

Articles of Association

CHAPTER ONE Incorporation of the Company

Article (1):

The company was founded as a joint stock company according to these articles and subject to the Saudi Company Law as follows:

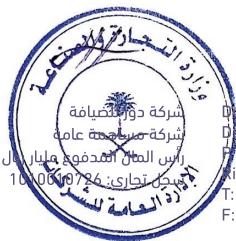
Name: Dur Hospitality Co. (hereinafter referred to as the "Company").

Article (2):

Company's Name: Dur Hospitality Co.

Article (3): Purposes of the company.

1. The purposes for which the company is incorporated are the establishment, ownership, management, operation, investment, purchase, participation, renting and leasing of hotels, restaurants, motels, recreation centers, travelling agencies and private shores in varying levels and sizes in the cities, towns, highway roads and tourist areas.
2. Ownership and purchase of lands, real estates, premises and their development, dividing, partition, and erection of residential and commercial complexes and hotel on them, the disposal, transfer of title or lease thereof as well as their exploitation in the various methods of exploitation, in addition to the management of real estate on behalf of the company or third parties and undertaking operation and maintenance works.
3. Provision of services to visitors of the Wholly Mosque (Kaaba) and Prophetic Mosque.
4. The practice of all basic and intermediate business necessary to perform, prepare and conduct the different activities of the aforementioned works



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in a manner consistent with the purpose for which they are allocated.

5. Achievement of high quality services in such locations and equip them in a manner appropriate to their classes as determined by the Board of Directors.

In achieving its activities mentioned above, the company may carry out such activities directly and solely by itself or jointly with others. The company will have the right to enter into all types of contracts to perform the above activities in a proper way.

Article (4):

The company's registered office is located in Riyadh city and the company's Board of Directors shall have the right to establish branches, offices or agencies within the Kingdom of Saudi Arabia or abroad.

Article (5):

The term of the company shall extend for a period of two hundred (200) years commencing from the expiry date of the current term on 17/12/1445H corresponding to 23 June 2024. The term of the company shall be renewable under a resolution issued by the Extra-ordinary General Meeting at least three (3) years prior to the expiry date.



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CHAPTER TWO

Capital and Shares

Article (6):

The company's capital is determined to be SR 1,000,000,000 (Saudi Riyal one thousand million only), divided into 100,000,000 nominal shares (one hundred million nominal shares) of equal value. The value of each share amounts SR 10 (only ten riyals per share).

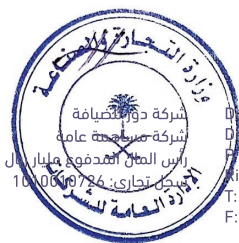
Article (7):

The founders subscribed in one million and eight hundred thousand common shares and paid 25% of their total value . This sum was deposited with the Riyadh bank and National Commercial Bank in the name of the company under formation. The remaining shares shall be offered for public subscription. On such occasion, 25% of the share value shall be paid upon subscription. All proceeds of subscription will be deposited in the name of the company under formation with one or more bank duly assigned for such purpose.

The remainder of the subscribed shares' value will be fulfilled at the time determined by the Board of Directors.

Article (8):

If the shareholder is default of paying the remaining value of the share at the appointment determined for such payment, the Board of Directors may, upon a notice to the shareholder by a registered letter, sell the share at an open auction. However, the defaulting shareholder will have the right up to the day specified for the auction, to pay the value accrued on him in addition to the expenses incurred by the company. Otherwise, the company shall satisfy the amounts due to it from the sale proceeds and return the remainder, if any, to the shareholder. If the sale proceeds are not sufficient to satisfy such amounts, the company may deduct the rest amounts from all shareholder's moneys. The company shall abandon the sold share and hand over a new share to the buyer bearing the cancelled share's number and such transactions shall be logged in the shares record.



