

Number of Company F.

9665/1

THE COMPANIES ACTS 1948 TO 1967

LIST OF DOCUMENTS DELIVERED FOR
REGISTRATION BY AN OVERSEA COMPANY

(Pursuant to section 407 of the Companies Act 1948)

Insert the
Name of the
Company

GULF INTERNATIONAL BANK B.S.C.



Presented by

Presentor's Reference HPJ

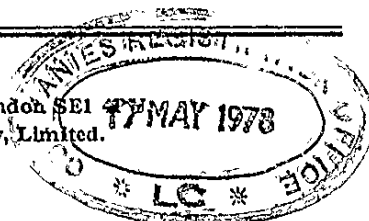
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List of Documents delivered to the Registrar of Companies

GULF INTERNATIONAL BANK B.S.C.

a Company incorporated in * BAHRAIN

and which has a place of business within Great Britain at ST. ALPHAGE

(A) A certified copy of the treaty of organization of Gulf International Bank and a certified translation thereof.

A certified copy of the articles of association and a certified English translation thereof.

(A) A certified copy of the Charter, Statutes or Memorandum and Articles of the Company, or other instrument constituting or defining the constitution of the Company, and, if the instrument is not written in the English language, a certified translation thereof.

The copies and translations (if any) above-mentioned must be certified in the manner prescribed in paragraphs 2 and 5 of the Companies (Forms) Order 1949, as amended (see back of this Form).

(B) A list of the directors and secretary of the Company, containing with respect to the directors and secretary the particulars required by section 407 (2) of the Companies Act 1948.

(C) The names and addresses of some one or more persons resident in Great Britain authorised to accept on behalf of the Company service of process and any notices required to be served on the Company.

NOTE.—This margin is reserved for binding and must not be written across.

for Registration pursuant to section 407 of the Companies Act 1948, by

HOUSE, 2 FORE STREET, LONDON EC2Y 5DA

(B) List of Directors and Secretary of Gulf International Bank.

(c) The name and address of the person resident in Great Britain authorized to accept on behalf of Gulf International Bank service of process and any notices required to be served on the Bank.

**

** Signatures of the persons authorised under section 407 (1) (c) of the Companies Act 1948, or of some other person in Great Britain duly authorised by the Company.

Dated the 16th day of May 1978

NOTE.—This margin is reserved for binding and must not be written across.

F9665/2a

I, ABDUL MAJID HAMEED AL-ANI, Deputy General Manager of Gulf International Bank, Bahrain, make oath and say as follows:-

1. I well understand the English and Arabic languages.
2. The document hereto attached and marked 'A' is a true copy of the Treaty of Organisation and Articles of Association of the Gulf International Bank, Bahrain, Share Company.
3. The second document hereto attached and marked 'B' is a full true and faithful translation of the document marked 'A'.

Sworn at the British Embassy
Bahrain this 18th day of June
1978 before me Robert Canning
Acting British Consul at Bahrain.

Majid
18/6/1978

R. Canning

I Robert Canning, Acting British Consul at Bahrain do hereby certify that the above affidavit was sworn to this day by Abdul Majid Hameed Al-Ani, a person known to me and worthy of credit.

In testimony whereof I have hereunto set my hand and seal this eighteenth day of June 1978 at the British Embassy Bahrain.



Abmad Fu

Certified Translator, M. (1982)
P. O. Box 950 (Safat) 19
KUWAIT

TRANSLATION

F9665/2a

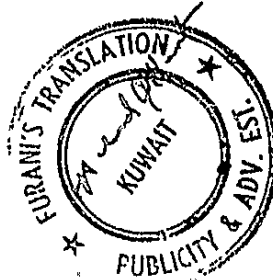
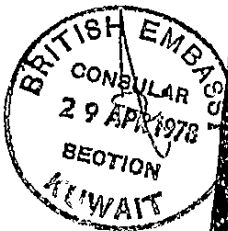


GULF INTERNATIONAL BANK B.S.C.

AGREEMENT OF ESTABLISHMENT

AND

ARTICLES OF ASSOCIATION



T R A N S L A T I O N

-1-

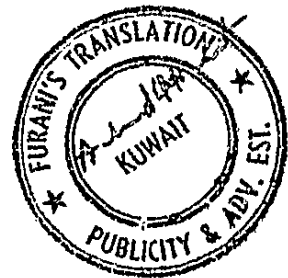
AGREEMENT ESTABLISHING THE GULF INTERNATIONAL BANK "BAHRAINI SHAREHOLDING COMPANY"

Aware of the importance of the investment of some of their funds in banking projects which will be to their benefit and prosperity, the Governments of the States signing this agreement have concurred, in accordance with the agreement signed on November 13th. 1975, and amended on January 20th. 1976, on the following:

Article 1

A Bahraini Shareholding Company called the "Gulf International Bank" shall be established by the undermentioned States:

- Kingdom of Saudi Arabia
- State of Kuwait
- State of the United Arab Emirates
- State of Qatar
- Sultanate of Oman
- State of Bahrain
- Republic of Iraq



Article 2

Basically the Company shall be subject to the provisions of this Agreement and the Articles of Association attached thereto and such provisions shall be in force even if they conflict with the International Law of the Head Office State. In case of the absence of a provision in the Agreement, the common principles contained in laws of the Member States shall be adopted within the limits that these principles comply with the provisions of this Agreement and related Articles of Association.

Article 3

The Head Office and the legal domicile of the Company will be situated in the city of Al-Manama in the State of Bahrain.

The Board of Directors may open representative offices in Member States and may also open branches or agencies or offices outside the Member States.

Article 4

The duration of the Company spans over fifty calendar years starting from the date of promulgation of the law approving of its incorporation and can be extended for further period or periods by a resolution of the Extraordinary General Assembly.

T R A N S L A T I O N

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Article 5

The purpose of the Company shall be to offer, outside Member States, all banking and commercial activities and services for the account of the national banks in these States or for the account of others or jointly therewith, in accordance with the observed banking laws, regulations and procedures.

It may also have an interest or participate in any way with organizations or establishments practicing activities similar to its activities or assist in the achievement of its objectives in States other than Member States or purchase or incorporate them thereto. It may further acquire or establish foreign banks or participate in already existing banks in addition to its right in carrying out any other investments.

Article 6

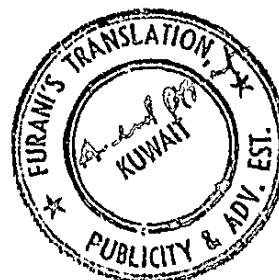
The authorized capital is fixed at forty million Bahraini Dinars, of which twenty eight million Bahraini Dinars were subscribed. The authorized capital shall be divided into four thousand ordinary shares all of which shall be nominal and the value of each will be ten thousand Bahraini Dinars.

Article 7

Shareholders signing this Agreement have agreed to a subscribed capital of:

<u>Subscribing State</u>	<u>Number of Shares</u>	<u>Value in B.D.</u>
Kingdom of Saudi Arabia	400	4,000,000
State of Kuwait	400	4,000,000
State of U.A.E.	400	4,000,000
State of Qatar	400	4,000,000
Sultanate of Oman	400	4,000,000
State of Bahrain	400	4,000,000
Republic of Iraq	400	4,000,000

Subscribers shall effect a down payment of 50% of the total nominal value of the Shares subscribed to within one month from the date of signing this Agreement in an account to be opened for this purpose with a national bank in Bahrain the Head Office State, which amount, shall not be withdrawn except by decision of the Constituent Assembly.



T R A N S L A T I O N

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Article 8

Subscription to the Capital shall be restricted to the Member States, and each of the Member States may by decision of the Extraordinary General Assembly assign to the interest of its nationals, whether natural or legal, a part that will not exceed 49% of its total Shares provided that any of such persons shall not acquire more than 10% of the assigned total number of Shares. The State making such assignment shall represent its nationals to whom the assignment was made and shall vote on their behalf in the General Assemblies provided it will organize its relationship with them as it may deem appropriate.

Article 9

Expenditures, remunerations, and costs the Company shall be liable to pay for its establishment amount approximately to twenty thousand dinars. Such expenditures will be included in the general expenses.

Article 10

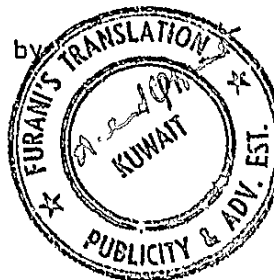
The Head Office State shall exempt:

- 1- The Company's assets, properties, incomes, operations and transactions provided for in this Agreement from all taxes and customs duties.
- 2- The Company's Shares when subscribed to or when circulating from all taxes and duties.
- 3- Commercial Papers issued by the Company, and the profits, interests and commissions accruing therefrom regardless of the owner, from taxes and fees.

Article 11

Company Directors and their deputies, staff and employees in the Head Office State shall enjoy the following:

- a- Judicial immunity in respect of work they perform in their official capacity.
- b- Exemption from immigration restrictions, registration procedures relating to foreigners and monetary control.
- c- Travel facilities.
- d- Exemption of their salaries, remunerations payable by the Company, from taxes.



T R A N S L A T I O N

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Article 12

The attached Articles of Association shall be considered complementary to this Agreement and an integral part of it.

Article 13

This Agreement shall be in force immediately thereafter it is signed.

Written on 11th Zhul Qi'dah 1395 H.
corresponding to 13th November 1975 A.D.

For/Kingdom of Saudi Arabia
Mohammad Aba Al-Khail
Minister of Finance &
National Economy.

For/State of Kuwait
Abdul Rehman Al-Ateeqy
Minister of Finance.

For/State of Qatar
Nasser Ibn Khalid Al-Thani
Minister of Economy & Commerce.

For/State of U.A.E.
Mohammad Al-Habroush
Minister of Finance & Industry.

For/Sultanate of Oman
Mohammad Mousa
Under-Secretary of Finance.

For/State of Bahrain
Mahmoud Ahmed Al-Alawi
Minister of Finance.

For/Republic of Iraq
Dr. Fawzi Al-Qaissi
Minister of Finance.

=====

I certify to the best of my knowledge and ability that the foregoing is a true translation of the attached "Agreement Establishing the Gulf International Bank".

Kuwait,
27/4/1978.



T R A N S L A T I O N

ARTICLES OF ASSOCIATION

THE GULF INTERNATIONAL BANK

"BAHRAINI SHAREHOLDING COMPANY"

CHAPTER I

CONCERNING THE ESTABLISHMENT OF THE BANK

Article 1

A Bahraini Shareholding Company called the "Gulf International Bank" has been established in accordance with this Agreement and the Articles of Association attached thereto.

Article 2

The Head Office and the legal domicile of the Company are situated in the city of Al-Manama in the State of Bahrain. The Board of Directors can open representative offices for the Company in the Member States and can open branches or agencies or offices outside the Member States.

Article 3

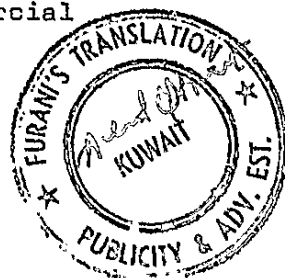
The duration of the Company is fifty calendar years starting from the date of promulgation of the law approving its incorporation. The period may be extended for a further period or periods by decision of the Extraordinary General Assembly.

Article 4

The purposes of the Company are:

To offer, outside the Gulf Member States, all banking and commercial activities and services to the account of the Bank, banks of the Member States, or to the account of others, or jointly therewith, in accordance with the prevailing banking laws, regulations and procedures. Such purposes include the following matters:

- 1- Acceptance of all types of deposits, borrowing, procurement or receipt of funds and advancing of funds with or without security.
- 2- Purchase, sale and discount of all types of commercial papers including commercial bills and guarantees.



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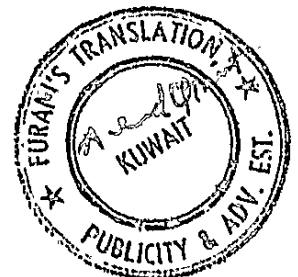
- 3- Acting as consultants for financial investments and provision of general commercial operations, brokerage, financial activities and agencies.
- 4- Lending monies and extending advances and financial facilities.
- 5- Borrowing of funds and settlement of debts.
- 6- Acting as underwriter, originator or intermediary for floatation of shares and bonds, trustee and administrator for private and investment trusts and participating in any other form in financial and money market (either as creditor or investor.)
- 7- The Company is authorized to acquire interest in or participate in any way in institutions engaging in similar activities or institutions that assist in implementation of its objectives in non-member States, or to purchase or affiliate such institutions or incorporate or own these institutions in accordance with interest of the majority (of members).
- 8- The Company may establish branches abroad or acquire or establish foreign banks or participate partially in existing banks.
- 9- Utilization of Company funds in any investment, acquisition and disposition of such investment and handling such investments in any other manner and engaging in activities as owner or investor.
- 10- The Company may carry out any other activities which will realize its objectives as may be decided by the Board of Directors.

CHAPTER II

CAPITAL OF THE COMPANY

Article 5

The Company's Capital has been fixed at forty million Bahraini Dinars of which twenty eight million Bahraini Dinars were subscribed to and divided into four thousand Shares, the value of each Share is ten thousand Bahraini Dinars.



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Article 6

The Company's Shares are nominal and indivisible and may not be acquired by other than the nationals of the Member States.

Article 7

Subscription to the Capital shall be restricted to Member States, and each of the Member States may by decision of the Extraordinary General Assembly assign to the interest of its nationals, whether natural or legal, a part that will not exceed 49% of its total Shares provided that any such person shall not acquire more than 10% of the assigned Shares. The State making such assignment shall represent its Nationals to whom the assignment was made and shall vote on their behalf in the General Assemblies provided it will organize its relationship with them as it may deem appropriate.

Article 8

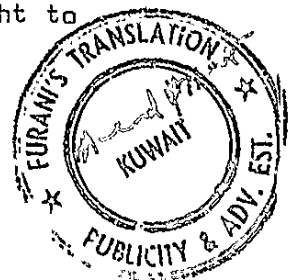
The founders signing this Agreement have subscribed to the issued Capital of the Company in Shares amounting to 2800 Shares divided among them as follows:

<u>Subscribing State</u>	<u>Number of Shares</u>	<u>Value in B.D.</u>
Kingdom of Saudi Arabia	400	4,000,000
State of Kuwait	400	4,000,000
State of U.A.E.	400	4,000,000
State of Qatar	400	4,000,000
Sultanate of Oman	400	4,000,000
State of Bahrain	400	4,000,000
Republic of Iraq	400	4,000,000

Subscribers shall pay 50% of the total nominal value of the Shares subscribed within one month from the date of signing this Agreement in an account to be opened for this purpose with a national bank in Bahrain the Head Office State, which amount, shall not be withdrawn after the establishment of the Company except by decision of the Constituent Assembly, and the balance of the value of the Shares shall be paid on the dates and in the manner which will be determined by the Board of Directors.

Article 9

Any amount not settled at the specified date shall be subject to a compensation to be paid to the Company from the due date at a rate to be agreed upon. The Board of Directors shall have the right to



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sell the Shares which value is not paid in time and the sale shall be for the account of the Shareholder in arrears and on his own responsibility after notifying him of the respite period determined by the Board of Directors and without recourse to any legal procedures. The Board shall collect from the proceeds of the sale the value of instalments due on the Shares as well as the relative interests and charges and then refund the remainder to the defaulting Shareholder. In case the proceeds of the sale are not sufficient to cover the amount owed, the Company shall claim the remainder from the Shareholder.

Article 10

The Board of Directors shall within three months from the date on which the incorporation of the Company is declared to be final deliver to each Shareholder Provisional Certificates which shall be considered as representing the Shares he owns.

The Board shall deliver the Shares within three months from the date of payment of the last instalment and the Shares shall be detached from a book with counterfoils and shall be given serial numbers and signed by two members of the Board of Directors with the Company's Seal affixed thereon.

The Share document must include in particular, the number and date of the Decree authorising the incorporation of the Company, its date of publication in the Official Gazette, the value of the capital, the number of Shares issued and their characteristics, as well as, the object of the Company, its Head Office and duration.

Article 11

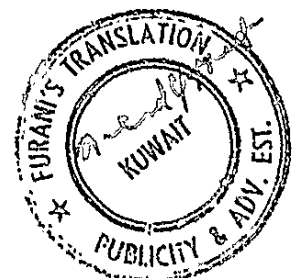
Shareholders shall not be bound to other than the value of each Share and their obligations cannot be increased.

Article 12

Ownership of a Share must imply the acceptance of the Company's Articles of Association and the resolutions of its General Assembly.

Article 13

Each Share shall entitle its owner to an equal proportion in the Company's assets and the profits distributed as specified hereafter, and it is not permissible to issue Shares that will be given several votes.



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Article 14

The Company shall keep a register for recording the names of Shareholders, number of Shares and their serial numbers, and the transaction relating to these Shares.

Article 15

- 1- Individuals are not allowed to transfer the ownership of their Shares except to Nationals of their own State.
- 2- In case of transfer of ownership of Shares to a person other than the Nationals of the Member State by way of inheritance or will, the State of the deceased must purchase such Shares for itself at the market price.

CHAPTER III

MODIFICATIONS OF COMPANY'S CAPITAL

Article 16

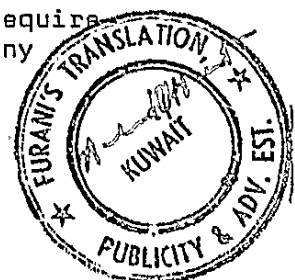
The authorized Capital of the Company may be increased once or more by the issue of new Shares or by the transfer of the reserve fund to Shares by a resolution of the Extraordinary General Assembly, which resolution must contain the conditions of the new Shares and provided that the instalments of the original Shares are paid in full.

New Shares may be issued at less than the nominal value, and if issued at more than the nominal value, the difference must be added to the general reserve after the payment of the subscription expenditures. Each Shareholder shall have the priority to subscribe to a portion of the new Shares in proportion to the number of his Shares. A fifteen-day period from the date of invitation to the Shareholders to subscribe shall be granted to avail them of the practice of such right of priority.

In the event of the availability of a surplus number of Shares they should be equally distributed among Member States, and the provisions for the original subscription shall apply to the new Shares.

Article 17

The Company may, by decision of the Extraordinary General Assembly, reduce its Capital if it becomes in excess of its requirements or in the case of the occurrence of a loss and the Company



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decides to reduce the Capital to the limit of the actual value available, but provided the paid Capital under no circumstances shall be less than 500,000 Bahraini Dinars. Reduction may be effected through one of the following methods:

- a- Reducing the nominal value of the Shares by cancelling the obligation for the payment of the undue instalments.
- b- Reducing the nominal value of the Shares by cancelling a part of the paid price equivalent to the amount of loss, if such a loss is incurred by the Company, or by returning a part thereof, if the Company finds that its Capital exceeds its needs.

No decision on the reduction shall be issued except after the reading of the Accounts Auditor's Report on the reasons urging such a reduction, and the obligations falling upon the Company and the effect of the reduction on such obligations.

CHAPTER IV

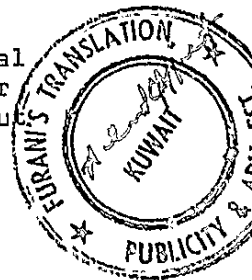
MANAGEMENT OF THE COMPANY

Article 18

- 1- The Management of the Company shall be assumed by a Board of Directors composed of fourteen members. Each of the Member States appoints two members as its representatives on this Board.
- 2- Each of the Member States shall be held responsible before the Company and others for the acts of its representatives.
- 3- If the distribution of Shares among the Member States is substantially changed, the Extraordinary General Assembly may recompose the number of representatives of each Member State on the Board.

Article 19

- 1- Members of the Board of Directors shall be appointed for a term of three years and may be reappointed for a further period or periods.
- 2- No Member of the Board of Directors, in his personal capacity, may be a member of the board of a similar or competitive company. He may not, also, carry out



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any activities that are similar or competitive to those carried out by the Company. He may not, also, have any direct or indirect interest in the contracts and deals concluded by the Company with others and he may not have an interest that is in conflict with the Company's interest without obtaining a permit in respect thereof from the General Assembly.

Article 20

- 1- The Members of the Board shall by way of secret balloting, elect from among themselves the Chairman and Deputy Chairman of the Board for a three-year term and provided that they are not from one State.
- 2- The Chairman of the Board of Directors shall be the Company's representative before the law and the third parties, and his signature shall be considered as that of the Board of Directors, and he must implement the decisions taken by the Board and comply with its recommendations. In case of absence of the Chairman or of his being unable to attend to his duties for any reason, the Deputy Chairman shall assume his responsibilities.

Article 21

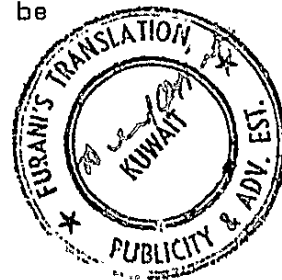
The Board of Directors shall appoint an Executive Committee from among its members to lay down the Bank's executive policy and to control its implementation.

Article 22

The Board of Directors shall appoint a General Manager for the Company and determine his duties, responsibilities and salary. The Board may appoint a Secretary to assume the Board's secretarial functions.

Article 23

- 1- The Board of Directors shall convene once at least every three months at the invitation of the Chairman, and the meeting of the Board may be called for by a number of its members representing three States at least.
- 2- Meetings of the Board shall be held in the Head Office of the Company or in any other place that will be chosen by the Board.



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- 3- Where any of the Members of the Board of Directors becomes unable to attend any of the meetings of the Board, he shall have the right to ask one of the other Members to act on his behalf, provided a written request for such representation is made. No Member of the Board of Directors, in addition to himself, may represent more than one Member.
- 4- The quorum of Board meeting requires attendance of the majority of members or their representatives.
- 5- The Chairman of the Board of Directors may, when necessary, make decisions by way of Consultations through letters or telegrams, and such decisions taken in this manner, shall be approved in the first meeting of the Board of Directors, and shall be recorded in the minutes of such meeting.

Article 24

Decision of the Board of Directors shall be issued by the majority of Members present, and where the votes happen to be equal, the side with the Chairman shall prevail. A special register shall be prepared wherein the minutes of the meetings of the Board shall be recorded and signed by the Chairman. The opposing Member may ask for his opinions to be recorded.

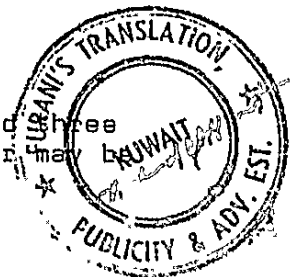
Article 25

The Board of Directors may practise all the activities required by the Management of the Company in conformity with its objectives, with the exception of such activities explicitly reserved in these Articles of Association to the General Assembly.

The Board of Directors in general is entitled the power of supervision over the Company's affairs and the conduct of its affairs and the laying down of the policy it follows. And the Board of Directors is entitled to, also, issue the decisions and bylaws concerning any internal regulations relative to the Company's operations, the financial and administrative affairs, the Company's staff regulations and the appointment of committees and sub-committees and the determination of their authorities and activities, and shall have the right to lay down the other regulations which are deemed adequate to achieve the objectives for which the Company has been established.

Article 26

Where any of the Members of the Board does not attend three consecutive meetings without a legitimate reason, that member may be



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considered as resigning and the Board of Directors shall notify the State he belongs to, in order that the said State may appoint another Member to replace him.

Article 27

The Ordinary General Assembly shall determine the remunerations for Members of the Board of Directors, and the assessment of the total of such remunerations may not exceed 10% of the net profit, after the deduction of allocations of all kinds and the reserves specified under the provisions of these Articles of Association and the distribution of a profit not less than 5% of the Capital among the Shareholders. The remunerations shall be distributed among Members of the Board of Directors by decision to be issued by the Board in this respect.

Article 28

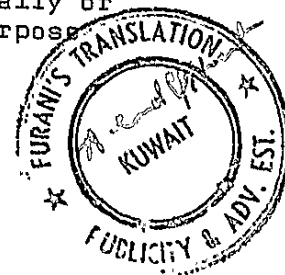
Members of the Board of Directors shall not be bound by any personal obligation relating to the Company by reason of performance of the duties of their positions within the limits of their representation.

Article 29

The Chairman of the Board of Directors, his Deputy, or the General Manager of the Company may not breach any of the provisions of the Agreement and its annexes and each of them shall be considered responsible under Law of the Head Office State and the Law of the State of which he bears nationality, for the accurate execution of his representation relating to the Company whether personally or jointly as the case may be. And the Company or the Head Office State with the observation of notifying the State of the Member or the State of which he is national, shall have the right to take such legal actions to file a liability or criminal case in the event of his violation of the provisions of this Agreement or its annexes or in the event of any one of them committing a violation to the management of the Company.

Article 30

The Chairman of the Board of Directors, his Deputy or any other member appointed by a Board resolution are authorized to sign singly on behalf of the Company. The Board of Directors in accordance with the proposal of the Chairman may appoint assistants, managers and authorized persons and determine their authorities and may authorize them to sign on behalf of the Company individually or jointly and the Board of Directors may authorize for this purpose the Chairman or any other Member.



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Article 31

The Board of Directors should in each fiscal year, and within four months at least from the date of its expiry, prepare the Balance Sheet of the Company and the Profit and Loss Account in accordance with the accounting practices.

Article 32

The Board of Directors shall forward by registered mail, a copy of the Balance Sheet, the Profit and Loss Account, a full Account of its report and a complete text of the report of the Auditors to each Shareholder, at least six weeks before the date of the General Assembly's meeting.

Article 33

The Board of Directors shall lay down the bylaws of the Company and its staff regulations.

CHAPTER V

GENERAL ASSEMBLY

Article 34

The properly formed General Assembly should represent all the Shareholders.

Article 35

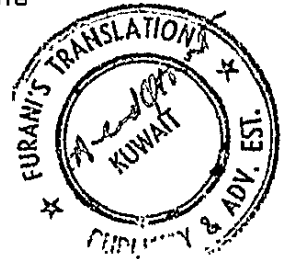
Invitation to attend meeting of the General Assembly shall be forwarded to the Shareholders regardless of their capacities, by registered letters, which invitations, should include the Agenda. The founders shall prepare the Agenda of the General Assembly's meeting as a Constituent Assembly, whereas the Board of Directors shall prepare the Agenda of the General Assembly's meeting as an Ordinary or Extraordinary General Assembly.

Article 36

In cases where the General Assembly may be held at the request of the Shareholders or the Auditors, the Agenda shall be prepared to include only the request for holding the General Assembly and no other matters, not listed in the Agenda, may be discussed.

