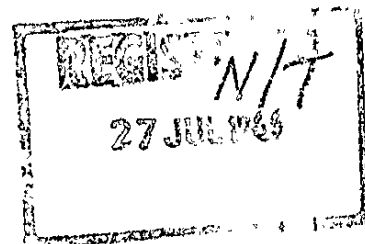


No. of Company F.....5902 / 1

THE COMPANIES ACT, 1948.**LIST OF DOCUMENTS DELIVERED FOR REGISTRATION
BY AN OVERSEA COMPANY.***Pursuant to Section 407.*Name
of
Company.

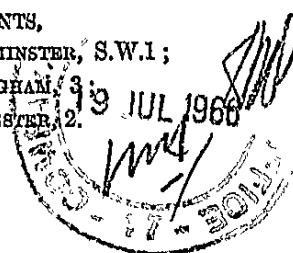
ALIA - THE ROYAL JORDANIAN AIRLINES COMPANY LIMITED

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2; 49, PARLIAMENT STREET, WESTMINSTER, S.W.1;
107, PARK LANE, MARBLE ARCH, W.1; 77, COLMORE ROW, BIRMINGHAM, 3;
109, THE HEADROW, LEEDS, 1; 12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Beaumont and Son,

15 Devonshire Square, London E.C.2.



List of Documents delivered to the Registrar of Companies for
by ALIA - THE ROYAL JORDANIAN AIRLINES COMPANY LIMITED
a Company incorporated in (a) The Kingdom of Jordan
and which has a place of business within Great Britain, at 177 Regent Street, London W.1.

(A)† a certified copy of the Act of Constitution and Articles of
Association of the Company together with a certified translation thereof.

Reserved for binding.

Registration, pursuant to Section 407 of the Companies Act, 1948.

(B)† a list of the Directors and Secretary of the Company and
their particulars.

Reserved for binding.

(C)† a return of the name and address of a person resident in Great
Britain authorised to accept service on behalf of the Company.

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 Com-
pany.

K. Chano

Dated the 5th day of July 1956.

Particulars of the Documents required to be Filed.

(S. 407 *Companies Act*, 1948)

- (A) A certified copy of the Charter, Statutes, or Memorandum and Articles of Association 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.

- (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.

5902/2

5

DE PINNA
&
JOHN VENN

INCORPORATING
JOHN NEWTON & CO.
NOTARIES PUBLIC
COMMISSIONERS
FOR OATHS
TRANSLATORS
5, NEW BROAD ST.
LONDON, E.C.2.
LON. 2906-7
&
2, WHITEHALL
LONDON, S.W.1
WH. 1496-8755-
4180

JOHN VENN
F. C. GILES
F. W. GRAIN
C. CROWTHER-SMITH
D. W. JULIAN
JOHN NEWTON
(CONSULTANT)

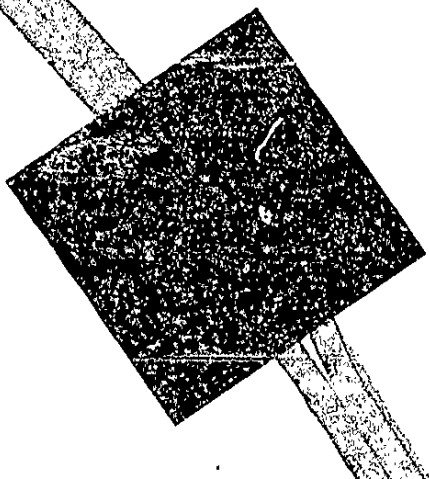
I, DEREK WILFRED JULIAN, of the City of London, Notary Public duly admitted and sworn, practising in the said City,

DO HEREBY CERTIFY AND ATTEST:

THAT on the day of the date hereof before me personally came and appeared KENNETH CLAYTON DAVIS, the Secretary of "ALIA - THE ROYAL JORDANIAN AIRLINES COMPANY LTD", of 35 Piccadilly, London, W.1., England, the Deponent named and described in the hereunto annexed Affidavit, who signed the same in my presence and having been by me duly sworn, made oath and said that the several matters and things mentioned and contained in the said Affidavit were true.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my Seal of Office, and have caused the Act of Constitution and Articles of Association of the said "Alia - The Royal Jordanian Airlines Company Ltd." in the Arabic language and the translation thereof in the English language, mentioned and referred to in and by the said Affidavit to be also hereunto annexed. Dated at London aforesaid, this fifth day of July One thousand nine hundred and sixty-six.

D. W. Julian
NOTARY PUBLIC,
LONDON.



2

I, KENNETH CLAYTON DAVIS, of 35 Piccadilly, London, W.1, England, MAKE OATH AND SAY as follows:

That I am the Secretary of "ALIA - THE ROYAL JORDANIAN AIRLINES COMPANY LTD". the Head Office of which is situate at Amman, Jordan, P.O. Box 302.

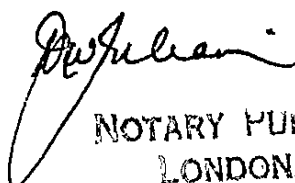
That the document in the Arabic language hereunto annexed contains true and faithful copies of the Act of Constitution and Articles of Association of the said "ALIA - THE ROYAL JORDANIAN AIRLINES COMPANY LTD.", which constitute the regulations at present governing the said Company.

And that the document in the English language also hereunto annexed is a true and faithful translation of the said document in the Arabic language.

SWORN at 35, New Broad
Street, in the City of
London, England this
5th day of July 1966. }

K. Davis

Before me:


NOTARY PUBLIC
LONDON.

8019

The Hashemite Kingdom of Jordan

The Ministry of Foreign Affairs is not responsible for
the contents of this document

I confirm the genuineness of the stamp of the Economy (sic)
and the signature of Ali al-Hindawi, the Minister of
Foreign Affairs.

Amman on the 9th June 1966.

(Signature)


(Rubber stamp reading: "Certified. A true copy. The
Controller of Companies". Signature) 6/6/1966.

(Rubber stamp reading: "The Hashemite Kingdom of Jordan.
The Ministry of Foreign Affairs, Amman.").

 The Royal Jordanian Airlines  

HEAD OFFICE: P. O. BOX 302 - AMMAN, JORDAN - TEL. 22314 - 22315 - 22316 - SALES OFFICE: AMMAN - TEL. 22317 - 22318

~~F 5902 / I~~

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A L I A

THE ROYAL JORDANIAN AIRLINES COMPANY LTD.

ACT OF CONSTITUTION

AND

ARTICLES OF ASSOCIATION

Amman,
Hashemite Kingdom of Jordan

1964

ACT OF CONSTITUTION

A L I A
THE ROYAL JORDANIAN AIRLINES COMPANY LTD.

- 1- Name of the Company : ALIA - The Royal Jordanian Airlines Company Ltd.
- 11- Aims of the Company : The Company aims at :-
- A- Founding, managing and establishing communication airlines inside the Hashemite Kingdom of Jordan and between the Kingdom and external parts and places deemed by it to be appropriate.
 - B- Transporting passengers, mail and goods by air, land or sea; organizing, touring and travelling ways by various aerial, land and marine means of communication; and having agencies to act as loading and transporting contractors.
 - C- Making occasional or special transportation trips by means of big or small aeroplanes.
 - D- Purchasing, possessing, hiring, exchanging, exporting and importing aeroplanes and other means of communication deemed by it to be necessary for realizing its aims.
 - E- Entering into partnership and cooperating with any other Company with intent to reinforce its possibilities for realizing its aims; contracting with any other company or companies deemed by it to be appropriate for managing its technical, mechanical and financial affairs; and performing what it considers to be fit and proper for its operations.
 - F- Constructing and equipping aviation school or schools in Jordan for teaching the art and science of air navigation and all matters relative to construction, equipment, repair overhaul, use, management and pilotage of standard aeroplanes and airships.
 - G- Founding and managing a club or clubs for aviation and crews.
 - H- Purchasing, taking on lease, exchanging, giving on lease, cwing, and possessing, by any one means or the other and for any interest, lands, buildings, privileges, concessions, or any movable or immovable property considered to be necessary or suitable for its activities or those of any of its branches.
 - I- Investing its funds not needed by it immediately and disposing of these funds in the manner decide by it from time to time
 - J- Receiving and sending away its aeroplanes or any other aeroplane and providing the same with provisions, lubricating oils, fuels, food, drink and tobacco (Cigarettes).
 - K- Maintaining, repairing and overhauling its aeroplanes and any other aeroplanes, and providing the same with spare parts and equipment required for maintenance and repair.



- [Signature]
- I- Running and utilizing regular international airlines.
- III- Members' Responsibilities: Members' responsibilities are restricted by the value of the shares they have in the Company's capital.
- IV- Company's Head-Office: The Company's Head-Office shall be in Amman and the Company shall be entitled to open branches inside and outside the Hashemite Kingdom of Jordan.
- V- Company's Duration: Fifty years liable to extension.
- VI- Company's Capital: The Company's allowed capital is composed of one million Jordan Dinars divided into one hundred thousand shares, each having a value of ten Dinars.
- VIII- The Company's Founders are those Messrs. whose names are mentioned here below, and the number of shares shown before each name should be registered in that name :-

	Subscription Shares	Total value of Shares in Jordan Dinars
1.Mr. Carlos Areedah	7875	78750
2.Mr. Alphonse Areedah	7875	78750
3.Middle East Tourism, Ltd. (M e t o u r s)	15350	153500
4.Mr. Tewfic Tabba'	3500	35000
5.Mr. Abdul Ghani Abukurah	100	1000
6.Mr. Nabeeh Nazzal	100	1000
7.Mr. Tewfic Nazzal	100	1000
8.Mr. Hussein Khreino	100	1000

4/...

/nj

ARTICLES OF ASSOCIATION

OF

ALIA - THE ROYAL JORDANIAN AIRLINES COMPANY LTD.

- Article I - Name of the Company: ALIA - The Royal Jordanian Airlines Company Ltd.
- Article II- Company's Head-Office - Amman, and it may open branches or agencies inside the Hashemite Kingdom of Jordan and abroad.
- Article III- Duration of the Company - Fifty years liable to renewal.

Capital, Share Instalments
and Share Transfer

- Article IV- The Company's issued capital shall be composed of one million Jordan Dinars divided into one hundred thousand shares, each share "having a value of ten dinars."
- Article V - The value of subscribed shares shall be paid in instalments, provided that the instalment which should be paid on subscription should not be less than one-fourth of the nominal value of the shares, and that payment of the whole value of the remaining instalments should be completed during a period of four years from the registration date of the Company, according to the arrangement decided by the Board of Directors shall have the right to add an interest not exceeding 6% and to compel the shareholder who delays payment to pay this interest, it being known that the Board shall also have the right to reduce, or give up collection of this interest.
- Article VI- In case the shareholder delays payment of amounts claimed from him, the Company's Board of Directors may sell his shares according to the following procedures:-
- A- The Company serves the failing-to-pay shareholder with a notification in which he is asked to pay the mature instalments during a period of two weeks from the date of his receiving the notification.
- B- In case the shareholder fails to pay the mature instalments at the end of this date the Company shall have the right to offer those shares to sale by auction, provided that it should publish this offer in two daily newspapers twenty days before the date of sale.

C- The notice should assign the place and time of sale; and the number and serial numbers of the shares offered for sale by auction:

D- After the lapse of the above period, the transaction of sale by auction shall proceed at the place and time published in newspapers, and the shares shall be sold at the highest offered price, provided that each bidder should pay in advance a deposit which should not be less than 10% of the nominal offered value and the bidder shall lose this deposit in case he will refrain from accepting the sale.

E- Payment of the already mature instalment on the day fixed for auction shall not be accepted.

F- All amounts claimed by the Company for mature instalments, interest and expenses shall be collected from the price of sale, and the remaining amount shall be paid to the share owner.

G- In case the price of sale shall not suffice to cover the amounts claimed by the Company, then the Company shall have the right to claim from the failing-to-pay- shareholder, and the Company's records respecting public sale transactions shall be considered correct unless the contrary will be proved.

Article VII-

It shall not be permissible to use any part of the Company's funds in purchasing its shares, as it shall not be permissible for the Company to offer to any person, directly or indirectly, a financial assistance for purchasing its shares or for realizing this objective.

Article VIII-

A- After declaring the final establishment of the Company, the shareholders and subscribers shall receive temporary shareholding documents stamped with the Company's seal, and signed by those authorized by the Company to sign for it, in return for their subscription or shareholding. These documents shall include the following :-

1- The name of the shareholder, the number of his shares and the number of instalments.

2- The paid instalments and the date of payment.

3- The Company's capital and Headoffice.

B- The share-holding documents may pass from hand to hand and be sold after payment of 50% of the value of shares:

- Article IX - The Company shall issue a certificate indicating the shares held by every shareholder after payment of all the instalments relative to his shares. The shares certificates shall be stamped with the Company's official seal and signed by those deputed to sign on its behalf. The Company shall keep a register in which the names of shareholders, the number and serial numbers of shares, the mortgages and the transfers made to those shares shall be recorded.
- Article X -
- A- A share certificate may be renewed after being spoiled or destroyed in return for payment of a fee determined by the Board of Directors but not exceeding 250 fils, and according to the conditions considered by the members of the Board to be fit and proper as far as identification and liability are concerned.
- B- In case the shares certificate is lost, the holder has the right to apply for issuing him with a new certificate in lieu of the lost one, provided that he should publish a declaration in two daily newspapers respecting this loss and mention in this declaration the number and serial numbers of the lost certificates. After the lapse of two months on the date of the notice the shareholder shall be issued with a new certificate on which it should be marked that it was issued in lieu of a lost one.
- Article XI - The Company has the right to seize any share in return for all the claimed money or the money which ought to be paid for that share at a certain date. The Company has also the right to seize all the shares registered in the name of any person in consideration of all the amounts due to it from this person or his estate. This right of seizure included all dividends which ought to be paid for those shares.
- Article XII- Holders of a joint share are jointly and severally responsible for payment of all instalments becoming due on that share.
- Article XIII- No shareholder, his heirs or creditors shall have the right to seize the Company's funds for any reason whatsoever. They shall not also have the right to interfere with the affairs of its administration or business except in compliance with the provisions of the Companies Law, and the other observed laws and regulations. They all have to accept the Company's records and the decisions taken by its general assembly and by its Board of Directors, as they have to act according to these decisions. However it is possible to seize the debtor's shares and dividends and to sell these shares, provided that this should take place in compliance with the rules relative to seizure and sale of shares and provided for in Article VI of these By-Laws.

