procedure judge to appoint a trustee who will be entrusted with the convening of the Ordinary General Meeting in order to make the authorized appointments or ratify the appointment stipulated by the first paragraph of this article.

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The newly appointed member in replacement of a departing member shall serve only during the remaining term of the departing director.

In case the General meeting does not ratify the temporary appointments decided by the Board of Directors, the deliberations and works performed in the meantime by the Board remain correct and valid.

▪ **Article 12**

**Company management and chairmanship of the Board of Directors:**

The Board of Directors elects a chairman from among its member persons who are shareholders of the company, and sets the period of his assignment that can equal his mandate in the Board.

The Chairman of the Board shall fulfill his role in accordance with the terms set by law, and is responsible for the implementation of the Board's general policy and execution of its decisions. The Chairman convenes and chairs the board meetings and Ordinary General Meetings.

In the absence of the Chairman, the Board of Directors appoints for each meeting a member among the attendees to undertake the duties of the Chairman.

The Board of Directors appoints for a specified period an Executive Officer of the company. The Director of the company may be a member of the Board, and in this case his duties as Executive Officer of the company can not exceed the mandate assigned to him in the Board.

The Board delegates to the Director General the powers necessary to run the company.

The Board may establish one or several committees consisting of the President or the Executive Officer or any member, as it deems necessary. The Board also sets the responsibilities of this / these committee(s).

The Executive Officer or Assistant Executive Officer may not have similar functions in another credit institution or insurance company. Further, they can not act as directors in another bank.

▪ **Article 13**

**Meetings and deliberations of the Board:**

The Board of Directors is convened by its chairman or two members each time it is required by the company's interest.

The Board appoints a person to undertake the Board's secretariat. The Secretary may be chosen from outside the Board members and shareholders.

The deliberations of the board may not be valid unless half of its members at least are attending. Board members may under their responsibility delegate one of the remaining Board members to represent them during deliberations. This delegation is valid only if made under a special proxy.

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Ariana Municipality  
Sector: Riadh Ennasr



Decisions are taken by majority vote of the attendees or representatives. In case of a tie, the Chairman of the meeting shall have a casting vote.

To establish the appointment of Board members in office, their number and their qualities in respect of third parties, property registration services, It is sufficient to record the names of participants and absent members in Minutes of each of the deliberations of the Board and in the excerpts that are presented.

The Board of Directors, if it deems necessary, may in its meetings seek the assistance of any experienced individual who, however, will not be entitled to vote in the board. The latter must ensure the confidentiality of information which he had access to during his participation in the Board works.

▪ **Article 14**

The deliberations of the Board are recorded in minutes that are kept in a special register and signed by the Chairman and the Secretary of the Meeting.

All copies and extracts that are submitted are signed by the Chairman. In case of liquidation of the company, all mentioned copies and extracts are signed by the liquidators or the single liquidator.

▪ **Article 15**

**Prerogatives of the Board:**

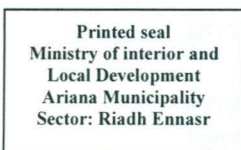
Apart of the powers reserved to the General meeting by law and these statutes, the Board of Directors has the broadest powers for the management of the company, and to act on its behalf to complete or authorize the completion of all works and operations related to its purpose and conduct of its business.

▪ **Article 16**

**Right to communication, records and written questions to the Board:**

The company must maintain:

- A register containing the names and addresses of each officer
- A register of securities, including in particular the data relating to the securities, the ownership, operations which related to them and the rights and pledges they have been subject to, as per the provisions of Law 2000-35 dated March 21, 2000 relating to dematerialisation of securities



Shareholders are entitled to get extracts from the registers in the same conditions stipulated by Article 29 of these statutes during normal working hours of the company.

A shareholder or shareholders who own at least 3% of the company's capital or have a share equal to one million Dinars or more, without being a member of the Board, are entitled to address two times a year written questions to the Board regarding any action or event that might endanger the interests of the company.



The Board must answer in writing within one month of receipt of the question. A copy of the question and answer is compulsorily transmitted to the auditor. These documents are also available to shareholders at the first following general meeting.

▪ **Article 17**

**Responsibilities of Directors:**

The Chairman and members of the Board are liable according to law; they perform and show attention to their functions just like a visionary entrepreneur and a legal trustee. They must not disclose confidential information even after the end of their duties.