Article 37

Each Shareholder shall have a number of votes equivalent to his number of Shares, and decisions shall be issued by the absolute majority of Shares represented in the meeting. Representatives may



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attend the General Assembly provided the representation is privately made and established in writing. No member may take part in voting for himself or the member he represents in matters to a special benefit for himself or in a dispute arising between him and the Company.

Article 38

The meeting of the General Assembly shall be presided over by the Chairman of the Board of Directors or his Deputy or any person delegated by the Board of Directors or by the General Assembly for that purpose. The meeting shall be in quorum if attended by a number of Shareholders representing more than half of the Shares and if the quorum is not met, an invitation shall be forwarded for a second meeting to be held within 30 days from the date assigned for the first meeting. The second meeting shall be considered in quorum regardless of the number of attendants.

Article 39

Resolutions of the Ordinary General Assembly's meeting shall be issued by the absolute majority of Shares represented.

Article 40

Voting in the General Assembly shall be made in the manner determined by the president of the meeting, unless another specific manner is decided by the General Assembly.

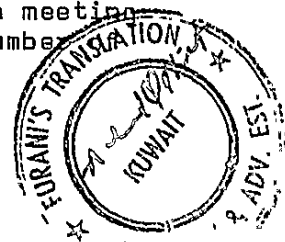
Article 41

Shareholders shall meet within thirty days from date of publication of the Agreement establishing the Company and its Articles of Association in the Official Gazette of the State of Bahrain, in the capacity as the Constituent General Assembly, to discuss all the procedures of establishment and to pursue the supporting documents thereof. The Assembly shall make sure of the soundness of the procedures and their conformity with the regulations of the Agreement establishing the Company and its Articles of Association and the Auditors. The appointment of the members of the Board of Directors shall be announced in the General Assembly.

Article 42

The Ordinary General Assembly shall convene at the request of the Board of Directors once at least in a year and within three months from the date of expiry of the Company's fiscal year.

The Board of Directors may call this Assembly for a meeting whenever deemed necessary, and upon being requested by a number



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Shareholders possessing not less than one third of the Capital, the Board must call the Assembly for a meeting.

Article 43

The Ordinary General Assembly's meeting shall be concerned with all Company matters except those matters reversed by the Law or by these Articles of Association to the Extraordinary General Assembly (or to the Constituent Assembly's meeting).

The Assembly's concern involves its looking into the processing of the Company's activities, the approval of the closing Account, as well as, the Profit and Loss Account and the reports of the Board of Directors and Auditors, and the appointment of the Auditors and the determination of remunerations of the Board of Directors and the Auditors and the proposals for the distribution of profits.

Article 44

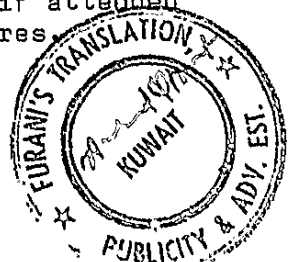
- 1- Resolutions issued by the General Assembly in accordance with the Law and the Company's Articles of Association, shall be binding to all Shareholders, whether they attended the meeting during which the resolutions were taken or not and whether they approved or disapproved of such resolutions taken.
- 2- The Board of Directors must implement the General Assembly's resolutions.

Article 45

The Extraordinary General Assembly shall convene at the request of the Board of Directors or in accordance with a written request of Shareholders possessing not less than half the number of the Company's shares, and in this case the Board of Directors must call for the Assembly's meeting within one month from the date of receipt of the request therefor.

Article 46

- 1- The Extraordinary General Assembly's meeting shall not be in quorum unless it is attended by Shareholders representing three quarters of the Company's Shares and the resolutions shall be taken by two-thirds of the Shares of attendants. If this quorum is not met, invitation shall be made for a second meeting to be held within thirty days from the date of the first meeting and it will be in quorum if attended by Shareholders representing more than half the Shares.



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- 2- If this quorum is not met for the second meeting, or for the soundness of the resolutions to be taken therein, in accordance with the provisions of the previous paragraph, an invitation shall be made for a third meeting which will be held after the expiry of three months from the date of invitation for the second meeting and the third meeting will be considered in quorum regardless of the number of attendants.

Resolutions in the third meeting shall be passed by the majority of votes of the attendants.

Article 47

The following matters shall only be considered by the Extraordinary General Assembly:

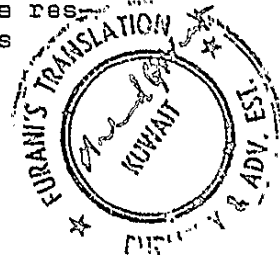
- 1- Amendment of the Memorandum of the Company or the Articles of Association.
- 2- Sale of the whole project carried out by the Company or the disposal thereof in any other way.
- 3- Dissolution of the Company or its amalgamation with another company or body.
- 4- Increase or reduction of the Capital.
- 5- Increase or diversification of the objects of the Company.
- 6- Liquidation of the Company.
- 7- Issue of other categories of Shares other than the Ordinary Shares.
- 8- Assignment by a Shareholder of a part of his allotment.
- 9- Change of the name of the Company.

CHAPTER VI

ACCOUNTS OF THE COMPANY

Article 48

The Company shall have one Auditor or more from the legal accountants. He (or they) shall be appointed and his (or their) remunerations fixed by the General Assembly, and he shall be responsible for auditing the accounts of the fiscal year he was appointed for.



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Article 49

The Company's fiscal year shall start on the first day of January and shall end on the 31st day of December of each year with the exception of the first fiscal year of the Company, which year, shall begin as of the date of announcement of the final incorporation of the Company by its registration in the Commercial Register and shall end on the 31st day of December of the following year.

Article 50

The Auditor shall have the right to pursue, at all times, all the Company's books, records and documents and to ask for data deemed necessary and he shall have the right also to verify the Company's assets and commitments. In the event of being unable to use such authorities, he shall establish that fact in writing in a report to be submitted to the Board of Directors and which will be presented to the General Assembly, and he shall have the right to call for the meeting of the General Assembly for this purpose.

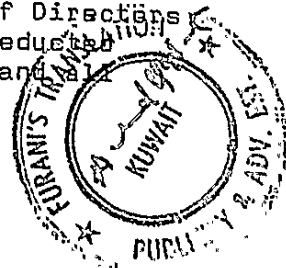
Article 51

The Auditor shall submit to the General Assembly a report showing as to whether or not the Balance Sheet and the Profits and Loss Accounts are in conformity with the actual situation and give a clear view of the true financial situation of the Company: whether the Company keeps proper organized accounts; whether the inventory is conducted in accordance with the observed methods, whether the data contained in the report of the Board of Directors is in agreement with the contents of the Company's Books; whether certain violations have been committed in respect of the provisions of the Company's Articles of Association or the provisions of the Law during the fiscal year to the extent that would affect the Company's activity or its financial position; and he shall indicate whether or not such violations still exist according to the information made available to him.

The Auditor shall be held responsible for the accuracy of the data included in his report in his capacity as the representative of all the Shareholders. Each Shareholder shall have the right to discuss, during the meeting of the General Assembly, with the Auditor whatever was contained in his report and request his explanation therefor.

Article 52

A certain percentage to be determined by the Board of Directors in accordance with standard accounting practices, shall be deducted from gross profit to cover amortization of Company's assets and



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types of provisions and compensation for depreciation and to meet obligations of the Company under Labour Laws. These funds are to be used for purchase of materials, equipment, premises and for maintenance, and may not be distributed to Shareholders.

Article 53

Net profits shall be distributed as follows:

- 1- 10% shall be deducted for allocation to the account of obligatory reserve.
- 2- Another 10% shall be deducted to be allocated to the account of the voluntary reserve.
- 3- The necessary amount shall be deducted for the distribution of the first portion of the profits at the rate of 5% to the Shareholders in respect of the amounts paid from the value of their Shares.
- 4- Following the above-stated deductions, a percentage not exceeding 10% of the remainder shall be allocated for remunerations of the Board of Directors in accordance with a proposal by the Board of Directors.
- 5- The balance amount shall be distributed among Shareholders or the Board of Directors may suggest the carrying forward of the undistributed profits to the following year or their allocation for the formation of extraordinary funds for reserve or depreciation.

Article 54

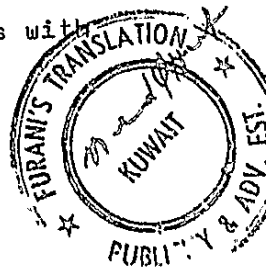
Dividends to Shareholders shall be paid in the place and on dates which will be determined by the Board of Directors.

Article 55

The voluntary reserve fund shall be used in accordance with a decision of the Board of Directors in a way that is most beneficial to the interests of the Company, and this reserve may not be distributed among Shareholders yet it may be used to insure the distribution of profits among Shareholders upto 5% in years when Company profits do not permit the insurance of this percentage.

Article 56

The Board of Directors may deposit some of its funds with a Bank or Banks specified by the Board of Directors.



CHAPTER VII

LIQUIDATION OF THE COMPANY

Article 57

- 1- In case of dissolution of the Company, its liquidation shall be carried out by liquidators who will be appointed by the General Assembly and such liquidators shall have widest authority to investigate the Company's assets and liabilities and the General Assembly shall determine their remunerations.
- 2- Upon the appointment of the liquidators, the authorities of Members of the Board of Directors shall be terminated and the General Assembly shall remain in existence in order to approve the conditions of the liquidation and to give the acquittance to the liquidators.

The General Assembly shall be presided over by the person appointed in each meeting called for by the liquidators.
- 3- Following the settlement of the Company's obligations and the refunding of the Shares value, the balance should be distributed among the Shareholders in proportion with the nominal amount of the Shares they possess.

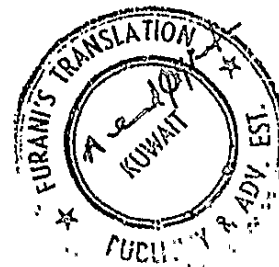
CHAPTER VIII

ARBITRATION

Article 58

In the event of a dispute arising between the Company and one of the Member States or among the Member States themselves, the dispute shall be presented to an Arbitration Committee composed of three Members, each party to the dispute shall choose an arbitrator and the two arbitrators shall choose a third arbitrator from States other than the parties to the dispute.

The third arbitrator shall determine the place and time for the arbitration and procedures for the settlement of the dispute. IN case of disagreement of the arbitrators appointed by the parties to the dispute, the decision of the third arbitrator shall be final and binding to the parties to the dispute and may not be appealed.



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CHAPTER IX

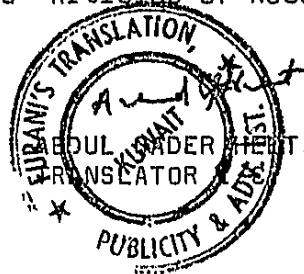
TERMINAL PROVISIONS

Article 59

The founders of the Company shall choose a Seal to bear the name of the Company and which be used for the sealing of documents which the Board of Directors of the Executive Committee may deem necessary or desirable.

I certify to the best of my knowledge and ability that the foregoing is a true translation of the attached "Articles of Association" of The Gulf International Bank.

Kuwait,
27/4/1978.



No. 455/78

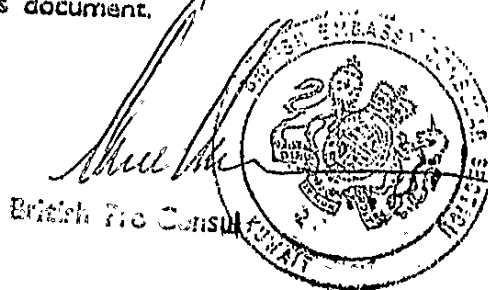
Seen for the authentication/
legalisation of the seal/ MARKED 'A'
signature of MR. ABDEL QADER AL-HEBT,
CERTIFIED TRANSLATOR,

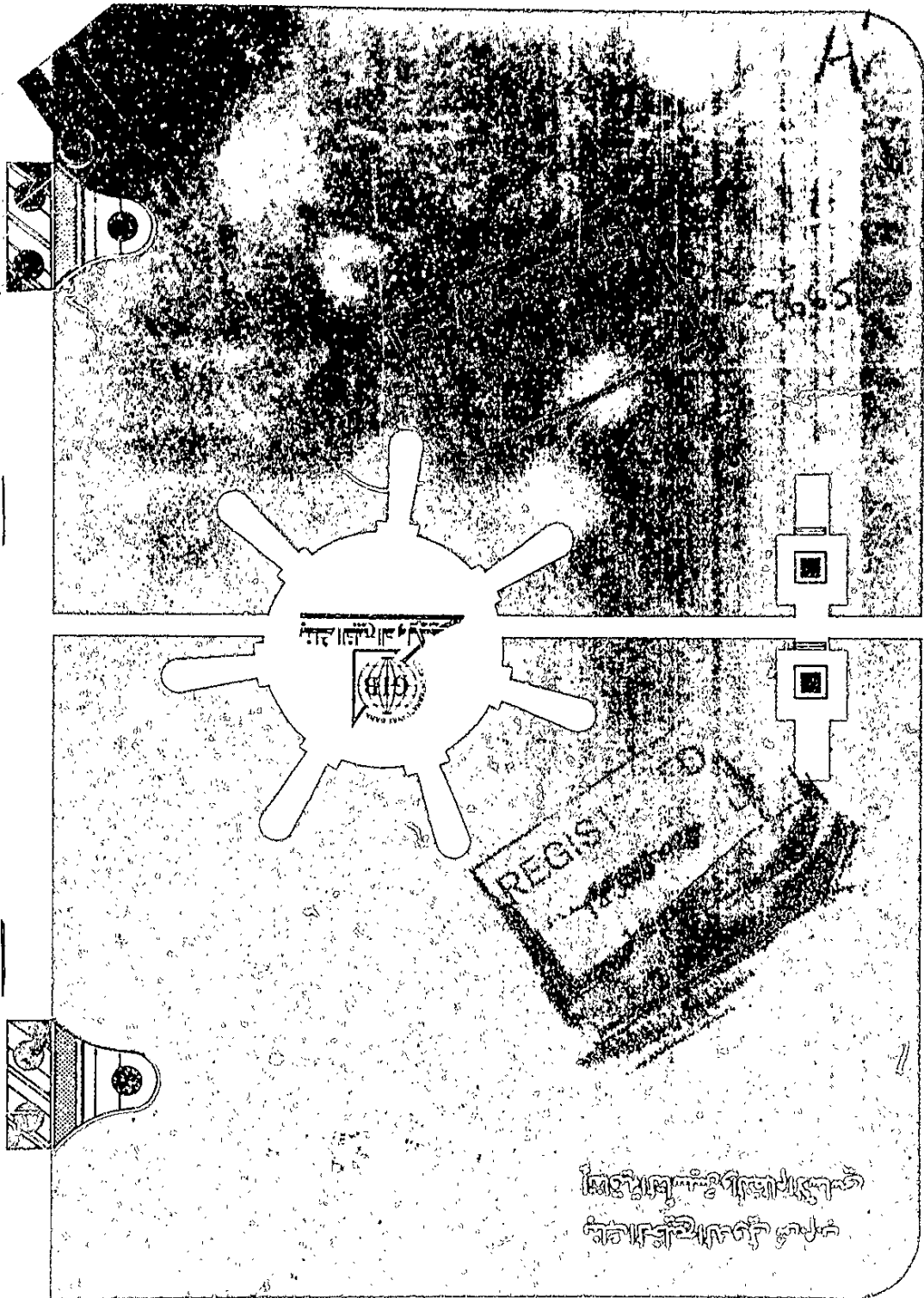
OF FURANI'S TRANSLATION, PUBLICITY
& ADVERTISING EST., KUWAIT,
at the Consular Section

British Embassy Kuwait

this 29th day of APRIL

1978, No responsibility is accepted for the
contents of this document.





မြန်မာနိုင်ငံတော်
ပြည်ထောင်စု

ويبلغ المكتوبون خمسين في المائة من كامل القيمة الاسمية للسهم الصادر وذلك خلال شهر واحد من تاريخ التوقيع على هذه الاتفاقية في حساب يفتح لهذا الغرض لدى بنك البحرين الوطني في دولة قطر ، ولا يجوز سحب هذا المبلغ الا بقرار من الجمعية التأسيسية .

مادة ٨-

يقتصر الاكتتاب في رأس المال على الدول الاعضاء ، ويجوز لكل دولة من الدول الاعضاء بقرار من الجمعية العامة غير العادية ان تتنازل لصالح مواطنيها من الأشخاص الطبيعيين أو الاعتباريين عن جزء لا يجاوز ٩/٩٠ من مجموع أسهمها بشرط ألا يزيد ما يمتلكه أي شخص من التنازل اليهم عن ١٠٪ من مجموع الأسهم المتنازل عنها . ويقوم الدول المتنازلة بتسهيل مواطنيها التنازل اليهم والتصويت نيابة عنهم في الجمعيات العمومية على أن تقوم بتنظيم علاقاتها بهم وفق ما تراه مناسبة .

مادة ٩-

المصروفات والتفقات والاجور والكاليف التي تتلزم الشركة بأدائها بسبب تأسيسها في مبلغ ٢٠٠٠٠ دينار تقريباً . وتحسب هذه المصروفات ضمن المصروفات العمومية .

مادة ١٠-

تنفي دولة قطر :
١ - موجودات الشركة وأموالها ودخلها وعملياتها وصفتاتها التي تنص عليها هذه الاتفاقية من جميع الضرائب والرسوم الجمركية .

٢ - أسهم الشركة عند إصدارها ودانها من جميع الضرائب والرسوم .

٣ - الأوراق المالية التي تصدرها الشركة والأرباح والفوائد والعمولات الناتجة عنها وما شابهها إذا كان مالكيها من الضرائب والرسوم .

مادة ١١-

يقتنع الديونون وذوائبهم وموظفو الشركة ومستخدموها في دولة قطر بما يلي :
١ - الحصانة القضائية فيما يتعلق بالأعمال التي يقومون بها بصفتهم الرسمية .

مادة ١٢-

مدة الشركة خمسون سنة ميلادية تبدأ من تاريخ صدور القانون المرخص بتأسيسها، ويجوز إطالة هذه المدة لمدة أو مدد أخرى بقرار من الجمعية العمومية غير العادية .

مادة ١٣-

اغراض الشركة القيام خارج الدول الاعضاء بجميع الاعمال والخدمات المصرفية والتجارية لحساب البنوك الوطنية في تلك الدول أو لحساب الغير أو بالاشتراك معها وذلك طبقاً للقوانين والأنظمة والإجراءات المصرفية الرعية ، كما يجوز أن تكون لها مصالح أو أن تشترك بأي وجه من الوجوه مع الهيئات أو المؤسسات التي تزاول أعمالاً شبيهة بالأعمال التي تقوم بها أو التي تعارضها على تحقيق اغراضها في الدول غير الاعضاء أو أن تشتركها أو أن تلحقها بها . ويجوز لها أيضاً أن تمتلك أو تكتسب بنوكاً اجنبية أو تساهم في بنوك قائمة فضلاً عن حقها في القيام بأية استثمارات أخرى .

مادة ١٤-

حدد رأس المال المصرح به بمبلغ أربعين مليون دينار بحريني والصادر منه مبلغ ثمانية وعشرين مليون دينار بحريني . ويوزع رأس المال المصرح به على أربعة آلاف سهم عادي كلها اسمية قيمة كل منها عشرة آلاف دينار بحريني .

مادة ١٥-

اكتتب المؤسسون الموقعون على هذه الاتفاقية في أسهم الشركة

الصادر على الوجه الآتي :

عدد الاسهم	القيمة بالدينار البحرينى
٤٠٠	٤٠٠٠٠٠٠
٤٠٠	٤٠٠٠٠٠٠
٤٠٠	٤٠٠٠٠٠٠
٤٠٠	٤٠٠٠٠٠٠
٤٠٠	٤٠٠٠٠٠٠
٤٠٠	٤٠٠٠٠٠٠
٤٠٠	٤٠٠٠٠٠٠
٤٠٠	٤٠٠٠٠٠٠
٤٠٠	٤٠٠٠٠٠٠
٤٠٠	٤٠٠٠٠٠٠
٤٠٠	٤٠٠٠٠٠٠

سلطنة عمان
دولة البحرين
الجمهورية العراقية

النظام الأساسي لبنك الخليج المصرفي مركز مساهمة بحرينية



في تأسيس البنك

مادة (١)

تأسست بموجب هذه الاتفاقية والنظام الأساسي المرفق بها شركة مساهمة بحرينية تسمى « بنك الخليج الدولي » .

مادة (٢)

مركز الشركة الرئيسي ومقرها القانوني في مدينة المنامة بدولة البحرين ، ويجوز لمجلس الإدارة أن ينشئه لها مكاتب تمثيل في إحدى الدول الاعضاء ، كما يجوز له أن ينشئه فروعاً أو توكيلات أو مكاتب في خارج الدول الاعضاء .

مادة (٣)

مدة الشركة خمسون سنة ميلادية تبدأ من صدور القانون المخصص بتأسيسها ، ويجوز اطالة هذه المدة لمدة أو مدد أخرى بقرار من الجمعية العمومية غير العادية .

وك

ب - الاعفاء من قيود الهجرة واجراءات التسجيل المتعلقة بالاجانب والرقابة على النقد .

ج - التسهيلات الخاصة بالسفر .

د - الاعفاء من الضريبة على مرتباتهم ومكافاتهم التي يتقاضونها من الشركة .

مادة ١٢ -

يقتصر النظام الأساسي المرافق مكملاً للاتفاقية وجزءاً لا يتجزأ منها .

مادة ١٣ -

تعتبر هذه الاتفاقية نافذة بمجرد التوقيع عليها .

تحريراً في ١١ ذو القعدة ١٣٩٥ هـ
الموافق ١٢ نوفمبر ١٩٧٥ م

عن دولة الكويت
عبد الرحمن النعيمي
وزيد المالكي

عن المملكة العربية السعودية
محمد أبا الخيل
وزيد المالكي والاقتصاد الوطني

عن دولة قطر
ناصر بن خالد آل ثاني
وزيد الاقتصاد والتجارة

عن دولة البحرين
محمود احمد المسموي
وزيد المالكي

عن سلطنة عمان
محمد موسى
وكيل المالية

عن الجمهورية العراقية
الدكتور فوزي النعيمي
وزيد المالية

أسماء الشركة

مادة (9)

حدد رؤساء الشركة بمبلغ أربعين مليون دينار بحريني ، الصالح منه مبلغ ثمانية وعشرون مليون دينار بحريني موزع على أربعة آلاف سهم قيمة كل سهم عشرة آلاف دينار بحريني .

مادة (٣١)

اسهم الشركة اسية غير قابلة للتجزئة ، ولا يجوز لغني من ملطي الدول الاعضاء تملكها .

مادة (٧)

يقتصر الاكتتاب في رأس المال على الدول الاعضاء ، ويجوز لكل دولة من الدول الاعضاء بقرار من الجمعية العامة غير العادية أن تتنازل لصالح مواطنيها من الاشخاص الطبيعيين أو الاعتباريين عن جزء لا يتجاوز ٤٩٪ من مجموع أسهمها بشرط ألا يزيد ما يمتلكه أي شخص من التنازل اليهم عن ١٠٪ من مجموع الاسهم المتنازل عنها ، وتقوم الدولة المتنازلة بتفصيل مواطنيها المتنازل اليهم والتصويت نيابة عنهم في الجمعيات العمومية على أن تقوم بتنظيم علاقاتها بهم وفق ما تراه مناسبة .

مادة (٨)

اكتب المؤسسون على هذه الاتفاقية في رؤساء الشركة الصانين باسم عددها ٧٨٠٠ سهم موزعة فيما بينهم على النحو التالي : -

الدولة	عدد الاسهم	القيمة الاسمية
المملكة العربية السعودية	٤٠٠	٤٠٠٠٠٠٠
دولة الكويت	٤٠٠	٤٠٠٠٠٠٠
دولة الامارات العربية المتحدة	٤٠٠	٤٠٠٠٠٠٠
دولة قطر	٤٠٠	٤٠٠٠٠٠٠
سلطنة عمان	٤٠٠	٤٠٠٠٠٠٠
دولة البحرين	٤٠٠	٤٠٠٠٠٠٠
الجمهورية العراقية	٤٠٠	٤٠٠٠٠٠٠

مادة (٩)

الاغراض التي استست من اجلها الشركة

القيام خارج دول الخليج الاعضاء بكافة الاعمال والخدمات المصرفية والتجارية لحساب البنك ، أو بترك الدول الاعضاء أو لحساب الغير أو بالاشتراك معها وذلك طبقاً للتوازن واللائحة والجراءات المصرفية العربية، وتشمل الاغراض الامور التالية : -

١ - استلام الودائع بجميع انواعها واقتراض وتبديل أو استلام الاموال واقتراضها ومضحا كالتأمين بضمن أو بدون ضمان .

٢ - التعامل في بيع وشراء وحسم الاوراق المالية بجميع انواعها ، بما في ذلك الكميات التجارية والضمانات .

٣ - العمل كمستشارين ماليين للاستثمارات المالية والقيام بصورة عامة بجميع الاعمال التجارية والسمسرة والاعمال المالية والوكالات .

٤ - اقراض الاموال ومنح الائتمان والتسهيلات المالية .

٥ - اقتراض الاموال وتسييد الديون .

٦ - العمل كضامن أو منشيء أو وسيط لاصدارات الاسهم والسندات وفي رعاية وادارة الامانات القربية والاستثمارية والاشتراك بآني شكل اخر في الاسواق الراسمالية والتقنية (سواء دين أو مساهم) .

٧ - يحق للشركة ان تكون لها مصلحة أو ان تشترك بأي وجه من الوجوه مع الهيئات التي تزارل المجالات الشبيهة باعمالها أو التي تعالجها على تحقيق غرضها في الدول الاعضاء أو ان تشتريها أو تملكها بها . وأن تدمج هذه الهيئات أو تملكها حسبما تقتضي مصلحة الاكثر .

٨ - وللشركة ان تنشئ لها فروعاً في الخارج أو ان تملك أو تؤسس بترك اجنبية أو تساهم جزئياً في بترك قائمة .

٩ - استثمار اموال الشركة في أية استثمارات وتملك وبيع هذه الاستثمارات والتعامل بها بأية طريقة اخرى ومزاولة النشاط كسركة مالكة أو مستثمرة .

١٠ - ويجوز للشركة القيام بأية أعمال أخرى تستهدف تحقيق اغراضها حسبما يقرره مجلس الادارة .