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Article (9):

The shares must be nominal and shall not be issued in a value less than the nominal value, but can be issued in a value higher than the nominal value. In such case, the difference in the value will be added to the statutory reserve even if it has reached its maximum limit. The share is indivisible against the company. If a share is owned by many persons, they have to elect one of them to act on behalf of them in using the rights allocated to the share. Such persons shall be severally and jointly responsible for the liabilities arising from such share ownership.

Article (10):

The shares shall be tradable, nevertheless, in addition to the other restrictions stated herein, the shares issued for cash, which are subscribed in by the founders, may not be traded before the publication of the balance sheet and the profit and loss account for two complete fiscal years each of which shall not be less than twelve months from the date of the company's incorporation.

Such securities shall be marked to indicate their type, company's incorporation date and the period prohibited from trading.

However, during the period of restriction, the title of shares issued for cash may be transferred from one founder to another or to a director to be provided as a guarantee to the management or from the heirs of one of the founders in case of his death to a third party.

Article (11):

The shares shall be traded by log on in the shareholders register prepared by the company, which includes the shareholders' names, nationalities, place of residence, professions, numbers of shares owned by them and amount paid in. The shares certificates shall be recorded in such register. The transfer of nominal shares' title shall not be effective against the company or third parties except from the date of entry in the aforementioned register or completion of ownership transfer procedures through the shares' information system. Upon the subscription in the company's shares and their ownership, the shareholder shall be deemed accepting the company's articles of association and must comply with the resolutions issued by the shareholders meetings according to the provisions hereof, whether he was attending the meeting or absent, and



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whether he was supporting or opposing such decisions.

Article (12):

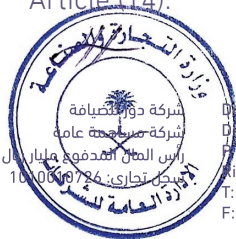
The company issues the shares certificates under serial numbers and duly signed by the Chairman of the Board of Directors or his designee from the directors and stamped with the company's official seal. The share particularly includes the number and date of the Royal Decree issued licensing the foundation of the company, number of the Ministerial resolution issued announcing the formation of the company, the value of capital, number of shares to which the capital is divided, the nominal value of the share, the amount paid in, a brief list of purpose of the company, the address of the registered office and the company's term. The shares may have coupons serially numbered, including the number of the share attached thereto.

Article (13):

The Extraordinary General Assembly, under a resolution issued during its sessions by proposal from the Board of Directors and after ensuring the economic feasibility and approval of the competent authorities, may decide to increase the company's capital once or several times by issuing new shares at the nominal value of the original shares, subject to the provisions of the Saudi Company Law, provided that the original capital has been fully paid in. Such resolution must determine the method of increasing the capital. The shareholders shall have the priority in subscribing in the new shares issued for cash. The capital increase decision and subscription conditions must be published in a daily newspaper. Each shareholder shall express his desire in using his right in priority within (15) fifteen days from the date of publication mentioned above.

The new shares will be distributed among the original shareholders who applied for subscription in proportion to the original shares respectively owned by them, provided that they shall not obtain in excess of what they have applied for from the new shares. The remainder of new shares will be distributed among the original shareholders who applied for more than their share in proportion to the original shares owned by them, provided that they shall not obtain in excess of what they have applied for from the new shares. The remainder of new shares will be offered for public subscription.

Article (14):



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Under a resolution from the Extraordinary General Assembly, according to the Board of Director's proposal, for reasonable causes, and after the approval by the competent authorities, the company's capital may be reduced if it becomes more than its needs or if the company suffered losses. Such resolution must not be issued except after reading the Independent Auditor's report on the reasons calling for capital reduction, the liabilities on the company, the impact of such reduction on these liabilities, subject to the Saudi Company Law. The resolution must determine the method of reducing the capital. If the capital reduction was due to excess of capital over the company's requirements, the creditors must be invited to express their objection on it within (60) sixty days from the date on which the capital reduction resolution is published in a daily newspaper distributed in the city of the company's legal place.