Article XIV-

- A- Sale and transfer of the Company's shares shall not be effected except after the approval of the Board of Directors.
- B- The Board of Directors shall have the right to refrain from approving the sale or transfer of any of the Company's shares in the following cases:
- 1- If the share is mortgaged, seized or withheld.
 - 2- If the share is lost and no new relative certificate is issued.
 - 3- If the sale or transfer is contrary to Law or to Company's By-Laws or interest.
 - 4- In any other case prohibited by the observed Laws and Regulations.

Article XV -

Any shareholder who desires to transfer any of the shares should forward to the Company's Office the transfer document prepared according to proper procedure and having the necessary stamps affixed to it. He should attach to the transfer document the certificate of shares he intends to transfer and any other evidence that may be required by the Board of Directors to prove the rights of the transferer in transferring the shares. He should also pay the transfer fees decided by the Board of Directors from time to time.

Article XVI-

The Company's shares are transferred according to the following form or any other familiar form approved by the Board of Directors.

I, in consideration of the sum of paid to me by (hereinafter called the transferee); transfer according to this document to the transferee mentioned in above shares, beginning with Serial No. and ending in Serial No., in " ALIA "The Royal Jordanian Airlines Co., Ltd. The above mentioned transferee, the executor of his will or the custodian of his estate have the right to hold these shares under the conditions according to which I hold these shares at the time of transfer of this document. I, the above mentioned transferee, agree by this document to take over the above shares according to the conditions stated in above.

In witness thereof we affix our signatures hereto on this day of month, 19..... year.

Signature of
Transferer

Signature of
Transferee

Sgd.

Witness to Signatures

Share Mortgage.

5

- Article XVII- It is permissible to mortgage a share provided that this mortgage should be recorded in the registers of the Company and mentioned in share-holding document or certificate of shares. The mortgage contract should provide for the fate of the dividends owing during the period of mortgage and for all the conditions relative to the mortgage.
- Article XVIII- It is not permissible to remove the mortgage mark except after recording the mortgager's acknowledgment of receiving his rights in the Company's registers, or else after a judgment acquiring final steps of trial.

Modification of Capital

- Article XIX - A- The General Assembly may, through a decision taken by a majority of 75% of the votes of the shareholders present in person or presented by delegates, increase or decrease the Company's share capital in the manner stated in the decision. The provisions relative to payment, right of seizure, transfer, conveyance and mortgage of instalments, and the other provisions applicable to the original capital, shall also apply to the new shares.
- B- The face value of the new shares should equal that of the old shares. In case the new shares are issued at a price exceeding their original value, the obligatory reserve account shall be credited with the difference between the face value and the issuance price.
- Article XX - All procedures provided for in the Jordanian Companies Law with respect to increasing or decreasing the capital shall be followed.
- Article XXI- The Company may decrease its capital in case this capital exceeds its needs, or if the Company is fated to a loss and considers more proper to decrease the capital to the extent of having it equate its assets. This decrease shall not be decided without safeguarding others' rights according to the provisions of Article XXIV of the Law, as also the decrease should depend on a decision taken by the General Assembly by a majority of 75% of the votes of shares represented in the meeting of the Assembly.
- Decrease may be effected by one of the following procedures :-
- A- Decreasing the value of shares by invalidating the obligation to pay immature instalments in case these instalments exceed the Company's needs.
- B- Decreasing the value of shares by cancelling part of their paid price equalling the amount of loss in case it exists, or by refunding part of the paid price if the Company considers that its capital exceeds its needs.

The Board of Directors

Article XXII- A- The Board of Directors is formed of Nine Members, Four of them represent the Government and the rest are elected by General Assembly (except the Government).

B--The number of the members of the Board of Directors may be increased in compliance with the provisions of the Companies' Law.

Article XXIII- The duration of the Board of Directors is four years following which a new Board shall be elected. However the existing Board of Directors shall continue to manage the Company's affairs until such time when the General Assembly shall convene a meeting to elect a new Board of Directors, provided that this meeting should be held during a period not exceeding three months from the date of termination of the old Board's Sessions. The members delegated by the Government shall be excepted from this procedure.

Article XXIV- Any member of the Board of Directors who is appointed by Government is not subject to election as long as the Government appoints him as such. In like manner, the Government shall not participate in electing the other members of the Board of Directors.

Article XXV- It is conditional, for the eligibility of electing any member for the Board of Directors other than the members delegating the Government, that 100 shares registered at the Company be held in his name, and it is not permissible therefore to nominate for membership any person who does not hold this number of shares. The Membership of any member whose shares become less than this number during the period of his membership shall automatically drop out.

Article XXVI- A- The quorum qualifying for membership from among the shares of the members of the Board of Directors shall be seized, any may not be passed from hand to hand, until after the lapse of six months on the date of termination of their membership. These shares shall be kept with the Company in return for a receipt, and shall be marked seized as a mortgage to safeguard the Company's interest and guarantee the responsibilities laid on the Board of Directors. This procedure shall be noted down in the register of shares available at the Company.

B- This Article does not apply to Government shares.

- Article XXVII- It is not permissible to have as a member in the Board of Directors any person who is convicted of :-
- A- A Crime
 - B- A moral misdemeanour, theft, fraud, mistrust, forgery, insolvency, false witness and false swearing.
- Article XXVIII- The shareholders elect the members of the Board of Directors by secret voting.
- Article XXIX - The Company may not give a cash loan of any kind to any of the members of the Board of Directors.
- Article XXX - The members of the Board of Directors may from time to time, ask for loans for facilitating the Company's business, and to ensure payment of the amounts of such loans in the way, and according to the conditions they deem appropriate. However the Board of Directors may not have the total amount of Company's loans exceed the value of its paid share capital without having the prior approval of the General Assembly.
- Article XXXI- The Director and Members of the Board of Directors shall receive in consideration of their membership in the Board remunerations at the rate of 10% of the Company's net profit, provided that such remunerations should not exceed JD.750.- per year for any of them. These remunerations shall be distributed to the Chairman and Members of the Board according to their regular attendance at Board's meetings.
- Article XXXII- The Board of Directors should publish the general budget, profit and loss account, and an abstract of the report of the Board of Directors in one of the daily newspapers. during a period of two months from the date on which the General Assembly convened its ordinary meeting.
- Article XXXIII- The position of the member of the Board of Directors shall be considered vacant:
- A- If the number of shares he holds becomes less than the minimum number fixed for eligibility for membership of the Board of Directors.
 - B- If he becomes bankrupt.
 - C- If he absents himself from the Board's meeting for more than six months inspite of an acceptable, excuse, or if he absents himself from four meetigs without an acceptable excuse.
 - D- If he is dismissed from his position according to these By-Laws.
 - E- If he resigns his position according to a written notice, or

F- If he carries out (signly or in collaboration with others) directly or indirectly, any works similar to those practiced by the Company, if he carries out any work leading to competition with the Company or hindering the progress of its works, or if he reveals the Company's secrets.

Article XXXIV- A- In case the position of an elected member in the Board of Directors becomes vacant for one reason or the other, he shall be succeeded by a member elected by the Board of Directors from among the shareholders who are eligible for membership.

B- This procedure shall be followed whenever a position at the Board becomes vacant, and the appointment of the elected member shall continue to be temporary until such time when it will be placed before the General Assembly to confirm it in its first meeting or to elect a member to occupy the vacancy. In this case the new member shall complete the duration of membership of his predecessor in the Board of Directors.

Article XXXV- It is permissible to re-elect the member of the Board of Directors whose duration came to end.

Article XXXVI- It is not permissible to nominate for the membership of the Board of Directors any person who has not completed the twenty-first year of age.

Article XXXVII- No shareholder may nominate himself for the membership of the Board of Directors if his personal conditions do not apply to the provisions of the Company's Law respecting nomination and election.

Article XXXVIII- The one elected to the membership of the Board of Directors and does not desire to accept the membership should inform the Management of this during a period of ten days from the date of his being informed of his election, otherwise his silence shall be considered to indicate his acceptance of the membership.

Article XXXIX- The Board of Directors shall meet at its Office during a period of one week from the date of its election, and shall elect by secret balloting, or in any other way deemed by it to be appropriate, a Director and Deputy Director. The Board of Director may elect by secret balloting one or more members deputed and entitled to sign for the Company severally or jointly according to the provisions of their deputation by the Board of Directors.

- Article XL - The Chairman of the Board of Directors is also the Director of the Company, and is entitled to represent the Company before others and before all authorities. In addition, he supervises its internal affairs in general, acts for the Director in case of his absence.
- Article XLI - The Board of Directors convenes an ordinary meeting at least once every month, unless the Board decides otherwise. The Chairman of the Board has the right, by addressing a written invitation of his own accord or at the request of at least one-fourth of the members of the Board, to invite the Board to a meeting for considering urgent matters. Respecting the Board's meeting, the quorum is established if more than half its members are present, and the decisions are taken by at least the absolute majority of the votes of those present. In case the votes are equal, the Chairman of the meeting shall have the casting vote. The Board should record the minutes of the meeting in a register, specially intended for administration minutes, and have the Chairman and members present at the meeting sign the same. The opposing member should record in writing above his signature the reason for his disagreement. A copy of the minutes signed by the Chairman may be issued. The Board should hold at least six meetings per year.
- Article XLII- The Board of Directors is fully authorized to take on its charge the Company's affairs, the administration of its works, the investment of its funds, the making of reconciliation and arbitration, the sale, the purchase, the opening of branches, the landowing and selling of immovable property, the appointment and dismissal of officials, and other affairs whose management by the General Assembly is not provided for by these By-Laws.
- Article XLIII- Voting on behalf of others or through correspondence is not permissible in the meetings of the Board of Directors.
- Article XLIV- A- The Board of Directors appoints for the Company, from among its proficient members, a Director General; and deposes him to take charge of its general administration in cooperation with the Board .
- B- Provided that the provisions of the Companies Law are observed, the Chairman of the Board of Directors or any member of the Board, may act for the Company's Director General, his Deputy or his Assistant, according to a decision to be taken by a majority of two-thirds of its members. The members of the Board of Directors may take charge of an office with pay or remuneration, provided that the Board of Directors should, with a majority of at least two-thirds of its member, fix the amount of this pay or remuneration.

Article XLV - In case the Chairman of the Board of Directors or any of the members of the Board, absents himself from four successive meetings without legal excuse, he shall be considered resigning his position according to a decision taken by the Board of Directors and delivered to all those concerned. The member delegating the Government is excepted, but he also shall be considered resigning his position if he absents himself from the meetings of the Board of Directors for six successive months, even though this absence is supported by a legal excuse.

Article XLVI- The resignation of the member of the Board of Directors should be in writing, and should be delivered to the Board. The resignation is considered effective from the date of its delivery to the Boards. It may not be stopped if anyone concurs to this, as also the resigning member may not withdraw it.

Article XLVII- The Company should prepare annually a list including the names, nationalities, ages and value of capital shares of the Director and members of its Board of Directors. The Company shall despatch this list to the Companies Controller during the first month of its fiscal year, and should inform the Controller of any change that may casually occur to this list during one month from the date of occurrence.

Kinds of General Meetings.

A - Foundation Committee :-

Article XLVIII- The founders of the Company should invite the founders and subscribers to a general meeting to be held by the Foundation Committee during a period of two months from the date of declaration of subscription.

Article XLIX - A- The meeting of the Foundation Committee shall be headed by one of the founders to be elected as Chairman in that meeting. The Chairman of the meeting shall conduct the meeting and sign its minutes.

B- The quorum of the meeting of the Foundation Committee is established if subscriber holding half the subscribed shares are present, and the decisions are taken with the approval of two-thirds of the shares represented in the meeting on the basis of one vote for each share.

Article L - The founders should deliver to the Foundation Committee a report including full information about all foundation operations, with foundation expenditures expended by them and relative supporting documents inclusive. The Foundation Committee will then confirm the same after ascertaining their genuineness.

Article LI - The Foundation Committee elects the first Board of Directors and the auditors and decides the declaration of the final establishment of the Company.

B- The Ordinary Meeting of the General Assembly :-

Article LII - The Ordinary Meeting of the General Assembly is held at least once per solar year, according to an invitation addressed by the Board of Directors and at the time and place appointed by the Board of Directors, provided that the ordinary meeting of the general assembly should be held not later than the four months following date of termination of the fiscal year. The invitation, and the agenda, together with the report of the Board of Directors, the general budget, the profit and loss account and the auditors' report are despatched to every shareholder by registered mail, at least twenty-one days before the date fixed for the meeting. The Board should publish the invitation in two local daily newspapers at least one week before the meeting date.

Article LIII- The General Assembly shall be constituted of every shareholder who holds in person or on behalf of some other person at least one of the Company's shares. The first ordinary meeting of the General Assembly is not considered legal unless a quorum from shareholders representing more than half of the Company's shares is established. If the quorum is not established in the first meeting the meeting shall be adjourned for a period not exceeding two weeks from the date of the first meeting. In the second meeting the quorum shall be considered established by the shareholders present at the meeting whatever their number may be. No personal invitation should necessarily be addressed to every shareholder for calling to this second meeting, but it suffices to publish the invitation in a local daily newspaper at least one week before the meeting is held.