كل سهم يخول الحق في حصة مماثلة لحصة غيره بلا تمييز في ملكية موجودات الشركة وفي الأرباح المتسمة على الوجه المبين فيما يند ، ولا يجوز إصدار سهم تغطي أصواتاً متعددة .

مادة (١٤)

تحتفظ الشركة بسجل تتكون فيه أسماء المساهمين وأرقام الأسهم وعددها والتصرفات التي تجرى على الأسهم المذكورة .

مادة (١٥)

١ - لا يجوز للأفراد نقل ملكية أسهمهم إلا إلى مواطنين من نفس الدولة التي يتمتعون اليها .

٢ - وإذا انتقلت ملكية أسهم إلى شخص من غير مواطني الدولة المضى بطريق الإرث أو الرضعة ، فإن على دولة الترفي أن تثبت نفسها لنفسها بسعدها في السوق .

تعديلات أسعالم الشركة

مادة (١٦)

يجوز زيادة رأسمال الشركة المصريح به مرة واحدة أو أكثر بأصهار أسهم جديدة أو بتحويل المال الاحتياطي إلى أسهم ، وذلك بقرار مسن الجمعية العامة غير العادية ، تحدد فيه شروط الأسهم الجديدة ويشترط أن تكون أقساط الأسهم الأصلية قد دفعت كاملة .

• ويجوز إصدار الأسهم الجديدة بأقل من قيمتها الاسمية وإذا صدرت بأكثر من ذلك أخيف الفرق حتما إلى الاحتياطي العام بعد وفاة حصروقات الأصهار - ولكن مساهم الأوكرية في الاكتتاب بحصة من الأسهم الجديدة متناسبة مع عدد أسهمه ويتفق لممارسة حق الأوكرية مدة خمسة عشر يوما من تاريخ دعوة المساهمين لذلك .

وفي حالة توفر فائض من الأسهم توزع على السحول الأعضاء بالتساوي وتسري أحكام الاكتتاب الأصلية على الأسهم الجديدة .

ويبلغ المكتتبون ٥٠٪ من كامل القيمة الاسمية للأسهم المصاردة خلال شهر واحد من التوقيع على هذه الاتفاقية في حساب يفتح لهذا الغرض لدى بنك البحرين الوطني في دولة اللر ، ولا يجوز سحب هذا المبلغ بعد تأسيس الشركة إلا بقرار من الجمعية التأسيسية، ويتم الوفاء في باقي قيمة الأسهم في ألواعيد وبالطريقة التي يحددها مجلس الإدارة .

مادة (٩)

كل مبلغ يتأخر إداره عن الميعاد المحدد يدفع عنه توفيز للشرعة بنسبة يتفق عليها من يوم استحقاقه ، ويحق لمجلس الإدارة أن يقوم ببيع الأسهم المتأخر أداء المستحق من قيمتها لحساب المساهم المتأخر عن الدسم وعلى ذمته وتحت مسؤوليته وذلك بعد إخطاره ضمن مهلة يحددها مجلس الإدارة ودون أية إجراءات قانونية ، ويستقفي من ثمن البيع بالأوكرية على جميع الدائنين الاقسط التي لم تسدد والفوائد والتفقات ويسرد الباقي للمساهم - فإذا لم يكف ثمن البيع رجعت الشركة بالباقي على المساهم .

مادة (١٠)

يسلم مجلس الإدارة لكل مساهم خلال ثلاثة أشهر من تاريخ إعلان قيام الشركة نهائيا شهادات مؤقتة تقم مقام الأسهم التي يملكها .

ويسلم المجلس الأسهم خلال فترة ثلاثة أشهر من تاريخ وفاة القسط الأخير ، وتستخرج الأسهم من دفتر ذي قسائم وتغطي أرقاما مسلسلة ويوقع عليها عضوان من أعضاء مجلس الإدارة وتختتم بخاتم الشركة ، ويجب أن يتضمن سند السهم على الإخص رقم وتاريخ الرسم الصادر بالتفخيص في تأسيس الشركة وتاريخ نشره في الجريدة الرسمية وقيمة رأس المال وعدد الأسهم الموزع عليها وخصائصها وعرض الشركة ومركزها ومعتها .

مادة (١١)

لا يفرم المساهمون إلا بقية كل سهم ولا يجوز زيادة التزاماتهم .

مادة (١٢)

يترتب حتما على ملكية السهم قبول النظام الاساسي للشركة وقرارات جمعيتها العامة .

٢ - لا يجوز لعرض مجلس الإدارة بصفته الشخصية أن يكون مقبولا في مجلس إدارة شركة مماثلة أو منافسة . ولا أن يقوم في أعمال مماثلة أو أن تتنافس تلك التي تقوم الشركة بها . كما لا يجوز أن تكون له مصلحة مباشرة أو غير مباشرة في العقود والمصقات التي تبرمها الشركة مع الغير ، أو أن تكون له مصلحة تتعارض مع مصلحة الشركة ما لم يحصل على ترخيص خاص بذلك من الجمعية العمومية .

مادة (٢٠)

١ - ينتخب مجلس الإدارة بالاقتراع السري من بين أعضائه رئيسا ونائبا للرئيس بشرط ألا يكونا من دولة واحدة وذلك لمدة ثلاث سنوات .

٢ - رئيس مجلس الإدارة هو الذي يمثل الشركة أمام القضاء وأمام الغير ، ويقرر توقيعه كترقيم مجلس الإدارة وعليه تنفيذ القرارات التي يصدرها المجلس ويقرم بقرصياته . ويقوم نائب الرئيس مقام الرئيس عند غيابه أو قيام مانع لديه .

مادة (٢١)

يعين مجلس الإدارة من بين أعضائه لجنة تنفيذية وذلك لوضع السياسة التنفيذية للبنك ومراقبة تنفيذها .

مادة (٢٢)

يعين مجلس الإدارة مديرا عاما للشركة ويحدد اختصاصاته ومسئوليته وراتبه . ويجوز للمجلس أن يعين سكرتيرا للقيام بالاعمال السكرتارية للمجلس .

مادة (٢٣)

١ - يجتمع مجلس الإدارة مرة كل ثلاثة أشهر على الأقل بدعوة من رئيسه ، كما يجوز أن يطلب اجتماعه عدد من الأعضاء يمثلون ثلاث دول على الأقل .

٢ - وتنفذ اجتماعات المجلس في مقر الشركة أو في أي مكان آخر يختاره المجلس .

٣ - وإذا تعذر على أي عضو من أعضاء مجلس الإدارة حضور أي اجتماع من اجتماعات المجلس حق له أن ينوب عنه أحد أعضاء مجلس الإدارة الآخرين على أن تكون الأنابة كتابية ، ولا يجوز لأي من أعضاء مجلس الإدارة أن يمثل أكثر من عضو واحد بالاضافة إلى نفسه .

مادة (١٧)

يجوز للشركة بقرار من الجمعية العامة غير عار رسالها إذا زاد عن حاجتها أو إذا طرأت خسارة أو إذا رأى المال إلى القيمة الموجودة فعلا ، شريطة أن لا يتردأ في أي حال من الأحوال عن مبلغ خسمائة ألف دينار يرم التخصيص بأحد الأساليب الاتية : -

١ - تنزيل قيمة الاسهم بإبطال الالتزام بدفع الأقساق .

ب - تنزيل قيمة الاسهم الاسمية بالغاء جزء من ثمنها مبلغ الخسارة فيما إذا طرأت خسارة على الشركة ، منه فيما إذا رأت أن رسالها يزيد عن حاجتها ولا بالتخفيض إلا بعد ثلاثة تقارير مراقبي الحسابات و المرجية له وعن الالتزامات التي على الشركة وعن : في هذه الالتزامات .

إدارة الشركة

مادة (١٨)

١ - يتولى إدارة الشركة مجلس إدارة مؤلف من أربعة عشر كل دولة من الدول الأعضاء اثنتين ليكونا ممثلين عنها

٢ - وتكون كل دولة من الدول الأعضاء مسئولة تجاه الشركة أعمال ممثلها .

٣ - وإذا تغير توزيع الاسهم بين الدول الأعضاء تغيرا جزئيا للجمعية العمومية غير العادية إعادة تقرير عدد من الأعضاء في المجلس .

مادة (١٩)

١ - يعين أعضاء مجلس الإدارة لمدة ثلاث سنوات ويجوز أن : لمدة أو مدد أخرى .

٤ - ويشترط لصحة اجتماع المجلس حضور أغلبية الاعضاء في حين يوزعون عنهم .

٥ - وعند الضرورة يجوز لرئيس مجلس الإدارة أخذ القرارات عن طريق التشاور بالخطابات أو بالبرقيات ، ويجب اجازة القرارات التي تتخذ على هذا النحو في أول اجتماع لمجلس الإدارة وتسم تدوينها في وقائع هذا الاجتماع .

مادة (٢٤)

تصدر قرارات مجلس الإدارة بأغلبية الاعضاء الحاضرين وإذا تساوت الأصوات رجح الجانب الذي فيه الرئيس . وبعد سجل خاص تثبت فيه محاضر جلسات المجلس ويوقعه الرئيس ويجوز للمحضر ان يطلب تسجيل رأيه .

مادة (٢٥)

لمجلس الإدارة ان يداول جميع الاعمال التي تقتضيها ادارة الشركة وفقا لأغراضها فيما عدا ما احتفظ به صراحة هذا النظام الاساسي للجمعية العامة .

ولمجلس الإدارة على العموم سلطة الاشراف على شئون الشركة وتصريف أمورها ووضع السياسة التي تنتهجها . وللمجلس ان يصدر أيضا القرارات واللوائح الداخلية المتعلقة بعمليات الشركة وبالشؤون المالية والإدارية ونظام موظفي الشركة وتعيين اللجان واللجان الفرعية وتحديد صلاحياتها واعمالها وان يضع للنظم الاخرى التي يراها كذيلة بتحقيق الأغراض التي أسست الشركة من أجلها .

مادة (٢٦)

إذا تخلف أحد أعضاء المجلس عن حضور ثلاث جلسات متتالية بدون عذر مشروع جاز اعتباره مستقلا ويقدم مجلس الإدارة بأخطار الدولة التي ينتمي اليها لتعيين عضو اخر بدلا عنه .

مادة (٢٧)

تحدد الجمعية العامة العادية مكافآت أعضاء مجلس الإدارة ولا يجوز تقدير مجموع هذه المكافآت بأكثر من ١٠٪ من الربح الصافي بعد استئصال المخصصات بكافة أنواعها والاحتياطات الحدة بموجب أحكام هذا النظام وتوزيع ربح لا يقل عن ٥٪ من رأس المال على المساهمين . وتوزع مكافآت أعضاء مجلس الإدارة فيما بينهم بقرار يصدره المجلس في هذا الشأن .

مادة (٢٨)

لا يلتزم أعضاء مجلس الإدارة بأي التزام شخصي فيما يتعلق بتعهدات الشركة بسبب قيامهم ب مهامهم ومثلهم ضمن حدود وكالاتهم .

مادة (٢٩)

لا يجوز لرئيس مجلس الإدارة أو لثانيه أو للمدير العام للشركة مخالفة أي من أحكام الاتفاقية وملحقاتها ، ويكون كل منهم مستقلا بموجب قانون دولة اللز وبموجب قانون الدولة التي يحمل جنسيتها عن تنفيذ وكلاته المتعلقة بالشركة تنفيذا صحيحا وذلك شخصيا ومتعاملا بحسب الأحوال . وبالشركة أو لدولة اللز مع مراعاة اخطار دولة المحض أو الدولة التي يحمل جنسيتها ان تتخذ هذه الاجراءات القانونية لإقامة دعوى المسؤولية أو الجنائية إذا خالف أي من أحكام هذه الاتفاقية أو ملحقاتها أو اذا ارتكب أي منهم أي مخالفة في ادارة الشركة .

مادة (٣٠)

يملك حق التوقيع عن الشركة على انفراد كل من رئيس مجلس الإدارة أو ثانيه أو أي عضو اخر ينتيب لهذا الغرض بقرار من مجلس الإدارة . وللمجلس الادارة بناء على اقتراح رئيس المجلس ان يعين مسؤولين ومديرين ووكلاء مفوضين وان يحدد صلاحياتهم ويخولهم حق التوقيع عن الشركة مفوضين أو مجتمعين ، ويجوز للمجلس ان يفوض في ذلك الرئيس أو أي عضو اخر .

مادة (٣١)

على مجلس الإدارة أن يعد في كل سنة مالية خلال أربعة أشهر على الاقل من تاريخ انتهائها ميزانية الشركة وحساب الأرباح والخسائر وفقا للاصول المحاسبية .

مادة (٣٢)

يرسل مجلس الإدارة نسخة من الميزانية وحساب الأرباح والخسائر وخلاصة وأقية بقرره ، والنص الكامل لتقرير المراقبين إلى كل مساهم بطريق البريد الرسمى عليه قبل موعد عقد الجمعية العامة بسنة اسابيع على الاقل .

مادة (٣٣)

يضع مجلس الإدارة اللوائح الداخلية للشركة ونظام العاملين فيها .

يكون التصويت في الجمعية العامة بالطريقة التي يبينها رئيس الجلسة إلا إذا قررت الجمعية العامة طريقة معينة للتصويت .

يجتمع المساهمون خلال ثلاثين يوما من نشر عقد تأسيس الشركة ونظامها الأساسي في الجريدة الرسمية لدولة البحرين كجمعية عامة تأسيسية لبحث جميع عمليات التأسيس والاطلاع على المستندات المؤيدة لها . وتتخذ الجمعية من صحة العمليات وموافقتها للتأثيرات بعد تأسيس الشركة ونظامها الأساسي وتعيين مراقبي الحسابات . ويتم الاعلان عن تعيين اعضاء مجلس الإدارة في الجمعية التأسيسية .

تتخذ الجمعية العامة بصفة عادية مرة على الأقل في السنة بناء على دعوة مجلس الإدارة خلال ثلاثة اشهر من انتهاء السنة المالية للشركة .

ولمجلس الإدارة دعوة هذه الجمعية كلما رأى ذلك ويتعين عليه دعوتها إذا طلب اليه ذلك عدد من المساهمين يملكون ما لا يقل عن ثلث رأس المال .

تختص الجمعية العامة بصفة عادية بكل ما يتعلق بأمور الشركة عدا ما احتفظ به القانون أو هذا النظام للجمعية العامة بصفة بصفة غير عادية (أو بصفتها جمعية تأسيسية) .

ويشمل اختصاصها النفل في تسيير أعمال الشركة وإجازة الحساب الختامي وحساب الأرباح والخسائر وكذلك تقارير مجلس الإدارة ومراقبي الحسابات وتعيين المراقبين وتحديد مكافآت مجلس الإدارة والمراقبين واقتراح توزيع الأرباح .

١ - تلزم القرارات التي تصدرها الجمعية العامة وفقا لأحكام القانون ونظام الشركة جميع المساهمين سواء كانوا حاضرين الاجتماع الذي صدرت فيه هذه القرارات أو غائبين أو كانوا مراقبين أو مخالفين لها .

٢ - وعلى مجلس الإدارة تنفيذ قرارات الجمعية العامة .

الجمعية العامة الكويرة تكريفا صحيحا تفشل جميع المساهمين .

ترجع الدعوة الى المساهمين لحضور اجتماعات الجمعية عامة أو كانت صفتهم بكتب مسجلة ويجب ان تتضمن الدعوة جدول الأعمال وبيان المؤسسون جدول أعمال الجمعية العامة بصفة تأسيسية . ويتم مجلس الإدارة جدول أعمال الجمعية العامة بصفة عادية أو بصفة غير عادية .

في الأحوال التي يجوز فيها عقد الجمعية العامة بناء على طلب المساهمين أو مراقبي الحسابات يوضع جدول الأعمال في طلب انعقاد الجمعية ولا يجوز بحث أية مسألة غير مدرجة في جدول الأعمال .

لكل مساهم عدد من الأصوات يعادل عدد أسهمه وتصدر القرارات بالأغلبية المطلقة للأسهم المملوكة في الاجتماع . ويجوز التوكيل في حضور الجمعية العامة بشرط أن يكون التوكيل خاصا وثابتا بالكتابة . ولا يجوز لأي عضو أن يشترك في التصويت عن نفسه أو عن يمثله في المسائل التي تتعلق بصفة خاصة له أو بخلاف قائم بينه وبين الشركة .

يرأس اجتماع الجمعية العامة رئيس مجلس الإدارة أو نائبه أو ينتدبه مجلس الإدارة أو الجمعية العامة لذلك . ولا يكون الاجتماع صحيحا إلا إذا حضره عدد من المساهمين يمثلون أكثر من نصف الأسهم فانما يوافق هذا التصواب وجهت الدعوة الى اجتماع ثان خلال ثلاثين يوما . التاريخ المحدد للاجتماع الأول . ويكون الاجتماع الثاني صحيحا مهما كان عدد الحاضرين .

تصدر قرارات الجمعية العامة بصفة عادية بالأغلبية المطلقة للأسهم المملوكة .

حسابات الشركة

مادة (٤٨)

يكون للشركة مراقب حسابات في أكثر من المحاسبين القانونيين تنبئه الجمعية العامة وتقرر (تصا به وعليه مزاوية حسابات السنة المالية التي عين لها .

مادة (٤٩)

تبدا السنة المالية للشركة من أول يناير وتنتهي في ٣١ ديسمبر من كل سنة وتستثنى من ذلك السنة المالية الأولى للشركة . فقبداً من تاريخ الإعلان قيام الشركة بمزاياها بحسبها في الأصول التجاري وتنتهي في ٣١ ديسمبر في السنة التالية .

مادة (٥٠)

للمراقب في كل وقت الإطلاع على جميع دفاتر الشركة وسجلاتها ومستنداتها وفي طلب البيانات التي يرى ضرورة الحصول عليها ولله كذلك أن يحقق موجودات الشركة والتزاماتها وإذا لم يتمكن من احتمال هذه الصلاحيات عليه أن يثبت ذلك كتابة في تقرير يقدم إلى مجلس الإدارة ويعرض على الجمعية العامة وله حق دعوة الجمعية العامة لهذا الغرض .

مادة (٥١)

يقدم المراقب إلى الجمعية العامة تقريراً يبين فيه ما إذا كانت المالية وحسابات الأرباح والخسائر متفقة مع الواقع وتعتبر بالمائة ووضوح عن المركز المالي الحقيقي للشركة وما إذا كانت الشركة تشمل حسابات متقدمة . وما إذا كان الجرد قد أجرى وفقاً للأصول المربعة وما إذا كانت البيانات الواردة في تقرير مجلس الإدارة متفقة مع ما هو وارد في دفاتر الشركة وما إذا كانت هناك مخالفات لأحكام نظام الشركة أو في أحكام القانون وقت ذلك السنة المالية على وجه يؤثر في نشاط الشركة أو مركزها المالي مع بيان ما إذا كانت هذه المخالفات لا تزال قائمة وذلك في حدود المعلومات التي توافرت لديه .

ويكون المراقب مسئولاً عن صحة البيانات الواردة في تقريره بوصفه وكلاً عن مجموع السامعين ولكل مسالم أثناء عقد الجمعية العامة أن يناقش المراقب وأن يستوضحه عما ورد فيه .

مادة (٤٥)

تجتمع الجمعية العامة بصفة غير عادية بناء على دعوة من مجلس الإدارة أو بناء على طلب كتابي من مساهمين ويكون ما لا يقل عن نصف أسهم الشركة وفي هذه الحالة يجب على مجلس الإدارة أن يدعو الجمعية للاجتماع خلال شهر من وصول الطلب اليه .

مادة (٤٦)

١ - لا يكون اجتماع الجمعية العامة غير العادية صحيحاً ما لم يحضره مساهمون يمثلون ثلاثة أرباع أسهم الشركة وتمسح القرارات باتلبي أسهم الحاضرين . فإذا لم يتوافر هذا التصا بوجه الدعوة إلى اجتماع ثان يعقد خلال الثلاثين يوماً التالية للاجتماع الأول ويكون الاجتماع صحيحاً إذا حضره من يمثل أكثر من نصف الاسهم .

٢ - وإذا لم يتوافر هذا التصا ب للاجتماع الثاني أو لصحة القرارات التي تتخذ فيه وفقاً لأحكام الفترة السابقة، فتوجه الدعوة إلى اجتماع ثالث يعقد بعد انقضاء ثلاثة أشهر من تاريخ توجيه الدعوة إلى الاجتماع الثاني ، ويعتبر الاجتماع الثالث صحيحاً مهما كان عدد الحاضرين .

وتتمسح القرارات في الاجتماع الثالث باتلبيه أصوات الحاضرين .

مادة (٤٧)

المسائل الالية لا تنظرها الا الجمعية العامة منفردة بصفة غير عادية : -

- ١ - تعديل عقد التأسيس أو النظام الأساسي للشركة .
- ٢ - بيع كل المشروع الذي قامت به الشركة أو التصرف فيه بأي وجه آخر .
- ٣ - حل الشركة أو اندماجها في شركة أو هيئة أخرى .
- ٤ - زيادة رأس المال أو تخفيضه .
- ٥ - زيادة أغراض الشركة أو تنويعها .
- ٦ - تصفية الشركة .
- ٧ - إصدار قوائم أخرى من الاسهم عدا الاسهم العادية .
- ٨ - تنازل الساهم عن جزء من حصته .
- ٩ - تغيير اسم الشركة .

التحكيم

مادة (٥٨)

إذا نشأ خلاف بين الشركة وأحدى الدول الاعضاء أو بين الاعضاء فيما بينها يرضى الخلاف على هيئة تحكيم مكونة من اعضاء يختار كل متنازع محكما ويختار المحكان محكما قيمه من الدول الاعتراف في النزاع .

ويحدد الحكم القيسل مكان وزمان التحكيم واجراءات التحكيم والنزاع . وفي حالة اختلاف المحكمين المعينين من اطراف النزاع قرار القيسل نهائيا وملزما لاطراف النزاع ولا يجوز استئنافه .

أحكام ختامية

مادة (٥٩)

على مؤسسي الشركة ان يختاروا خانما يحمل اسم الشركة ، يتولى به الاستدات التي يرى المجلس أو اللجنة التنفيذية انها ضرورية أو من قبيلها .

والعمل بالتابع

مصدق

INDICTION



Number of: F 9665/4 .
Company

Form No. 3F
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

LIST OF THE NAMES and Addresses of Persons resident in Great Britain
authorised to accept service on behalf of an Oversea Company.

(Pursuant to section 407 of the Companies Act 1948)

Insert the Name of the Company { Gulf International Bank B.S.C.

NOTE.—This List must be delivered to the Registrar of Companies within one month from
the establishment of its place of business within Great Britain.

If any Company fails to comply with the above-mentioned section the Company and
every officer or agent of the Company is liable to a fine not exceeding £50 or in
case of a continuing offence £5 for every day during which the default continues.

Presented by

Presenter's Reference HP

Linklaters & Paines

Barrington House

59-67 Gresham Street

London EC2V 7JA



Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of 'The Solicitors'
Law Stationery Society, Limited.

★ ★ F20957.30-1-73

List of Persons resident in Great Britain authorised to accept on behalf of the Company service of process and any notices required to be served on Gulf International Bank B.S.C. a Company incorporated in (a) Bahrain and which has established a place of business in Great Britain at St. Alphage House, 2Fore Street, London EC2Y 5DA

Surname	Christian Name	Address
SMITH	LAWRENCE GEORGE	St. Alphage House 2Fore Street London EC2Y 5DA

(a) Country of origin.

Signatures of the persons authorised under s. 407 (1) (c) of the Companies Act 1948, or of some other person in Great Britain duly authorised by the Company.

L. G. Smith

Dated the 16th day of May 1978

NOTE.—This margin is reserved for binding, and must not be written across

Number of
Company

9665

16

THE COMPANIES ACTS 1948 to 1967

RETURN of ALTERATION in the NAMES or ADDRESSES
of the persons resident in Great Britain authorised to accept service
on behalf of an Oversea Company.

Pursuant to section 409 of the Companies Act 1948.

Insert
the Name
of the
Company

GULF INTERNATIONAL BANK B S C

~~LIMITED~~

NOTE.—This return must be delivered to the Registrar within twenty-one days of making such alterations or twenty-one days after the date on which notice thereof could, in due course of post, and if despatched with due diligence, have been received in Great Britain.

If the Company fails to deliver this return within the prescribed time the Company and every officer and agent of the Company is liable to a fine not exceeding £50, or, in the case of a continuing offence, of £5 for every day during which the default continues.

Presented by LINKLATERS & PAINES

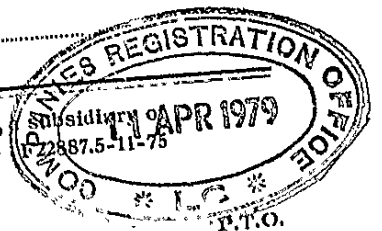
Presentor's Reference.....HPJ.....

BARRINGTON HOUSE,

59/67 GRESHAM STREET,

LONDON EC2P 7JA.

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU,
The Solicitors' Law Stationery Society, Limited.



Return of Alteration in the Names or Addresses of the persons resident
in Great Britain authorised to accept on behalf of the Company service of process
and any Notices required to be served on GULF INTERNATIONAL BANK BSC

..... a Company incorporated
in (a) BAHRAIN

which has established a place of business in Great Britain at P.O. BOX 156
8-13 KING WILLIAM STREET, LONDON EC4P 4 LD.

PARTICULARS OF ALTERATION.

As from 9th April 1979 the person resident in Great Britain authorised
to accept service on behalf of the Company has been:-

Dr. Walid Niazy
8 - 13 King William Street,
LONDON EC4P 4LD.

Signatures of the persons authorised
under Section 407 (1) (c) of the Com-
panies Act 1948 or of some other
person in Great Britain duly authorised
by the Company.

Lawlatun & Parris

Solicitors to the Company

Dated the 10th day of April 1979

(a) Country of origin.

NOTE.—The full Names, Addresses and Descriptions should be given of the persons appointed in place of
others on the Register. Where the alteration is only in the Address of a person already on the
Register the Name and Description and new Address should be given

Note.—This margin is reserved for binding and must not be written across

THE COMPANIES ACTS 1948 TO 1976

Return of alteration in the names and addresses of persons resident in Great Britain authorised to accept service on behalf of an overseas company

Pursuant to section 409(1) of the Companies Act 1948 as amended by the
Companies Act 1976

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block lettering

For official use Company number

1

F 9665.

Name of company

GULF INTERNATIONAL BANK B.S.C.

*Insert country
of origin.