If any of the creditors protested and submitted to the company its documentations within the specified period, the company must pay such creditor the indebtedness if it is due or provide a sufficient guarantee for its fulfillment if it is falling in the future.

Article (15):

After obtaining the approval of the Minister of Commerce and Industry, the company may issue non-voting preferred shares, not exceeding (50%) fifty percent of its capital shares. The mentioned preferred shares grant their holders, in addition to the right in participating in the net profits distributed to common shares, the following:

- 1- The right in receiving a certain percentage of the net profits not less than 5% of the share's nominal value after setting aside a ratio for the statutory reserve and before any dividends.
- 2- Shall have the priority in the redemption of the shares' value from the capital upon liquidation of the company and in receiving a certain percentage from the liquidation proceeds.

The company may purchase such shares according to a resolution by the shareholders General Assembly. These shares shall not be considered in calculating the quorum necessary for convening the General Meeting.



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CHAPTER THREE

Board of Directors

Article (16):

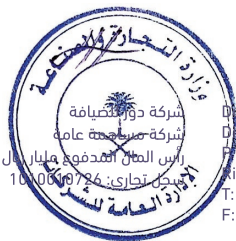
The company shall be managed and directed by a Board of Directors consisting of (9) nine members appointed by the Ordinary General Assembly for a renewable period of (3) three years. This article shall come into force and apply as of 1/1/1995.

Article (17):

A member of the Board of Directors has to own a number of the company's shares not less than the value of SR 10,000 (ten thousand Saudi riyals), to be deposited within (30) thirty days from the date of his appointment with a bank specified by the Minister of Commerce and Industry for such purpose. These shares shall be allocated for the guarantee of director's liability, and shall remain non-negotiable until the expiry of the period specified to hear the liability action stipulated in article (76) of the Saudi Company Law, or until the settlement of such case. If the member of the Board of Directors does not provide the guarantee shares at the specified appointment, his membership shall be null.

Article (18):

The membership of a director shall terminate upon the expiry of the appointment period, the director refuses to attend the board's meetings or being absent for three successive meetings without a reasonable excuse and acceptable to the Board or the resignation of the director. In all cases such director shall not be discharged from his/her liabilities as a director unless duly approved by the General Meeting. If an office of the Board of Directors is vacant and the number of directors decreased to five members, the Ordinary General Assembly must be invited as soon as possible to appoint the required number of the directors. The General Meeting may, at all times, dismiss all or some of the directors.



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Article (19):

Without the prejudice to the powers given to the General Assembly, the Board of Directors shall have the widest powers and authorities in managing the company's business and supervising all aspects of its affairs. The Board of Directors shall have the right to delegate any of its powers to one or more of the board's members, or any third party to conduct certain work(s). The Board of Directors will be entitled to enter into all kinds of contracts, purchase and sell real estates of the company or pledge them if such disposals are within the company's purposes.

Article (20):

The directors' remunerations shall be according to what is stated in article (42) hereof, in addition to the Board of Directors' meeting attendance allowance by a known amount per meeting as per the regulations issued by the competent authorities. The Board's report addressed to the Ordinary General Meeting must include a comprehensive statement of all compensations paid to the directors during the financial year, such as salaries, share in profits, attendance allowance and other expenses and benefits. The mentioned report shall also include a statement of any payments received by the directors in their capacities as eligible employees or executives of the company or what they have received in consideration of technical, administrative or consultancy services.