- Article LIV - The authorities of the ordinary general assembly comprise the deciding of all matters considered to be in the Company's interest. The following items are included in the agenda of its annual meeting :-
- A- Hearing the report of the Board of Directors.
 - B- Hearing the report of the Company's auditors respecting its status, accounts and budget.
 - C- Arguing about Company's accounts and budget and confirming the same.
 - D- Electing the members of the Board of Directors.
 - E- Electing auditors for the coming fiscal year.
 - F- Assigning the dividends to be distributed according to the proposal of the Board of Directors.
 - G- Discussing the suggestions made with respect to contracting debts, mortgages, and giving securities according to the provisions of these By-Laws, and taking relative decisions.
- Article LV - Decisions are taken by the absolute majority of shares represented in the meeting, unless the Companies Law provides for a greater majority.
- Article LVI- The ordinary meetings of the general assembly are headed by the Chairman of the Board of Directors, his Deputy, or whomsoever the Board delegates for chairmanship.
- Article LVII- In case supporting and opposing votes are equal the Chairman of the meeting shall have the casting vote.
- Article LVIII- Every shareholder who paid all instalments or interests thereon owing from him to the Company at least three days before the meeting of the General Assembly is convened shall have the right to participate in the discussions of the General Assembly despite any contradictory provision.
- Article LIX- Each shareholder shall have a number of votes equalling the number of shares he holds.
- Article LX - If the Chairman declares that the decision is passed, this declaration is considered a conclusive evidence for the taking of that decision, and the decision shall be recorded as issuing from the general assembly. The minutes of the meeting of the general assembly shall be recorded in a special register and the Chairman of the General Assembly meeting shall appoint a clerk from among the shareholders or others for recording the minutes of the meeting, as he shall select two supervisors for collecting and separating the votes. The report on the minutes, discussions and decisions of the meeting shall then be prepared and signed by the Chairman, the two supervisors and the clerk.

Soon after holding the meeting of the General Assembly, there shall be prepared a schedule in which the names of the General Assembly members present and the number of votes to which everyone of them is entitled, whether in person or on behalf of other persons, shall be recorded, and their signatures shall be affixed to it. This schedule shall be retained by the Company. The shareholder shall then be issued with a card indicating the number of votes to which he has right and entitling him to enter the meeting. The Controller of Companies or whomsoever he deposes shall take charge of issuing attendance cards. These cards should be stamped by the Company's seal and signed by the Companies Controller or whomsoever he deposes. Only card holders are entitled to attend the meeting.

Article LXI- A shareholder may be deputed to act for another shareholder in attending the meetings of the General Assembly. The letters of attorney issued for attending the meetings of the General Assembly and voting in these meetings should be on the form stated in Article LXIII of these By-Laws, and sent by the Company to each shareholder together with an invitation to attend the meeting. Under no circumstances must the number of shares held by the attorney, in his capacity as such, exceed 5% of the Company's paid capital. Any company having shares in this Company shall have the right to appoint a representative to act on its behalf in attending the meeting.

Article LXII- The form of attorney shall be according to the form stated herebelow, or according to any other form approved by the Board of Directors, provided that this approval should also be yoked with the approval of the Controller of Companies.

To ALIA - The Royal Jordanian Airlines Co. Ltd.

I.....of.....
in my capacity as a member of ALIA - The Royal
Jordanian Airlines Co. Ltd., hereby appoint.....
of.....as my agent and depute him
to vote in my name and on my behalf in the ordinary/
extraordinary (omit whichever inapplicable) meeting
of the General Assembly to be held by the Company
on this.....day of.....
(Month), or in any other meeting to which that meeting
my be adjourned.

Signature of Client.....
Name of Witness.....
Signature of Witness.....
written on this (day) of.....
(Month), 19.....(year)

C- The Extraordinary Meeting of the General Assembly:-

Article LXIII-

The Extraordinary meeting of the General Assembly is held according to an invitation issued directly by the Board of Directors or subsequent to written application sent to the Board by shareholders who hold not less than 25% of the Company's shares, or else as a result of a written application addressed to the Board by the Controller of Companies or auditors at the request of not less than 15% of the shareholders if the Controller is convinced that there are good reasons for holding the meeting. The Board of Directors should, in the last three cases, call the General Assembly for an extraordinary meeting during a period of fifteen days from the date of receiving the application. The extraordinary meeting of the General Assembly shall be also presided over by the Chairman of the Board of Directors or his deputy or whosoever the Board of Directors deposes to be the chairman.

Article LXIV-

The extraordinary meeting of the General Assembly is not considered legal unless a quorum is established from shareholders representing more than half the shares of the Company. If the quorum is not established in the first meeting at least, 40% of the Company's shares should be represented in the second meeting to establish a quorum. If the quorum is not established in the second meeting, the meeting shall be cancelled whatever the reasons calling for it may be.

Article LXV-

Decisions are issued by a majority of shareholders who are eligible to attend the meeting and represent at least two-thirds of the shares represented in the meeting. The extraordinary meeting of the General Assembly is entitled to issue decisions with respect to matters lying within its competence, and other matters lying within the competence of the ordinary meeting of the General Assembly. All rules followed in the ordinary meeting of the General Assembly shall be followed in the extraordinary meeting.

Article LXVI -

Contrary to the previous principle decisions should be issued by a majority of 75% of the total number of shares represented in the meeting in the following cases :-

- A- Amendment of Company's By-Laws:
- B- Amalgamation of the Company with another company or corporation.
- C- Dissolving or liquidating the Company:
- D- Depriving the Chairman of the Board of Directors or any of its members of his office.
- E- Transfer of the Company's Headoffice to a place outside the Kingdom, provided that this decision should be yoked with the approval of the Minister of Economy.
- F- It is not permissible to discuss in the meeting the subjects stated in above unless they are mentioned explicitly and literally in the invitation addressed to shareholders:

Auditors

Article LXVII -

The General Assembly selects from among the chartered auditors one or more auditors for a period of one year apt to renewal. In case the General Assembly neglects the selection of an auditor, or if the auditor offers excuses for not accepting the job or abstains from work, the Board of Directors should then recommend to the Controller three names for selecting one from among them to occupy the vacancy.

Article LXVIII -

Any person who was a partner to one of the members of the Board of Directors in Company's works may not be appointed as an auditor.

Article LXIX -

Auditors are entitled to peruse all the registers, accounts, papers and cash box of the Company, and request the Board of Directors to provide them with all the information and explanations they desire for performing their job. The Board of Directors should put under their disposal all that may facilitate their career.

Article LXX -

Auditors are not entitled to transmit in private to shareholders or to others, with the exception of the Controller of Companies the information with which they were acquainted during the performance of their job; otherwise they shall be exposed to dismissal with compensation.

16

Company's Accounts

Article LXXI- The Board of Directors must see to it that the Company's account books are arranged according to a proper method, and that its transactions dealing with receiving, spending and so on should be supported by documentary evidence in conformity to rules.

Article LXXII- The Board of Directors shall decide from time to time, and in compliance with the provisions of the Companies Law, the extent to which the Company's shareholders who are not members of the Board of Directors and others shall be authorized to peruse the Company's account books or any other book or document, other than what they are entitled to peruse according to law and with the approval of the Director General.

Article LXXIII- The Company's fiscal year ends on the thirty-first day of ~~December~~ ^{MARCH} of every year. However the Company's first fiscal year is considered as having started from the date of its registration and up to the end of ~~December, 1964~~ ^{MARCH}. At the end of each fiscal year, the Board of Directors should appoint one or more of its members to supervise the operation of stock taking, assigning consumption rates and recording all debts owing from or to the Company, before closing the annual budget and the profit and loss account.

Dividends and Reserve Fund.

- Article LXXIV- A- No dividends may be distributed except after deducting certain amounts for the involuntary reserve fund, and no shares may be distributed to shareholders except from the dividends.
- B- The involuntary reserve fund may not be distributed to shareholders.
- C- Deductions for the involuntary reserve fund may not be stopped unless the total sums accruing for this account amount to one-fourth of the Company's capital, but these deductions must be stopped when they equate the capital.

Article LXXV- The General Assembly may, according to a proposal made by the Board of Directors, decide yearly deduction of a portion of net profits for the voluntary reserve fund, provided that the amount deducted yearly should not exceed 20% of the net profits for that year. The total amounts deducted for the voluntary reserve fund may not exceed half the value of the Company's capital.

Article LXXXI- The voluntary reserve fund shall be used for the purposes decided by the Board of Directors. In case it is not used, the Board of Directors may refund it to shareholders in the form of profits.

Article LXXVII- A portion of profits proportionate to the nature of Company's work should be deducted in consideration of the obligations imposed on the Company according to Labour Law. These deductions shall be considered as part of the general expenditures for income-tax purposes. A special fund may be established for helping the Company's Labourers.

Article LXXVIII- After deducting the owing income tax, the net profits shall be distributed at the end of each year as follows :-

A- 10% of the total profits shall be specialized for involuntary reserve fund.

B- 10% shall be allotted to members of the Board of Directors, and shall be distributed to them in proportion to their regular attendance of the Board's meeting, provided that the remunerations paid to any one member should not exceed 750 dinars per year. Any surplus allotments under this item shall be refunded to the account of profits intended for distribution among shareholders.

C- The balance shall be wholly or partly distributed among shareholders as decided by the General Assembly according to the recommendations of the Board of Directors. Distribution shall take place in proportion to the amount paid by each shareholder by way of covering his shares.

Article LXXIX- The shareholders shall be notified by letters sent to them by registered mail of any dividend decided to be paid. The Company shall not be held responsible for payment of interest on dividends not received in time. Dividends claimed during a period of five years from the date of deciding their distribution shall render the right in claiming them forfeited, and they shall be considered as an income to the Company.

14

Dissolving and Liquidating the Company.

Article LXXX- The Board of Directors has the right at any time to call the General Assembly to a meeting for discussing liquidation and dissolving of the Company, extension of its duration, or suspension of its activities.

In case the Company loses half its share capital, the Board of Directors should call the General Assembly to a meeting for discussing the situation, or deciding the liquidation or the continuance of its work.

Article LXXXI- When the Company's duration comes to an end, or when its liquidation is decided, The General Assembly decides the method of liquidation and appointment of one or more liquidators from among the members of the Company or from outside persons for carrying out liquidation works.

The liquidator or liquidators should forward a detailed report on their works and audited accounts every six months and until such time when liquidation comes to an end. In the final meeting for liquidation the liquidator or liquidators should forward an audited statement of liquidation accounts for the whole period of liquidation, provided that all the provisions of Companies Law respecting liquidation should be applied for attaining this end.

General Provisions

Article LXXXII- It is not permissible to amend any of the Articles of these By-Laws except in accordance with a decision issued by the General Assembly and taken by a majority of 75% of the shareholders present at the meeting either in person or on behalf of other persons.

It is conditional that the invitation addressed to shareholders should be personal and dispatched by registered mail. The complete text of the Articles whose amendment is proposed, and the form of the proposed amendment, should be stated, provided that the amendment of any of the Articles of these By-Laws should not contradict the provisions of the Companies Law.

Article LXXXIII- The provisions of these By-Laws shall be effective in so far as they do not contradict the provisions of the Companies Law, which Law should be applied to all matters unprovided for in these By-Laws.

Seen for the attestation of the seal and
signature of *Mr. Wahid Suran*
of the Jordanian Ministry
for Foreign Affairs, Amman.
This *9th* day of *June*
19*66*, at British Embassy, Consular
Section, Amman.

19



Wahid Suran
BRITISH VICE-CONSUL



TIGHT BINDING

٢٥
ويتوجب علي المصفي او المصفين تقديم تقرير واضح عن اعمالهم وحسابات مدققة كل ستة اشهر لحين انتهاء التصفية وفي اجتماع التصفية النهائي يقدم المصفي او المصفون بياناً مدققاً عن حسابات التصفية لمدة التصفية بكاملها على ان تطبق لهذه الغاية كافة احكام قانون الشركات بالتصفية .

احكام عامة

المادة ٨٢- لا يجوز تعديل اية مادة من مواد هذا النظام الا بقرار من الهيئة العامة صادر عن اكثرية ٧٥٪ من حملة الاسهم الحاضرين في الجلسة بالاصالة او الوكالة ويشترط في الدعوه تبليغ المساهمين بدعوه شخصية بالبريد المسجل مع ذكر النص الكامل للمواد المقترح تعديلها وشكل التعديل المقترح ويشترط ان لا يتنافى تعديل اية مادة من مواد هذا النظام مع احكام قانون الشركات .

المادة ٨٣- تسري احكام هذا النظام بالقدر الذي لا يتعارض فيه مع احكام قانون الشركات ويطبق القانون المذكور على كل امر لم يرد عليه النص في هذا النظام .

٧٠١٩
المملكة الأردنية الهاشمية
وزارة المالية
إصدار
١٩٦٦
٩
١٩٦٦



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المادة ٧٨- بعد خصم ضريبة الدخل المستحقة توزع الارباح الصافية في نهاية كل سنة كالآتي :-

أ - عشرة بالمائة من اصل الارباح تخصص لحساب الاحتياطي الاجباري .

ب - عشرة بالمائة لاعضاء مجلس الادارة توزع بينهم بنسبة مواظبتهم على جلسات المجلس علي ان لا تزيد اتعاب اي عضو عن ٧٥٠ ديناراً سنوياً واية زيادة على هذا المبلغ تعاد لحساب الارباح المعدة للتوزيع على المساهمين .

ج - يوزع الرصيد جميعه او بعضه على المساهمين حسبما تقرره الهيئة العامة بناء على توصية مجلس الادارة ويكون التوزيع بنسبة المدفوع عن اسهم كل منهم .