Incorporated in* BAHRAIN

Place of business in Great Britain established at

St. Alphage House, 2 Fore Street, London EC2Y 5DA

Note

Please read
notes overleaf
before complet-
ing this form

Particulars of alteration:

Change of address to: PO Box 156, 8-13 King William Street,
London EC4P 4LD.

Change of person authorised to accept service to
DR WALID NIAZY

Signature(s) of the person(s)
authorised under section
407(1)(c) of the Companies Act
1948, or of some other person in
Great Britain duly authorised
by the company

Walid Niaz

Date

17. 3. 1981.

Presentor's name, address and
reference (if any):

Barretts,
Albert Buildings,
49 Queen Victoria Street,
London EC4N 4SA

For official use

General section

Post room



A

THE COMPANIES ACTS 1948 TO 1976

Notice by an overseas company of new accounting reference date given during the course of an accounting reference period

Pursuant to sections 3(1) and 10(1) of the Companies Act 1976

F7a

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

Name of company

GULF INTERNATIONAL BANK B.S.C.

*Country of origin

Incorporated in* BAHRAIN

Place of business in Great Britain established at

8-13 KING WILLIAM STREET, LONDON EC4P 4LD

Note

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with sections 3(1) and 10(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 1 2

†delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended] † and [is to be treated as having come to an end] [~~will come to an end~~] † on

Day Month Year

3 1 1 2 1 9 8 1

Signature(s) of the person(s) authorised under section 407(1)(c) of the Companies Act 1948, or of some other person in Great Britain duly authorised by the company

Date

23-3-1982

For official use
General section

Post room



Presentor's name, address and reference (if any):

G**THE COMPANIES ACTS 1948 TO 1976****Return of alteration in the names and addresses of persons resident in Great Britain authorised to accept service on behalf of an overseas company**

Pursuant to section 409(1) of the Companies Act 1948 as amended by the Companies Act 1976

F6Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

For official use

Company number

112

F 9665

Name of company

GULF INTERNATIONAL BANK B.S.C.

*Insert country
of origin.

Incorporated in* BAHRAIN

Place of business in Great Britain established at

2-6, Cannon Street

London EC4M 6XP

NotePlease read
notes overleaf
before complet-
ing this form**Particulars of alteration:**

As from 3 May 1982 -the principal place of business of the bank in Great Britain and the address of the person authorised under section 407(1)(c) Companies Act 1948 will be as shown above.

Signature(s) of the person(s) authorised under section 407(1)(c) of the Companies Act 1948, or of some other person in Great Britain duly authorised by the company

Date

8 April 1982

Presenter's name, address and reference (if any):

B. B. Course,
Manager,
Gulf International Bank BSC
8-13 King William Street,
London EC4P 4LD

For official use
General section

Post room



GPlease do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering**THE COMPANIES ACTS 1948 TO 1976****Return of alteration in the names and addresses
of persons resident in Great Britain authorised
to accept service on behalf of an overseas company**Pursuant to section 409(1) of the Companies Act 1948 as amended by the
Companies Act 1976**F6**

For official use Company number

21

F9665

Name of company

GULF INTERNATIONAL BANK B.S.C.

Incorporated in* BAHRAIN

Place of business in Great Britain established at

2-6, Cannon Street

London EC4M 6XP

*Insert country
of origin.**Note**Please read
notes overleaf
before complet-
ing this form**Particulars of alteration:**

DELETE DR WALID NIAZY
 SUBSTITUTE MR WILLIAM HILL MAIN
 ADDRESS AS ABOVE, AS THE PERSON AUTHORISED TO ACCEPT SERVICE
 ON BEHALF OF GULF INTERNATIONAL BANK B.S.C.

Signature(s) of the person(s)
 authorised under section
 407(1)(c) of the Companies Act
 1948, or of some other person in
 Great Britain duly authorised
 by the company

Date 12 Nov 1982

Presentor's name, address and
 reference (if any):

B. COURSE,
 GULF INTERNATIONAL BANK
 B.S.C.
 2-6 CANNON STREET,
 LONDON
 EC4M 6XP

For official use
 General section

Post room





COMPANIES FORM No. 692(1)(c)

**Return of alteration in the
names or addresses of persons
resident in Great Britain
authorised to accept service
on behalf of an overseas company**

692(1)(c)

Please do not
write in this
margin

Pursuant to section 692(1)(c) of the Companies Act 1985

Note: The time within which a return containing the particulars
of alteration is to be delivered to the Registrar is
twenty one days after the making of such alterations.

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

[1217]

1965

Name of company

* enter corporate
name

* GULF INTERNATIONAL BANK B.S.C.

notifies you of the following alteration(s) in the name(s) or address(es) of persons resident in Great
Britain authorised to accept service on behalf of the company

MR. DAVID DRUMM
2/6 CANNON STREET,
LONDON, EC4M 6XP

† delete as
appropriate

Signed

[Director][Secretary][Person Authorised]† Date

10/MAY/1988

Presenter's name address and
reference (if any):

For official Use
General Section

Post room

COMPANIES REGISTRATION

13 MAY 1988

11

G

692(1)(c)

**Return of alteration in the
names or addresses of persons
resident in Great Britain
authorised to accept service
on behalf of an overseas company**

Pursuant to section 692(1)(c) of the Companies Act 1985

Note: The time within which a return containing the particulars
of alteration is to be delivered to the Registrar is
twenty one days after the making of such alterations

To the Registrar of Companies
(Address overleaf)

For official use

Company number

XXXXXX

FC 09665

Name of company

• GULF INTERNATIONAL BANK B.S.C.

notifies you of the following alteration(s) in the name(s) or address(es) of persons resident in Great
Britain authorised to accept service on behalf of the company

Replacement of Mr David Drumm as the person resident in Great Britain
authorised to accept service on behalf of Gulf International Bank B.S.C.
by:

Mr Mohannad Said Taji Farouky

Office address: Gulf International Bank B.S.C.,
2-6 Cannon Street, London EC4M 6XP

Residential address: 6 Woodsford Square, London W14 8DP

Signed

[Director][Secretary][Person Authorised]† Date 28.12.81

Presenter's name address and
reference (if any):

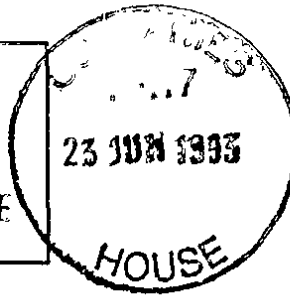
For official Use
General Section

Post room

COMPANIES HOUSE
01 JAN 1982
66



C O M P A N I E S H O U S E



BR1

This form should be completed in black.

**Return delivered for registration of a branch of
an overseas company**

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

For office
use only

CN

FC 9665

BN

BR 1227

(See note 5)

Corporate name
(name in parent state)

Gulf International Bank B.S.C.

Business name
(if different to corporate name)

Country of Incorporation

Bahrain

Identity of register
(if applicable)

Commercial Companies Law of Bahrain 1975

and registration no. 4660

Legal form
(See note 3)

Public (Joint Stock) Company

1 See note 2

PART A - COMPANY DETAILS ¹

* State whether the company is
a credit or financial institution

* Is the company subject to Section 699A of the Companies Act 1985?

YES



NO



(1) These boxes need not be completed by companies formed in EC member states

Governing law
(See note 4)

Agreement of Establishment and Articles of Association
and Commercial Companies Law of Bahrain 1975

**Accounting
requirements**

Period for which the company is required to prepare accounts by
parent law. from 1st January to 31st December

Period allowed for the preparation and public disclosure of accounts
for the above period four months

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of
business in home country

Al-Dowali Building, 3 Palace Avenue, Block 317,

P.O. Box 1017, Manama, Bahrain.

Objects of company

To offer all banking and commercial services.

Issued share capital

US\$450,000,000.00 Currency US dollars

Company Secretary(ies)

(See note 10)

Name

*Style/Title Vice President & Secretary to the Board

Forenames Abdul Elah Yaqoob

Surname Al-Amer

*Honours etc.

Previous Forenames

Previous surname

Address

House No. 590, Road 4312, Block 243, Arad,

Post town P.O. Box 1017

County/Region Manama

Postcode Country Bahrain

Usual residential address must be
given. In the case of a corporation,
give the registered or principal
office address.

Company Secretary(ies)

(See note 10)

Name

*Style/Title

Forenames

Surname

*Honours etc.

Previous Forenames

Previous surname

Address

Post town

County/Region

Postcode Country

Usual residential address must be
given. In the case of a corporation,
give the registered or principal
office address.

(You may photocopy this page
if required)

FILE COPY



**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC009665

Branch No. BR001227

The Registrar of Companies for England and Wales hereby certifies that
GULF INTERNATIONAL BANK B.S.C.

has this day been registered under Schedule 21A to the Companies
Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 26th August 1993

H. G. Pell

For The Registrar Of Companies



C O M P A N I E S H O U S E

Directors

(Section 2A)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the power exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

(You may photocopy this page as required)

*Style/Title	<u>His Excellency</u>						
Forenames	<u>Ibrahim Abdul-Karim Mohamed</u>						
Surname	<u>Abdul-Karim</u>						
*Honours etc.							
Previous Forenames							
Previous surname							
	<u>Ministry of Finance & National Economy</u>						
Post town	<u>P.O. Box 333</u>						
County/Region	<u>Manama</u>						
Postcode		Country	<u>Bahrain</u>				
Date of Birth	<table border="1"><tr><td>1</td><td>9</td></tr></table>	1	9	Nationality	<u>Bahraini</u>		
1	9						
	<table border="1"><tr><td>1</td><td>1</td><td>4</td><td>0</td></tr></table>	1	1	4	0		
1	1	4	0				
Business Occupation	<u>Minister of Finance & National Economy -</u>						
	<u>State of Bahrain</u>						
Other Directorships							

The extent of the authority to represent the company is :- (give details)

As a Chairman of the Board of Directors of Gulf International
Bank, Mr. Abdul-Karim is entrusted full power of attorney
which he may exercise alone in accordance with procedures
and powers set by the bank.

These powers :-

#

☒

May be exercised alone

#

OR

☐

Must be exercised with :-

(Give name(s) of co-authorised person(s))

Directors

(See page 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

(You may photocopy this page as required)

*Style/Title Dr.

Forenames Khaled Mohamed

Surname Al-Fayez

*Honours etc. _____

Previous Forenames _____

Previous surname _____

Gulf Investment Corporation

Post town P.O. Box 3402

County/Region Safat

Postcode 13035

Country Kuwait

Date of Birth

0	1	7
0	1	3
4	1	6

Nationality Saudi

Business Occupation Chief Executive Officer - Gulf Investment Corporation

Other Directorships _____

The extent of the authority to represent the company is :- (give details)

As a Vice Chairman of the Board of Directors of Gulf

International Bank, Dr. Al-Fayez is entrusted full power of

attorney which he may exercise alone in accordance with

procedures and powers set by the bank.

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Directors

(See note 10)

Name

*Style/Title Mr.

Forenames Rasheed Mohammed

Surname Al-Maraj

*Honours etc. _____

Previous Forenames _____

Previous surname _____

Address

Ministry of Finance & National Economy

Post town P.O.Box 333

County/Region Manama

Postcode _____

Country Bahrain

Date of Birth

01 9 1 2 5 5

Nationality Bahraini

Business Occupation Assistant Undersecretary for Economic Affairs

Other Directorships _____

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

The extent of the authority to represent the company is :- (give details)
As a member of the Board of Directors of Gulf International Bank, he is authorised with the other Board members to decide and vote on policy and regulations matters as specified in article (25) of Articles of Association of the bank.

These powers :-

☐ May be exercised alone

OR
☒

Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board either in a formal meeting or by passing.

(You may photocopy this page as required)

Directors

(See note 10)

Name*** Voluntary details****Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

(You may photocopy this page as required)

Style/Title** Mr.**Forenames** Saker Dhaher**Surname** Al-MoraikhiHonours etc.** _____**Previous Forenames** _____**Previous surname** _____Ministry of Finance, Economy & Commerce**Post town** P.O.Box 83**County/Region** Doha**Postcode** _____**Country** Qatar**Date of Birth**

1	1	51
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^{*}

*Exact date not known

Nationality Qatari**Business Occupation** Deputy Dir. of Financial Affairs -**Other Directorships** Ministry of Finance, Economy & Commerce**The extent of the authority to represent the company is :- (give details)**As a member of the Board of Directors of Gulf InternationalBank, he is authorised with the other Board members todecide and vote on policy and regulations matters asspecified in article (25) of Articles of Association ofthe bank.**These powers :-**# ☐ May be exercised alone

OR

☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board either in aformal meeting or by passing.

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

(You may photocopy this page as required)

*Style/Title Dr.

Forenames Mohamed Khalfan

Surname Bin Kharbash

*Honours etc. _____

Previous Forenames _____

Previous surname _____

Ministry of Finance & Industry

Post town P.O.Box 433

County/Region Abu Dhabi

Postcode _____

Country United Arab Emirates

Date of Birth

1	5	1	0	5	6
---	---	---	---	---	---

Nationality United Arab Emirates

Business Occupation Assistant Undersecretary for

Other Directorships Revenue and Budget

The extent of the authority to represent the company is :- (give details)

As a member of the Board of Directors of Gulf International

Bank, he is authorised with the other Board members to

decide and vote on policy and regulations matters as

specified in article (25) of Articles of Association of

the bank.

These powers :-

☐ May be exercised alone

OR

☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board either in a

formal meeting or by passing.

Directors

(See note 10)

Name

Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere in the form.

Mark box(es) as applicable

(You may photocopy this page as required)

*Style/Title

Mr.

Forenames

Hussain 'Mohammed Hassan

Surname

Al-Saleh

*Honours etc.

Previous Forenames

Previous surname

Ministry of Finance & Economy

Post town

P.O.Box 506

County/Region

Muscat

Postcode

Country Sultanate of Oman

Date of Birth

0, 1, 1, 0, 5, 6

Nationality Omani

Business Occupation

Director General, Financial Planning -

Other Directorships

Ministry of Finance & Economy

The extent of the authority to represent the company is :- (give details)

As a member of the Board of Directors of Gulf International

Bank, he is authorised with the other Board members to

decide and vote on policy and regulations matters as

specified in article (25) of Articles of Association of

the bank.

These powers :-

☐ May be exercised alone

OR

☒

Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board either in a

formal meeting or by passing.

Continue to Page 4

Directors

(See page 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

(You may photocopy this page as required)

* Style/Title Mr.

Forenames Pader Abdullah Al Rushaid

Surname Al Bader

* Honours etc. _____

Previous Forenames _____

Previous surname _____

Kuwait Investment Company

Post town P.O.Box 1005

County/Region Safat

Postcode Safat 13011

Country Kuwait

Date of Birth

2,5 0,4 4,8

Nationality Kuwaiti

Business Occupation Chairman & Managing Director -

Other Directorships Kuwait Investment Company

The extent of the authority to represent the company is :- (give details)

As a member of the Board of Directors of Gulf International
Bank, he is authorised with the other Board members to
decide and vote on policy and regulations matters as
specified in article (25) of Articles of Association of
the bank.

These powers :-

☐ May be exercised alone

OR

☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board either in a
formal meeting or by passing.

Continue to Page 4

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

*Style/Title Mr.

Forenames Hisham Abdulrazzak

Surname Razzuqi

*Honours etc. _____

Previous Forenames _____

Previous surname _____

Gulf Investment Corporation

Post town P.O.Box 3402

County/Region Safat

Postcode 13035

Country Kuwait

Date of Birth

1 1 0 1 3 4 1 9

Nationality Kuwaiti

Business Occupation Executive Vice President -

Other Directorships Gulf Investment Corporation

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

The extent of the authority to represent the company is :- (give details)

As a member of the Board of Directors of Gulf International

Bank, he is authorised with the other Board members to

decide and vote on policy and regulations matters as

specified in article (25) of Articles of Association of

the bank.

These powers :-

☐ May be exercised alone

OR

☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board either in a

formal meeting or by passing.

(You may photocopy this page as required)

Continue to Page 4

Directors

(See note 1G)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

(You may photocopy this page as required)

*Style/Title Mr.

Forenames Saleh Abdullah

Surname Al'Na'im

*Honours etc. _____

Previous Forenames _____

Previous surname _____

Saudi Industrial Development Fund

Post town P.O.Box 4143

County/Region Riyadh

Postcode 11149

Country Saudi Arabia

Date of Birth

0,7 1,0 4,2

Nationality Saudi

Business Occupation Director General - Saudi Industrial Development Fund

Other Directorships _____

The extent of the authority to represent the company is :- (give details)

As a member of the Board of Directors of Gulf International

Bank, he is authorised with the other Board members to

decide and vote on policy and regulations matters as

specified in article (25) of Articles of Association of

the bank.

These powers :-

☐ May be exercised alone

OR

☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board either in a

formal meeting or by passing.

Continue to Page 4

Constitution of company

(See notes 8 to 9)

#Mark box(es)
as applicable

(See note 9)

- # ☒ A certified copy of the instrument constituting or defining the constitution of the company
AND
☒ * A certified translation
*is/are delivered for registration

* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

- # ☒ A copy of the latest accounts of the company
AND
☐ A certified translation
*is/are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- # The
☒ Constitutional documents (*and certified translations)
AND/OR
☒ The latest accounts (*and certified translations)
of the company were previously delivered on the registration of the branch of the company at :-
Cardiff ☒ Edinburgh ☐ Belfast ☐
Registration no.

AND/OR

The company may also rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.

Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

- ☐ The
Constitutional documents (*and certified translation)
AND/OR
☐ Particulars of the current directors and secretary(s)

were previously delivered in respect of a place of business of the company registered at THIS registry.

Registration no.

NOTE :- In all cases, the registration number of the branch or place of business relied upon must be given.

PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process.

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the Instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

*Style/Title Mr.
Forenames Mohannad Said Taji
Surname Farouky
Address 6 Woodsford Square,

Post town _____

County/Region London Postcode W14 8DP

Is # ☒ Authorised to accept service of process on the company's behalf

*AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

As Branch Manager of the London Branch of Gulf International Bank, Mr. Farouky is entrusted with a sub-power of attorney to manage, transact and generally conduct in the name of the bank, a general banking business at the London Branch; such power may be exercised alone in accordance with procedures and powers set by the bank.

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Persons authorised to represent the company or accept service of process.

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service of process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

*Style/Title _____

Forenames _____

Surname _____

Address _____

Post town _____

County/Region _____ Postcode _____

Is # ☐ Authorised to accept service of process on the company's behalf

*AND/OR

Is # ☐ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

These powers :-

☐ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Address of branch

(See note 11)


Address	75 King William Street	
Post town		
County\Region	London	Postcode EC4N 7DX

Branch Details

(See note 12)

Date branch opened	01201719
Business carried on at branch	General banking business.

SIGNATURE

Signed		(* Director / Secretary / Permanent representative)
Date	June 22, 93	
This form contains ...four..... continuation sheets.		

To whom should Companies House direct any enquiries about the information on this form?

Name	Ms. Karen L. Harrison	
Address	Gulf International Bank B.S.C.	
	75 King William Street	
	London	Postcode EC4N 7DX
Telephone	071-815-1033	Extension

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at
for branches established in England and Wales

Companies House
Crown Way
Cardiff
CF4 3UZ

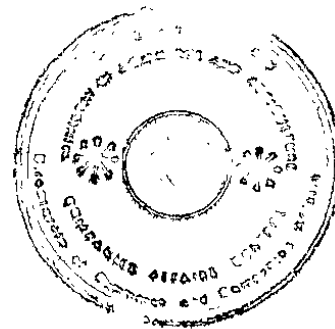
for branches established in Scotland

Companies House
100 - 102 George Street
Edinburgh
EN2 3DJ



Gulf International Bank S.C.

Al-Dowali Building,
3 Palace Avenue,
P.O. Box 1017, Manama, Bahrain
Telephone : 534000
Telex : 8802 DOWALI BN
Fax : 522633
S.W.I.F.T. : GULFBHBM



Appendix

Amendments Passed by the 7th Extraordinary General
Assembly on 25th April, 1991 and Ratified by Bahrain Decree Law
No. 14 for the year 1991 issued on 20th July 1991

Establishment Agreement

Article 6

- a) The capital of the Company has been fixed at five hundred forty seven million and seventy thousand Bahraini Dinars divided into fifty four thousand seven hundred and seven Shares. The nominal value of each is ten thousand Bahraini Dinars in accordance with clause (b) of this article.
- b) The capital of the Company shall be divided into two classes of shares as follows:
- Class A Shares : BD 169,650,000 divided into 16,965 shares
of BD10,000 each
- Class B Shares : BD 377,420,000 divided into 37,742 shares
of BD10,000 each
- c) All shares shall rank pari passu irrespective of their nominal value except that Class A shares shall not be subject to capital reduction until all Class B shares have been extinguished.

Article 7

- a) The Shareholders of the company are as follows:

Gulf Investment Corporation	16965	Class A shares of BD10,000
State of Bahrain	5716	Class B shares of BD10,000
Kingdom of Saudi Arabia	5714	Class B shares of BD10,000
State of Qatar	5714	Class B shares of BD10,000
Sultanate of Oman	5714	Class B shares of BD10,000
Republic of Iraq	5714	Class B shares of BD10,000
State of Kuwait	5714	Class B shares of BD10,000
Abu Dhabi Investment Authority	3456	Class B shares of BD10,000

Contd. P. 2

- b) The Shareholders paid the full nominal value of the abovementioned shares. The nominal value of Class A shares has been paid on subscription and the nominal value of Class B shares had been paid in accordance with the increases of capital at different times since the company was established.

Article 8

Subscription to the capital of the Company shall be restricted to the Member States, but the Board of Directors may approve the issue or transfer of any shares to a natural person being a national of a member state or to a juridical person owned to the extent of 100% by nationals of the Member States.

Articles of Association

Article 5

- a) The capital of the Company has been fixed at five hundred forty seven million and seventy thousand Bahraini Dinars divided into fifty four thousand seven hundred and seven Shares. The nominal value of each share is ten thousand Bahraini Dinars in accordance with clause (b) of this article.
- b) The capital of the Company shall be divided into two classes of shares as follows:
- Class A Shares : BD 169,650,000 divided into 16,965 shares of BD10,000 each
- Class B Shares : BD 377,420,000 divided into 37,742 shares of BD10,000 each
- c) All shares shall rank pari passu irrespective of their nominal value except that Class A shares shall not be subject to capital reduction until all Class B shares have been extinguished.

Article 7

Subscription to the capital of the Company shall be restricted to the Member States, but the Board of Directors may approve the issue or transfer of any shares to a natural person being a national of a member state or to a juridical person owned to the extent of 100% by nationals of the Member States.

Contd. P. 3



Article 8

a) The Shareholders of the company are as follows:

Gulf Investment Corporation	16965	Class A shares of BD10,000
State of Bahrain	5716	Class B shares of BD10,000
Kingdom of Saudi Arabia	5714	Class B shares of BD10,000
State of Qatar	5714	Class B shares of BD10,000
Sultanate of Oman	5714	Class B shares of BD10,000
Republic of Iraq	5714	Class B shares of BD10,000
State of Kuwait	5714	Class B shares of BD10,000
Abu Dhabi Investment Authority	3456	Class B shares of BD10,000

b) The Shareholders paid the full nominal value of the abovementioned shares. The nominal value of Class A shares has been paid on subscription and the nominal value of Class B shares had been paid in accordance with the increases of capital at different times since the company was established.

Article 15 Deleted

Article 16

The authorised capital of the Company may be increased one or more times by the issue of new shares or by the transfer of the reserve funds to shares by a resolution of the Extraordinary General meeting, which resolution shall specify the conditions of the new shares, provided that the installments of the original shares shall have been paid in full.

If new shares are issued at more than the nominal value, the difference must be added to the general reserve after payment of the subscription expenditures. Each shareholder shall have priority to subscribe to a portion of the new shares in proportion to the number of his shares. A fifteen-day period from the date of invitation to the shareholders to subscribe shall be granted to allow them to exercise said right of priority.

In the event of availability of a surplus number of shares they should be offered to shareholders pro rata. The provisions applicable to the original subscription shall apply to the new shares. If after 15 days from such offer there remain any surplus shares, they shall be cancelled and the capital shall be deemed to be such amount as shall have been fully subscribed and paid for in full.

Article 17

1. The company may, by resolution of the Extraordinary General meeting, reduce its capital if it is in excess of its requirements or in case of occurrence of a loss and the Company decides to reduce the capital to the limit of the actual value available.

Contd. P. 4

2. No reduction of Class A shares may be effected until all Class B shares have been reduced to zero.
3. The company may, by resolution of the Extraordinary General meeting, cancel any shares the nominal value of which has been reduced to zero.

Reduction may be effected by one of the following methods:

- a - Reduction of the nominal value of the shares by cancelling the obligation for the payment of uncalled installments.
- b - Reduction of the nominal value of the shares by cancelling a part of the paid up value equivalent to the amount of loss incurred by the Company, or by refunding a part thereof, if the company finds that its capital exceeds its needs.

No resolution for reduction shall be issued except after the reading of the Auditors' Report stating the reasons requiring such reduction, and the obligations of the Company and the effect of the reduction on such obligations.

Article 18

1. The Management of the Company shall be assumed by a Board of Directors to be composed of a number not exceeding ten (10) members. Each shareholder shall appoint its representative. Gulf Investment Corporation shall have the right to appoint three members on the Board of Directors.
2. Each shareholder shall be responsible to the company and to others for the acts of its representatives.

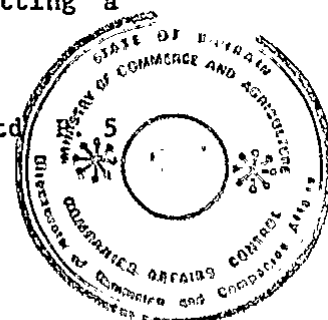
Article 26

Where any of the Members of the Board does not attend three consecutive meetings without a legitimate reason, that member may be deemed to have resigned and the Board of Directors shall notify the shareholder who appointed him in order that the said shareholder may appoint another Member in his place.

Article 29

The Chairman of the Board of Directors, his Deputy, or the General Manager of the Company may not contravene any of the provisions of the Establishment Agreement and its annexures. Each of them shall be responsible under the Law of the Head Office State for accurate execution of his mandate by the company, whether personally or jointly as the case may be. The company shall have the right to take legal measures to file civil or criminal liability case in the event of violation by any of them of the provisions of this Agreement or its annexures or in the event of any one of them committing a violation in relation to the management of the company.