Article (21):

- A. The Board of Directors elects from among its members the Chairman of the Board of Directors, and a deputy, and as well may appoint, from its members, a managing director. A director shall not combine the offices of the chairman and the managing director. The chairman, his deputy and the managing director shall be entitled to sign severally on behalf of the company. The chairman will have the right in representing the company in its relationships with third parties, sign contracts of sale and title transfer of company's real estate, contracts of purchase and title transfer acceptance,



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payment of price, pledging, redemption of mortgage, division, partition, follow up with companies, establishment, governmental authorities as well as their branches, departments and divisions, banks, to sign loan contracts, withdrawal from accounts, deposit in accounts, to sign memoranda of association and amendment schedules, to sign partners' resolutions, claiming, filing cases, pleading, defending, hearing of cases, their dismissal, acknowledgement, denial, composition, waiver, request oath, abstention from oath, providing witnesses, evidences and appealing against them, pleading, rejection, amendment, objection against reports of experts, arbiters and their rejection and replacement, acceptance denial and rejection of judgments, appealing, finalizing all requirements to attend the hearings in all cases at courts, receipt of amounts by cheques in the name of the company, receipt of documents of rules and pleading before Labor Committees, Commercial Papers Disputes Settlement Offices and Commercial Disputes Settlement Committees, follow up with all relevant parties, carry out and finish all necessary procedures and sign to effect such requirements. The chairman shall have the right in appointing an attorney to represent the company in all mentioned above by a power of attorney.

- B. The Board of Directors shall be entitled to grant the right in signing on behalf of the company to any other director(s), whether severally or jointly, and the Board will have the right in authorizing some managers who are not directors in conducting certain works, whether severally or jointly. The Board of Directors shall determine the remunerations of the chairman and managing director in addition to their compensation in their capacities as members of the Board. The Board of Directors appoints a secretary for the Board and determines his/her term and remuneration.

C.

Article (22):

The Board of Directors shall convene upon an invitation by the chairman. The meeting invitation must be in writing and receipt acknowledged thereon. The chairman shall invite the Board to meet whenever a meeting requested by at least two directors.



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Article (23):

The Board's meeting shall be valid only if attended or represented by at least half number of the directors, provided that they shall not be less than five members. The decisions of the Board of Directors are issued by the majority of the votes attending as principals and proxies from the members eligible for voting on the relevant decision. When the supporting and opposing votes are equal, the chairman shall have an additional casting vote. This article shall come into force as of 1/1/1995.

Article (24):

The negotiations and decisions of the Board of Directors must be logged in a special register signed by the chairman and secretary.



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CHAPTER FOUR

Shareholders Meetings

Article (25):

Each subscriber, what so ever the number of its shares, will have the right in attending the constitutional assembly as a principal or as a representative of other subscribers.

Article (26):

The constitutional assembly is concerned with the following matters:

- 1- To verify that the subscription is by all the capital and that the minimum amount of capital has been satisfied by the amount accrued from the share's value "in accordance with the Saudi Company Law".
- 2- To approve the final text of the company's articles of association, but it may not make material amendments on the articles of association presented in the meeting except under the consent of all represented subscribers.
- 3- To discuss the founders' report on the works and expenses required for the company formation.
- 4- To appoint an Independent Auditor for the company.

The constitutional meeting shall be valid only if attended by subscribers representing at least half of the capital. Each subscriber shall be entitled for one vote per share, whether subscribed in or representing to.

Article (27):

A properly formed Ordinary General Meeting shall represent all shareholders. Such assemblies shall not be held in any other place but the city of Riyadh. Each shareholder, whatsoever the number of its shares, is entitled to attend the General Meeting. The shareholder may proxy and authorize another shareholder, other than, directors to attend the General Meeting on its behalf.



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Article (28):

With the exception of the matters on which the Extraordinary General Assembly have power, the Ordinary General Assembly shall have jurisdiction on all issues related to the company and shall meet at least once per year during the six months following the end of the company's fiscal year. Other meetings of the Ordinary General Assembly may be held whenever a need arises.

Article (29):

Subject to the requirements of the Saudi Company Law, the Extraordinary General Assembly shall be authorized to amend the articles of association, except the terms expressly prohibited not to amend. The Extraordinary General Assembly shall have jurisdiction on increase or decrease of capital, extension of the company's term or dissolution before the expiry date specified in its articles of association or merger of the company in another company or establishment. In addition to that, it may issue decisions in matters within the powers of the Ordinary General Assembly subject to the determined terms and conditions.