المادة ٧٩- كل حصة ارباح يقرر دفعها يعلن عنها للمساهمين بكتاب في البريد المسجل ولا تكون الشركة مسؤولة عن دفع فائده عن حصص الارباح التي يتأخر قبضها . وحصص الارباح التي لم يطالب بها بظرف خمس سنوات من تاريخ قرار توزيعها يسقط حق المطالبة بها وتعتبر ايراداً للشركة .

فسخ الشركة وتصفيتها

المادة ٨٠- يحق لمجلس الادارة في اي وقت ان يدعو الهيئة العامة لبحث تصفية وفسخ الشركة او تمديد مدتها او توقيف اعمالها . اما اذا خسرت الشركة نصف رأس مالها الاسهمي فيتوجب على مجلس الادارة دعوة الهيئة العامة لبحث الحالة او اقرار التصفية او الاستمرار بالعمل .

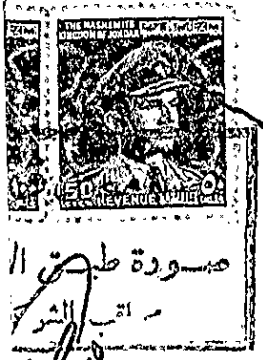
المادة ٨١- عند انقضاء مدة الشركة او عند اقرار تصفيتها تقرر الهيئة العامة طريقة التصفية وتعين المصفي او المصفين من بين اعضاء الشركة او من الخارج للقيام بأعمال التصفية .

اعمالهم
اجتماع
حسابات
الغاية كما

المادة ٨٢- لا يجوز

الهيئة العامة
في الجلسة
بدعوه ش
المقترح تعاد
تسديل لاية

المادة ٨٣- تسري احكام
قانون الش
النص في



اعضائه للإشراف على عملية جرد البضاعة وتعيين معدلات الاستهلاك وتثبيت جميع الديون المطلوبة من الشركة أو إليها قبل أقفال الميزانية السنوية وحساب الأرباح والخسائر .

الأرباح والمال الاحتياطي

المادة ٧٤- أ - لا يجوز توزيع أية أرباح إلا بعد اقتطاع الاحتياطي الإلزامي ولا يجوز توزيع أية حصص على المساهمين إلا من الأرباح .

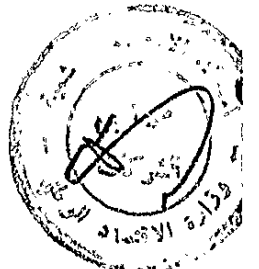
ب - لا يجوز توزيع الاحتياطي الإلزامي على المساهمين .

ج - لا يجوز وقف الاقتطاع للاحتياطي الإلزامي قبل أن يبلغ مجموع المبالغ المتجمعة لهذا الحساب ما يعادل ربع رأس مال الشركة ولكن يجب وقفه حينئذ تبليغ الاقتطاعات رأس المال .

المادة ٧٥- يجوز للهيئة العامة بناء على اقتراح مجلس الإدارة أن تقرر سنوياً اقتطاع جزء من الأرباح الصافية باسم الاحتياطي الاختياري على أن لا يزيد المبلغ سنوياً على عشرين بالمئة من الأرباح الصافية لتلك السنة . ولا يجوز أن يتجاوز مجموع المبالغ المقتطعة باسم الاحتياطي الاختياري نصف قيمة رأس مال الشركة .

المادة ٧٦- يستعمل الاحتياطي الاختياري في الأغراض التي يقررها مجلس الإدارة إذا لم يستعمل يجوز لمجلس الإدارة أعادته إلى المساهمين بشكل أرباح .

المادة ٧٧- يجب اقتطاع جزء من الأرباح يتناسب مع طبيعة عمل الشركة لقاء الالتزامات المترتبة على الشركة بموجب قوانين العمل وتعتبر هذه الاقتطاعات جزءاً من النفقات العامة وذلك لأغراض ضريبة الدخل ويجوز إنشاء صندوق خاص لمساعدة عمال الشركة .



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مجلس الإدارة ان ينسب للمراقب ثلاثة اسماء لينتقي منهم من
يملأ المركز الشاغر .

المادة ٦٨ - لا يجوز ان يعين مدقق للحسابات من كان شريكاً لاحد اعضاء
مجلس الادارة في اعمال الشركة .

المادة ٦٩ - للمدققين ان يطلعوا على جميع سجلات الشركة وحساباتها
واوراقها وصندوقها وان يطلبوا من مجلس الادارة جميع
المعلومات والايضاحات التي يرغبونها للقيام بوظيفتهم وعلى مجلس
الادارة ان يضع تحت تصرفهم كل ما من شأنه تسهيل مهمتهم .

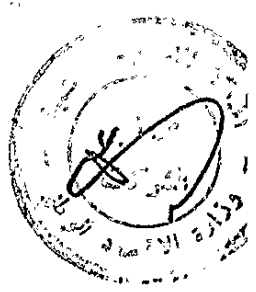
المادة ٧٠ - لا يحق للمدققين ان ينقلوا الى المساهمين بصورة فردية او الى الغير
باستثناء مراقب الشركات المعلومات التي اطلعوا عليها اثناء
قيامهم بوظيفتهم تحت طائلة العزل والتعويض .

حسابات الشركة

المادة ٧١ - يتوجب على مجلس الادارة ان تكون دفاتر حسابات الشركة
منظمة على طريقة اصولية وان تكون معاملاتها من قبض او
صرف او غير ذلك مستندة الى مستندات اثباتية حسب الاصول

المادة ٧٢ - يقرر مجلس الادارة في حدود ما يقرره قانون الشركات من وقت
الى آخر مدى صلاحية مساهمي الشركة الذين ليسوا من اعضاء
مجلس الادارة او الغير للاطلاع على دفاتر الشركة او دفتر او مستند
الا حسبما خولهم القانون وبعد موافقة المدير العام على ذلك .

المادة ٧٣ - تنتهي سنة الشركة المالية في اليوم الحادي والثلاثين من شهر كانون
الاول من كل سنة اما السنة المالية الاولى للشركة فتبدأ من تاريخ
تسجيلها حتى نهاية شهر كانون الاول عام ١٩٦٥ ويتوجب على
مجلس الادارة في نهاية كل سنة مالية تعيين معين عضوا او اكثر من



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الشركة على الأقل في الجلسة الثانية حتى يكون النصاب قانونياً
وإذا لم يكتمل النصاب القانوني في الجلسة الثانية يلغى الاجتماع
مهما كانت اسباب الدعوة اليه .

المادة ٦٥- تصدر القرارات بأكثرية من المساهمين يمثلون ما لا يقل عن ثلثي
الاسهم الممثلة في الاجتماع ممن يحق لهم حضور الجلسة والهيئة
العامة غير العادية الحق بان تصدر القرارات في الامور الداخلة
ضمن صلاحيتها وفي الامور الداخلة ضمن صلاحية الهيئة العامة
العادية . وتتبع في الهيئة العامة غير العادية جميع القواعد العامة
للهيئة العامة العادية .

المادة ٦٦- بخلاف للقاعدة السابقة يجب ان تصدر القرارات بأكثرية ٧٥٪
من مجموع الاسهم الممثلة في الاجتماع في الاحوال التالية :

- أ - تعديل نظام الشركة .
- ب - اندماج الشركة في شركة او مؤسسة اخرى .
- ج - فسخ الشركة او تصفيتها .
- د - اقالة احد اعضاء مجلس الادارة او رئيسه .
- هـ - نقل مركز الشركة الى خارج اراضي المملكة على ان
يقترن هذا القرار بموافقة وزير الاقتصاد .
- و - لا يجوز بحث الموضوعات الواردة اعلاه الا اذا ذكرت
صراحة بالنص الكامل في الدعوة الموجهة الى المساهمين .

مدققو الحسابات

المادة ٦٧- تنتخب الهيئة العامة من بين المحاسبين القانونيين مدققاً للحسابات
او اكثر لمدة سنة واحدة قابلة للتجديد واذا املت الهيئة العامة
انتخاب المدقق او اعتذر هذا المدقق او امتنع عن العمل فعلى



الى عاليه - الخطوط الجوية الملكية الاردنية المساهمة المحدودة

أنا من بصفتي عضوا
في عاليه - الخطوط الجوية الملكية الاردنية المساهمة المحدودة
قد عينت عني من
وكيلا عني وفوضته ان يصوت بأسمي وبالنابة عني في الهيئة
العامة العادية (او الهيئة العامة غير العادية بحسب الحال)
الذي تمعده الشركة في اليوم من شهر
وفي اي اجتماع آخر يؤجل ذلك الاجتماع اليه .
تحريراً في هذا اليوم من شهر سنة ١٩

اسم الشاهد
توقيع الشاهد توقيع الموكل

ج - الهيئة العامة غير العادية :

المادة ٦٣ - تجتمع الهيئة العامة غير العادية بناء على دعوة من مجلس الادارة
مباشرة او بناء على طلب خطي مبلغ اليه من مساهمين يحملون
ما لا يقل عن ٢٥٪ من اسهم الشركة او بناء على طلب خطي
من مراقب الشركات او مدققو الحسابات بناء على طلب ما لا
يقل عن ١٥٪ من حملة الاسهم وقنسع المراقب بتلك الاسباب .
ويجب على مجلس الادارة ان يدعو الهيئة العامة غير العادية
في الحالات الثلاث الاخيرة في مدة لا تتجاوز خمسة عشر يوما
من تاريخ تسلم الطلب . ويرأس الهيئة العامة غير العادية ايضاً
رئيس مجلس الادارة او نائبه او من ينتدبه مجلس الادارة لذلك .

المادة ٦٤ - لا يكون اجتماع الهيئة العامة غير العادية قانونياً ما لم يحضره
نصاب قانوني من مساهمين يمثلون اكثر من نصف اسهم الشركة .
واذا لم يتم النصاب في الجلسة الاولى فيجب تمثيل ٤٠٪ من اسهم



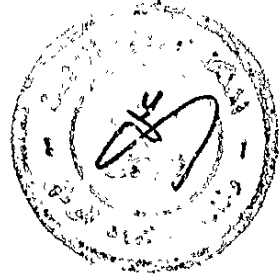
الشركة على
واذا لم يكتمل
مهما كانت اس
المادة ٦٥ - تصدر القرارات
الاسهم الممثلة
العامة غير الع
ضمن صلاحيتهم
العادية . وتنتب
للهيئة العامة
المادة ٦٦ - خلافاً للقاعدة
من مجموع الاس
أ - تعديل
ب - اندماج
ج - فسخ الش
د - اقالة احد
هـ - نقل مر
يقترن هـ
و - لا يجوز
صراحة
المادة ٦٧ - تنتخب الهيئة
او اكثر لمدة
انتخاب المدق

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المادة ٥٩ - لكل مساهم عدد من الاصوات يساوي عدد الاسهم التي يحملها .
 المادة ٦٠ - ان تصريح الرئيس بأن القرار قد اجيز يعتبر بينة قاطعة على حصول ذلك القرار ويدون ذلك القرار كقرار صادر عن الهيئة العامة ، اما محضر وقائع الهيئة العامة فيدون في سجل خاص ويعين رئيس الهيئة العامة كاتباً لتدوين وقائع الجلسة من المساهمين او غيرهم ويختار مراقبين لجمع الاصوات وفرزها . وينظم المحضر بوقائع الجلسة وابحاثها وقراراتها ويوقع عليه الرئيس والمراقبان والكاتب وينظم جدول حضور حين انعقاد الهيئة العامة تسجل فيه اسماء اعضاء الهيئة الحاضرين وعدد الاصوات التي يملكها كل منهم اصاله او وكالة وتؤخذ توقيعاتهم ويحفظ هذا الجدول لدى الشركة ويعطى للمساهم بطاقات لدخول الاجتماع يذكر فيها عدد الاصوات التي يحملها ويتولى مراقب الشركات او من ينتدبه اعطاء بطاقات الحضور ويجب ان تكون هذه البطاقات ممهورة بخاتم الشركة وتوقيع مراقب الشركات او من ينتدبه ولا يحق حضور الاجتماع الا حاملي البطاقات فقط .

المادة ٦١ - يجوز التوكيل لاحد المساهمين لحضور اجتماعات الهيئات العامة ، وتكون الوكالات المعطاة لحضور اجتماعات الهيئات العامة والتصويت فيها على النموذج المبين في المادة ٦٢ - من هذا النظام وترسل الشركة لكل مساهم مع الدعوة لحضور الاجتماع ولا يجوز بأي حال ان يزيد عدد الاسهم التي يحملها الوكيل بهذه الصفة على ٥٪ من رأس مال الشركة المدفوع . ويحق لأي شركة تملك اسهماً في هذه الشركة ان تعين من يمثلها لحضور الاجتماع بالنيابة عنها .

المادة ٦٢ - يكون نموذج التوكيل بالشكل المبين ادناه او بأي شكل آخر يوافق عليه مجلس الادارة على ان يقترن ذلك بموافقة مراقب الشركات .



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النصاب القانوني من حضر من المساهمين مهما كان عددهم . ولدعوة
هذا الاجتماع الثاني لا يتوجب ارسال دعوة شخصية لكل
مساهم بل يكفي بنشر الدعوة في صحيفة يومية محلية قبل
الاجتماع باسبوع على الاقل .

المادة ٥٤- تتناول صلاحية الهيئة العامة العادية تقرير كل ما يعود لمصلحة
الشركة ويدخل في جدول اعمال اجتماعها السنوي الامور التالية :-

أ - سماع تقرير مجلس الادارة .

ب - سماع تقرير مدققي حسابات الشركة عن احوالها
وحساباتها وميزانيتها .

ج - مناقشة حسابات الشركة وميزانيتها او المصادقة عليها .

د - انتخاب اعضاء مجلس الادارة .

هـ - انتخاب مدققي الحسابات للسنة المالية المقبلة .