Contd



Amendments Passed by the 8th Extraordinary General Meeting
on 22nd April, 1992 and Ratified by
Bahrain Decree Law No. 15
for the year 1992 issued on
26th September, 1992

Establishment Agreement

Article 1

The Company called "Gulf International Bank" Bahrain Shareholding Company shall continue to have standing pursuant to its Establishment Agreement approved by Decree Law No. (30) of 1975 as amended by Decree Law No. (14) of 1991. All shares of its issued and authorised capital shall be owned by Gulf Investment Corporation (Bahrain Shareholding Company) in accordance with the Establishment Agreement and the Articles of Association as set out hereinafter.

Article 6

The authorised, issued and paid up capital of the company is fixed at four hundred and fifty million United States Dollars divided into four hundred and fifty million ordinary shares the nominal value of each being one United States Dollar.

Article 7

Company shares and ownership:

	<u>Number of</u> <u>Shares</u>	<u>Value in</u> <u>US Dollars</u>	<u>Percentage</u> <u>of Capital</u>
Gulf Investment Corporation	450,000,000	450,000,000	100%

Articles of Association

Article 5

The authorised, issued and paid up capital is fixed at four hundred and fifty million United States Dollars divided into four hundred and fifty million ordinary shares the nominal value of each being one United States Dollar.

Article 8

Company's shares and ownership:

	<u>Number of</u> <u>Shares</u>	<u>Value in</u> <u>US Dollars</u>	<u>Percentage</u> <u>of Capital</u>
Gulf Investment Corporation	450,000,000	450,000,000	100%

Article 17

1. The company may, by resolution of the Extraordinary General meeting, reduce its Capital if it is in excess of its requirements or in the case of the occurrence of a loss and the company decides to reduce the capital to the limit of the actual value available.
2. The company may, by resolution of the Extraordinary General meeting, cancel any shares the nominal value of which has been reduced to zero, subject to the provisions of paragraph (1) above.
3. Reduction may be effected by one of the following methods:
 - a - Reduction of the nominal value of the shares by cancelling the obligation for the payment of the undue instalments.
 - b - Reduction of the nominal value of the shares by cancelling a part of the paid price equivalent to the amount of loss incurred by the company, or by refunding a part thereof, if the company finds that its capital exceeds its needs.

No resolution on the reduction shall be issued except after the reading of the Auditors' Report stating the reasons requiring such reduction, and the obligations of the Company and the effect of the reduction on such obligations.

Article 18

Management of the Company shall be assumed by a Board of Directors composed upto ten (10) members, all of whom shall be appointed by Gulf Investment Corporation.

Certification

I, Abdul Elah Y. Al-Amer in my capacity as a Secretary to the Board of Gulf International Bank, B.S.C. hereby certify that the amendments on pages 1 to 6 are true, correct and the translation to English reflects the amendments in Arabic as resolved in the above Extraordinary General Assembly meetings.



Abdul Elah Al-Amer
Secretary to the Board
Gulf International Bank B.S.C.

Confirmation

I confirm that the above statement of secretary to the Board of Gulf International Bank, B.S.C. is true and conform with our registry.



Alawi Jawad Al-Mosawi
Head of Companies Affairs
Ministry of Commerce & Agriculture






Gulf International Bank s.s.c
Al-Dowali Building,
3 Palace Avenue,
P.O. Box 1017, Manama, Bahrain
Telephone : 534000
Telex : 8802 DOWALI BN
Fax : 522633
S.W.I.F.T. : GULFBHBM


Certificate

In my capacity as Secretary to the Board of Gulf International Bank, B.S.C. I Abdul Elah Al-Amer, certify that the Appendix containing six pages signed by myself in this capacity includes all amendments entered in the Establishment Agreement and Articles of Association of Gulf International Bank in accordance with the resolutions of the Extraordinary General meeting held on 25th April 1991 ratified by Bahrain Law Decree No. (14) for the year 1991 issued on 20th July 1991 and in accordance also with the resolutions of the Extraordinary General meeting held on 22nd April 1992 ratified by Bahrain Law Decree No. (15) for the year 1992 issued on 26th September 1992.


Abdul Elah Al-Amer
Secretary to the Board
Gulf International Bank B.S.C.

شهادة

بمقتي أمين سر مجلس إدارة بنك الخليج الدولي ش.م.ب. أشهد أننا عبدالاله العامر أشهد بأن الملحق المكون من عدد ست صفحات الواردة تحت توقيعني بهذه الصفة تشمل جميع التعديلات على إتفاقية التأسيس والنظام الاساسي لبنك الخليج الدولي بموجب قرارات الجمعية العمومية غير العادية المنعقدة بتاريخ ٢٥ أبريل ١٩٩١ والصادر بالموافقة عليها المرسوم بقانون رقم (١٤) لسنة ١٩٩١ بتاريخ ٢٠ يوليو ١٩٩١ في دولة البحرين وكذلك بموجب قرارات الجمعية العمومية غير العادية المنعقدة بتاريخ ٢٢ أبريل ١٩٩٢ والصادر بالموافقة عليها المرسوم بقانون رقم (١٥) لسنة ١٩٩٢ بتاريخ ٢٦ سبتمبر ١٩٩٢ في دولة البحرين .


عبدالاله العامر
أمين سر مجلس الإدارة
بنك الخليج الدولي ش.م.ب.



Gulf International Bank s.c

Al-Dawali Building,
3 Palace Avenue,
P.O. Box 1017, Manama, Bahrain
Telephone: 534000
Telex: 8802 DQWALI BN
Fax: 522633
S.W.I.F.T.: GULFBHBM

Appendix

Amendments Passed by the 7th Extraordinary General
Assembly on 25th April, 1991 and Ratified by Bahrain Decree Law
No. 14 for the year 1991 issued on 20th July 1991

Establishment Agreement

Article 6

- a) The capital of the Company has been fixed at five hundred forty seven million and seventy thousand Bahraini Dinars divided into fifty four thousand seven hundred and seven Shares. The nominal value of each is ten thousand Bahraini Dinars in accordance with clause (b) of this article.
- b) The capital of the Company shall be divided into two classes of shares as follows:
- Class A Shares : BD 169,650,000 divided into 16,965 shares
of BD10,000 each
- Class B Shares : BD 377,420,000 divided into 37,742 shares
of BD10,000 each
- c) All shares shall rank pari passu irrespective of their nominal value except that Class A shares shall not be subject to capital reduction until all Class B shares have been extinguished.

Article 7

- a) The Shareholders of the company are as follows:

Gulf Investment Corporation	16965	Class A shares of BD10,000
State of Bahrain	5716	Class B shares of BD10,000
Kingdom of Saudi Arabia	5714	Class B shares of BD10,000
State of Qatar	5714	Class B shares of BD10,000
Sultanate of Oman	5714	Class B shares of BD10,000
Republic of Iraq	5714	Class B shares of BD10,000
State of Kuwait	5714	Class B shares of BD10,000
Abu Dhabi Investment Authority	3456	Class B shares of BD10,000

Contd. P. 2

- b) The Shareholders paid the full nominal value of the abovementioned shares. The nominal value of Class A shares has been paid on subscription and the nominal value of Class B shares had been paid in accordance with the increases of capital at different times since the company was established.

Article 8

Subscription to the capital of the Company shall be restricted to the Member States, but the Board of Directors may approve the issue or transfer of any shares to a natural person being a national of a member state or to a juridical person owned to the extent of 100% by nationals of the Member States.

Articles of Association

Article 5

- a) The capital of the Company has been fixed at five hundred forty seven million and seventy thousand Bahraini Dinars divided into fifty four thousand seven hundred and seven Shares. The nominal value of each share is ten thousand Bahraini Dinars in accordance with clause (b) of this article.

- b) The capital of the Company shall be divided into two classes of shares as follows:

Class A Shares : BD 169,650,000 divided into 16,965 shares of BD10,000 each

Class B Shares : BD 377,420,000 divided into 37,742 shares of BD10,000 each

- c) All shares shall rank pari passu irrespective of their nominal value except that Class A shares shall not be subject to capital reduction until all Class B shares have been extinguished.

Article 7

Subscription to the capital of the Company shall be restricted to the Member States, but the Board of Directors may approve the issue or transfer of any shares to a natural person being a national of a member state or to a juridical person owned to the extent of 100% by nationals of the Member States.



Article 8

a) The Shareholders of the company are as follows:

Gulf Investment Corporation	16965	Class A shares of BD10,000
State of Bahrain	5715	Class B shares of BD10,000
Kingdom of Saudi Arabia	5714	Class B shares of BD10,000
State of Qatar	5714	Class B shares of BD10,000
Sultanate of Oman	5714	Class B shares of BD10,000
Republic of Iraq	5714	Class B shares of BD10,000
State of Kuwait	5714	Class B shares of BD10,000
Abu Dhabi Investment Authority	3456	Class B shares of BD10,000

b) The Shareholders paid the full nominal value of the abovementioned shares. The nominal value of Class A shares has been paid on subscription and the nominal value of Class B shares had been paid in accordance with the increases of capital at different times since the company was established.

Article 15 Deleted

Article 16

The authorised capital of the Company may be increased one or more times by the issue of new shares or by the transfer of the reserve funds to shares by a resolution of the Extraordinary General meeting, which resolution shall specify the conditions of the new shares, provided that the installments of the original shares shall have been paid in full.


If new shares are issued at more than the nominal value, the difference must be added to the general reserve after payment of the subscription expenditures. Each shareholder shall have priority to subscribe to a portion of the new shares in proportion to the number of his shares. A fifteen-day period from the date of invitation to the shareholders to subscribe shall be granted to allow them to exercise said right of priority.

In the event of availability of a surplus number of shares they should be offered to shareholders pro rata. The provisions applicable to the original subscription shall apply to the new shares. If after 15 days from such offer there remain any surplus shares, they shall be cancelled and the capital shall be deemed to be such amount as shall have been fully subscribed and paid for in full.

Article 17

1. The company may, by resolution of the Extraordinary General meeting, reduce its capital if it is in excess of its requirements or in case of occurrence of a loss and the Company decides to reduce the capital to the limit of the actual value available.

Contd. P. 4



2. No reduction of Class A shares may be effected until all Class B shares have been reduced to zero.
3. The company may, by resolution of the Extraordinary General meeting, cancel any shares the nominal value of which has been reduced to zero.

Reduction may be effected by one of the following methods:

- a - Reduction of the nominal value of the shares by cancelling the obligation for the payment of uncalled installments.
- b - Reduction of the nominal value of the shares by cancelling a part of the paid up value equivalent to the amount of loss incurred by the Company, or by refunding a part thereof, if the company finds that its capital exceeds its needs.

No resolution for reduction shall be issued except after the reading of the Auditors' Report stating the reasons requiring such reduction, and the obligations of the Company and the effect of the reduction on such obligations.

Article 18

1. The Management of the Company shall be assumed by a Board of Directors to be composed of a number not exceeding ten (10) members. Each shareholder shall appoint its representative. Gulf Investment Corporation shall have the right to appoint three members on the Board of Directors.
2. Each shareholder shall be responsible to the company and to others for the acts of its representatives.


Article 26

Where any of the Members of the Board does not attend three consecutive meetings without a legitimate reason, that member may be deemed to have resigned and the Board of Directors shall notify the shareholder who appointed him in order that the said shareholder may appoint another Member in his place.

Article 29

The Chairman of the Board of Directors, his Deputy, or the General Manager of the Company may not contravene any of the provisions of the Establishment Agreement and its annexures. Each of them shall be responsible under the Law of the Head Office State for accurate execution of his mandate by the company, whether personally or jointly as the case may be. The company shall have the right to take legal measures to file civil or criminal liability case in the event of violation by any of them of the provisions of this Agreement or its annexures or in the event of any one of them committing a violation in relation to the management of the company.

Contd. P. 5



Amendments Passed by the 8th Extraordinary General Meeting
on 22nd April, 1992 and Ratified by
Bahrain Decree Law No. 15
for the year 1992 issued on
26th September, 1992

Establishment Agreement

Article 1

The Company called "Gulf International Bank" Bahrain Shareholding Company shall continue to have standing pursuant to its Establishment Agreement approved by Decree Law No. (30) of 1975 as amended by Decree Law No. (14) of 1991. All shares of its issued and authorised capital shall be owned by Gulf Investment Corporation (Bahrain Shareholding Company) in accordance with the Establishment Agreement and the Articles of Association as set out hereinafter.

Article 6

The authorised, issued and paid up capital of the company is fixed at four hundred and fifty million United States Dollars divided into four hundred and fifty million ordinary shares the nominal value of each being one United States Dollar.

Article 7

Company shares and ownership:

	Number of Shares	Value in US Dollars	Percentage of Capital
Gulf Investment Corporation	450,000,000	450,000,000	100%

Articles of Association

Article 5

The authorised, issued and paid up capital is fixed at four hundred and fifty million United States Dollars divided into four hundred and fifty million ordinary shares the nominal value of each being one United States Dollar.

Article 8

Company's shares and ownership:

	Number of Shares	Value in US Dollars	Percentage of Capital
Gulf Investment Corporation	450,000,000	450,000,000	100%

Article 17

1. The company may, by resolution of the Extraordinary General meeting, reduce its Capital if it is in excess of its requirements or in the case of the occurrence of a loss and the company decides to reduce the capital to the limit of the actual value available.
2. The company may, by resolution of the Extraordinary General meeting, cancel any shares the nominal value of which has been reduced to zero, subject to the provisions of paragraph (1) above.
3. Reduction may be effected by one of the following methods:
 - a - Reduction of the nominal value of the shares by cancelling the obligation for the payment of the undue instalments.
 - b - Reduction of the nominal value of the shares by cancelling a part of the paid price equivalent to the amount of loss incurred by the company, or by refunding a part thereof, if the company finds that its capital exceeds its needs.

No resolution on the reduction shall be issued except after the reading of the Auditors' Report stating the reasons requiring such reduction, and the obligations of the Company and the effect of the reduction on such obligations.

Article 18

Management of the Company shall be assumed by a Board of Directors composed upto ten (10) members, all of whom shall be appointed by Gulf Investment Corporation.

Certification

I, Abdul Elah Y. Al-Amer in my capacity as a Secretary to the Board of Gulf International Bank, B.S.C. hereby certify that the amendments on pages 1 to 6 are true, correct and the translation to English reflects the amendments in Arabic as resolved in the above Extraordinary General Assembly meetings.

Abdul Elah Al-Amer
Secretary to the Board
Gulf International Bank B.S.C.

Confirmation

I confirm that the above statement of secretary to the Board of Gulf International Bank, B.S.C. is true and conform with our registry.

Alawi Jawad Al-Mosawi
Head of Companies Affairs
Ministry of Commerce & Agriculture

Article 17

1. The company may, by resolution of the Extraordinary General meeting, reduce its Capital if it is in excess of its requirements or in the case of the occurrence of a loss and the company decides to reduce the capital to the limit of the actual value available.
2. The company may, by resolution of the Extraordinary General meeting, cancel any shares the nominal value of which has been reduced to zero, subject to the provisions of paragraph (1) above.
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 - a - Reduction of the nominal value of the shares by cancelling the obligation for the payment of the undue instalments.
 - b - Reduction of the nominal value of the shares by cancelling a part of the paid price equivalent to the amount of loss incurred by the company, or by refunding a part thereof, if the company finds that its capital exceeds its needs.

No resolution on the reduction shall be issued except after the reading of the Auditors' Report stating the reasons requiring such reduction, and the obligations of the Company and the effect of the reduction on such obligations.

Article 18

Management of the Company shall be assumed by a Board of Directors composed upto ten (10) members, all of whom shall be appointed by Gulf Investment Corporation.

Certified by:



Abdul Elah Al-Amer
Secretary to the Board
Gulf International Bank B.S.C.

شهد بذلك :



عبدالاله العامر
أمين سر مجلس الادارة
بنك الخليج الدولي ش.م.ب.

Article 17

1. The company may, by resolution of the Extraordinary General meeting, reduce its Capital if it is in excess of its requirements or in the case of the occurrence of a loss and the company decides to reduce the capital to the limit of the actual value available.
2. The company may, by resolution of the Extraordinary General meeting, cancel any shares the nominal value of which has been reduced to zero, subject to the provisions of paragraph (1) above.
3. Reduction may be effected by one of the following methods:
 - a - Reduction of the nominal value of the shares by cancelling the obligation for the payment of the undue instalments.
 - b - Reduction of the nominal value of the shares by cancelling a part of the paid price equivalent to the amount of loss incurred by the company, or by refunding a part thereof, if the company finds that its capital exceeds its needs.

No resolution on the reduction shall be issued except after the reading of the Auditors' Report stating the reasons requiring such reduction, and the obligations of the Company and the effect of the reduction on such obligations.

Article 18

Management of the Company shall be assumed by a Board of Directors composed upto ten (10) members, all of whom shall be appointed by Gulf Investment Corporation.

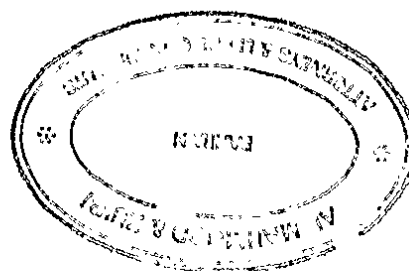
Certification:

I, Abdul Elah Al-Amer certify that these six pages covering amendments of Agreement of Establishment and Articles of Association of Gulf International Bank, B.S.C. are translated by myself and represent true copy of the Arabic version. *Abdul Elah Al-Amer*

[Signature]
2/6/1993

I, Esmond Hugh Stokes, a Solicitor of the Supreme Court, of the Law Office of Al Mahmood & Zu'bi, P.O. Box 502, Manama, Bahrain, hereby certify that Mr. Abdul Elah Al-Amer is well known to us as proficient in the English and Arabic languages and competent to make the translation above.

[Signature]
16/6/1993



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(Fifth Printing June, 1989)

INTRODUCTION

Gulf International Bank B.S.C. was established by seven Arabian Gulf States, namely Bahrain, Iraq, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates with the signing of an agreement on 13th November, 1975.

The final version of this Agreement is reprinted in its entirety on pages 3 to 6.

The Bank's Articles of Association, which provide more specific conditions for the operation of the Company, are complementary to the Agreement of Establishment and are considered an integral part of the Agreement.

The Articles of Association are reprinted in their entirety on pages 7 to 22.

The subsequent amendments to the Bank's capital are noted on page 23.

AGREEMENT ESTABLISHING
THE GULF INTERNATIONAL BANK

"BAHRAINI SHAREHOLDING COMPANY"

Aware of the importance of the investment of some of their funds in banking projects which will be to their benefit and prosperity, the Governments of the States signing this agreement have concurred, in accordance with the agreement signed on November 13th, 1975, and amended on January 20th, 1976, on the following:

ARTICLE 1

A Bahraini Shareholding Company called the "Gulf International Bank" shall be established by the undermentioned States:

- Kingdom of Saudi Arabia
- State of Kuwait
- State of the United Arab Emirates
- State of Qatar
- Sultanate of Oman
- State of Bahrain
- Republic of Iraq

ARTICLE 2

Basically the Company shall be subject to the provisions of the Agreement and the Articles of Association attached thereto and such provisions shall be in force even if they conflict with the Internal Law of the Head Office State. In case of the absence of a provision in the Agreement, the common principles contained in laws of the Member States shall be adopted within the limits that these principles comply with the provisions of this Agreement and related Articles of Association.

ARTICLE 3

The Head Office and the legal domicile of the Company will be situated in the city of Al-Manama in the State of Bahrain.

The Board of Directors may open representative offices in Member States and may also open branches or agencies or offices outside the Member States.

ARTICLE 4

The duration of the Company spans over fifty calendar years starting from the date of promulgation of the law approving its incorporation and can be extended for a further period or periods by a resolution of the Extraordinary General Assembly.

ARTICLE 5

The purpose of the Company shall be to offer all banking and commercial activities and services for the account of banks or others or jointly therewith. It may also have an interest or participate in any way with organisations or establishments practising activities similar to its activities or assist in the achievement of its objectives or purchase or incorporate them thereto. It may further acquire or establish foreign banks or participate in already existing banks in addition to its right in carrying out any other investments, the above being in accordance with prevailing banking laws, regulations and procedures.

ARTICLE 6

The authorised capital is fixed at forty million Bahraini Dinars, of which twenty eight million Bahraini Dinars were subscribed. The authorised capital shall be divided into four thousand ordinary shares all of which shall be nominal and the value of each will be ten thousand Bahraini Dinars.

ARTICLE 7

Shareholders signing this Agreement have agreed to a subscribed capital of:

Subscribing State	Number of Shares	Value in B.D.
Kingdom of Saudi Arabia	400	4,000,000
State of Kuwait	400	4,000,000
State of U.A.E.	400	4,000,000
State of Qatar	400	4,000,000
Sultanate of Oman	400	4,000,000
State of Bahrain	400	4,000,000
Republic of Iraq	400	4,000,000

Subscribers shall effect a down payment of 50% of the total nominal value of the Shares subscribed to within one month from the date of signing this Agreement in an account to be opened for this purpose with the National Bank of Bahrain in the Head Office State, which amount, shall not be withdrawn except by decision of the Constituent Assembly.

ARTICLE 8

Subscription to the Capital shall be restricted to the Member States, and each of the Member States may by decision of the Extraordinary General Assembly assign to the interest of its nationals, whether natural or legal, a part that will not exceed 49% of its total Shares provided that any of such persons shall not acquire more than 10% of the assigned total number of Shares. The State making such assignment shall represent its nationals to whom the assignment was made and shall vote on their behalf in the General Assemblies provided it will organise its relationship with them as it may deem appropriate.

ARTICLE 9

Expenditures, remunerations, and costs the Company shall be liable to pay for its establishment amount approximately to twenty thousand dinars. Such expenditures will be included in the general expenses.

ARTICLE 10

The Head Office State shall exempt:

- 1 – The Company's assets, properties, incomes, operations and transactions provided for in this Agreement from all taxes and customs duties.
- 2 – The Company's Shares when subscribed to or when circulating from all taxes and duties.
- 3 – Commercial Papers issued by the Company, and the profits, interests and commissions accruing therefrom regardless of the owner, from taxes and fees.

ARTICLE 11

Company Directors and their deputies, staff and employees in the Head Office State shall enjoy the following:

- a – Judicial immunity in respect of work they perform in their official capacity.

- b - Exemption from immigration restrictions, registration procedures relating to foreigners and monetary control.
- c - Travel facilities.
- d - Exemption of their salaries, remunerations payable by the Company, from taxes.

ARTICLE 12

The Attached Articles of Association shall be considered complementary to this Agreement and an integral part of it.

ARTICLE 13

This Agreement shall be in force immediately after it is signed.

Written on 11th Zhul Qi'dah 1395 H.
corresponding to 13th November 1975 A.D.

For/Kingdom of Saudi Arabia
Mohammad Aba Al-Khail
Minister of Finance &
National Economy

For/State of Kuwait
Abdul Rehman Al-Ateeqy
Minister of Finance

For/State of Qatar
Nasser Ibn Khalid
Al-Thani
Minister of Economy &
Commerce

For/State of U.A.E.
Mohammad Al-Habroush
Minister of Finance &
Industry

For/Sultanate of Oman
Mohammad Mousa
Under-Secretary of
Finance

For/State of Bahrain
Mahmoud Ahmed
Al-Alawi
Minister of Finance

For/Republic of Iraq
Dr. Fawzi Al-Qaissi
Minister of Finance

ARTICLES OF ASSOCIATION
THE GULF INTERNATIONAL BANK
"BAHRAINI SHAREHOLDING COMPANY"

CHAPTER I
CONCERNING THE ESTABLISHMENT OF THE BANK

ARTICLE 1

A Bahraini Shareholding Company called the "Gulf International Bank" has been established in accordance with this Agreement and the Articles of Association attached thereto.

ARTICLE 2

The Head Office and the legal domicile of the company are situated in the city of Al-Manama in the State of Bahrain. The Board of Directors can open representative offices for the Company in the Member States and can open branches or agencies or offices outside the Member States.

ARTICLE 3

The duration of the Company is fifty calendar years starting from the date of promulgation of the law approving its incorporation. This period may be extended for a further period or periods by decision of the Extraordinary General Assembly.

ARTICLE 4

The purposes of the Company are:

To offer all banking and commercial activities and services to the account of the Bank, or to the account of others, or jointly therewith, in accordance with the prevailing banking laws, regulations and procedures. Such purposes include the following matters:

- 1 - Acceptance of all types of deposits, borrowing, procurement or receipt of funds and advancing of funds with or without security.
- 2 - Purchase, sale and discount of all types of commercial papers including commercial bills and guarantees.

- 3 - Acting as consultants for financial investments and provision of general commercial operations, brokerage, financial activities and agencies.
- 4 - Lending monies and extending advances and financial facilities.
- 5 - Borrowing of funds and settlement of debts.
- 6 - Acting as underwriter, originator or intermediary for floatation of shares and bonds, trustee and administrator for private and investment trusts and participating in any other form in financial and money market (either as creditor or investor).
- 7 - The Company is authorised to acquire interest in or participate in any way in institutions engaging in similar activities or institutions that assist in implementation of its objectives, or to purchase or affiliate such institutions or incorporate or own these institutions in accordance with interest of the majority (of members).
- 8 - The Company may establish branches abroad or acquire or establish foreign banks or participate partially in existing banks.
- 9 - Utilisation of Company funds in any investment, acquisition and disposition of such investment and handling such investments in any other manner and engaging in activities as owner or investor.
- 10 - The Company may carry out any other activities which will realise its objectives as may be decided by the Board of Directors.

CHAPTER II

CAPITAL OF THE COMPANY

ARTICLE 5

The Company's Capital has been fixed at forty million Bahraini Dinars of which twenty-eight million Bahraini Dinars were subscribed to and divided into four thousand Shares, the value of each Share is ten thousand Bahraini Dinars.

ARTICLE 6

The Company's Shares are nominal and indivisible and may not be acquired by other than the nationals of the Member States.

ARTICLE 7

Subscription to the Capital shall be restricted to Member States, and each of the Member States may by decision of the Extraordinary General Assembly assign to the interest of its nationals, whether natural or legal, a part that will not exceed 49% of its total Shares provided that any such person shall not acquire more than 10% of the assigned Shares. The State making such assignment shall represent its Nationals to whom the assignment was made and shall vote on their behalf in the General Assemblies provided it will organise its relationship with them as it may deem appropriate.

