

**Instruction of conferring share options for public shareholding companies  
employees Issued by virtue of the Board of Commissioners decision No 465/2008  
of 20 August 2008**

1. Employee share options "ESO" refer to contracts whereby a public shareholding company makes a commitment to give its employees the option to subscribe to shares issued by it at a specified future date or within a specified period in the future at a specified price according to the contractual terms between the company and its employees. This does not include equity option bonds or call and put option contracts referred to in Article 3 of the Securities Law.
2. ESO's shall not be considered as securities.
3. A company that wishes to confer ESO shall obtain its general assembly approval on the options plan which shall encompass (the duration of the program, the employee's names, the number of shares allocated to each of them, and the strike price) in accordance with the companies law.
4. The company shall confer share options through entering into contracts with its employees, which specify the strike price and date and any other contractual terms to the extent that they do not contradict with the decision of the company's general assembly and these instructions.
5. The options strike price specified in the contract shall be equal to or higher than the market price of the company's shares on the date of entering into the contract with the employees concerned.
6. unlisted companies are not allowed to confer share options.
7. The company shall amend the strike price of ESO's in the event where a new opening price is calculated for the company's shares by the stock exchange as a result of any change in the company's capital. The amendment shall be by an amount that maintains the same difference between the strike price and the market price as before the recalculation of the opening price.
8. Upon the due date for exercising the option, the company shall submit an application to issue and register the shares at least one month before the due date for exercising the option. The application shall specify the number of shares to be issued and the names of the employees to whom the shares are due.
9. The Jordan Securities Commission (JSC) will issue its approval of the issuance and registration of the shares, and of the subscription by the employees named in the company's application, after ensuring that the company has complied with all regulations related to the issuance of shares, including these regulations.
10. Completion of the issuance procedures at the Stock Exchange and the Securities deposit Center shall be taken in accordance with adopted procedures.
11. The annual upper limit of options given shall not exceed 2% of the company's paid up capital, and the total employees share options given shall not exceed 6% of the capital. The company shall be allowed a new total of 6% after the lapse of at least five years.
12. The company is responsible for informing the JSC in writing of the names of employees who were given share options and the number of shares allocated to each one of them, and for disclosing this information within 10 working days from the date of giving the options. The company shall not issue

any shares through the employees according to the share option scheme unless the company has committed to disclosing the names of these employees and the number of shares allocated to each one of them within the specified period.

13. The company shall be committed to setting an annual date for exercising ESO's, which shall be during the period between the beginning of April and the end of May. Share options shall not be exercised unless the company has issued its annual report and disclosed it according to correct procedures.

14. Employee share options shall be limited to employees of the company concerned.

15. The company shall not confer share options to members of its board of directors. This applies equally to any employee who owns 5% or more of the company's capital.

16. The company shall not buyback its shares to settle its commitments that arise as a result of conferring ESO.