



REMUNIRATION
COMMITTEE CHARTER

Approved by: Raya Board of Director

Version: 1.1 Approved for release on: May, 2010

Raya Holding Remuneration Committee Charter

A. Establishment

The board of Raya Holding (the "Company") hereby agrees and establishes the remuneration Committee of the board (the "Committee"), with all the powers and duties set forth in these regulations and subsequent resolutions of the board. Certain capitalized or uncapitalized terms used but not defined in these regulations have the meanings given to them in the charter of the board.

B. Composition

The Committee shall consist of at least three non executive members headed by the chairman of the company. All members of the Committee must also be members of the board. The board shall appoint one of the members of the Committee as chairman of the Committee. The other members of the Committee shall be appointed and may be replaced at any time by the board.

C. Duties and Powers

The Committee has the following duties:

- a) Establishing the Company policy on remuneration for the executive directors, executive management, Chairman, and CEOs of the different lines of business.
- b) Making recommendations to the Board on the Group's framework of executive remuneration and its cost.
- c) Approving for the members of the Executive Leadership Team or other senior executives, as it considers, the entire individual recruitment terms, remuneration benefits, employment conditions, pension rights, compensation payments and severance terms, individual bonus plans and targets and the subsequent achievement of performance against targets.
- d) Proposing for the approval of the Board and for recommendation by the Board to shareholders all new long term incentive schemes.
- e) Approving the rules and associated guidelines for granting awards under the Company's long term incentive plans.

D. Meetings

I. Frequency

The Committee shall meet as often as required for a proper functioning of the Committee, but at least twice a year. If possible, the meetings shall be scheduled annually in advance. The Committee shall meet earlier if this is deemed necessary by the chairman of the Committee, or by two members of the Committee.

II. Notice

Meetings of the Committee shall be called by the chairman of the Committee. Save in urgent cases, to be determined by the chairman of the Committee, the agenda for the meeting shall be sent at least five working days before the meeting to all members of the Committee. To the extent possible, written explanations and other related documents will be enclosed for each item on the agenda.

III. Attendance by Non-Members

The Committee may require the CEO to attend any of its meetings. The Committee may also invite the head of the human resources department of the company and any independent experts to attend meetings of the Committee. Any member of the board may attend meetings of the Committee.

IV. Minutes

Minutes must be drawn up for every meeting of the Committee. The minutes will be signed by the chairman of the Committee and the minute taker and then will be added to the company's records. Each member of the Committee shall receive a copy of the minutes at or before the next meeting of the Committee.

V. Reports to the Board

The Committee shall report to all members of the board, promptly after each of its meetings, on the findings of the Committee and any actions taken by it. If requested, the chairman of the Committee shall provide the board with any further information it requires. Board members shall have access to all records of the Committee.

VI. Miscellaneous

- a. **General Assembly.** The chairman of the Committee (or one of the other Committee members) shall be available to answer questions regarding the Committee's activities at the annual general assembly.
- b. **Amendment.** The board may, at any time, amend these regulations or revoke any powers granted by it to the Committee.

Version	Prepared by:	Approved by:	Effective Date:
1.1	Reem Asaad Corporate Communication Director	Corporate Governance Committee	May 2010