ARTICLE 8

The founders signing this Agreement have subscribed to the issued Capital of the Company in Shares amounting to 2,800 Shares divided among them as follows:

Subscribing State	Number of Shares	Value in B.D.
Kingdom of Saudi Arabia	400	4,000,000
State of Kuwait	400	4,000,000
State of U.A.E.	400	4,000,000
State of Qatar	400	4,000,000
Sultanate of Oman	400	4,000,000
State of Bahrain	400	4,000,000
Republic of Iraq	400	4,000,000

Subscribers shall pay 50% of the total nominal value of the Shares subscribed within one month from the date of signing this Agreement in an account to be opened for this purpose with National Bank of Bahrain in the Head Office State, which amount, shall not be withdrawn after the establishment of the Company except by decision of the Constituent Assembly, and the balance of the value of the Shares shall be paid on the dates and in the manner which will be determined by the Board of Directors.

ARTICLE 9

Any amount not settled at the specified date shall be subject to a compensation to be paid to the Company from the due date at a rate to be agreed upon. The Board of Directors shall have the right to sell the Shares which value is not paid in time and the sale shall be for the account of the Shareholder in arrears and on his own responsibility after notifying him of the respite period determined by the Board of Directors and without recourse to any legal procedures. The Board shall collect from the proceeds of the sale the value of instalments due on the Shares as well as the relative interests and charges and then refund the remainder to the defaulting Shareholder. In case the proceeds of the sale are not sufficient to cover the amount owed, the Company shall claim the remainder from the Shareholder

ARTICLE 10

The Board of Directors shall within three months from the date on which the incorporation of the Company is declared to be final, deliver to each Shareholder Provisional Certificates which shall be considered as representing the Shares he owns.

The Board shall deliver the Shares within three months from the date of payment of the last instalment and the Shares shall be detached from a book with counterfoils and shall be given serial numbers and signed by two members of the Board of Directors with the Company's Seal affixed thereon.

The Share documents must include in particular, the number and date of the Decree authorising the incorporation of the Company, its date of publication in the Official Gazette, the value of the capital, the number of Shares issued and their characteristics, as well as, the object of the Company, its Head Office and duration.

ARTICLE 11

Shareholders shall not be bound to other than the value of each Share and their obligations cannot be increased.

ARTICLE 12

Ownership of a Share must imply the acceptance of the Company's Articles of Association and the resolutions of its General Assembly.

ARTICLE 13

Each Share shall entitle its owner to an equal proportion in the Company's assets and the profits distributed as specified thereafter, and it is not permissible to issue Shares that will be given several votes.

ARTICLE 14

The Company shall keep a register for recording the names of Shareholders, number of Shares and their serial numbers, and the transaction relating to these Shares.

ARTICLE 15

- 1 - Individuals are not allowed to transfer the ownership of their shares except to Nationals of their own State.
- 2 - In case of transfer of ownership of Shares to a person other than the Nationals of the Member State by way of inheritance or will, the State of the deceased must purchase such Shares for itself at the market price.

CHAPTER III

MODIFICATIONS OF THE COMPANY'S CAPITAL

ARTICLE 16

The authorised Capital of the Company may be increased once or more by the issue of new Shares or by the transfer of the reserve funds to Shares by a resolution of the Extraordinary General Assembly, which resolution must contain the conditions of the new Shares and provided that the instalments of the original Shares are paid in full.

New Shares may be issued at less than the nominal value, and if issued at more than the nominal value, the difference must be added to the general reserve after the payment of the subscription expenditures. Each Shareholder shall have the priority to subscribe to a portion of the new Shares in proportion to the number of his Shares. A fifteen-day period from the date of invitation to the Shareholders to subscribe shall be granted to avail them of the practice of such right of priority.

In the event of the availability of a surplus number of Shares they should be equally distributed among Member States, and the provisions for the original subscription shall apply to the new Shares.

ARTICLE 17

The Company may, by decision of the Extraordinary General Assembly, reduce its Capital if it becomes in excess of its requirements or in the case of the occurrence of a loss and the Company decides to reduce the Capital to the limit of the actual value available, but provided the paid Capital under no circumstance shall be less than 500,000 Bahraini Dinars. Reduction may be effected through one of the following methods:

- a - Reducing the nominal value of the Shares by cancelling the obligation for the payment of the undue instalments.
- b - Reducing the nominal value of the Shares by cancelling a part of the paid price equivalent to the amount of loss, if such a loss is incurred by the Company, or by returning a part thereof, if the Company finds that its Capital exceeds its needs.

No decision on the reduction shall be issued except after the reading of the Accounts Auditors' Report on the reasons urging such a reduction, and the obligations falling upon the Company and the effect of the reduction on such obligations.

CHAPTER IV

MANAGEMENT OF THE COMPANY

ARTICLE 18

- 1 - The Management of the Company shall be assumed by a Board of Directors composed of fourteen members. Each of the member States appoints two members as its representatives on this Board.
- 2 - Each of the member States shall be held responsible before the Company and others for the acts of its representatives.
- 3 - If the distribution of Shares among the Member States is substantially changed, the Extraordinary General Assembly may recompose the number of representatives of each Member State on the Board.

ARTICLE 19

- 1 - Members of the Board of Directors shall be appointed for a term of three years and may be reappointed for a further period or periods.

- 2 - No Member of the Board of Directors, in his personal capacity, may be a member of the board of a similar or competitive company. He may not, also, carry out any activities that are similar or competitive to those carried out by the Company. He may not, also, have any direct or indirect interest in the contracts and deals concluded by the Company with others and he may not have an interest that is in conflict with the Company's interest without obtaining a permit in respect thereof from the General Assembly.

ARTICLE 20

- 1 - The Members of the Board shall by way of secret balloting, elect from among themselves the Chairman and Deputy Chairman of the Board for a three-year term and provided that they are not from one State.
- 2 - The Chairman of the Board of Directors shall be the Company's representative before the law and the third parties, and his signature shall be considered as that of the Board of Directors, and he must implement the decisions taken by the Board and comply with its recommendations. In case of absence of the Chairman or of his being unable to attend to his duties for any reason, the Deputy Chairman shall assume his responsibilities.

ARTICLE 21

The Board of Directors shall appoint an Executive Committee from among its members to lay down the Bank's executive policy and to control its implementation.

ARTICLE 22

The Board of Directors shall appoint a General Manager for the Company and determine his duties, responsibilities and salary. The Board may appoint a Secretary to assume the Board's secretarial functions.

ARTICLE 23

- 1 - The Board of Directors shall convene once at least every three months at the invitation of the Chairman, and the meeting of the Board may be called for by a number of its members representing three states at least.
- 2 - Meetings of the Board shall be held in the Head Office of the Company or in any other place that will be chosen by the Board.

- 3 - Where any of the Members of the Board of Directors becomes unable to attend any of the meetings of the Board, he shall have the right to ask one of the other Members to act on his behalf, provided a written request for such representation is made. No Member of the Board of Directors, in addition to himself, may represent more than one Member.
- 4 - The quorum of Board meeting requires attendance of the majority of Members or their representatives.
- 5 - The Chairman of the Board of Directors may, when necessary, make decisions by way of Consultations through letters or telegrams, and such decisions taken in this manner, shall be approved in the first meeting of the Board of Directors, and shall be recorded in the minutes of such meeting.

ARTICLE 24

Decision of the Board of Directors shall be issued by the majority of Members present, and where the votes happen to be equal, the side with the Chairman shall prevail. A special register shall be prepared wherein the minutes of the meetings of the Board shall be recorded and signed by the Chairman. The opposing Member may ask for his opinions to be recorded.

ARTICLE 25

The Board of Directors may practice all the activities required by the Management of the Company in conformity with its objectives, with the exception of such activities explicitly reserved in these Articles of Association to the General Assembly.

The Board of Directors in general is entitled the power of supervision over the Company's affairs and the conduct of its affairs and the laying down of the policy it follows. The Board of Directors is entitled, also, to issue the decisions and by-laws concerning any internal regulations relative to the Company's operations, the financial and administrative affairs, the Company's staff regulations and the appointment of committees and sub-committees and the determination of their authorities and activities, and shall have the right to lay down the other regulations which are deemed adequate to achieve the objectives for which the Company has been established.

ARTICLE 26

Where any of the Members of the Board does not attend three consecutive meetings without a legitimate reason, that member may be considered as resigning and the Board of Directors shall notify the State he belongs to, in order that the said State may appoint another member to replace him.

ARTICLE 27

The ordinary General Assembly shall determine the remunerations of the members of the Board of Directors, taking into consideration their efforts and the profits achieved. These remunerations shall not exceed 10% of net profits.

ARTICLE 28

Members of the Board of Directors shall not be bound by any personal obligation relating to the Company by reason of performance of the duties of their positions within the limits of their representation.

ARTICLE 29

The Chairman of the Board of Directors, his Deputy, or the General Manager of the Company may not breach any of the provisions of the Agreement and its annexes and each of them shall be considered responsible under the Law of the Head Office State and the Law of the State of which he bears nationality, for the accurate execution of his representation relating to the Company whether personally or jointly as the case may be. The Company or the Head Office State with the observation of notifying the State of the Member or the State of which he is a national, shall have the right to take such legal actions to file a liability or criminal case in the event of his violation of the provisions of this Agreement or its annexes or in the event of any one of them committing a violation to the management of the Company.

ARTICLE 30

The Chairman of the Board of Directors, his Deputy or any other member appointed by a Board resolution are authorised to sign singly on behalf of the Company. The Board of Directors in accordance with the proposal of the Chairman may appoint assistants, managers and authorized persons and determine their authorities and may authorise them to sign on behalf of the Company individually or jointly and the Board of Directors may authorise for this purpose the Chairman or any other member.

ARTICLE 31

The Board of Directors should in each fiscal year, and within four months at least from the date of its expiry, prepare the Balance Sheet of the Company and the Profit and Loss Account in accordance with the accounting practices.

ARTICLE 32

The Board of Directors shall forward by registered mail a copy of the Balance Sheet, the Profit and Loss Account, a full Account of its report, and a complete text of the report of the Auditors to each Shareholder at least six weeks before the date of the General Assembly's meeting.

ARTICLE 33

The Board of Directors shall lay down the by-laws of the Company and its staff regulations.

CHAPTER V

GENERAL ASSEMBLY

ARTICLE 34

The properly formed General Assembly should represent all the Shareholders.

ARTICLE 35

Invitation to attend meetings of the General Assembly shall be forwarded to the Shareholders regardless of their capacities by registered letters, which invitations should include the Agenda. The founders shall prepare the Agenda of the General Assembly's meeting as a Constituent Assembly, whereas the Board of Directors shall prepare the Agenda of the General Assembly's meeting as an Ordinary or Extraordinary General Assembly.

ARTICLE 36

In cases where the General Assembly may be held at the request of the Shareholders or the Auditors, the Agenda shall be prepared to include only the request for holding the General Assembly and no other matters, not listed in the Agenda, may be discussed.

ARTICLE 37

Each Shareholder shall have a number of votes equivalent to his number of Shares, and decisions shall be issued by the absolute

majority of Shares represented in the meeting. Representatives may attend the General Assembly provided the representation is privately made and established in writing. No member may take part in voting for himself or the member he represents in matters to a special benefit for himself or in a dispute arising between him and the Company.

ARTICLE 38

The meeting of the General Assembly shall be presided over by the Chairman of the Board of Directors or his Deputy or any person delegated by the Board of Directors or by the General Assembly for that purpose. The meeting shall be in quorum if attended by a number of Shareholders representing more than half of the Shares and if the quorum is not met, an invitation shall be forwarded for a second meeting to be held within 30 days from the date assigned for the first meeting. The second meeting shall be considered in quorum regardless of the number of attendants.

ARTICLE 39

Resolutions of the Ordinary General Assembly's meeting shall be issued by the absolute majority of Shares represented.

ARTICLE 40

Voting in the General Assembly shall be made in the manner determined by the president of the meeting, unless another specific manner is decided by the General Assembly.

ARTICLE 41

Shareholders shall meet within thirty days from date of publication of the Agreement establishing the Company and its Articles of Association in the Official Gazette of the State of Bahrain, in the capacity as the Constituent General Assembly, to discuss all the procedures of establishment and to pursue the supporting documents thereof. The Assembly shall make sure of the soundness of the procedures and their conformity with the regulations of the Agreement establishing the Company and its Articles of Association and the Auditors. The appointment of the members of the Board of Directors shall be announced in the General Assembly.

ARTICLE 42

The Ordinary General Assembly shall convene at the request of the Board of Directors once at least in a year and within three months from the date of expiry of the Company's fiscal year.

The Board of Directors may call this Assembly for a meeting whenever deemed necessary, and upon being requested by a number of Shareholders possessing not less than one third of the Capital, the Board must call the Assembly for a meeting.

ARTICLE 43

The Ordinary General Assembly's meeting shall be concerned with all Company matters except those matters reversed by the law or by these Articles of Association to the Extraordinary General Assembly (or to the constituent Assembly's meeting)

The Assembly's concern involves its looking into the processing of the Company's activities, the approval of the closing Account, as well as the Profit and Loss Account and the reports of the Board of Directors and Auditors, the appointment of the Auditors, the determination of remunerations of the Board of Directors and the Auditors, and the proposals for the distribution of profits.

ARTICLE 44

- 1 - Resolutions issued by the General Assembly in accordance with the Law and the Company's Articles of Association shall be binding to all Shareholders, whether they attended the meeting during which the resolutions were taken or not and whether they approved or disapproved such resolutions taken.
- 2 - The Board of Directors must implement the General Assembly's resolutions.

ARTICLE 45

The Extraordinary General Assembly shall convene at the request of the Board of Directors or in accordance with a written request of Shareholders possessing not less than half the number of the Company's Shares, and in this case the Board of Directors must call for the Assembly's meeting within one month from the date of receipt of the request therefor.

ARTICLE 46

- 1 - The Extraordinary General Assembly's meeting shall not be in quorum unless it is attended by Shareholders representing three quarters of the Company's Shares and the resolutions shall be taken by two thirds of the Shares of attendants. If this quorum is not met, invitation shall be made for a second meeting to be held within thirty days from the date of the first meeting and it will be

in quorum if attended by Shareholders representing more than half the Shares.

- 2 - If this quorum is not met for the second meeting, or for the soundness of the resolutions to be taken therein, in accordance with the provisions of the previous paragraph, an invitation shall be made for a third meeting which will be held after the expiry of three months from the date of invitation for the second meeting and the third meeting will be considered in quorum regardless of the number of attendants.

Resolutions in the third meeting shall be passed by the majority of votes of the attendants.

ARTICLE 47

The following matters shall only be considered by the Extraordinary General Assembly.

- 1 - Amendment of the Memorandum of the Company or the Articles of Association.
- 2 - Sale of the whole project carried out by the Company or the disposal thereof in any other way.
- 3 - Dissolution of the Company or its amalgamation with another company or body.
- 4 - Increase or reduction of the Capital.
- 5 - Increase or diversification of the objects of the Company.
- 6 - Liquidation of the Company.
- 7 - Issue of other categories of Shares other than the Ordinary Shares.
- 8 - Assignment by a Shareholder of a part of his allotment.
- 9 - Change of the name of the Company.

CHAPTER VI

ACCOUNTS OF THE COMPANY

ARTICLE 48

The Company shall have one Auditor or more from the legal accountants. He (or they) shall be appointed and his (or their) remunerations fixed by the General Assembly, and he shall be responsible for auditing the accounts of the fiscal year he was appointed for.

ARTICLE 49

The Company's fiscal year shall start on the first day of January and shall end on the 31st day of December of each year with the

exception of the first fiscal year of the Company, which year shall begin as of the date of announcement of the final incorporation of the Company by its registration in the Commercial Register and shall end on the 31st day of December of the following year.

ARTICLE 50

The Auditor shall have the right to pursue, at all times, all the Company's books, records and documents and to ask for data deemed necessary and he shall have the right also to verify the Company's assets and commitments. In the event of being unable to use such authorities, he shall establish that fact in writing in a report to be submitted to the Board of Directors and which will be presented to the General Assembly, and he shall have the right to call for the meeting of the General Assembly for this purpose.

ARTICLE 51

The Auditor shall submit to the General Assembly a report showing as to whether or not the Balance Sheet and the Profit and Loss Accounts are in conformity with the actual situation and give a clear view of the true financial situation of the Company: whether the Company keeps proper organized accounts; whether the inventory is conducted in accordance with the observed methods; whether the data contained in the report of the Board of Directors is in agreement with the contents of the Company's Books; whether certain violations have been committed in respect of the provisions of the Company's Articles of Association or the provisions of the Law during the fiscal year to the extent that would affect the Company's activity or its financial position; and he shall indicate whether or not such violations still exist according to the information made available to him.

The Auditor shall be held responsible for the accuracy of the data included in his report in his capacity as the representative of all the Shareholders. Each Shareholder shall have the right to discuss, during the meeting of the General Assembly, with the Auditor whatever was contained in his report and request his explanation therefor.

ARTICLE 52

A certain percentage to be determined by the Board of Directors in accordance with standard accounting practices, shall be deducted from gross profit to cover amortisation of Company's assets and all types of provisions and compensation for depreciation and to meet

obligations of the Company under Labour Laws. These funds are to be used for purchase of materials, equipment, premises and for maintenance, and may not be distributed to Shareholders.

ARTICLE 53

Net profits shall be distributed as follows:

- 1 - 10% shall be deducted for allocation to the account of obligatory reserve.
- 2 - Another 10% shall be deducted to be allocated to the account of the voluntary reserve.
- 3 - The necessary amount shall be deducted for the distribution of the first portion of the profits at the rate of 5% to the Shareholders in respect of the amounts paid from the value of their Shares.
- 4 - The balance amount shall be distributed among Shareholders or the Board of Directors may suggest the carrying forward of the undistributed profits to the following year or their allocation for the formation of extraordinary funds for reserve or depreciation.

ARTICLE 54

Dividends to Shareholders shall be paid in the place and on dates which will be determined by the Board of Directors.

ARTICLE 55

The voluntary reserve funds shall be used in accordance with a decision of the Board of Directors in a way that is most beneficial to the interests of the Company, and this reserve may not be distributed among Shareholders yet it may be used to ensure the distribution of profits among Shareholders up to 5% in years when Company profits do not permit the ensurance of this percentage.

ARTICLE 56

The Board of Directors may deposit some of its funds with a bank or banks specified by the Board of Directors.

CHAPTER VII

LIQUIDATION OF THE COMPANY

ARTICLE 57

- 1 - In case of dissolution of the Company, its liquidation shall be carried out by liquidators who will be appointed by the General

Assembly and such liquidators shall have widest authority to investigate the Company's assets and liabilities and the General Assembly shall determine their remunerations.

- 2 - Upon the appointment of the liquidators, the authorities of Members of the Board of Directors shall be terminated and the General Assembly shall remain in existence in order to approve the conditions of the liquidation and to give the acquittance to the liquidators.

The General Assembly shall be presided over by the person appointed in each meeting called for by the liquidators.

- 3 - Following the settlement of the Company's obligations and the refunding of the Shares value, the balance should be distributed among the Shareholders in proportion with the nominal amount of the Shares they possess.

CHAPTER VIII

ARBITRATION

ARTICLE 58

In the event of a dispute arising between the Company and one of the Member States or among the Member States themselves, the dispute shall be presented to an Arbitration Committee composed of three Members, each party to the dispute shall choose an arbitrator and the two arbitrators shall choose a third arbitrator from States other than the parties to the dispute.

The third arbitrator shall determine the place and time for arbitration and procedures for the settlement of the dispute. In case of disagreement of the arbitrators appointed by the parties to the dispute, the decision of the third arbitrator shall be final and binding to the parties to the dispute and may not be appealed.

CHAPTER IX

TERMINAL PROVISIONS

ARTICLE 59

The founders of the Company shall choose a Seal to bear the name of the Company to be used for sealing the documents which the Board of Directors or the Executive Committee may deem necessary or desirable.

AMENDMENTS

The General Assembly meeting at its first Extraordinary session on the 15th of February, 1979, decided the following:

1. To increase the Bank's paid-up capital to B.D. 40 million on the 13th of May, 1979.

The General Assembly meeting at its second Extraordinary session held on the 15th of April, 1980, decided the following:

1. To increase the Bank's authorised capital to B.D. 100 million; and
2. To increase the Bank's subscribed capital to B.D. 100 million.

The General Assembly meeting at its third Extraordinary session held on the 7th of September, 1982, decided the following:

1. To increase the Bank's authorised capital to B.D. 200 million;
2. To increase the Bank's subscribed capital to B.D. 200 million; and
3. To increase the Bank's paid-up capital to B.D. 128 million.

The General Assembly meeting at its fourth Extraordinary session held on 18th of February, 1988, decided the following:

1. To increase the Bank's authorised capital to B.D. 400 million.
2. To increase the Bank's paid-up capital to B.D. 242 million.

On 29th December, 1988, the Bank's paid-up capital was increased to B.D. 242 million.

NOTARISATIONS AND AUTHENTICATIONS

I the undersigned in my capacity as the Secretary to the Board of Gulf International Bank, B.S.C. certify that Fifth edition of June 1989 is true and valid except for those articles amended as per the appendix attached including amendments issued in accordance of Bahrain Law Decree No. (14) for the year 1991 and subsequent amendments in accordance to Bahrain Law Decree No. (15) for the year 1992.

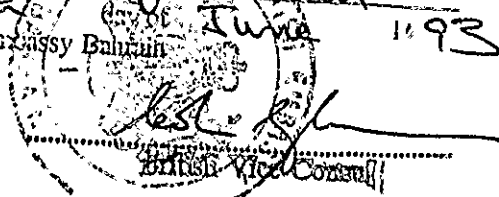
Abdul Elah Al-Amer
Secretary to the Board
Gulf International Bank B.S.C.

Confirmation

I confirm that the above statement of secretary to the Board of Gulf International Bank, B.S.C. is true and conform with our registry.

Alawi Jawad Al Mossawi
Head of Companies Affairs
Ministry of Commerce & Agriculture

Certified for the legalisation of the Seal & Signature of
The Ministry of Foreign Affairs
of The State of Bahrain
This 13th day of June 1993
at the British Embassy Bahrain



القوالب والتصديقات

أشهد أنا الموقع أدناه بصفتي أمين سر مجلس الإدارة لبنك الخليج الدولي بأن جميع المواد الواردة في الطبعة الخامسة الصادرة في يونيو ١٩٨٩ لإتفاقية التأسيس والنظام الأساسي لبنك الخليج الدولي ش.م.ب. لازالت صحيحة وسارية المفعول بإستثناء المواد التي خضعت للتعديلات الواردة في الملحق المرفق بهذه الطبعة والمتضمن التعديلات ووفق المرسوم بقانون رقم (١٤) لسنة ١٩٩١ وما تلاه من تعديلات وفق المرسوم بقانون رقم (١٥) لسنة ١٩٩٢ .

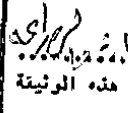
عبدالله الحامر
أمين سر مجلس الإدارة
بنك الخليج الدولي ش.م.ب.

تأكيد

أود أن أوكد بأن الشهادة الصادرة أعلاه من قبل أمين سر مجلس إدارة بنك الخليج الدولي ش.م.ب. صحيحة وتتوافق على سجلاتنا .

علي جواد المرسوي
رئيس شئون الشركات
وزارة التجارة والصناعة

دولة البحرين
وزارة الخارجية

ادارة الشؤون الادارية والمالية والقضلية
الرقم : ٥٠٨٠٠٠
بتاريخ : ١٩٩٠/٠١/٣٠
تصادق على صحة ختم الموقع : 
بدون أية مسئولية من قبل الوزارة فيما تحتويه هذه الوثيقة
مدير ادارة الشؤون الادارية والمالية والقضلية

تعديلات

قررت الجمعية العامة في إجتماعها غير العادي الأول المنعقد في ١٥ فبراير ١٩٧٩ ما يلي:-

زيادة رأس مال البنك المدفوع إلى ٤٠ مليون دينار بحريني إعتباراً من ١٢ مايو ١٩٧٩.

قررت الجمعية العامة في إجتماعها غير العادي الثاني المنعقد في ١٥ ابريل ١٩٨٠ ما يلي:-

١ - زيادة رأس مال البنك المصرح به ليصبح ١٠٠ مليون دينار بحريني.

٢ - زيادة رأس مال البنك المكتتب به ليصبح ١٠٠ مليون دينار بحريني.

قررت الجمعية العامة في إجتماعها غير العادي الثالث المنعقد في ٧ سبتمبر ١٩٨٢ ما يلي:-

١ - زيادة رأس مال البنك المصرح به ليصبح ٢٠٠ مليون دينار بحريني.

٢ - زيادة رأس مال البنك المكتتب به ليصبح ٢٠٠ مليون دينار بحريني.

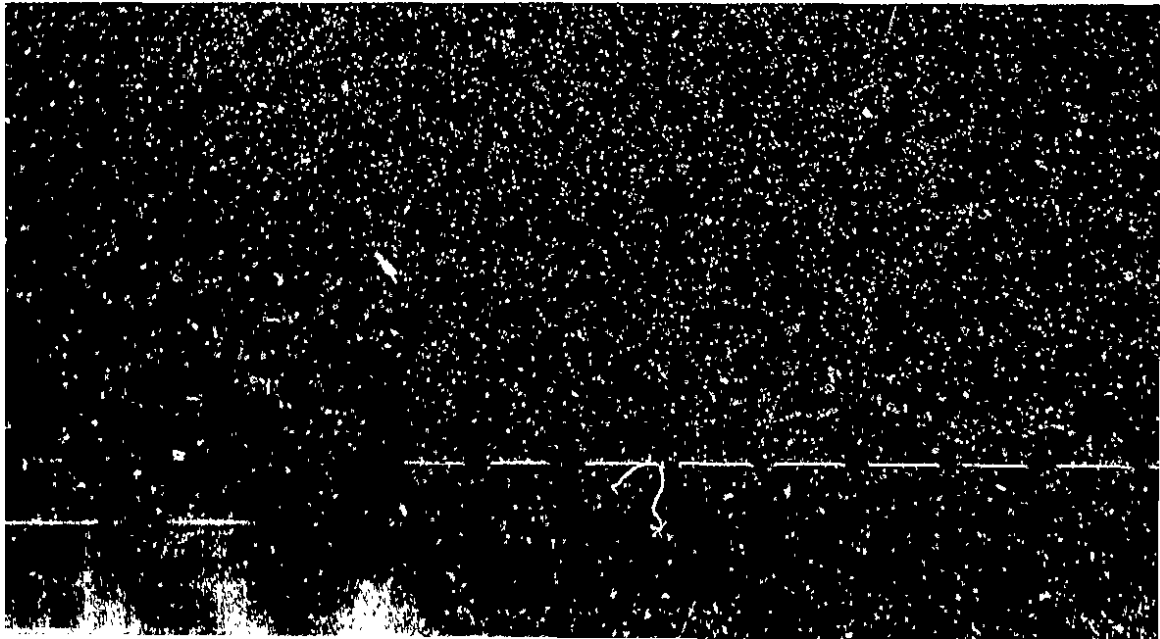
٣ - زيادة رأس مال البنك المدفوع ليصبح ١٢٨ مليون دينار بحريني.