و - تحديد الارباح التي يجب توزيعها بناء على اقتراح مجلس الادارة .

ز - البحث في اقتراحات الاستدانة او الرهن او اعطاء الكفالات
حسبما يقتضيه النظام واتخاذ القرارات بذلك .

المادة ٥٥- تصدر القرارات بالاكثرية العادية للاسهم الممثلة في الاجتماع ما
لم يقتضى قانون الشركات اكثرية اعلى .

المادة ٥٦- يرأس اجتماعات الهيئة العامة العادية رئيس مجلس الادارة او
نائبه او من ينتدبه مجلس الادارة لذلك .

المادة ٥٧- اذا تساوت الاصوات فيكون لرئيس الاجتماع صوت مرجح .

المادة ٥٨- لكل مساهم سدد قبل اجتماع الهيئة العامة بثلاثة ايام على الاقل
جميع ما عليه من اقساط او قوائد اقساط مستحقة للشركة
حق الاشتراك في اجاث الهيئة العامة رغم كل نص مخالف .

المادة ٥٩- ك

المادة ٦٠- ان

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قراراتها بموافقة ثلثي الاسهم الممثلة في الاجتماع ويكون لكل سهم صوت واحد .

المادة ٥٠ - على المؤسسين ان يقدموا للهيئة التأسيسية تقريراً يتضمن المعلومات الوافية عن جميع عمليات التأسيس بما في ذلك النفقات التأسيسية المصروفة من قبلهم مع الوثائق المؤيدة لها وعندما تقوم الهيئة التأسيسية باقرارها بعد التثبت من صحتها .

المادة ٥١ - تقوم الهيئة التأسيسية بانتخاب مجلس الادارة الاول ومدققي الحسابات كما وتقرر اعلان تأسيس الشركة نهائياً .

ب - الهيئة العامة العادية :-

المادة ٥٢ - تجتمع الهيئة العامة العادية مرة كل سنة شمسية على الاقل بنسأ على دعوة مجلس الادارة وفي الزمان والمكان اللذين يعينهما مجلس الادارة ويشترط ان لا يتأخر اجتماع الهيئة العامة العادية عن الاربعة اشهر التالية من تاريخ انتهاء السنة المالية . وترسل الدعوة وبرنامج الابحاث مع تقرير مجلس الادارة والميزانية العمومية وحساب الارباح والخسائر وتقرير مدققي الحسابات لكل مساهم بالبريد المسجل قبل موعد الاجتماع بواحد وعشرين يوماً على الاقل . ويجب على المجلس ان يعلن الدعوة في صحيفتين يوميتين محليتين وذلك قبل اسبوع على الاقل من تاريخ الاجتماع .

المادة ٥٣ - تتألف الهيئة العامة من كل مساهم يحمل بالاصالة او الوكالة سهماً على الاقل من اسهم الشركة ولا تعتبر الجلسة الاولى لاجتماع الهيئة العامة العادية قانونية ما لم يحضرها نصاب قانوني من مساهمين يمثلون اكثر من نصف اسهم الشركة ، واذا لم يحصل النصاب القانوني في الجلسة الاولى يؤجل الاجتماع الى ميعاد آخر لا يزيد عن اسبوعين من تاريخ الاول . وفي الاجتماع الثاني يتألف



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المادة ٤٥- اذا تغيب رئيس مجلس الادارة او احد اعضاء المجلس عن حضور اربع جلسات متتالية دون عذر مشروع اعتبر مستقيلاً بقرار يتخذه مجلس الادارة ويبلغه لذوي العلاقة ويستثنى من ذلك العضو مندوب الحكومة ويعتبر مستقيلاً ايضاً اذا تغيب عن جلسات مجلس الادارة لمدة ٦ اشهر متتالية ولو كان هذا التغيب بعذر مشروع .

المادة ٤٦- يجب ان تكون استقالة عضو مجلس الادارة خطية وان تبلغ الى المجلس وتعتبر الاستقالة نافذة من تاريخ تبليغها الى المجلس ولا تتوقف على قبول من احد ولا يجوز الرجوع عنها .

المادة ٤٧- على الشركة ان تعد سنوياً قائمة بأسماء رئيس واعضاء مجلس ادارتها وجنسية كل منهم وعمره ومهنته ومقدار مساهمته في رأس مال الشركة وتوصل الشركة هذه القائمة الى مراقب الشركات في خلال الشهر الاول من سنتها المالية وعلى الشركة ان تعلم المراقب بكل تغيير يطرأ على هذه القائمة خلال شهر من حصوله .

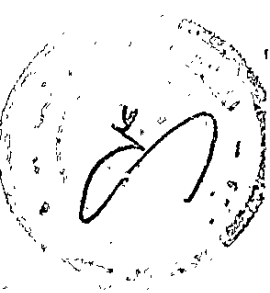
انواع الاجتماعات العامة

أ - الهيئة التأسيسية :

المادة ٤٨- يجب على مؤسسي الشركة خلال شهرين من اعلان الاكتتاب دعوة المؤسسين والمكتتبين الى اجتماع عام للهيئة التأسيسية .

المادة ٤٩- أ - يرأس اجتماع الهيئة التأسيسية احد المؤسسين السذي ينتخب في ذلك الاجتماع ويقوم رئيس الاجتماع بادارة الجلسة وبالتوقيع على محضرها .

ب- يتألف النصاب القانوني لاجتماع الهيئة التأسيسية بحضور مكتتبين يحملون نصف الاسهم المكتتب بها وتصدر



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منه او بناء على طلب ربع اعضائه على الاقل دعوة المجلس الى الاجتماع للنظر في امور مستعجلة . ويعتبر النصاب قانونياً لاجتماعات المجلس بحضور ما يزيد على نصف اعضاء المجلس وتؤخذ القرارات باكثرية الحاضرين على الاقل واذا تعادلت الاصوات يرجح رأي الفريق السني ينضم اليه رئيس الجلسة . ويتوجب على المجلس تسجيل وقائمه في سجل خاص لوقائمه الادارة ويوقعه الرئيس والاعضاء الحاضرون في الجلسة ، وعلى العضو المخالف ان يسجل سبب مخالفته خطياً فوق توقيعيه . ويجوز اعطاء صورة عن كل محضر موقعة من الرئيس . وعلى اية حال يجب ان لا تقل اجتماعات المجلس عن ستة مرات في السنة .

المادة ٤٢- لمجلس الادارة الصلاحية التامة لتولي شؤون الشركة وادارة اعمالها واستثمار اموالها واجراء المصالحات والتحكيم والبيع والشراء وفتح الفروع وامتلاك الاموال غير المنقولة وبيعها وتعيين الموظفين وعزلهم وغير ذلك من الشؤون التي لم ينص هذا النظام على مباشرتها من قبل الهيئة العامة .

المادة ٤٣- لا يجوز التصويت بالوكالة او المراسلة في اجتماعات مجلس الادارة .

المادة ٤٤- أ - يعين مجلس الادارة من ذوي الكفاءة مديراً عاماً للشركة ويفوضه بالادارة العامة لها بالتعاون مع المجلس .

ب - مع مراعاة احكام قانون الشركات يجوز ان يقوم رئيس مجلس الادارة او اي عضو فيه بوظيفة مدير عام الشركة او نائب المدير العام او مساعد المدير العام بقرار من مجلس الادارة باكثرية ثلثي اعضائه ويجوز لاعضاء مجلس الادارة تولي وظيفة ذات اجراء وتعويض في الشركة على ان يحدد مجلس الادارة بأغلبية ثلثي اعضائه على الاقل مقدار الاجر او التعويض .



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ب- يتبع هذا الاجراء كلما شغل مركز في المجلس ويبقى هذا التعيين مؤقتا حتى يعرض على الهيئة العامة في اول اجتماع لها كي تقوم باقراره او بانتخاب من يملئ المركز الشاغر في هذه الحالة يكمل العضو الجديد مدة سلفه في عضوية مجلس الادارة .

المادة ٣٥- يجوز اعادة انتخاب عضو مجلس الادارة الذي انتهت مدته .

المادة ٣٦- لا يجوز ترشيح من لم يكمل الحادية والعشرين من عمره لعضوية مجلس الادارة .

المادة ٣٧- لا يجوز لاي مساهم ترشيح نفسه لعضوية مجلس الادارة اذا كانت اوضاعه الشخصية لا تنطبق مع احكام قانون الشركات بشأن الترشيح والانتخاب .

المادة ٣٨- على المنتخب لعضوية مجلس الادارة الذي يرغب في عدم قبول العضوية ان يعلم الادارة بذلك خلال عشرة ايام من تاريخ تبليغه بالانتخاب ويعتبر سكوته قبولا منه بالعضوية .

المادة ٣٩- يجتمع مجلس الادارة في مكتبه خلال اسبوع من تاريخ انتخابه، وينتخب بالاقتراع السري او بالطريقة التي يراها رئيساً ونائباً للرئيس ، ويجوز لمجلس الادارة ان ينتخب بالاقتراع السري عضواً مفوضاً او اكثر يكون له او لهم حق التصويت عن الشركة مجتمعين او منفردين حسبما يفوضهم بذلك مجلس الادارة .

المادة ٤٠- رئيس مجلس الادارة هو رئيس الشركة يمثلها لدى الغير وامام كافة السلطات ويشرف على اعمالها الداخلية بوجه عام . ونائب رئيس مجلس الادارة ينوب عن الرئيس في حالة غيابه .

المادة ٤١- يجتمع مجلس الادارة اجتماعاً عادياً مره كل شهر على الاقل الا اذا قرر المجلس خلاف ذلك ويحق لرئيس المجلس بدعوة خطية



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المادة ٣١- يتقاضى رئيس واعضاء مجلس الادارة مقابل عضويتهم في مجلس الادارة اتعاباً بمعدل ١٠٪ من صافي ارباح الشركة شريطة ان لا تتجاوز تلك الاتعاب ٧٥٠ دينار سنوياً لكل منهم . وتوزع هذه الاتعاب بين رئيس واعضاء المجلس بنسبة مواظبتهم الشخصية في حضور جلسات المجلس .

المادة ٣٢- على مجلس الادارة ان ينشر الميزانية العامة وحساب الارباح والخسائر وموجزاً عن تقرير مجلس الادارة في احدى الصحف اليومية وذلك خلال شهرين من تاريخ انعقاد الهيئة العامة العادية .

المادة ٣٣- يعتبر منصب عضو مجلس الادارة شاغراً :-

أ - اذا نقص عدد الاسهم التي يحملها عن الحد الادنى المعين لعضوية مجلس الادارة .

ب - اذا اقلس .

ج - اذا تغيب عن جلسات المجلس اكثر من ستة اشهر ولو بعذر مقبول او تغيب اربع جلسات دون عذر مقبول .

د - او عزل من منصبه بموجب هذا النظام .

هـ - او استقال من منصبه بموجب اشعار خطي .

و - او اذا قام (منفرداً او بالاشتراك مع آخرين) رأساً او بالواسطة باية اشغال مماثلة للاشغال التي تتعاطاها الشركة او قام بأي عمل من شأنه مضاربة الشركة او عرقلة سير اعمالها او اذا باح باسرار الشركة .

المادة ٣٤- أ - اذا شغل مركز عضو منتخب في مجلس الادارة لسبب من الاسباب فيخلفه عضو ينتخبه مجلس الادارة من المساهمين الحائزين على مؤهلات العضوية .



في انتخاب اعضاء مجلس الادارة الآخرين .

المادة ٢٥- يشترط في اهلية انتخاب عضو مجلس الادارة من غير الاعضاء الحكوميين ان يكون حائزاً على ١٠٠ سهم باسمه في الشركة ولا يجوز ترشيح من لا يملك ذلك العدد للعضوية . وتسقط تلقائياً عضوية من تنقص اسهمه خلال مدة العضوية عن ذلك العدد .

المادة ٢٦- أ - يبقى النصاب المؤهل للعضوية من اسهم اعضاء مجلس الادارة محجوزاً ولا يجوز التداول به قبل مضي ستة اشهر على تاريخ انتهاء مدة عضويتهم وتحفظ هذه الاسهم لدى الشركة مقابل ايصال وتوقع عليها اشارة الحجز رهناً لمصلحة الشركة ولضمان المسؤوليات المترتبة على مجلس الادارة ويشار الى ذلك في سجل الاسهم الموجودة في الشركة .

ب - لا تسري هذه المادة على اسهم الحكومة .

المادة ٢٧- لا يجوز ان يكون عضواً في مجلس الادارة من حكم عليه :-

أ - بأية جناية .

ب - بجنحة اخلاقية او السرقة والاحتيال واساءة الامانة والتزوير والافلاس التقصيري والشهادة واليمين الكاذبين .

المادة ٢٨- ينتخب المساهمون اعضاء مجلس الادارة بالتصويت السري .

المادة ٢٩- لا يجوز للشركة ان تقدم قرضاً نقدياً من اي نوع لاي من اعضاء مجلس ادارتها .

المادة ٣٠- يجوز لاعضاء مجلس الادارة من وقت الى اخر ان يقترضوا اية مبالغ لاجل اشغال الشركة وان يؤمنوا دفع تلك المبالغ بالكيفية والشروط التي يرونها مناسبة غير انه لا يجوز لمجلس الادارة ان يرفع مجموع اقتراضات الشركة لاكثر من قيمة رأس مالها الاسهم المدفوع بدون موافقة الهيئة العامة .