Article (30):

The general meetings shall be held upon invitation from the Board of Directors. The Board of Directors have to invite to a meeting of the Ordinary General Assembly if requested by the auditor or a number of shareholders representing at least (5%) of the company's capital. The invitation to the meeting of the General Assembly must be published in a daily newspaper widely distributed in the city of the company's headquarters at least (25) twenty five days prior to the specified appointment. The invitation shall include the meeting agendas.

Article (31):

Upon holding the general meeting, a list with the names of the attending and represented shareholders will be prepared along with their residence, number of shares they possess as principals and proxy and the number of votes allocated to them. Any person of an interest may examine such list.



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Article (32):

The meeting of the Ordinary General Assembly shall be valid only if attended by shareholders representing at least half of the company's capital. In case such quorum is not available in the first meeting, an invitation will be made for a second meeting to be held within (30) thirty days from the date of the first meeting. This meeting shall be announced by the method stated in article (30) hereof. The second meeting shall be valid by whatever the number of the shares represented therein.

Article (33):

The meeting of the Extraordinary General Assembly shall be valid only if attended by shareholders representing at least half of the company's share capital. In case such quorum is not available in the first meeting, an invitation will be made for a second meeting to be held within (30) thirty days from the date of the first meeting. This meeting shall be announced by the method stated in article (30) hereof. The second meeting shall be valid if attended by a number of the shareholders representing at least quarter of the capital.

Article (34):

Votes in the Ordinary and Extra-Ordinary General Meetings will be accounted for based on one vote per (20) shares. Notwithstanding this, the members of the Board of Directors must not participate in voting on the General Assembly's decisions related to the discharge of their liabilities for their management.

Article (35):

The resolutions of the Constitutional and Ordinary General Meetings shall be issued by the absolute majority of the shares represented in the meeting.

The resolutions of the Extraordinary General Assembly must be issued by a majority of two thirds of the shares represented in the meeting unless the decision is in connection with the increase or decrease of the capital or the extension of the company's term or its dissolution before the expiry of the term specified in its articles of association or its merger in another company or establishment; in such cases the decision shall be valid only if issued by the majority of three quarters of the shares represented in the meeting.



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Article (36):

Each shareholder will have the right in discussing the issues listed in the agenda of the general meeting and enquire and obtain answers about them from the directors and the company's Independent Auditor.

In the preparation of the General Meeting agenda, the Board of Directors have to take into account the matters that the shareholders desire to list in the meeting's agenda.

Shareholders owning a percentage of at least (5%) of the company's share capital may add a matter or more to the General Meeting agenda upon its preparation.

The Board of Directors and the Independent Auditor have to give answers to the shareholders enquiries in a manner that does not prejudice the company's interest. If the shareholder considers that the answer to his/her question is not convincing, he/she may seek a decision from the general meeting and its determination in this regard shall prevail.

Article (37):

The General Meeting shall be headed by the Chairman or the vice-chairman in case of the absence of the chairman. The chairman shall appoint a secretary for the meeting and a collector of votes.

A minutes of the General Assembly meeting shall be prepared including the names of the present and represented shareholders, the number of shares in their possession as principals and proxies, number of votes determined, the decisions taken, the number of supporting and opposing votes, in addition to a detailed summary of the discussions that took place in the meeting. Minutes must be regularly recorded after each meeting in a special register to be signed by the chairman of the meeting and its secretary and votes collector.



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CHAPTER FIVE

External Auditor

Article (38):

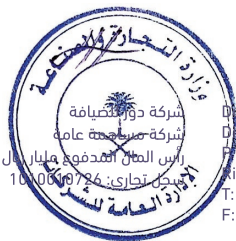
The company may have one or more Certified Accounts who are licensed to practice in Saudi Arabia to be appointed annually by the general meeting determining his/ their fees. An Independent Auditor may be reappointed.