قررت الجمعية العامة في اجتماعها غير العادي الرابع المنعقد في ١٨ فبراير ١٩٨٨ ما يلي:-

١ - زيادة رأس مال البنك المصرح به ليصبح ٤٠٠ مليون دينار بحريني.

٢ - زيادة رأس مال البنك المدفوع ليصبح ٢٤٢ مليون دينار بحريني

بلغ رأس مال البنك المدفوع ٢٤٢ مليون دينار بحريني في ٢٩ ديسمبر ١٩٨٨.



الفصل الثامن

التحكيم

مادة (٥٨)

إذا نشأ خلاف بين الشركة وأحدى الدول الاعضاء أو بين الدول الأعضاء فيما بينها يعرض الخلاف على هيئة تحكيم مكونة من ثلاثة أعضاء يختار كل متنازع محكما ويختار المحكمان محكما فيصلا من غير الدول الاطراف في النزاع.

ويحدد الحكم الفيصل مكان وزمان التحكيم وإجراءات الفصل في النزاع. وفي حالة إختلاف المحكمين المعيّنين من أطراف النزاع يكون قرار الفيصل نهائيا وملزما لأطراف النزاع ولا يجوز إستئنافه.

الفصل التاسع

احكام عقابية

مادة (٥٩)

على مؤسسي الشركة أن يختاروا خاتما يحمل اسم الشركة، وتختتم به المستندات التي يرى المجلس أو اللجنة التنفيذية أنها ضرورية أو مرغوب فيها.

مادة (٥٥)

يستعمل المال الاحتياطي غير الإجباري بناء على قرار مجلس الإدارة، فيما يكون أوفى بمصالح الشركة ولا يجوز توزيع هذا الاحتياطي على المساهمين وإنما يجوز استعماله لتأمين توزيع أرباح على المساهمين تصل إلى ٥٪ في السنوات التي لا تسمح فيها أرباح الشركة بتأمين هذا الحد.

مادة (٥٦)

يجوز لمجلس الإدارة أن يودع بعض أمواله في بنك أو أكثر من البنوك التي يحددها مجلس الإدارة.

الفصل السابع

تصفية الشركة

مادة (٥٧)

- ١ - تصفي الشركة في حالة حلها بواسطة مصفين تعينهم الجمعية العامة والمصفين أوسع السلطات للتحقيق في أصول وخصوم الشركة، وتحدد الجمعية العامة اتعابهم.
- ٢ - ويتعين المصفين تنتهي سلطات أعضاء مجلس الإدارة وتظل الجمعية العامة قائمة لإعتماد شروط التصفية وإعطاء المخالصة للمصفين، ويرأس الجمعية العامة من تعينه في كل إجتماع يدعو اليه المصفون.
- ٣ - وبعد أداء التزامات الشركة ورد قيمة الأسهم، يوزع الباقي على المساهمين بنسبة المبلغ الإسمي للأسهم المملوكة لهم.

مادة (٥٢)

يقتطع من الأرباح غير الصافية نسبة مئوية يحددها مجلس الإدارة طبقاً للاصول الفنية والمحاسبية لاستهلاك موجودات الشركة والمخصصات بكافة أنواعها أو التعويض عن زوال قيمتها ولواجهة الالتزامات المترتبة على الشركة بموجب قوانين العمل، وتستعمل هذه الأموال لشراء المواد والآلات والمنشآت اللازمة أو لإصلاحها، ولا يجوز توزيع هذه الأموال على المساهمين.

مادة (٥٣)

توزع الأرباح الصافية على الوجه التالي:-

- أولاً: يقتطع ١٠٪ تخصص لحساب الإحتياطي الإجباري.
- ثانياً: يقتطع ١٠٪ أخرى تخصص لحساب الإحتياطي الإختياري.
- ثالثاً: يقتطع المبلغ اللازم لتوزيع حصة أولى من الأرباح قدرها ٥٪ للمساهمين عن المدفوع من قيمة أسهمهم.
- رابعاً: يوزع ما تبقى على المساهمين، ويجوز لمجلس الإدارة أن يقترح ترحيل الأرباح غير الموزعة إلى السنة المقبلة أو يخصص لإنشاء مال للإحتياطي أو مال لاستهلاك غير عادي.

مادة (٥٤)

تدفع حصص الأرباح إلى المساهمين في المكان وفي المواعيد التي يحددها مجلس الإدارة.

حسابات الشركة

مادة (٤٨)

يكون للشركة مراقب حسابات أو أكثر من المحاسبين القانونيين تعينه الجمعية العامة وتقدر أتعابه وعليه مراقبة حسابات السنة المالية التي عين لها.

مادة (٤٩)

تبدأ السنة المالية للشركة من أول يناير وتنتهي في ٣١ ديسمبر من كل سنة وتستثنى من ذلك السنة المالية الأولى للشركة فتبدأ من تاريخ إعلان قيام الشركة نهائياً بتسجيلها في السجل التجاري وتنتهي في ٣١ ديسمبر في السنة التالية.

مادة (٥٠)

للمراقب في كل وقت الاطلاع على جميع دفاتر الشركة وسجلاتها ومستنداتها وفي طلب البيانات التي يرى ضرورة الحصول عليها وله كذلك أن يحقق موجودات الشركة والتزاماتها وإذا لم يتمكن من استعمال هذه الصلاحيات عليه أن يثبت ذلك كتابة في تقرير يقدم إلى مجلس الإدارة ويعرض على الجمعية العامة وله حق دعوة الجمعية العامة لهذا الغرض.

مادة (٥١)

يقدم المراقب إلى الجمعية العامة تقريراً يبين فيه ما إذا كانت الميزانية وحسابات الأرباح والخسائر متفقة مع الواقع وتعتبر بأمانة ووضوح عن المركز المالي الحقيقي للشركة وما إذا كانت الشركة تمسك بحسابات منتظمة، وما إذا كان الجرد قد أجري وفقاً للأصول المرعية وما إذا كانت البيانات الواردة في تقرير مجلس الإدارة متفقة مع ما هو وارد في دفاتر الشركة وما إذا كانت هناك مخالفات لأحكام نظام الشركة أو لأحكام القانون وقعت خلال السنة المالية على وجه يؤثر في نشاط الشركة أو مركزها المالي مع بيان ما إذا كانت هذه المخالفات لا تزال قائمة وذلك في حدود المعلومات التي توافرت لديه.

ويكون المراقب مسئولاً عن صحة البيانات الواردة في تقريره بوصفه وكيلًا عن مجموع المساهمين، ولكل مساهم أثناء عقد الجمعية العامة أن يناقش المراقب وأن يستوضحه عما ورد فيه.

مادة (٤٥)

تجتمع الجمعية العامة بصفة غير عادية بناء على دعوة من مجلس الإدارة أو بناء على طلب كتابي من مساهمين يملكون ما لا يقل عن نصف أسهم الشركة. وفي هذه الحالة يجب على مجلس الإدارة أن يدعو الجمعية للإجتماع خلال شهر من وصول الطلب إليه.

مادة (٤٦)

١ - لا يكون إجتماع الجمعية العامة غير العادية صحيحا ما لم يحضره مساهمون يمثلون ثلاثة أرباع أسهم الشركة وتصدر القرارات بثلثي أسهم الحاضرين. فإذا لم يتوافر هذا النصاب وجهت الدعوة الى إجتماع ثانٍ يُعقد خلال الثلاثين يوما القادمة للإجتماع الأول ويكون الإجتماع صحيحا اذا حضره من يمثل أكثر من نصف الأسهم.

٢ - وإذا لم يتوافر هذا النصاب للإجتماع الثاني أو لصحة القرارات التي تتخذ فيه وفقا لأحكام الفقرة السابقة، فتوجه الدعوة الى اجتماع ثالث يُعقد بعد إنقضاء ثلاثة أشهر من تاريخ توجيه الدعوة الى الاجتماع الثاني، ويعتبر الاجتماع الثالث صحيحا مهما كان عدد الحاضرين. وتصدر القرارات في الاجتماع الثالث بأغلبية أصوات الحاضرين.

مادة (٤٧)

المسائل الآتية لا تنظرها إلا الجمعية العامة منعقدة بصفة غير عادية:-

١ - تعديل عقد التأسيس أو النظام الأساسي للشركة.

٢ - بيع كل المشروع الذي قامت به الشركة أو التصرف فيه بأي وجه آخر.

٣ - حل الشركة أو اندماجها في شركة أو هيئة أخرى.

٤ - زيادة رأس المال أو تخفيضه.

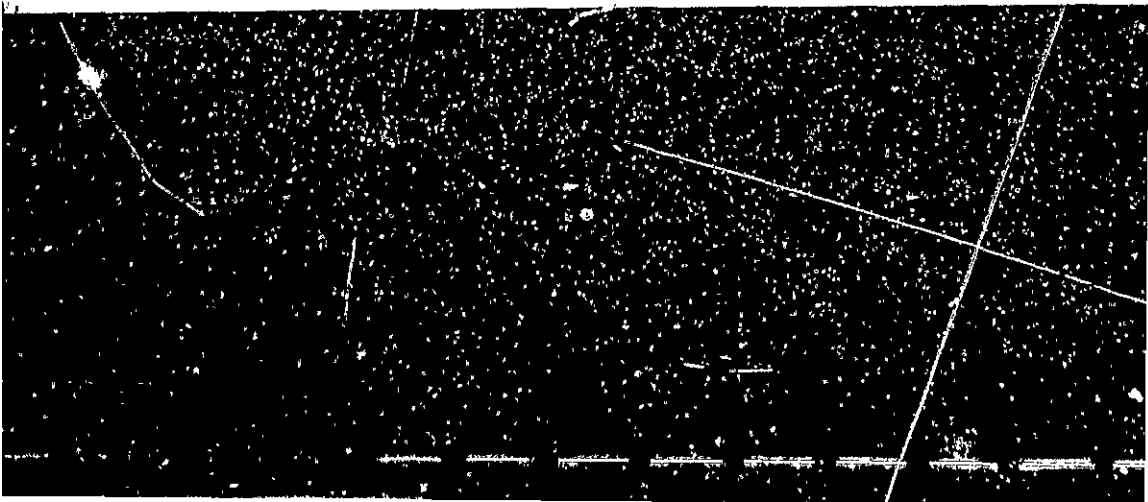
٥ - زيادة أغراض الشركة أو تنويعها.

٦ - تصفية الشركة.

٧ - إصدار فئات أخرى من الأسهم عدا الأسهم العادية.

٨ - تنازل المساهم عن جزء من حصته.

٩ - تغيير إسم الشركة.



مادة (٤٠)

يكون التصويت في الجمعية العامة بالطريقة التي يعيها رئيس الجلسة إلا إذا قررت الجمعية العامة طريقة معينة للتصويت.

مادة (٤١)

يجتمع المساهمون خلال ثلاثين يوماً من نشر عقد تأسيس الشركة ونظامها الأساسي في الجريدة الرسمية لدولة البحرين كجمعية عامة تأسيسية لبحث جميع عمليات التأسيس والاطلاع على المستندات المؤيدة لها. وتتثبت الجمعية من صحة العمليات وموافقتها لقانون عقد تأسيس الشركة ونظامها الأساسي وتعين مراقبي الحسابات، ويتم الاعلان عن تعيين أعضاء مجلس الإدارة في الجمعية التأسيسية.

مادة (٤٢)

تنعقد الجمعية العامة بصفة عادية مرة على الأقل في السنة بناء على دعوة مجلس الإدارة خلال ثلاثة أشهر من إنتهاء السنة المالية للشركة.

ولمجلس الإدارة دعوة هذه الجمعية كلما رأى ذلك ضرورياً ويتعين عليه دعوتها إذا طلب اليه ذلك عدد من المساهمين يملكون ما لا يقل عن ثلث رأس المال.

مادة (٤٣)

تختص الجمعية العامة منعقدة بصفة عادية بكل ما يتعلق بأمور الشركة عدا ما احتفظ به القانون أو هذا النظام للجمعية العامة منعقدة بصفة غير عادية (أو بصفتها جمعية تأسيسية).

ويشمل إختصاصها النظر في تسيير أعمال الشركة وإجازة الحساب الختامي وحساب الأرباح والخسائر وكذلك تقارير مجلس الإدارة ومراقب الحسابات وتعيين المراقبين وتحديد مكافآت مجلس الادارة والمراقبين واقتراح توزيع الأرباح.

مادة (٤٤)

١ - تلزم القرارات التي تصدرها الجمعية العامة وفقاً لاحكام القانون ونظام الشركة جميع المساهمين سواء كانوا حاضرين الاجتماع الذي صدرت فيه هذه القرارات أو غائبين أو كانوا موافقين أو مخالفين لها.

٢ - وعلى مجلس الإدارة تنفيذ قرارات الجمعية العامة.

الفصل الخامس

الجمعية العامة

مادة (٣٤)

الجمعية العامة المكونة تكويناً صحيحاً تمثل جميع المساهمين.

مادة (٣٥)

توجه الدعوة الى المساهمين لحضور إجتماعات الجمعية العامة أيا كانت صفتهم بكتب مسجلة ويجب أن تتضمن الدعوة جدول الاعمال ويضع المؤسسون جدول أعمال الجمعية العامة منعقدة بصفة تأسيسية ويضع مجلس الإدارة جدول أعمال الجمعية العامة منعقدة بصفة عادية أو بصفة غير عادية.

مادة (٣٦)

في الاحوال التي يجوز فيها عقد الجمعية العامة بناء على طلب المساهمين أو مراقبي الحسابات يوضع جدول الاعمال في طلب إنعقاد الجمعية ولا يجوز بحث أية مسألة غير مدرجة في جدول الاعمال.

مادة (٣٧)

لكل مساهم عدد من الاصوات يعادل عدد أسهمه وتصدر القرارات بالأغلبية المطلقة للأسهم الممثلة في الاجتماع. ويجوز التوكيل في حضور الجمعية العامة بشرط أن يكون التوكيل خاصاً وثابتاً بالكتابة. ولا يجوز لأي عضو أن يشترك في التصويت عن نفسه أو عن يمثله في المسائل التي تتعلق بمنفعة خاصة له أو بخلاف قائم بينه وبين الشركة.

مادة (٣٨)

يرأس إجتماع الجمعية العامة رئيس مجلس الإدارة أو نائبه أو من ينتدبه مجلس الإدارة أو الجمعية العامة لذلك. ولا يكون الإجتماع صحيحاً إلا إذا حضره عدد من المساهمين يمثلون أكثر من نصف الاسهم فإذا لم يتوافر هذا النصاب وجهت الدعوة الى إجتماع ثان خلال ثلاثين يوماً من التاريخ المحدد للإجتماع الاول. ويكون الإجتماع الثاني صحيحاً مهما كان عدد الحاضرين.

مادة (٣٩)

تصدر قرارات الجمعية العامة منعقدة بصفة عادية بالأغلبية المطلقة للأسهم الممثلة.

مادة (٢٨)

لا يلتزم أعضاء مجلس الإدارة بأي التزام شخصي فيما يتعلق بتعهدات الشركة بسبب قيامهم بمهام وظائفهم ضمن حدود وكالتهم.

مادة (٢٩)

لا يجوز لرئيس مجلس الإدارة أو لنائبه أو للمدير العام للشركة مخالفة أي من أحكام الاتفاقية وملحقاتها، ويكون كل منهم مسئولاً بموجب قانون دولة المقر وبموجب قانون الدولة التي يحمل جنسيتها عن تنفيذ وكالته المتعلقة بالشركة تنفيذاً صحيحاً وذلك شخصياً ومتضامناً بحسب الأحوال. وللشركة أو لدولة المقر مع مراعاة إخطار دولة العضو أو الدولة التي يحمل جنسيتها أن تتخذ هذه الإجراءات القانونية لإقامة دعوى المسؤولية أو الجنائية إذا خالف أي من أحكام هذه الاتفاقية أو ملحقاتها أو إذا ارتكب أي منهم أي مخالفة في إدارة الشركة.

مادة (٣٠)

يملك حق التوقيع عن الشركة على أفراد كل من رئيس مجلس الإدارة أو نائبه أو أي عضو آخر ينتدب لهذا الغرض بقرار من مجلس الإدارة. وللمجلس الإدارة بناء على اقتراح رئيس المجلس أن يعين مساعدين ومديرين وكلاء مفوضين وأن يحدد صلاحياتهم ويخولهم حق التوقيع عن الشركة منفردين أو مجتمعين، ويجوز للمجلس أن يفوض في ذلك الرئيس أو أي عضو آخر.

مادة (٣١)

على مجلس الإدارة أن يعد في كل سنة مالية خلال أربعة أشهر على الأقل من تاريخ إنتهائها ميزانية الشركة وحساب الأرباح والخسائر وفقاً للأصول المحاسبية.

مادة (٣٢)

يرسل مجلس الإدارة نسخة من الميزانية وحساب الأرباح والخسائر وخلاصة وافية بتقريره، والنص الكامل لتقرير المراقبين إلى كل مساهم بطريق البريد الموصي عليه قبل موعد عقد الجمعية العامة بستة أسابيع على الأقل.

مادة (٣٣)

يضع مجلس الإدارة اللوائح الداخلية للشركة ونظام العاملين فيها.

- ٤ - ويشترط لصحة إجتماع المجلس حضور أغلبية الأعضاء أو من ينوبون عنهم
- ٥ - وعند الضرورة يجوز لرئيس مجلس الإدارة إتخاذ القرارات عن طريق التشاور بالخطابات أو بالبرقيات، ويجب إجازة القرارات التي تتخذ على هذا النحو في أول إجتماع لمجلس الإدارة ويتم تدوينها في وقائع هذا الاجتماع.

مادة (٢٤)

تصدر قرارات مجلس الإدارة بأغلبية الاعضاء الحاضرين وإذا تساوت الاصوات رجح الجانب الذي فيه الرئيس. ويعد سجل خاص تثبت فيه محاضر جلسات المجلس ويوقعه الرئيس ويجوز للعضو المعارض أن يطلب تسجيل رايه.

مادة (٢٥)

لمجلس الإدارة ان يزاول جميع الاعمال التي تقتضيها إدارة الشركة وفقا لأغراضها فيما عدا ما احتفظ به صراحة هذا النظام الاساسي للجمعية العامة.

وللمجلس الإدارة على العموم سلطة الاشراف على شئون الشركة وتصريف امورها ووضع السياسة التي تنتهجها. وللمجلس أن يصدر أيضا القرارات واللوائح الداخلية المتعلقة بعمليات الشركة وبالشؤون المالية والإدارية ونظام موظفي الشركة وتعيين اللجان واللجان الفرعية وتحديد صلاحياتها واعمالها وان يضع الذئلم الاخرى التي يراها كفيلة بتحقيق الاغراض التي أسست الشركة من أجلها.

مادة (٢٦)

إذا تخلف أحد أعضاء المجلس عن حضور ثلاث جلسات متتالية بدون عذر مشروع جاز اعتباره مستقila ويقوم مجلس الإدارة باخطار الدولة التي ينتمي اليها لتعيين عضو آخر بدلا عنه.

مادة (٢٧)

تحدد الجمعية العامة العادية مكافأة أعضاء مجلس الإدارة آخذة في الاعتبار الجهد الذي قام به المجلس وما تحقق من أرباح على ألا تزيد هذه المكافأة عن ١٠٪ من صافي الربح.

٢ - لا يجوز لعضو مجلس الإدارة بصفته الشخصية أن يكون عضواً في مجلس إدارة شركة مماثلة أو منافسة ولا أن يقوم في أعمال تماثل أو أن تنافس تلك التي تقوم الشركة بها. كما لا يجوز أن تكون له مصلحة مباشرة أو غير مباشرة في العقود والصفقات التي تبرمها الشركة مع الغير، أو أن تكون له مصلحة تتعارض مع مصلحة الشركة ما لم يحصل على ترخيص خاص بذلك من الجمعية العمومية.

مادة (٢٠)

١ - ينتخب مجلس الإدارة بالاقتراع السري من بين أعضائه رئيساً ونائباً للرئيس بشرط ألا يكونا من دولة واحدة وذلك لمدة ثلاث سنوات.

٢ - رئيس مجلس الإدارة هو الذي يمثل الشركة أمام القضاء وأمام الغير، ويعتبر توقيعه كتوقيع مجلس الإدارة، وعليه تنفيذ القرارات التي يصدرها المجلس ويلتزم بتوصياته. ويقوم نائب الرئيس مقام الرئيس عند غيابه أو قيام مانع لديه.

مادة (٢١)

يعين مجلس الإدارة من بين أعضائه لجنة تنفيذية وذلك لوضع السياسة التنفيذية للبنك ومراقبة تنفيذها.

مادة (٢٢)

يعين مجلس الإدارة مديراً عاماً للشركة ويحدد اختصاصاته ومسئوليته وراتبه. ويجوز للمجلس أن يعين سكرتيراً للقيام بالأعمال السكرتارية للمجلس.

مادة (٢٣)

١ - يجتمع مجلس الإدارة مرة كل ثلاثة أشهر على الأقل بدعوة من رئيسه، كما يجوز أن يطلب إجتماعه عدد من الأعضاء يمثلون ثلاث دول على الأقل.

٢ - وتُعقد إجتماعات المجلس في مقر الشركة أو في أي مكان آخر يختاره المجلس.

٣ - وإذا تعذر على أي عضو من أعضاء مجلس الإدارة حضور أي إجتماع من إجتماعات المجلس حق له أن ينوب عنه أحد أعضاء مجلس الإدارة الآخرين على أن تكون الانابة كتابية، ولا يجوز لأي من أعضاء مجلس الإدارة أن يمثل أكثر من عضو واحد بالإضافة إلى نفسه.

مادة (١٧)

يجوز للشركة بقرار من الجمعية العامة غير العادية تخفيض رأسمالها اذا زاد عن حاجتها أو اذا طرأت خسارة ورأت الشركة تخفيض رأس المال الى القيمة الموجودة فعلا، شريطة أن لا يقل رأس المال المدفوع في أي حال من الأحوال عن مبلغ خمسمائة ألف دينار بحريني. ويجوز التخفيض بأحد الأساليب الآتية -

١ - تنزيل قيمة الأسهم الاسمية بإبطال الإلتزام بدفع الأقساط التي لم تستحق.

ب - تنزيل قيمة الأسهم الاسمية بالغاء جزء من ثمنها المدفوع يوازي مبلغ الخسارة فيما اذا طرأت خسارة على الشركة، أو إعادة جزء منه فيما اذا رأت أن رأسمالها يزيد عن حاجتها ولا يصدر قرار بالتخفيض الا بعد تلاوة تقرير مراقب الحسابات وعن الأسباب الموجبة له وعن الإلتزامات التي على الشركة وعن اثر التخفيض في هذه الإلتزامات.

الفصل الرابع

إدارة الشركة

مادة (١٨)

١ - يتولى إدارة الشركة مجلس إدارة مؤلف من أربعة عشر عضوا تعين كل دولة من الدول الأعضاء اثنين ليكونا ممثلين عنها فيه.

٢ - وتكون كل دولة من الدول الأعضاء مسئولة تجاه الشركة والغير عن أعمال ممثليها.

٣ - وإذا تغير توزيع الأسهم بين الدول الاعضاء تغييرا جوهريا، جاز للجمعية العمومية غير العادية إعادة تقرير عدد ممثلي كل دولة من الاعضاء في المجلس.

مادة (١٩)

١ - يعين أعضاء مجلس الإدارة لمدة ثلاث سنوات ويجوز إعادة تعيينهم لمدة أو مدد أخرى.

مادة (١٣)

كل سهم يخول الحق في حصة معادلة لحصة غيره بلا تمييز في ملكية موجودات الشركة وفي الأرباح المقتسمة على الوجه المبين فيما بعد، ولا يجوز إصدار أسهم تعطى أصواتاً متعددة.

مادة (١٤)

تحتفظ الشركة بسجل تدون فيه أسماء المساهمين وأرقام الأسهم وعددها والتصرفات التي تجرى على الأسهم المذكورة.

مادة (١٥)

- ١ - لا يجوز للأفراد نقل ملكية أسهمهم إلا إلى مواطنين من نفس الدولة التي ينتمون إليها.
- ٢ - وإذا انتقلت ملكية أسهم إلى شخص من غير مواطني الدولة العضو بطريق الميراث أو الوصية، فإن على دولة المتوفي أن تشتريها لنفسها بسعرها في السوق.

الفصل الثالث

تعديل رأسمال الشركة

مادة (١٦)

يجوز زيادة رأسمال الشركة المصرح به مرة واحدة أو أكثر بإصدار أسهم جديدة أو بتحويل المال الاحتياطي إلى أسهم، وذلك بقرار من الجمعية العامة غير العادية، تحدد فيه شروط الأسهم الجديدة وبشرط أن تكون أقساط الأسهم الأصلية قد دفعت كاملة.

ويجوز إصدار الأسهم الجديدة بأقل من قيمتها الاسمية، وإذا صدرت بأكثر من ذلك أضيف الفرق حتماً إلى الاحتياطي العام بعد وفاء مصروفات الإصدار. ولكل مساهم الأولوية في الاكتتاب بحصة من الأسهم الجديدة متناسبة مع عدد أسهمه وتمنح لممارسة حق الأولوية مدة خمسة عشر يوماً من تاريخ دعوة المساهمين لذلك.

وفي حالة توفر فائض من الأسهم توزع على الدول الأعضاء بالتساوي وتسرى أحكام الاكتتاب الأصلية على الأسهم الجديدة.

