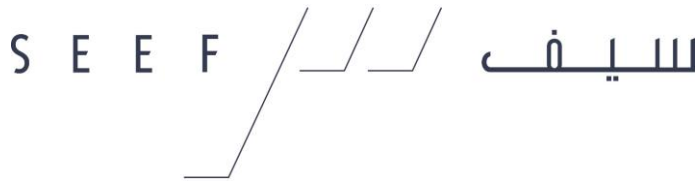


SHAREHOLDER RIGHTS & OBLIGATIONS

Seef Properties B.S.C. (“**Company**”) is committed to upholding the highest standards of corporate governance by adopting mechanisms to regulate the various relationships between the board of directors (“**Board of Directors**”), executive management, shareholders and various stakeholders. In fulfillment of the requirements of the Corporate Governance Code and in an effort to ensure effective shareholder participation, the following summarises the rights and obligations of the shareholders as set out in the Company’s Articles of Association, the Commercial Companies Law, Corporate Governance Code, the laws of Bahrain Bourse and the Central Bank of Bahrain laws and regulations.

A. SHAREHOLDER RIGHTS

1. Each share entitles its owner to equal rights and obligations. Each shareholder will particularly enjoy the following rights:
 - a. To receive his/her share of dividends in the event a resolution is passed to distribute the same to the shareholders;
 - b. To receive his/her share of capital that might be distributed in the event of any reduction of the capital;
 - c. To receive his/her share of the Company’s assets upon liquidation. Only the shareholders whose name is registered as last owner of a share in the Company’s register may receive his share in the assets;
 - d. To take part in the management of the Company’s business in accordance with the provisions of the Company’s Articles of Association, the Corporate Governance Code, the Commercial Companies Law, the laws of Bahrain Bourse and the Central Bank of Bahrain laws and regulations;
 - e. To vote in proportion to the number of shares he/she holds, so that he/she shall be entitled to use his/her vote for one (1) candidate or to divide it among his/her preferred candidates without repetition;
 - f. To receive a report, following each financial year, containing the balance sheet, profit and loss account and the Board of Directors’ Report;
 - g. To receive timely, transparent and appropriate information;
 - h. To enjoy fair and equitable treatment by the Directors and executive management, without bias or concealed interests;
 - i. To be represented equally by the Board of Directors;
 - j. To file nullification suit against any resolution passed by the general meeting or the Board of Directors which is inconsistent with the Commercial Companies Law, its Implementation Regulations, public order, the Company’s Amended and Restated Memorandum and Articles of Association;
 - k. To dispense of the shares he/she owns and having a priority in subscribing for new shares, in the event of an increase of the issued share capital of the Company; and/or
 - l. Any other right provided for in accordance with the laws of the Kingdom of Bahrain.



B. SHAREHOLDER OBLIGATIONS

1. Each shareholder shall observe the following obligations:
 - a. To pay the amounts which have been previously agreed upon regarding the paid-up capital or any increase of such capital;
 - b. To pay the expenses incurred by the Company in recovering the overdue amounts due from him/her regarding the paid-up capital;
 - c. To refrain from any act that may be harmful to the Company;
 - d. To implement any resolution that may be lawfully passed by the general meeting;
 - e. To communicate with the Company, discuss strategic objectives which are set by the Board of Directors and express their views through active attendance at the general meetings;
 - f. To select an efficient Board of Directors through cumulative voting to achieve the objectives of the Company and increase the opportunity for minority shareholders to be represented in the Board of Directors;
 - g. Both controlling and non-controlling shareholders shall be aware of their duty of loyalty to the Company, must use their position responsibility and shall fully respect the rights of minority shareholders; and/or
 - h. To avoid cases that lead to conflicts of interest with the Company and deal with such cases in accordance with the provisions of the Commercial Companies Law and the Corporate Governance Code.

C. CONDUCT OF SHAREHOLDER MEETINGS

1. The Board of Directors shall observe the requirements of the Commercial Companies Law in respect of the shareholders general meetings. In organising such meetings, the Company shall observe the following:
 - a. The invitations to shareholders' ordinary and extraordinary general meetings shall be clear and not misleading, and shall include an explanation of the items to be discussed at these meetings;
 - b. The Board of Directors shall encourage the greatest possible number of shareholders to attend general meetings by choosing the appropriate place and time for holding such meetings;
 - c. The Company shall give the shareholders the opportunity to vote without discrimination, keep them informed of all the rules governing the voting procedures and the information relating to the voting rights on a regular basis, and avoid any action that hinders the use of this right. The shareholder may appoint, in writing, a proxy who is not a director and not a member of the Company to attend the general meetings, provided that the proxy shall be treated as the principal in the discussion and voting. The proxy form shall list all agenda items and shall specify the shareholder's vote (as "yes", "no" or "abstain");
 - d. Prior to the general meeting, shareholders shall have adequate access to information on agenda items, particularly the Board of Directors Report, Auditor's Report, financial statements and Corporate Governance report, to enable them to make informed decisions thereof;
 - e. The Board of Directors shall include each substantially separate topic in a separate agenda item to ensure that unrelated issues are not bundled together under one item, and shall not put the transactions and

contracts in which directors have a direct or indirect interest in one item to ensure that each item is voted separately;

- f. In meetings where directors are to be elected or removed, the Board of Directors shall ensure that each person has been voted for separately, so that the shareholders can evaluate each person individually;
- g. The shareholders shall have the right to discuss the issues on the agenda of the general meeting, including corporate governance, and to ask questions thereon to the Directors and external auditor. These questions shall be answered to the extent that they do not jeopardise the Company's interest;
- h. The minutes of the general meeting shall be made available to shareholders. The company shall provide the competent authority with a copy thereof within fifteen (15) days from the date of the meeting;
- i. Disclosure of all material facts shall be made to the shareholders by the Chairman prior to any vote by the shareholders;
- j. The Company shall require all Directors to attend the meeting of the shareholders and answer all of their questions, in particular, ensure the attendance of the Chairmen of the Audit and Nomination, Remuneration and Governance committees and that they are ready to answer appropriate questions regarding matters within their committee's responsibility and competence; and/or
- k. The Company shall assign a specific section on its website to describe shareholders' rights to participate and vote at each shareholders' meeting and shall post significant documents relating to meetings including invitations, proxies and minutes.

2. The general meeting of the shareholders may not:

- a. Increase the financial liabilities of the shareholders nor increase the value of the share except within the ambit of the Commercial Companies Law;
- b. Reduce the percentage specified in the Articles of Association of the Company of net profits to be distributed as dividends to the shareholders;
- c. Impose any new conditions other than those contained in the Articles of Association of the Company with respect to the right of a shareholder to attend general meetings and vote thereat; and/or
- d. Restrict the right of a shareholder to institute action against all or some of the Directors in respect of compensation for damages suffered by him/her pursuant to the provisions of the Commercial Companies Law.

D. DIRECT SHAREHOLDER COMMUNICATION

The Chairman and other Directors (as appropriate) shall maintain ongoing personal contact with key shareholders to solicit their views and understand their concerns. The Chairman shall ensure that the views of shareholders are communicated to the Board as a whole. The Chairman shall discuss governance and strategy with key shareholders. Given the importance of market monitoring to enforce the "Comply or Explain" Principle of the Corporate Governance Code, the Board of Directors shall encourage shareholders, particularly institutional investors, to help in evaluating the company's corporate governance