Article (39):

The Independent Auditor will have the right, at any time, to access and examine the company's books and records and any other documents. It may request from the company data or explanations that it deems necessary to obtain and to verify the assets and liabilities of the company.

Article (40):

The Independent Auditor shall provide the annual general meeting of the shareholders with a report including the attitude of the company in enabling it to obtain the data and explanations required by it, and any violations or irregularities to the Saudi Company Law or the company's articles of association as well as its opinion whether such accounts are in consistency with the facts.



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CHAPTER SIX

The company's accounts and dividends distribution

Article (41):

The company's fiscal year shall commence on the first day of January and ends on the last day of December of each year, provided that the first financial year shall start from the date of issuance of the Royal Decree founding the company up to the end of December (Jumada II) of the next year.

Article (42):

At the end of each financial year, the Board of Directors has to prepare an inventory with the value of the company's assets and liabilities on the mentioned date. The Board of Directors shall also prepare the balance sheet and the profit and loss account for the company, along with a report on the activities and operations of the company and its financial position for the lapsing fiscal year. Such report must include the method proposed to distribute the net profits. The Board of Directors have to avail these documents at the disposal of the Independent Auditor at least (45) forty five days from the General Assembly meeting appointment. The mentioned documents, after being signed by the Chairman of the Board of Directors, shall be deposited at the company's headquarters and enable the shareholders to access them at least prior (25) twenty five days from the date of the General Assembly meeting. The Chairman of the Board of Directors have to publish in a newspaper distributed at the legal place of the company, the balance sheet, profit and loss account, a detailed summary of the Board of Directors report, in addition to the full report prepared by the Independent Auditor prior at least (25) days from the date of the General Assembly meeting.

Article (43):

The annual net profits of the company if determined to be distributed, shall be after the deduction of the general expenses and other costs, as follows:

- 1- Zakat duty shall be set aside.
- 2- Setting aside a ratio of (10%) ten percent of the profits to form the



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statutory reserve. The Ordinary General meeting of the shareholders may stop such setting when such reserve reaches (50%) fifty percent of the company's paid up capital.

- 3- A percentage of (5%) from the net profits will also be set aside to form a contingency reserve to be allocated for maintenance works and other purposes determined by the Board of Directors. Setting aside such reserve may be stopped when the mentioned reserve reaches one tenth of the company's capital.
- 4- After then, an initial payment will be distributed from the remainder to the shareholders in a percentage of (5%) five percent of the paid in capital.
- 5- A percentage shall be allocated from the remainder for the Board's remuneration, subject to the rules and regulations issued by the competent authorities. After then, the remainder will be distributed to the shareholders partially or wholly as additional dividends or may be carried forward to the next years.

Article (44):

The dividends must be paid to the shareholders at the place and time determined by the Board of Directors.



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CHAPTER SEVEN

Disputes

Article (45):

Each shareholder will have the right in filing a liability action on behalf of the company against the members of the Board of Directors if the error caused by them would inflict a special damage upon him, provided that the company reserves its right in raising the same action. The shareholder must inform the company of his intent to raise the case.

CHAPTER EIGHT

Dissolution and Liquidation of the Company

Article (46):

Upon the expiry of the company or its dissolution before its specified term, the Extraordinary General Assembly shall decide, upon a proposal of the Board of Directors, the method of liquidation and appoints a receiver (or more) determining its authorities and fees. The powers of the Board of Directors end with the expiry of the company. Notwithstanding this, the Board shall continue managing the company until the appointment of the receiver, and the terms of reference of the company's departments shall be effective to the extent that they do not conflict with the receiver's authorities.



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CHAPTER NINE

General Conditions

Article (47):

This document of the Articles of Association shall be lodged and maintained at the company's Head Office and announced in the Gazette in accordance with the Saudi Company Law.



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