The prior authorization of the Board of Directors is required for any agreement concluded directly or indirectly or through an intermediary between the company and individuals linked to it, as per the terms of the Law on Credit Institutions.

The Chairman of the Board shall notify the auditors of authorized agreements and submit them to the shareholders general meeting for ratification.

The auditors shall submit to the General Meeting a special report to rule on these agreements.

Individuals with whom agreements have been concluded can not participate in the vote on the authorization, and their shares are not taken into account in the calculation of quorum and majority.

The foregoing provisions shall not apply to agreements relating to current operations concluded under normal conditions between the company and its customers. However, the members of the Board and the Executive Officer must inform the Board and the Central Bank of the agreements they conclude with the company, and that are considered as current company operations.

Members of the Board do not assume, beyond the limits imposed by their mandate and as a result of the exercise of their duties and functions as members of the Board, any personal commitment with respect to the engagements of the company.

Any agreement between the Company and persons linked to it as per the terms of Article 29 of the law 2001-65 dated July 10, 2001 relating to credit institutions, and Article 200 of the Code of Commercial Companies, and the existing laws, to the extent that its provisions do not conflict with the above mentioned law 2001-65 dated July 10, 2001.

▪ **Article 18**

**Remuneration of members of the Board:**

The general meeting may grant to the Board of consideration in consideration of their activities an amount set annually by way of attendance premiums. These premiums are charged as operating expenses.

The Board of Directors may grant new exceptional premiums in consideration of missions and mandates entrusted to the members of Board of Directors.

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In this case, premiums are charged as operating expenses and must be submitted by the Board of Directors to the General Meeting for ratification.

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## CHAPTER IV AUDITORS AND THE PERMANENT AUDIT AND SHARIA'H COMPLIANCE COMMITTEE

### ▪ Article 19

#### Auditor:

The shareholders Ordinary General Meeting appoints for a period of three years renewable two auditors or more selected among the auditors on the roll of the Association of Chartered Accountants of Tunisia.

The appointed auditors are invested with the task of reviewing records, cash, business records and securities of the company and verifying the validity and reliability of inventories, and the accuracy of information contained in the Report of the Board on the company accounts.

The auditors certify the reliability and fairness of the annual accounts of the Company in accordance with the provisions of law in force relating to corporate accounting system. They ensure periodically the effectiveness of the internal control system.

It is mandatory to invite an auditor or the auditors of the company to attend all the Board meetings relating to the preparation of the annual financial statements, or the review of interim financial statements, and also to all general meetings.

The Auditors may at any time of the year proceed with monitoring and review operations as they consider appropriate, while this should not entail any intervention in the management of the company.

The auditors may at any time of year call the shareholders general meeting in case of emergency, and generally fulfill their duties according to the provisions and standards regulating the financial control of companies.

In case the general meeting appoints no auditors, and if one or more of them finds it impossible to fulfill their mission, or refuse to do so, they should be appointed or replaced under a summary procedure of decision of the President of the Court of First Instance within whose jurisdiction the headquarters of the company is located. This procedure is done under the request of any person concerned with the obligation to convene the Board of Directors.

The auditor appointed by the general meeting or by the summary procedure judge to replace another auditor shall hold this position during only the remaining period of office of his predecessor.

The auditors may not receive any remuneration in addition to statutory compensation or benefit of any privilege under any agreement.

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### **Standing Audit Committee**

The Standing Audit Committee oversees the implementation by the company of efficient internal control systems that allow for the development of the company's capacity and efficiency, the protection of its assets and ensure the reliability of financial information and compliance with legal provisions and procedures.

The Committee monitors the activities of the company's control bodies and endorses the appointment of internal auditors. The committee consists of at least three members appointed by the Board of Directors among its members. The Standing Audit Committee can not count the Chairman or the Executive Director among its members. Premiums may be granted to members of the Standing Audit Committee in consideration for their activities; these premiums are fixed and charged under the same conditions as for attendance premiums.

### **Monitoring compliance with the Sharia'h**

Within the frame of the establishment of a system for monitoring compliance with the principles the bank chose in its operations, the company may designate a single Sharia'h Controller or a Sharia'h Control Board which members appoint a Chairman.