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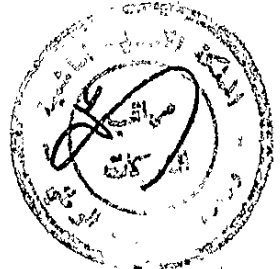
المادة ٢١- يجوز للشركة ان تخفض رأس مالها اذا زاد على حاجتها او اذا طرأت عليها خسارة ورأت الشركة انقاص رأس مالها الى قيمة موجوداتها . ولا يقرر التخفيض الا مع الاحتفاظ بحقوق الغير بمقتضى المادة ٨٤ من القانون . ويجب ان يستند التخفيض الى قرار عن الهيئة العامة بأكثرية ٧٥٪ من اصوات الاسهم الممثلة في اجتماع الهيئة العامة ويجوز ان يجري التخفيض باحد الاشكال الآتية :-
أ - تنزيل قيمة الاسهم بإبطال الالتزام بدفع الاقساط غير المستحقة اذا كانت فائضة على حاجة الشركة .
ب - تنزيل قيمة الاسهم بالغاء جزء من ثمنها المدفوع يوازي مبلغ الخسارة في حالة وجود خسارة على الشركة او باعادة جزء منه اذا رأت ان رأس مالها يزيد عن حاجتها .

مجلس الادارة
تتألف من
أ - يتكون مجلس الادارة من ^{سبعة} أعضاء يمثلون الحكومة فيهم ^{باربعة} من ^{مجلس الادارة} والباقي تنتخبهم الهيئة العامة (عدا الحكومة) .
ب - يجوز زيادة عدد أعضاء مجلس الادارة وفقاً لاحكام قانون الشركات .



المادة ٢٣- ان مدة مجلس الادارة هي اربع سنوات تنتهي دفعة واحدة بانتخاب مجلس جديد الا ان مجلس الادارة القائم يستمر في تصريف شؤون الشركة لحين انعقاد الهيئة العامة التي ستنتخب مجلس الادارة الجديد على ان يتم ذلك خلال مدة لا تتجاوز ثلاثة اشهر من تاريخ انتهاء دورة المجلس القديم ويستثنى من ذلك الاعضاء مندوبو الحكومة .

المادة ٢٤- لا يكون عضو مجلس الادارة المعين من قبل الحكومة خاضعاً لانتخاب وانما يعين من قبل الحكومة . كما ولا تشترك الحكومة



٣٢

المادة ٢١

اليوم في شهر لسنة ١٩ .

توقيع المحيل توقيع المحال له شاهد على التوقيع

رهن الاسهم

المادة ١٧- يجوز رهن السهم على ان تثبت ذلك في سجل الشركة ويذكر الرهن في وثيقة المساهمة او شهادة الاسهم ويجب ان ينص عقد الرهن على مصير الارباح المستحقة مدة الرهن وعلى سائر الشروط المتعلقة بالرهن .

المادة ١٨- لا يجوز رفع اشارة الرهن الا بعد تسجيل اقرار المرتهن باستيفاء حقه في سجل الشركة او بموجب حكم مكتسب الدرجة القطعية .

تغيير رأس المال

المادة ١٩- أ - يجوز للهيئة العامة بقرار باكثرية ٧٥٪ من اصوات الاسهم الممثلة فيها بالاصالة او الوكالة ان تزيد رأس مال الشركة الاسمي او ان تخفضه بالشكل الذي يعين بالقرار ويسري على الاسهم الجديدة نفس الاحكام الخاصة بدفع الاقساط وحق الحجز عليها وتحويلها ونقلها ورهنها وغير ذلك من الاحكام السارية على رأس المال الاصلي .

ب - يجب ان تكون القيمة الاسمية للاسهم الجديدة معادلة للقيمة الاسمية للاسهم القديمة وفي حالة صدور الاسهم الجديدة بسعر يزيد على قيمتها الاصلية يقيد الفرق بين القيمة الاسمية وسعر الاصدار بحساب الاحتياطي الاجباري .

المادة ٢٣

المادة ٢٤

المادة ٢٠- تتبع جميع الاجراءات المنصوص عليها في قانون الشركات الاردني بخصوص زيادة وتخفيض رأس المال .

هنا

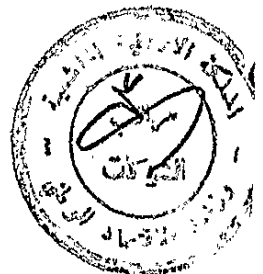
- ١ - اذا كان السهم مرهونا او محجوزا او محبوسا .
- ٢ - اذا كان مفقودا ولم يعطى به شهادة جديدة .
- ٣ - اذا كان البيع او النقل مخالفا للقانون او لنظام الشركة او مصلحتها .
- ٤ - وفي اية احوال اخرى تخطر على القوانين والانظمة المرعية .

المادة ١٥- يجب على كل مساهم يرغب في تحويل اية اسهم ان يقدم لمكتب الشركة سند التحويل منظما حسب الاصول ومستوفيا الطوابع اللازمة . وان يرفق مع سند التحويل شهادة الاسهم التي ينوي تحويلها واية بينة اخرى قد يطلبها مجلس الادارة اثباتاً لحق المحيل في تحويل الاسهم . وان يدفع رسم التحويل الذي يقرره مجلس الادارة من وقت الى آخر .

المادة ١٦- يتم تحويل اسهم الشركة بالصيغة التالية او اية صيغة اخرى مألوفة يوافق عليها مجلس الادارة :-

انا في مقابل مبلغ وقدره
دفعه لي (المسمى فيما بعد بالحال له)
احول بموجب هذا السند الى الحال له .

المذكور سهم من رقم
الى رقم في شركة عاليه - الخطوط الجوية الملكية
الاردنية المساهمة المحدودة والمحال له المذكور او لمنفذ وصيته
او القيم على تركته حق ملكية هذه الاسهم بحسب الشروط
التي حزتها بمقتضاها عند تحويل هذا السند وانا المحال له
المذكور اوافق بهذا السند على ان آخذ الاسهم المذكورة بحسب
الشروط المذكورة اعلاه اشمارةً بذلك وقعنا هذا السند في



ب- اذا فقدت شهادة اسهم فلما لكها ان يطلب اعطاءه شهادة جديدة بدلا عن الضائعة على ان يعلن هذا الفقدان في جريدتين يوميتين مع ذكر ارقام الشهادات وعددها . وبعد مضي شهرين على تاريخ الاعلان يعطى المساهم شهادة جديدة على ان يؤشر عليها بانها اعطيت بدلا عن ضائع .

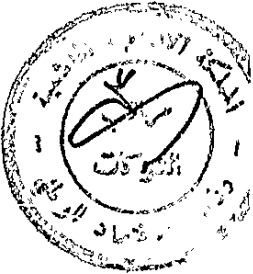
المادة ١١- للشركة حق الحجز على كل سهم مقابل جميع النقود المطلوبة او الواجب دفعها عن ذلك السهم في ميعاد معين ولها حق الحجز على جميع الاسهم المسجلة باسم اي شخص مقابل جميع المبالغ المستحقة لها عليه او على تركته . ويشمل حق الحجز هذا جميع الحصص في الارباح الواجب دفعها عن تلك الاسهم .

المادة ١٢- ان حاملي السهم الواحد بالاشتراك يكونون مسؤولين بالتكافل والتضامن عن دفع جميع الاقساط التي تستحق عن ذلك السهم .

المادة ١٣- لا يحق لاي مساهم او ورثة المساهم ولا لدائنيه ان يحجزوا اموال الشركة لاي سبب كان ولا يحق لهم المداخلة بأموال ادارتها او اعمالها الا وفق احكام قانون الشركات والقوانين والانظمة الاخرى المرعية . وعلى الجميع قبول قيود الشركة وقرارات هيأتها العامة ومجلس ادارتها وعليهم العمل بموجبها انما يجوز حيز اسهم المدين وارباحها وبيع هذه الاسهم على ان يجري ذلك وفقا للقواعد المتعلقة بحجز الاسهم وبيعها المنصوص عنها في المادة ٦ من هذا النظام .

المادة ١٤- أ - لا يتم بيع ونقل الاسهم بالنسبة للشركة الا بعد موافقة مجلس الادارة على التحويل .

ب- يحق لمجلس الادارة ان يرفض الموافقة على بيع او تحويل اي سهم من اسهم الشركة في الاحوال الآتية :-



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فيما يتعلق بعمالات البيع العلني صحيحة ما لم يثبت عكسها .

المادة ٧ - لا يجوز استعمال اي جزء من اموال الشركة في سبيل شراء اسهمها . ولا يجوز للشركة ان تقدم لاي شخص مباشرة او بالواسطة مساعدة مالية لاجل شراء اسهمها او في سبيل ذلك .

المادة ٨ - أ - بعد اعلان تأسيس الشركة نهائياً يتسلم المساهمون والمكتتبون وثائق مساهمة مؤقتة ومختومة بخاتم الشركة وموقعة من قبل المفوضين بالتوقيع عنها مقابل اكتتابهم او مساهمتهم تتضمن ما يلي :

- ١ - اسم المساهم وعدد اسهمه وعدد الاقساط .
- ٢ - ما دفع من هذه الاقساط وتاريخ الدفع .
- ٣ - رأس مال الشركة ومركزها .

ب - يجوز تداول وبيع وثائق المساهمة بعد ان يكون قد سد من قيمة الاسهم ما يعادل ٥٠٪ .

المادة ٩ - تصدر الشركة شهادة بالاسهم التي يحملها كل مساهم بعد دفع أقساط الاسهم كاملة وتحتم شهادات الاسم بخاتم الشركة الرسمي وتوقع من طرف المفوضين بالتوقيع عن الشركة وتحفظ الشركة سجلاً يدون فيه اسماء المساهمين وارقام الاسهم وعددها والرهونات والتحاويل التي تجري على الاسهم المذكورة .

المادة ١٠ - أ - اذا شوهت او اتلقت شهادة اسهم يجوز تجديدها لقاء دفع رسم يعينه مجلس الادارة لا يزيد عن ٢٥٠ فلساً وبالشروط التي يستنسبها اعضاء مجلس الادارة بشأن الاثبات والتضمن .



المادة ٦ - يجوز لمجلس ادارة الشركة في حالة تأخر المساهم عن تسديد ما يطلب منه دفعه بيع اسهمه وفقاً للاجراءات التالية :-

أ - تبلغ الشركة المساهم المقصر اشعاراً يكلف به بتسديد الاقساط المستحقة في خلال اسبوعين من تاريخ تسلمه الاشعار .

ب - اذا لم يسدد المساهم الاقساط المستحقة عليه بانتهاء هذا التاريخ يحق للشركة ان تعرض تلك الاسهم للبيع بالمزاد العلني وعليها ان تعلن ذلك في صحيفتين يوميتين قبل عشرين يوماً من تاريخ البيع .

ج - يجب ان يحدد الاعلان مكان وزمان البيع وعدد الاسهم المعروضة بالمزاد العلني وارقامها .

د - بعد انقضاء المدة السابقة تجري معاملة البيع بالمزاد العلني في المكان والزمان المعلن عنهما وتباع الاسهم بأعلى سعر معروض على ان يدفع كل مزاد سلفاً عربوناً لا يقل عن ١٠٪ من القيمة الاسمية المعروضة ويخسر المزاد الذي يستنكف عن قبول البيع

هـ - لا يقبل تسديد القسط المتأخر دفعه في اليوم المحدد لاجراء المزادة .

و - ويستوفى من ثمن المبيع كل المبالغ المطلوبة للشركة من اقساط مستحقة وفوائد ونفقات ويدفع ما يبقى الى صاحب الاسهم .

ز - اذا لم تكف اثمان المبيع لتسديد المبالغ المطلوبة للشركة فلها الحق الرجوع بالباقي على المقصر وتعتبر قيود الشركة



المادة ٧ -

المادة ٨ -

المادة ٩ -

المادة ١٠ -

النظام الداخلي

لشركة غالية - الخطوط الجوية الملكية الاردنية المساهمة المحدودة

المادة ١ - اسم الشركة - عاليه - الخطوط الجوية الملكية الاردنية المساهمة المحدودة .

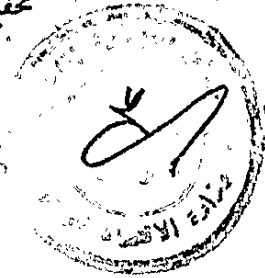
المادة ٢ - مركز الشركة - عمان ويجوز فتح فروع او وكالات في المملكة الاردنية الهاشمية او في الخارج .

المادة ٣ - مدة الشركة - خمسون عاماً قابلة للتجديد .

رأس المال واقساط الاسهم وتحويلها

المادة ٤ - يكون رأس مال الشركة المصرح به من مليون دينار اردني مقسم الى مائة الف سهم بقيمة عشرة دنانير للسهم الواحد .

المادة ٥ - تدفع قيمة الاسهم المكتتب بها على اقساط شريطة ان لا يقل القسط الواجب تسديده عند الاكتتاب عن ربع قيمة الاسمية وان يتم تسديد كامل الاقساط المتبقية خلال اربع سنوات من تاريخ تسجيل الشركة وفقاً للترتيب الذي يقرره مجلس الادارة وتحدد شروط الاكتتاب بأسمهم الشركة ويكون كل مكتتب او مساهم مدينًا للشركة بكامل القيمة غير المدفوعة عن اسهمه واذا لم يسدد القسط المستحق على السهم قبل نهاية اليوم المعين لذلك فلمجلس الادارة الحق في ان يضيف فائدة لا تزيد على ٦٪ يلزم المساهم المتأخر عن التسديد بدفعها لمجلس الادارة الحق في تخفيض هذه الفائدة او التنازل عن استيفائها .



قيمتها
الاسهم المكتتية بالدينار الاردني

٧٨٧٥٠	٧٨٧٥	١ - السيد كارلوس عريضة
٧٨٧٥٠	٧٨٧٥	٢ - السيد القونس عريضة
١٥٣٥٠٠	١٥٣٥٠	٣ - شركة الشرق الاوسط للسياحه (المحدودة) (ميتورز)
٣٥٠٠٠	٣٥٠٠	٤ - السيد توفيق الطباع
١٠٠٠	١٠٠	٥ - السيد عبد الفتحي ابو قوره
١٠٠٠	١٠٠	٦ - السيد نبيه نزال
١٠٠٠	١٠٠	٧ - السيد توفيق نزال
١٠٠٠	١٠٠	٨ - السيد حميد خرينو



2

ز - ان تشي وتدير ناد او اندية للطيران والملاحين .