ويدفع المكتتبون ٥٠٪ من كامل القدرة الاسمية للاسهم الصادرة خلال شهر واحد من التوقيع على هذه الاتفاقية في حساب يفتح لهذا الغرض لدى بنك البحرين الوطني في دولة المقر، ولا يجوز سحب هذا المبلغ بعد تأسيس الشركة الا بقرار من الجمعية التأسيسية، ويثم الوفاء في باقي قيمة الاسهم في المواعيد وبالطريقة التي يحددها مجلس الإدارة

مادة (٩)

كل مبلغ يتأخر أدائه عن الميعاد المحدد يدفع عنه تعويض للشركة بنسبة يتفق عليها من يوم إستحقاقه، ويحق لمجلس الإدارة أن يقوم ببيع الاسهم المتأخر أداء المستحق من قيمتها لحساب المساهم المتأخر عن الدفع وعلى ذمته وتحت مسؤوليته وذلك بعد إخطاره ضمن مهلة يحددها مجلس الإدارة ودون أية اجراءات قانونية، ويستوفي من ثمن المبيع بالأولوية على جميع الدائنين الاقساط التي لم تسدد والفوائد والنفقات ويورد الباقي للمساهم، فاذا لم يكف ثمن المبيع رجعت الشركة بالباقي على المساهم.

مادة (١٠)

يسلم مجلس الإدارة لكل مساهم خلال ثلاثة أشهر من تاريخ إعلان قيام الشركة نهائيا شهادات مؤقته تقوم مقام الاسهم التي يملكها.

ويسلم المجلس الاسهم خلال فترة ثلاثة أشهر من تاريخ وفاء القسط الأخير، وتستخرج الأسهم من دفتر ذي قسائم وتعطى ارقاما مسلسللة ويوقع عليها عضوان من أعضاء مجلس الادارة وتختتم بخاتم الشركة، ويجب أن يتضمن سند السهم على الاختص رقم وتاريخ المرسوم الصادر بالترخيص في تأسيس الشركة وتاريخ نشره في الجريدة الرسمية وقيمة رأس المال وعدد الاسهم الموزع عليها وخصائصها وغرض الشركة ومركزها ومدتها.

مادة (١١)

لا يلزم المساهمون الا بقيمة كل سهم ولا يجوز زيادة التزاماتهم.

مادة (١٢)

يترتب حتما على ملكية السهم قبول النظام الاساسي للشركة وقرارات جمعيتها العامة.

الفصل الثاني

رأسمال الشركة

مادة (٥)

حدد رأسمال الشركة بمبلغ أربعين مليون دينار بحريني، الصادر منه مبلغ ثمانية وعشرون مليون دينار بحريني موزع على أربعة آلاف سهم قيمة كل سهم عشرة آلاف دينار بحريني.

مادة (٦)

اسهم الشركة إسمية غير قابلة للتجزئة، ولا يجوز لغير مواطني الدول الأعضاء تملكها.

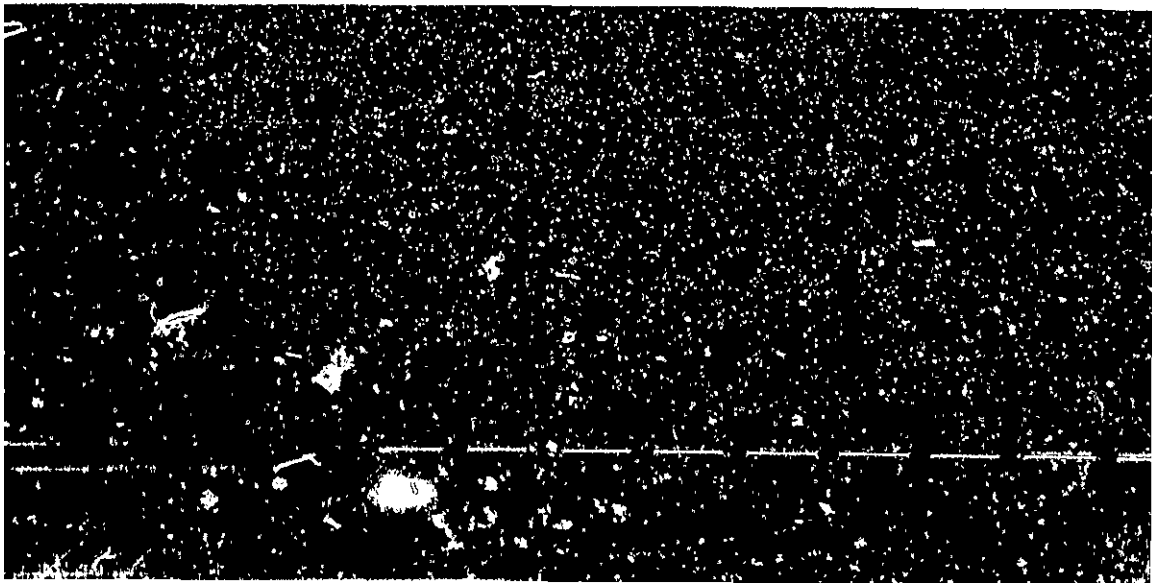
مادة (٧)

يقتصر الإكتتاب في رأس المال على الدول الأعضاء، ويجوز لكل دولة من الدول الأعضاء بقرار من الجمعية العامة غير العادية أن تتنازل لصالح مواطنيها من الأشخاص الطبيعيين أو الاعتباريين عن جزء لا يتجاوز ٩٪ من مجموع أسهمها بشرط ألا يزيد ما يمتلكه أي شخص من المتنازل اليهم عن ١٠٪ من مجموع الأسهم المتنازل عنها، وتقوم الدولة المتنازلة بتمثيل مواطنيها المتنازل اليهم والتصويت نيابة عنهم في الجمعيات العمومية على أن تقوم بتنظيم علاقاتها بهم وفق ما تراه مناسبة.

مادة (٨)

إكتتب المؤسسون الموقعون على هذه الاتفاقية في رأسمال الشركة الصادر بأسهم عددها ٢٨٠٠ سهم موزعة فيما بينهم على النحو التالي:-

الدولة	عدد الاسهم	القيمة الاسمية بالدينار البحرينى
المملكة العربية السعودية	٤٠٠	٤٠٠٠٠٠٠٠
دولة الكويت	٤٠٠	٤٠٠٠٠٠٠٠
دولة الامارات العربية المتحدة	٤٠٠	٤٠٠٠٠٠٠٠
دولة قطر	٤٠٠	٤٠٠٠٠٠٠٠
سلطنة عمان	٤٠٠	٤٠٠٠٠٠٠٠
دولة البحرين	٤٠٠	٤٠٠٠٠٠٠٠
الجمهورية العراقية	٤٠٠	٤٠٠٠٠٠٠٠



مادة (٤)

الأغراض التي أسس من أجلها الشركة

القيام بكافة الأعمال والخدمات المصرفية والتجارية لحساب البنك أو لحساب البنوك أو لحساب الغير أو بالاشتراك معها وذلك طبقاً للقوانين والأنظمة والإجراءات المصرفية المرعية، وتشمل الأغراض الأمور التالية :-

١ - إستلام الودائع بجميع أنواعها واقتراض وتدبير أو إستلام الأموال وإقتراضها ومنحها كإئتمان بضمان أو بدون ضمان.

٢ - التعامل في بيع وشراء وخصم الأوراق المالية بجميع أنواعها، بما في ذلك الكمبيالات التجارية والضمانات.

٣ - العمل كمستشارين ماليين للاستثمارات المالية والقيام بصورة عامة بجميع الأعمال التجارية والسمسرة والأعمال المالية والوكالات.

٤ - إقراض الاموال ومنح الإئتمان والتسهيلات المالية.

٥ - إقتراض الأموال وتسديد الديون.

٦ - العمل كضامن أو منشىء أو وسيط لإصدارات الأسهم والسندات وفي رعاية وإدارة الامانات الفردية والاستثمارية والاشتراك بأي شكل آخر في الاسواق الرأسمالية والنقدية (سواء دين أو مساهم).

٧ - يحق للشركة أن تكون لها مصلحة أو أن تشترك بأي وجه من الوجوه مع الهيئات التي تزاوِل المجالات الشبيهة بأعمالها أو التي تعاونها على تحقيق غرضها أو أن تشتريها أو تلحقها بها. وأن تدمج هذه الهيئات أو تمتلكها حسبما تقتضى مصلحة الأكثر.

٨ - وللشركة أن تنشئ لها فروعاً في الخارج أو أن تمتلك أو تؤسس بنوك اجنبية أو تساهم جزئياً في بنوك قائمة.

٩ - إستثمار أموال الشركة في أية استثمارات وتملك وبيع هذه الإستثمارات والتعامل بها بأية طريقة أخرى ومزاولة النشاط كشركة مالكة أو مستثمرة.

١٠ - ويجوز للشركة القيام بأية أعمال أخرى تستهدف تحقيق أغراضها حسبما يقرره مجلس الادارة.

النظام الأساسي لبنك الخليج الدولي شركة مساهمة بحرينية

الفصل الاول

تأسيس البنك

مادة (١)

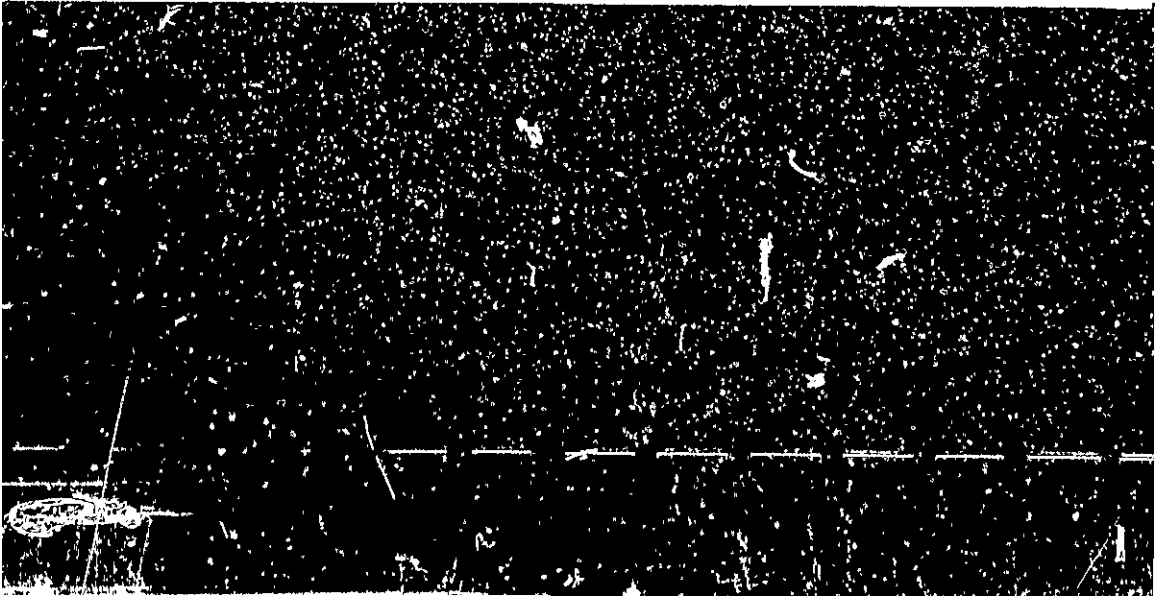
تأسست بموجب هذه الاتفاقية والنظام الاساسي المرفق بها شركة مساهمة بحرينية تسمى «بنك الخليج الدولي».

مادة (٢)

مركز الشركة الرئيسي ومحلها القانوني في مدينة المنامة بدولة البحرين، ويجوز لمجلس الإدارة أن ينشئ لها مكاتب تمثيل في الدول الاعضاء، كما يجوز له أن ينشئ فروعاً أو توكيلات أو مكاتب في خارج الدول الاعضاء.

مادة (٣)

مدة الشركة خمسون سنة ميلادية تبدأ من صدور القانون المرخص بتأسيسها، ويجوز إطالة هذه المدة لمدة أو مدد أخرى بقرار من الجمعية العمومية غير العادية.



ب - الإعفاء من قيود الهجرة وإجراءات التسجيل المتعلقة بالإجاب والرقابة على النقد.

ج - التسهيلات الخاصة بالسفر.

د - الإعفاء من الضريبة على مرتباتهم ومكافآتهم التي يتقاضونها من الشركة.

مادة (١٢)

يعتبر النظام الأساسي المرافق مكملاً للاتفاقية وجزءاً لا يتجزأ منها.

مادة (١٣)

تعتبر هذه الاتفاقية نافذة بمجرد التوقيع عليها.

تحريراً في ١١ ذو القعدة ١٣٩٥هـ

الموافق ١٣ نوفمبر ١٩٧٥م

عن المملكة العربية السعودية

محمد أبا الخيل

وزير المالية والاقتصاد الوطني

عن دولة الامارات العربية المتحدة

محمد الحبروش

وزير المالية والصناعة

عن سلطنة عمان

محمد موسى

وكيل المالية

عن دولة الكويت

عبد الرحمن العتيقي

وزير المالية

عن دولة قطر

ناصر بن خالد آ ثاني

وزير الاقتصاد والتجارة

عن دولة البحرين

محمود احمد العلوي

وزير المالية

عن الجمهورية العراقية

الدكتور فوزي القيسي

وزير المالية

ويُدفع المكتتبون خمسين في المائة من كامل القيمة الاسمية للأسهم الصادرة وذلك خلال شهر واحد من تاريخ التوقيع على هذه الاتفاقية في حساب يفتح لهذا الغرض لدى بنك البحرين الوطني في دولة المقر، ولا يجوز سحب هذا المبلغ الا بقرار من الجمعية التأسيسية

مادة (٨)

يقتصر الاكتتاب في رأس المال على الدول الاعضاء، ويجوز لكل دولة من الدول الاعضاء بقرار من الجمعية العامة غير العادية ان تتنازل لصالح مواطنيها من الاشخاص الطبيعيين أو الاعتباريين عن جزء لا يجاوز ٤٩٪ من مجموع أسهمها بشرط أن لا يزيد ما يمتلكه أي شخص من المتنازل إليهم عن ١٠٪ من مجموع الأسهم المتنازل عنها. وتقوم الدولة المتنازلة بتمثيل مواطنيها المتنازل إليهم والتصويت نيابة عنهم في الجمعيات العمومية على أن تقوم بتنظيم علاقاتها بهم وفق ما تراه مناسبة.

مادة (٩)

المصروفات والنفقات والاجور والتكاليف التي تلتزم الشركة بأدائها بسبب تأسيسها هي مبلغ ٢٠.٠٠٠ دينار تقريبا. وتحسب هذه المصروفات ضمن المصروفات العمومية.

مادة (١٠)

تعفي دولة المقر:-

- ١ - موجودات الشركة وأموالها ودخولها وعملياتها وصفقاتها التي تنص عليها هذه الاتفاقية من جميع الضرائب والرسوم الجمركية.
- ٢ - أسهم الشركة عند إصدارها وتداولها من جميع الضرائب والرسوم.
- ٣ - الأوراق المالية التي تصدرها الشركة والأرباح والفوائد والعمولات الناتجة عنها وما شابهها أيا كان مالكةا من الضرائب والرسوم.

مادة (١١)

يتمتع المديرون ونوابهم وموظفو الشركة ومستخدموها في دولة المقر بما يلي:-

- ١ - الحصانة القضائية فيما يتعلق بالأعمال التي يقومون بها بصفتهم الرسمية.

مادة (٤)

مدة الشركة خمسون سنة ميلادية تبدأ من تاريخ صدور القانون المرخص بتأسيسها، ويجوز اطالة هذه المدة لمدة أو مدد أخرى بقرار من الجمعية العمومية غير العادية.

مادة (٥)

أغراض الشركة القيام بجميع الاعمال والخدمات المصرفية والتجارية لحساب البنوك أو لحساب الغير أو بالاشتراك معها كما يجوز أن تكون لها مصلحة أو أن تشترك بأي وجه من الوجوه مع الهيئات والمؤسسات التي تزاول أعمالا شبيهة بالأعمال التي تقوم بها أو التي تعاونها على تحقيق أغراضها أو أن تشتريها أو أن تلحقها بها ويجوز لها أيضا أن تمتلك أو تؤسس بنوكا أو تساهم في بنوك قائمة فضلا عن حقها في القيام أية استثمارات أخرى وذلك طبقا للقوانين والأنظمة والإجراءات المصرفية المرعية.

مادة (٦)

حدد رأس المال المصرح به بمبلغ أربعين مليون دينار بحريني والصادر منه مبلغ ثمانية وعشرين مليون دينار بحريني. ويوزع رأس المال المصرح به على أربعة آلاف سهم عادي كلها إسمية قيمة كل منها عشرة آلاف دينار بحريني.

مادة (٧)

إكتتب المؤسسون الموقعون على هذه الاتفاقية في رأسمال الشركة الصادر على الوجه الآتي:-

الدولة المكتتبه	عدد الأسهم	القيمة بالدينار البحرينى
المملكة العربية السعودية	٤٠٠	٤٠٠.٠٠٠.٠٠٠ ر.
دولة الكويت	٤٠٠	٤٠٠.٠٠٠.٠٠٠ ر.
دولة الامارات العربية المتحدة	٤٠٠	٤٠٠.٠٠٠.٠٠٠ ر.
دولة قطر	٤٠٠	٤٠٠.٠٠٠.٠٠٠ ر.
سلطنة عمان	٤٠٠	٤٠٠.٠٠٠.٠٠٠ ر.
دولة البحرين	٤٠٠	٤٠٠.٠٠٠.٠٠٠ ر.
الجمهورية العراقية	٤٠٠	٤٠٠.٠٠٠.٠٠٠ ر.

اتفاقية تأسيس بنك الخليج الدولي شركة مساهمة بحرينية

إدراكاً من حكومات الدول الموقعة على هذه الاتفاقية بأهمية استثمار بعض أموالها في مشروعات مصرفية تعود عليها بالنفع والازدهار، فقد تم الاتفاق بموجب الاتفاقية المبرمة بتاريخ ١٣ نوفمبر ١٩٧٥ والمعدلة بتاريخ ٢٠ يناير ١٩٧٦ على ما يلي:

مادة (١)

تنشأ بموجب هذه الاتفاقية شركة مساهمة بحرينية تسمى «بنك الخليج الدولي» بين الدول المبينة أسماؤها فيما بعد:-

- المملكة العربية السعودية

- دولة الكويت

- دولة الامارات العربية المتحدة

- دولة قطر

- سلطنة عمان

- دولة البحرين

- الجمهورية العراقية

مادة (٢)

تخضع الشركة أساساً لأحكام هذه الاتفاقية والنظام الأساسي المرفق بها، وتكون هذه الأحكام نافذة ولو تعارضت مع القانون الداخلي لدولة المقر. وفي حالة عدم وجود حكم في الاتفاقية يؤخذ بالمبادئ المشتركة في قوانين الدول الاعضاء في الحدود التي تتفق فيها هذه المبادئ مع أحكام هذه الاتفاقية والنظام الأساسي لها.

مادة (٣)

يكون مركز الشركة ومحلها القانوني مدينة المنامة بدولة البحرين، ويجوز لمجلس الإدارة أن ينشئ لها مكاتب تمثيل في الدول الاعضاء، كما يجوز له أن ينشئ فروعاً أو توكيلات أو مكاتب في خارج الدول الاعضاء.

تقديم

تأسس بنك الخليج الدولي ش.م.ب بموجب اتفاقية تم توقيعها في ١٣ نوفمبر ١٩٧٥ من قبل دول الخليج العربية السبع، وهي دولة البحرين والجمهورية العراقية ودولة الكويت وسلطنة عمان ودولة قطر والمملكة العربية السعودية ودولة الامارات العربية المتحدة.

تحتوي الصفحات من ٣ إلى ٦ الصيغة النهائية للاتفاقية.

يتضمن النظام الأساسي الذي يعتبر جزءا مكملا لاتفاقية التأسيس الشروط المحددة لتشغيل الشركة.

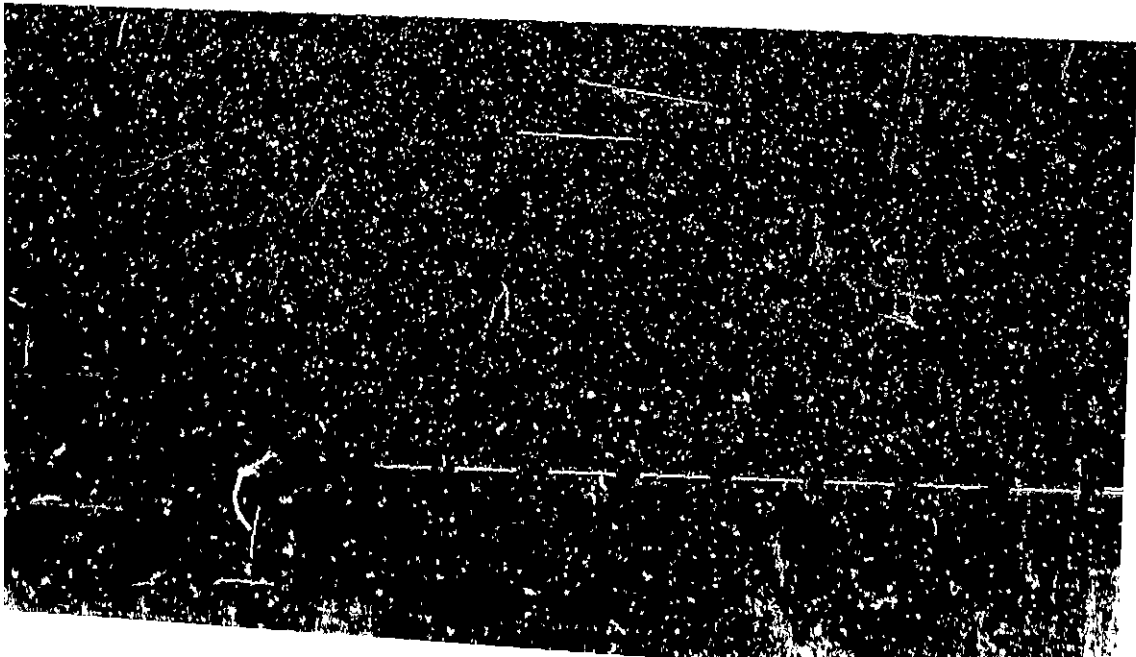
تحتوي الصفحات من ٧ إلى ٢٢ الصيغة الكاملة للنظام الأساسي.

تتضمن الصفحة ٢٣ التعديلات المتعلقة بالزيادة في رأس المال.

المحتويات

صفحة		
٢	١ - تقديم	
٣	٢ - إتفاقية التأسيس	
٧	٣ - النظام الأساسي	
٧	الفصل الأول	تأسيس البنك
٩	الفصل الثاني	رأس مال الشركة
١١	الفصل الثالث	تعديل رأس مال الشركة
١٢	الفصل الرابع	إدارة الشركة
١٦	الفصل الخامس	الجمعية العامة
١٩	الفصل السادس	حسابات الشركة
٢١	الفصل السابع	تصفية الشركة
٢٢	الفصل الثامن	التحكيم
٢٢	الفصل التاسع	احكام ختامية
٢٣	تعديلات	

الطبعة الخامسة يونيو ١٩٨٩



**BR6****COMPANIES HOUSE**

This form should be completed in black.
This notice must be delivered to the
Registrar within 21 days of the
alteration being made.

**Return of change of person authorised to accept service or to
represent the branch of an overseas company
or of any change in their particulars**

(Pursuant to Schedule 21A, paragraph 7(1) of the Companies Act 1985)

Company number

FC009665

Branch number BR001227

Company name

GULF INTERNATIONAL BANK B.S.C.

Branch name
(If different to
corporate name)**TERMINATION OF AUTHORITY**

See overleaf for
appointments and
change of particulars

Date of termination

0,7	0,8	9,4
-----	-----	-----

Position vacated

(Mark appropriate box(es))

☒Person authorised to accept service
on the company's behalf☒Person authorised to represent the company
at the branch

Complete these details for
resignation of any person
authorised to accept service
or process on the company's
behalf or who was authorised
to represent the company in
relation to the business of
the branch.

Name

Mr Mohannad Said Taji Farouky

Address

6 Woodsford Square

LONDON

W14 8DP

To whom should
Companies House direct
any enquiries about the
information on this form.

Ms K L Harrison

Gulf International Bank B.S.C.

75 King William Street

LONDON

EC4N 7DX Tel. 071 815 1033

When completed, this form should be delivered to the address on page 4

APPOINTMENT

Persons authorised to represent the company or who may accept service or process

Give the name and address of the person appointed, together with the date of appointment. Mark the box(es) relevant to the appointment. If the appointment is to both positions mark both boxes.

*Delete as appropriate.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned.

£ Mark box(es) as appropriate)

* Style/Title MR
Forenames ANDREW LOVELL IRWIN
Surname POCOCK
Address MOLE HOUSE
16 ICKLINGHAM ROAD, COBHAM
County/Region SURREY Postcode KT11 2NQ

☒ Is authorised to accept service of process on the company's behalf

*AND/OR

☒ Is authorised to represent the company in relation to that business

Date of appointment

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The authority to represent the company is :-

Is £ ☒ Authorised to accept service of process on the company's behalf

*AND/OR

Is £ ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

AS BRANCH MANAGER OF THE LONDON BRANCH OF GULF INTERNATIONAL

BANK B.S.C., MR POCOCK IS ENTRUSTED WITH A SUB-POWER OF

ATTORNEY TO MANAGE, TRANSACT AND GENERALLY CONDUCT IN THE

NAME OF THE BANK, A GENERAL BANKING BUSINESS AT THE LONDON

BRANCH.

These powers :-

£ ☒ May be exercised alone

OR

£ ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

IN ACCORDANCE WITH PROCEDURES AND POWERS SET BY THE BANK.

CHANGE OF PARTICULARS

Mark the appropriate box. If change relates to both positions, mark both boxes

Change of name

Name previously notified to Companies House

New name

Change of residential address (enter new address)

Change of authority to act

(this part does not apply to a person authorised to accept service on behalf of the company)

Give brief particulars of any change in the authority of the officer to represent the company, including any alteration to the manner in which the existing or new powers may be exercised (e.g. requiring them to be exercised with other persons)

£ Mark appropriate box

Date of change

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☐

Change of particulars of person authorised to accept service

☐

Change of particulars of person authorised to represent the company

Forenames

Surname

Forenames

Surname

Address

Post town

County/Region

Postcode

Country

The extent of the authority of the above person to represent the company has been altered to :- [give details]

The powers :

£ ☐

May be exercised alone

or

£ ☐

must be exercised with : [give names of co-authorised person(s)]

Signature

Signed

[Handwritten Signature]

(Director Secretary Permanent represent)

Date

14 November 1999

* Delete as applicable

When completed, this form should be delivered to :-

For branches registered in England and Wales

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

For branches registered in Scotland

The Registrar of Companies
Companies House
100 - 102 George Street
Edinburgh
EH2 3DJ