The Sharia'h Control Board reviews all contracts and documents related to the company's activities and deliver its opinion on matters referred to it by the Board before the latter starts making use of them. Further, the Board reviews all transactions conducted through the company services in order to prepare the annual report on compliance with the Sharia'h, which must be submitted to the Ordinary General Meeting.

The premium that will be paid to the Sharia'h controller or the Sharia'h Control Board in consideration of their activities is fixed by the Board of Directors and will be charged as operating expenses of the company.

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Ariana Municipality  
Sector: Riadh Ennasr

## **CHAPTER V GENERAL MEETINGS 1. PROVISIONS COMMON TO ALL GENERAL MEETINGS**

### **▪ Article 20**

Powers of the General Meeting:

The general meeting held according to relevant conditions and procedures, represents all shareholders and its decisions are binding on all shareholders, including absentees, minors and dissidents.

### **▪ Article 21**

**Convening the general meeting and meeting place:**

The general meeting is convened by the Board of Directors. However, in cases of necessity, the auditors or the trustee appointed in case of emergency by the Court may also convene the general meeting upon the request of any person concerned or the request of a shareholder or more holding at least 5% of capital or the liquidation.

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The sessions of the General Meeting are held on the day, time and place fixed in the notice for attendance.

Shareholders are called to attend the general meeting by an advertisement published in the Official Gazette of the Republic of Tunisia and in two daily newspapers, among which an Arabic newspaper, at least fifteen days before the date fixed for the holding of the meeting.

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Ariana Municipality  
Sector: Riadh Ennasr

Further, the notice to attend the general meeting may be sent to all shareholders by registered mail with acknowledgement of receipt.

The list of shareholders must be made available to them at least fifteen days before each general meeting of shareholders.

▪ **Article 22**

**Agenda of the General Meeting and communication of documents:**

The notice to attend shall state the date, time and place of the meeting and the agenda of the general meeting.

The agenda of meetings is set by the Board or by the lawfully authorized party that called the meeting. However, one or several shareholder (s) representing at least 5% of the capital may request the inclusion in the agenda of additional drafts for discussion. These drafts are included in the agenda of the General Meeting after that the above mentioned shareholder/shareholders have addressed to the company a registered letter with acknowledgment of receipt prior to the first general meeting.

The General Meeting may not consider matters not included in the agenda. In addition, the agenda of the General Meeting can not be changed when a second call is initiated.

At least fifteen days before the date of the general meeting, the Board makes available at the company headquarters to shareholders all the documents allowing them to make informed decisions and express their opinions about the management and running of the company.

Any shareholder may obtain at his own expense copies of mentioned documents and the list of shareholders.

▪ **Article 23**

**Composition of the General Meeting:**

The general meeting consists of shareholders whose payable shares have been fully released. Shareholders may be represented by any person with a special proxy according to the model fixed by the Board of Directors.

Legal entities may nevertheless be represented under a special proxy by one of the trustees employed by them, while there is no need the latter be a shareholder on his proper name.



- Shareholders may attend the general meeting upon presentation of their identities provided they write down their names in the company books at least five days prior to the General Meeting.

The usufructuary may legally represent the reversionary owner

▪ **Article 24**

**Office of the General Meeting and Minutes:**

The General Meeting is chaired by the Board Chairman. In case, the Chairman is absent, the General Meeting is chaired either by a member carrying a special proxy delivered by the Chairman, or by the shareholder elected for this purpose by the attending members.

The Chairman is assisted by a secretary and recorders from among the shareholders holding the largest share of capital or their representatives, making up collectively the office of the Meeting upon appointment by the attendees.

The attendance sheet is drawn up and approved by the Office of the Meeting after signature by all attendees and representatives of absent shareholders.

The deliberations of the General Meeting are recorded in minutes signed by the office members. In case any office refuses to sign, this must be specified in the minutes. Copies or extracts of these minutes must be signed by a Board member or by the liquidator(s) in case the company is in liquidation.

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## 2. PROVISIONS SPECIFIC TO ORDINARY GENERAL MEETINGS

▪ **Article 25**

**Quorum:**

The Ordinary General Meeting is convened each year during the six months following the closing of the company accounting year.