ح - ان تشتري وتستأجر وتستبدل وتؤجر وتمتلك وتقتني على وجهه آخر ولاي مصلحة اراضي او ابنية او امتيازات او رخص واية اموال منقولة او غير منقولة ضرورية او ملائمة لاشغال الشركة او لاي فرع من فروعها .

ط - ان تستثمر اموالها التي لا تحتاج اليها في الحال وتصرف بها بالكيفية التي تقررها الشركة من حين الى آخر .

ي - ان تقوم باستقبال وترحيل طائرات الشركة واية طائرات اخرى وتزويدها بالمؤن والوقود والزيوت والمحروقات والطعام والشراب والدخان .

ك - ان تقوم بصيانة وتصليح وترميم طائرات الشركة واية طائرات اخرى وتزويدها بقطع الغيار والمعدات اللازمة للصيانة والتصليح .

ل - ان تدير وتستثمر خطوط دولية منتظمة .

٣ - مسؤولية الاعضاء - ان مسؤولية الاعضاء محدودة بقيمة الاسهم التي يشتركون فيها في رأس مال الشركة .

٤ - مركز الشركة - يكون مركز الشركة الرئيسي في عمان ويحق للشركة فتح فروع او وكالات لها في المملكة الاردنية الهاشمية او في الخارج .

٥ - مدة الشركة - خمسون عاماً قابلة للتديد .

٦ - رأس مال الشركة - يتألف رأس مال الشركة المصرح به من مليون دينار اردني مقسم الى مائة الف سهم بقيمة عشرة دنانير للسهم الواحد .

٧ - ان مؤسسي الشركة هم السادة المذكورة اسماؤهم فيما يلي على ان يسجل باسمهم عدد الاسهم المبنية تجاه كل منهم .

- ٤ -

١ - السيد كارلوس

٢ - السيد الفونس

٣ - شركة الشرق الا

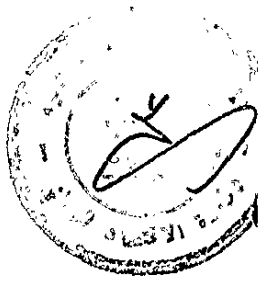
٤ - السيد توفيق

٥ - السيد عبد ا

٦ - السيد نبيه

٧ - السيد توفيق

٨ - السيد حسين

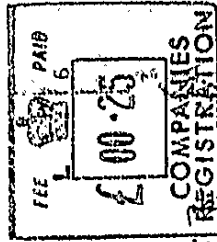


عقد التأسيس

عاليه — الخطوط الجوية الملكية الاردنية المساهمة المحدودة

١ - اسم الشركة - عاليه - الخطوط الجوية الملكية الاردنية المساهمة المحدودة

٢ - غايات الشركة :



أ - ان تؤسس وتدير وتنشئ خطوط مواصلات جوية في المملكة الاردنية الهاشمية وبينها وبين الانحاء والاماكن التي تراها مناسبة .

ب - ان تنقل الركاب والبريد والبضاعة بطريقة الجو والبر والبحر وتقدم وسائل السياحة والسفر بمختلف الطرق الجوية والبحرية وتاخذ الوكالات لها للقيام بأعمال متعهدي الحمل والنقل .

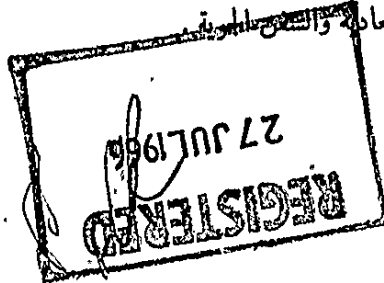
ج - ان تقوم برحلات عارضة او خاصة للنقل بطائرات كبيرة وصغيرة .



د - ان تشتري وتقتني وتستأجر وتستبدل ونصدر وتستورد وتؤجر طائرات واية وسائل اخرى التي تراها ضرورية للقيام بغايات الشركة .

هـ - ان تشترك وتساعد مع اية شركة اخرى لتقوية امكانياتها للقيام بغايات الشركة وان تتعاقد مع اية شركة او شركات اخرى تراها مناسبة لادارة بعض شؤونها من فنية وميكانيكية ومالية وما تراه صالحاً لعملياتها .

و - ان تقيم وتجهز مدرسة او مدارس للطيران في الاردن لتدريس علوم وفنون الملاحة الجوية وسائر المسائل المتعلقة ببناء وتجهيز واصلاح وترميم واستعمال وادارة وقيادة الطائرات العادية والشخصية.



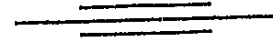
- ٣ -



٤٩٨

شركة

عاليه - الخطوط الجوية الملكية الاردنية المساهمة المحدودة



عقد التأسيس

و

النظام الداخلي

١٩٦٤



عالم
الملكية الاردنية الهاشمية

شركة

عاليه - الخطوط الجوية الملكية الاردنية المساهمة المحدودة

عقد التأسيس

و

النظام الداخلي

١٩٦٤

عمان
الملكية الاردنية الهاشمية

Number of
Company } F 5902/5



THE COMPANIES ACT, 1948



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)

Insert the
Name
of the
Company

ALIA - THE ROYAL JORDANIAN AIRLINES COMPANY LIMITED

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.

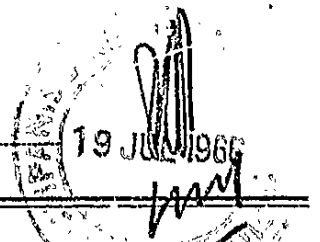
If any Company fails to comply with the above-mentioned section the Company and
every officer or agent of the Company is liable to a fine not exceeding £50 or in
case of a continuing offence £5 for every day during which the default continues.

Presented by

Beaumont and Son,

15 Devonshire Square,

London E.C.2.



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21
North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

a Company incorporated in (a) The Kingdom of Jordan
and which has established a place of business in Great Britain at
177, REGENT STREET, LONDON, W.1.

(a) Country of origin.

R. W. Davis

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

No. of Company F. 5902/9

**RETURN of Alteration in the Charter, Statutes, Memorandum or
Articles of Association or other Instrument constituting or defining
the Constitution of an Overseas Company.**

THE COMPANIES ACT, 1948

Pursuant to Section 409

Name
of
Company

ALIA - THE ROYAL JORDANIAN AIRLINES CORPORATION

NOTE—This Return must be delivered to the Registrar of Companies within twenty-one days after the date on which particulars of the alteration could, in due course of post, and if despatched with due diligence, have been received in Great Britain from the place where the Company is incorporated.

Presented by

P. J. Bailey

Manager for U.K.

ALIA - THE ROYAL JORDANIAN AIRLINES CORPORATION,

177 Regent Street,

London, W.1.

RETURN of alteration in the (a) ALIA - The Royal Jordanian Airlines Company constituting or defining
the constitution of ALIA - The Royal Jordanian Airlines Corporation a Company incorporated in (b) Jordan
and which has established a place of business in Great Britain at 177 Regent Street, London, W.1.

(c) Certified Copy of Alteration or Certified Copy of new Deed, if one has been executed, and Certified Translation of Alteration or Deed, if not in English Language must accompany this Return and be shortly referred to here.

ALIA - The Royal Jordanian Airlines Company become ALIA - The Royal Jordanian Airlines Corporation

(a) "Charter," "Statutes," "Memorandum or Articles of Association" or other instrument as the case may be.

(b) Country of Origin.

(c) The Copy and Translation (if any) must be certified in the manner prescribed in paragraphs 2 and 5 of The Companies (Forms) Order, 1949.

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.


Peter James Bailey

Manager for U.K.,

ALIA - The Royal Jordanian Airlines Corp.

Dated the second day of December 1968

Reserved for binding.

TELEPHONE:
OI-583 2967
OI-353 0076 (3 LINES)

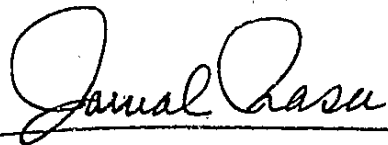
2 HARE COURT,
TEMPLE,
LONDON, E.C.4.

3
CABLES:
"JAMAL JAMIL LONDON EC4"

9th September, 1968.


TO WHOM IT MAY CONCERN

This is to certify that the enclosed English translation of the Arabic Provisional Ordinance No. 20 of the year 1968, published in the Jordan Official Gazette No. 2079 dated March 3rd, 1968, is a true and accurate translation of the Arabic text.



Dr. Jamal Nasir

Member of the Jordan Bar
Barrister-at-Law



4

A certified Translation from Arabic into English of the Provisional Ordinance No. 20 of the year 1968 (Alia The Royal Jordanian Airlines Ordinance) published in the Jordanian Official Gazette No. 2079 dated March 3rd, 1968.

We Hussein the First, King of the Hashemite Kingdom of Jordan,
In accordance with paragraph (1) of Article 94 of the Constitution, and pursuant to the decision of the Council of Ministers dated March 2nd, 1968,
hereby approve - under Article 31 of the Constitution - the following provisional ordinance that it shall be issued and come into force provisionally and shall be added to the Laws of the Kingdom provided that it shall be submitted to the Parliament in its first coming session:-

PROVISIONAL ORDINANCE NO. 20 OF THE YEAR 1968

ALIA CORPORATION - THE ROYAL JORDANIAN AIRLINES ORDINANCE

Section (1)

This Provisional Ordinance shall be cited (Alia Corporation - The Royal Jordanian Airlines Ordinance 1968) and it shall come into force from the date of its publication in the official Gazette.

Section (2)

In this Ordinance, unless the context otherwise require, the following words shall mean as follows:-

- (a) The Corporation: Alia - The Royal Jordanian Airlines Corporation as established under this Ordinance.
- (b) The Minister: The Minister of Transport.
- (c) The Board: The Board of Directors of the Corporation.
- (d) The General Manager: The General Manager of the Corporation.

Section (3)

- (a) The Corporation shall be a body corporate having a financial and administrative independence. It may sue and be sued in this capacity and it may appoint the attorney general or any other person to represent it in any judicial proceedings related to it.

The Corporation shall be attached to the Ministry of Transport.

- (b) Notwithstanding any provisions of any other Ordinance and as from the date of the coming into force of this Ordinance, the Corporation shall become the legal and actual successor of Alia - The Royal Jordanian Airlines Company Limited, and will replace it in the ownership of its monies and its various assets and in all its rights and shall be subject to all its obligations and in all contracts and agreements made by it.

Section (4)

The center of the Corporation shall be in Amman and it may establish branches and agencies in any place in the kingdom or outside it.

Section (5)

(a) The Corporation undertakes and performs all air transport operations within the Kingdom or outside it and any other incidental works thereto and necessary for its purpose or related to its whether, commercial, financial, or relating to real estate, engineering, industry, education, tourism and in particular may perform the following:-

1. To manufacture, build, establish, assemble, and to maintain aircrafts, engines, aircraft frames, workshops, all kinds of machines, instruments, equipments and means of transport which will be necessary for the operation of air transport and whatever might be related to it from operations and ground services.
2. To establish and invest airport, warehouses, stores, hangars, reception and despatch stations for aircrafts, workshops with all machines and instruments, equipments, buildings, hotels and restaurants connected with the corporation's purposes.
3. To commercialize in her account or in the account of others, whether in sales, purchase, loan or rent all what is connected with air transport operation of: aircrafts, engines, instruments, workshops, machines, equipments, tractors, means of transport, ground handling and ground services.
4. To do the work of commercial agency for the Corporation of: aircraft manufacturing, frames, engines, workshops, instruments, machines, equipments, means of transport, reception and despatch handling services and other ground services.
5. To do the work of agency for services inside and outside the country and whatever is connected with these services such as reception, despatch and supplying provisions for aircrafts, passengers and ticket sales, passenger and cargo transportation, insurance, clearance and extending all assistance, various ground and air services which are necessary to accomplish this task, including ground transportation for passengers from the Corporation's offices to airports and vice versa.
6. To work in all tourist operations which are connected with it inside and outside the country and to arrange and hold aviation parties, contests, exhibitions and carry all necessary work in order to encourage and support aviation,

7. To do the work of interchanging the currency which is connected with the Corporation's activities and to exhibit and sell goods and products on board its aircrafts and in its offices, its buildings and in restaurants and hotels established or invested by it.
 8. To work in all what is connected with photography, air survey, struggle against agricultural blights, air vapouring of crops and all what is related with wireless operations and weather conditions.
 9. To establish and manage institutes for aviation, wireless, engineering, air and ground services and practical training in aviation and air navigation.
 10. To prepare and qualify the youth of the kingdom to undertake technical and administrative works which are necessary for the aviations' activities.
- (b) The Corporation has the right to participate in any way with associations that are running business similar to its, in order to help it achieve its purposes inside or outside the country.
- (c) The Corporation shall be empowered, with the approval of the Council of Ministers, to merge with any other company or corporation or purchase or annex it.

Section (6)

- (a) 1. The initial capital of the corporation shall be two million and two hundred fifty thousand Jordanian Dinars and shall be paid out of the state's treasury.
2. The Corporation shall, during a period not exceeding 31st December, 1968, evaluate all its assets, and any excess in the value of the assets to the value of the capital shall be added to the Capital.
3. The evaluation shall be made in accordance with the accountancy procedures, by a committee appointed for this purpose by the council of Ministers, This evaluation shall be subject to the approval of the Council of Ministers.
- (b) The Corporation may, by a decision of the Council of Ministers, issued on the recommendations of the board, increase its capital to such a limit as it may find necessary.