The deliberations of the Annual Ordinary Meeting or those of an Extraordinary General Meeting are valid only if the meeting represents at least third of the company share capital. If this quorum is not reached, the general meeting can be called to meet again.

New meeting deliberations would then be valid notwithstanding the stake of the company share capital it represents, provided that said deliberations relate only to matters included in the original agenda.

**Majority:**

The deliberations of the Annual ordinary General Meeting or those of an Extraordinary General Meeting are ratified by a majority of attending or represented votes.

Each General Meeting member has a number of votes equal to the number of shares he holds in his own name or to those he represents as a trustee, without limit of number. Each shareholder may vote by mail according to legal requirements.



▪ **Article 26**

**Prerogatives of the Ordinary General Meeting**

The Annual ordinary General Meeting convenes to control the management activities of the Company and, depending on the case, to ratify the accounts of the previous year. In the light of the Board Report, the Auditors Report, the Sharia'h controller or The Sharia'h Control Board reports the Annual ordinary General Meeting takes decisions on the bank results.

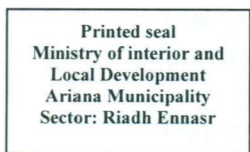
For this purpose, the Annual ordinary General Meeting listens to the Board and Auditors reports. It also discusses, approves or amends or rejects the company budgets and accounts, and approves if necessary amendments which have been introduced either by reviewing the figures or by ways of estimation. The meeting also determines the levies on profits to build reserves and savings, and decides the reporting of part or all of the profits from a financial year to another and determines the profits to be distributed.

The Annual ordinary General Meeting appoints and replaces the auditors; appoints, replaces and re-elects members of the Board of Directors appointed temporarily by the latter.

The Annual ordinary General Meeting provides members of the Board of Directors with final discharge, either annually or permanently. It provides members of the Board, if necessary with authorizations required by law and listen to the auditors report on the activities relating to said authorizations. All previously mentioned issues are considered part of the agenda of the Annual ordinary General Meeting although they were not specified in the notice calling the meeting.

The Annual ordinary General Meeting or the one convened on an exceptional basis with the same quorum conditions, grant to the Board of Directors the necessary additional powers in case the powers granted by statutes were insufficient.

In general, the Annual ordinary General Meeting deliberates and approves all matters concerning the company except in cases where only the Extraordinary General Meeting is competent.



**3. PROVISIONS SPECIFIC TO EXTRAORDINARY GENERAL MEETINGS**

▪ **Article 27**

**Prerogatives of the Extraordinary General Meeting**

The Extraordinary General Meetings enjoy absolute competence on the following matters: amendment of statutes, increase and reduction of the company's capital and cancellation of preferential right to subscription.

▪ **Article 28**

**Quorum of Extraordinary General Meetings:**

Deliberations of Extraordinary General Meetings are valid only if attending or represented shareholders participating to the vote constitute at least half the capital during the first meeting, and third of the capital during the second one.



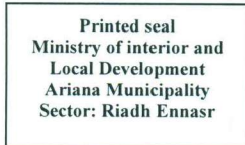
If the quorum is not reached, the deadline for holding Extraordinary General Meetings may be extended at a later date not exceeding two months from the date of calling the meeting.

▪ **Article 29**

**Vote:**

Decisions of Extraordinary General Meetings shall be taken the by the majority of at least two thirds of the votes of attending or represented shareholders.

Each member of the Extraordinary General Meeting has a number of votes equal to the number of shares he holds in his proper name or to those he represents as a trustee, without limit of number.



## CHAPTER VI FINANCIAL STATEMENTS - RESERVE FUND - PROFITS

▪ **Article 30**

**Financial Year:**

The financial year begins on 1 June each year and closes on end of December.

The first year begins exceptionally on the date of incorporation and ends December 31, 2010.

▪ **Article 31**

**Financial Statements:**

At the end of each fiscal year, the Board prepares under its responsibility the company's financial statements in accordance with the law relating to corporate accounting system. The Board must attach to the budget a list of the sureties, guarantees and insurances provided by the company.

The Board must also prepare an annual report to shareholders on the management and running of the of the company operations during the past financial year.

The financial statements and annual report must be made available to auditors forty five days before holding the general meeting.