Section (7)

The affairs of the Corporation and the conducting of its business shall be undertaken by:

- a. Board of Directors
- b. General Manager
- c. Executive Staff

Section (8)

- (a) The Board of Directors shall consist of a Chairman, four members of Government officials and three members from the private sector having the competence and

7
6

experience and who shall be appointed by the Council of Ministers upon the recommendations of the Minister, provided that the appointment of the Chairman shall be approved by a Royal decree.

- (b) The Tenure of Office of the Board shall be three years, on the expiry of which the same members may be re-appointed in accordance with the preceeding paragraph. The Council of Ministers may from time to time substitute all or some of the members if the interest of the Corporation so requires.
- (c) If the post of any member becomes vacant for any reason, a successor thereto may be appointed in accordance with the provisions of paragraph (a) of this section.
- (d) The Board shall elect a Vice-Chairman from its members who shall exercise the powers of and act for the Chairman in his absence.
- (e) The Council of Ministers shall decide the remunerations of the members of the Board provided that such remunerations shall not exceed the limit fixed in the civil regulations for the government officials and the company laws to the representatives of the private sectors.

Section (9)

No member of the Board may participate whether directly or indirectly in the ownership or management of any other organisation which undertakes a business similar to or competitive to that of the Corporation.

Section (10)

The Board shall exercise all powers necessary for the management of the business of the Corporation and the conducting of its affairs and shall formulate the policy of the Corporation.

The Board shall have the absolute authorities to execute these, including the issuance of directives that are necessary to secure this purpose.

Section (11)

The Chairman of the Board shall represent the Company in its contacts with all Authorities, Societies and other persons.

Section (12)

- (a) The Board shall meet upon a call from the Chairman and should be called for a meeting at least once every month. The meeting shall not constitute a quorum unless attended by six members including the Chairman, the decisions shall be made by the majority and in case of equal votes, the side with whom the Chairman votes will outweigh the other side.

- (b) Three members of the Board may call the Board for a meeting.

Section (13)

The General Manager will be appointed by a decision from the Council of Ministers upon the recommendations of the Minister provided this appointment should be approved by a Royal Decree.

Section (14)

The General Manager shall apply and implement the policy drawn by the Board and shall manage the Corporation in a way to achieve its purposes in accordance with the provisions of this ordinance and with regulations and instructions issued in conformity with it.

Section (15)

Selecting, appointing employees and servants of the Corporation, determining terms of their employment; their dismissals, their terminations, their salaries and assigning their duties, their privileges and other affairs related to them, shall all be done in accordance with the rules, regulations and contracts in practice by Alia - The Royal Jordanian Airlines Company, upon the effectiveness of this Law and whatever alterations might affect it or substitution by other rules issued in conformity with it.

Section (16)

The Council of Ministers, may upon the request of the Board, second government officials to the Corporation in accordance with the current rules and regulations.

Section (17)

Notwithstanding any rules of any legislation, the foreign employees of the Corporation and the Jordanian pilots and their assistants shall all be exempted from the income and social services' taxes.

Section (18)

The financial year of the Corporation starts as from the first day of January and ends the last day of December every year with the exception of the first year which starts as from the effectiveness date of this ordinance and ends last day of December 1968.

Section (19)

- (a) The Corporation shall have an independent budget which should be prepared by the Board within a period not less than one month before the end of the financial year, and raised through the Minister for the approval of the Council of Ministers.
- (b) The Board shall prepare an inclusive report on the functions of the Corporation within a maximum period of four months before the end of the financial year, together with a final statement of accounts (balance sheet) including profits and losses, to be raised through the Minister to the Council of Ministers and the Government shall be obliged to cover losses if any.

- (c) Without prejudice to the provisions of the preceeding two paragraphs, the Government shall fully guarantee all obligations of the Corporation provided that previous approval had been obtained from the Council of Ministers on these obligations. The Corporation is obliged within 30 days from the effectiveness of this ordinance to submit a report through the Minister to the Council of Ministers detailing in it all its obligations up to the date of effectiveness of this ordinance.
- (d) The Corporation is required to submit every three months a trial balance sheet and a report on its financial position through the Minister to the Council of Ministers for information on the course of its operations.

Section (20)

- (a) The Corporation shall follow in regulating its accounts and reports, the commercial accountancy procedures, particularly the procedures applied by air transport companies and corporations.
- (b) The Corporation's accounts shall be controlled and audited by a legal auditor who is appointed and whose remunerations shall be determined by the Council of Ministers upon the recommendations of the Board at the beginning of every financial year. The Council of Ministers has the right to assign the Audit Bureau to do this job.

Section (21)

- (a) The Corporation, generally, has all the privileges of exemptions and facilities that are decided at any time to the Ministries and Government Corporations.
- (b) The Corporation, particularly, is exempted from landing fees, mooring fees, and fees of: airport utilization, airport establishments, radar sets, telecommunications, wireless sets and aircrafts hangars..

Section (22)

The Council of Ministers, upon the recommendations of the Board, shall decide the necessary rules for the implementation of this ordinance.

Section (23)

This ordinance cancels other provisions of any legislation to the extent of its contradicting rules of this ordinance.

Section (24)

The Prime Minister and the Ministers are to execute the rules of this ordinance.

HUSSEIN BEN TALAL

INDISTINCT ORIGINAL

Prime Minister
 Minister of Foreign Affairs
 Bahjat Talhouh

Minister of Public Works
 Minister of Justice
 Ahmad Tugan

Bishara Khassib
 Sama' Daoud

Minister of Health
 Minister of Interior
 Hassan El-Kayed

Minister of Social Welfare & Labor
 Minister of Culture, Information
 Minister of Antiquities
 Salah al-Zaid

Minister of Agriculture and Acting
 Minister of Interior for Municipal
 and Real Affairs
 Sami Youb

Minister of Defence
 Nabess Al-Majali

Finance Minister & Acting
 Minister of National Economy
 Hashem Al-Jayousi

Minister of State for P.M.
 Affairs & Minister of
 Development & Reconstruction
 Hazem Nusseibeh

Minister of Transport & Acting
 Minister of Communications
 Ameen Younes El-Kusseini

Minister of Education
 Mohammad Adib Al-Amiri

Minister of State
 for Foreign Affairs
 Abdel Munem Rifai

Minister of Islamic Religious
 Affairs
 Abdel Hamid Al-Sa'eh

ALIA The Royal Jordanian Airlines

استاذنا
 اصفى
 راحة
 راحة
 راحة

م. ر. ر. ر.
 م. ر. ر. ر.
 م. ر. ر. ر.
 م. ر. ر. ر.



INDISTINCT ORIGINAL

Minister of National Economy
Minister of Transport & Acting

Hasan Al-Jawad

Minister of State for P.M.
Minister of State for
Development & Reconstruction

Hasan Al-Jawad

Minister of Transport & Acting
Minister of Communications

Amr Youssef Al-Husseini

Minister of Education

Mohammad Adib Al-Sayid

Minister of State
for Foreign Affairs

Abdel Rahman Al-Fal

Minister of Islamic Religions
Affairs

Abdel Rahman Al-Fal



Seen for legalisation of the seal and
signature of Hasan Al-Jawad
Minister of National Economy
This 19th day of August
1968, at British Embassy, Consular
Section, Amman.

Hasan Al-Jawad

Minister of Interior

BRITISH PRO-CONSUL

Hasan Al-Jawad

Minister of Labour

Minister of Finance

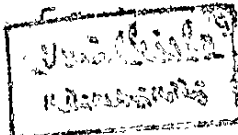
Hasan Al-Jawad

Minister of Agriculture and
Minister of Municipal
Affairs

Hasan Al-Jawad

ALLA The Royal Jordanian Airline

Handwritten Arabic text, likely a signature or official note.



INDISTINCT ORIGINAL

No. of Company F

FS902/10

Form No. 6F
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

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 of the Companies Act 1948

Name of Company ALIA THE ROYAL JORDANIAN AIRLINE (CORP.)

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 the above-named company, a company incorporated in (see note 1) AMMAN JORDAN
and which has established a place of business in Great Britain at 177 REGENT STREET,
LONDON W1R 7FP.

(Insert below particulars of the alteration)

MR. ISHAQ ABDALLAH AYED

MANAGER UK & IRELAND

177 REGENT STREET, LONDON. W.1.

During absence of above

MR. JOHN RONALD RAYNER

DEPUTY MANAGER UK & IRELAND

177 REGENT STREET. LONDON. W.1.

(MR. PETER BAILEY NO LONGER WORKS FOR THIS COMPANY)

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.

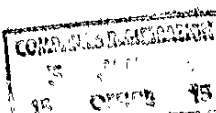
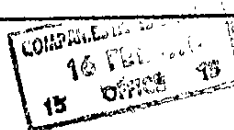
Date 28 December 1975

Notes:

1. Insert country of origin
2. This return must be delivered to the Registrar of Companies within 21 days after the date on which particulars of the alteration could, in the ordinary course of post, have been received in Great Britain from the place where the company is incorporated

Presented by:

Presenter's reference:



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

19

F 5902

Name of company

ALIA THE ROYAL JORDANIAN AIRLINE

*Insert country of origin.

Incorporated in* JORDAN

Place of business in Great Britain established at

211 REGENT STREET LONDON W1R 7DD

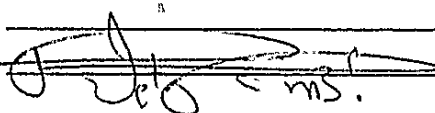
Note

Please read notes overleaf before completing this form

Particulars of alteration:

Mr. Talat Yousef Ramzi is the Airline Manager for the UK & Ireland. Copy of the "Power of Attorney" is attached. Mr. Talat Y. Ramzi is the person authorised to accept service on behalf of the Company.

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

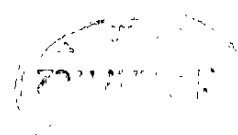
12th May 1982

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

For official use

General section

Post room





GL/77/76

4th, Feb., 1980

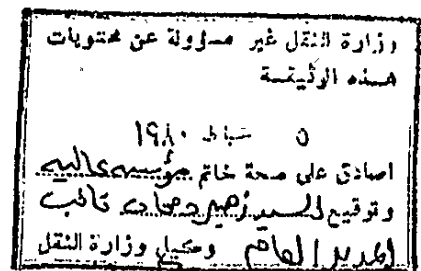
POWER OF ATTORNEY

ALIA/ THE ROYAL JORDANIAN AIRLINE, State Government Corporation established in AMMAN - JORDAN the ordinance No: 10 of the year 1969 authorized Mr. Tala't Yousef Ramzi, Jordanian Citizen to act on behalf and for ALIA as REGIONAL MANAGER (UNITED KINGDOM & IRELAND) in the following:-

1. Illimited Power of Attorney to deal with any business or interest where ALIA should be a party of, whether in court or out of it, as well as before customs, traffic authorities state, or partly amend State & Airline Companies.
2. Receive any notification whether Judicial or not.
3. Buy, sell, rent offices, spaces or movable assits and make payments to any kind of entity. Open, close, sign Bank accounts tatements deposit, withdraw in accordance with ALIA rules and regulations.
4. Assure any obligations in the name of the Head Office with its prior written consent as well as establishing amount of downpayment interest or installements.

The said Corporation has authorized this Power of Attorney to be duly signed by its V.P. Adm. & Personnel and has caused its seal to be affixed hereinto this February 4th, 1980..

Zuhair Dahman.
V.P. General Adm. & Personnel





Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Notice by an oversea 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

Form No. F7a

F7a

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

To the Registrar of Companies

For official use

Company number

20

F 5902

Name of company

ALIA - THE ROYAL JORDANIAN AIRLINE

*Country of
origin

Incorporated in*

JORDAN

Place of business in Great Britain established at

211, REGENT STREET

LONDON W.1.

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 to an end~~
having come, to an end is as shown below:

Day Month

3 1 0 3

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] ~~with come to an end~~

Day Month Year

3 1 1 2 1 9 8 2

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

U. H. Menser

Date 3rd June, 1982.

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

For official use
General section

Post room

7 JUN 1982

G

1. Microfiche Liaison
Room GO1.E
2. Microfiche Library
Room GO6
3. Repository
1st Floor

RE-INSTATEMENT OF AN OVERSEAS COMPANY

Company Number
F5902

Company name:- ALIA - THE ROYAL JORDANIAN
AIRLINES Corporation

The public record for the above company is no longer considered to
be closed.

for Registrar

K. Jones

Date: 3.1.82

C.477

Cdf 4067/1/C58022 500 10/82 TP

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)

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

For official use

Company number

[] [] [] [] [] []

F5902

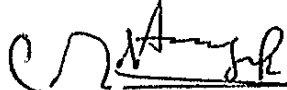
Name of company

* ALIA THE ROYAL JORDANIAN AIRLINE

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 MOHAMMED HAYEK - AREA MANAGER UK & IRELAND
as of 1st December 1983 to the present date.

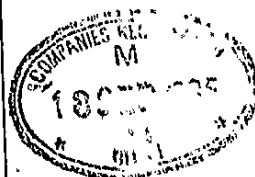
Address: 68 Porchester Gate
Bayswater Road
London WC2

Signed  [Director][Secretary][Person Authorised]† Date
AREA MANAGER UK & IRELAND 17.09.85

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

For official Use
General Section

Post room



G

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)

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

Please do not
write in
this margin

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

For official use

Company number

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

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FC 5902

Name of Company

*Enter corporate
name

* ROYAL JORDANIAN AIRLINES

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

WITH EFFECT FROM 1st SEPTEMBER 1990

MR AHED QUNTAR
OF
211 REGENT STREET
LONDON W1

REPLACED:-

MOHAMMED HAYEK

AS THE AUTHORISED AGENT FOR SERVICE ON BEHALF OF THE COMPANY

†Delete as
appropriate

Signed

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

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

For official use
General Section

Post room



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G692(1)(c)

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