The mentioned documents, the list of shareholders and the report of the auditors must be made available to shareholders at the company's headquarters fifteen days before holding the general meeting.

Each shareholder or shareholders owning at least 3% of the company share capital or having a participation equal to one million Dinars or more, are entitled to get at any time copies of the above mentioned company documents relating to the last three years, in addition to copies of minutes and attendance sheets in general meetings held during the last three years. The shareholders collectively owning the same percentage of capital are entitled to these documents, and to give a proxy to who would exercise this right on their behalf.



▪ **Article 32**

**Calculation and distribution of profits:**

Distributable profits consist of accounting net return after adding or deducting results reported from previous accounting years, and deducting the following:

- A percentage of 5% of the profit calculated as previously mentioned for legal reserve purposes. This deduction is no longer required if the legal reserve reaches one tenth of the company's capital.
- The reserve stipulated by specific laws within the established percentages.
- The reserves set forth in the statutes.

▪ **Article 33**

**Payment of profits:**

Payment of profits distributed to shareholders is made at the times and places set by the Board of Directors.

No payment of profits can be claimed after five years from the date of the general meeting which decided their distribution.

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Ministry of interior and  
Local Development  
Ariana Municipality  
Sector: Riadh Ennasr

## CHAPTER VII DISSOLUTION OF THE COMPANY AND LIQUIDATION

▪ **Article 34**

**Early dissolution of the company:**

The Board of Directors may at any time propose to the Extraordinary General Meeting the early dissolution of the company.

The Board must convene an Extraordinary General Meeting within four months from the ratification of the company's accounts which showed that its own assets are down to less than 50% of its capital because of losses. This meeting shall examine the dissolution of the company or the regularization of its situation according to law. In all cases, the decision of this general meeting must be advertised.

▪ **Article 35**

**Liquidation of the company:**

At the end of the duration of the company, and in case of early dissolution of the company, the general meeting determines upon proposal of the Board of Directors the terms of this dissolution and appoints a liquidator or more, or a liquidation council, whose powers and remunerations are determined in accordance with the Commercial Companies Code and the law 2001-65 dated July 10, 2001 relating to credit institutions. The dissolution of the corporation does not terminate the mandate of auditors who are reappointed by the shareholders general meeting during the entire liquidation period if necessary. The liquidator appointment puts an end to the prerogatives of members of the Board of Directors.

The liquidators may, under a decision of the Extraordinary General Meeting, participate with all assets of the dissolved corporation, its rights and commitments, or with part of the company in another company, or transfer the said assets, rights and commitments to the benefit of another company or another person.



The shareholders general meeting held according to relevant conditions and procedures continues during the liquidation process enjoying the same powers as used during the operation of the company. It enjoys, in particular, the power to ratify the liquidation final accounts and provide final discharge to liquidators. The company net assets are used, after charging due deductions, for the payment of amounts consumed and not released from the nominal value of shares. The balance is then distributed to all shares.

The company remains during the liquidation period subject to control by the Central Bank of Tunisia, and can perform only those operations required for its liquidation.

## CHAPTER VIII ADDRESS - GRANTING OF PREROGATIVES - ADVERTISING

### ▪ Article 36

#### **Settlement of disputes:**

All disputes arising during the operation or liquidation of the company, either between the shareholders and the company or among the shareholders themselves in relation to the company operations are referred to the courts within whose jurisdiction the headquarters of the company is located. In case of dispute, any shareholder concerned must elect domicile with the court within whose jurisdiction the headquarters of the company is located. All notices and summonses sent to the domicile set by the shareholder concerned shall be deemed valid notwithstanding his effective address.

In case of failure to set a domicile, all judicial or other notifications are made according to the rules stipulated in the Code of Civil and Commercial Procedures.

### ▪ Article 37

#### **Advertisement:**

Any holder of an original of these statutes or contracts or minutes relating to decisions of the company or extracts thereof is authorized to advertise them.

#### **The founder**

Mr Fahd Mohamed Sakhr El Materi

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Printed seal  
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Certified true copy  
Registered under number: 7303  
Ariana on November 4, 2009  
Signature: Mohamed Tahar Belhaj  
Illegible signature

Printed seal  
Ministry of interior and Local  
Development  
Ariana Municipality  
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