



RELATED PARTY
TRANSACTION POLICY

Approved by: Raya Board of Director

Version: 1.0 Approved for release on: May, 2010

RAYA Board of Directors and management make it a priority to operate the Company in the best interests of the shareholders. The Board of Directors also recognizes that related party transactions present a heightened risk of conflict of interest. Therefore; the Board has adopted this policy which shall be followed in connection with all related party transactions.

Any related party transaction must be approved either in the company AGM by giving the chairman an authorization to perform all related party transactions during the year or by a case by case basis.

Transactions Subject to Policy

Any financial transactions, arrangements or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships in which RAYA is a participant and in which a Related Person has a direct or indirect interest. In order for the transaction, arrangement or relationship to be subject to this policy, there must be a financial aspect to the transaction, which may, for example, involve payments between RAYA and the Related Person or otherwise providing value to one of the parties.

“Related Persons” include:

- All directors and employees of RAYA;
- Any nominee for director;
- Any immediate family member of a director, nominee for director or executive officer of RAYA; and
- Any holder of more than five percent (5%) of the Company’s common stocks, or an immediate family member of such holder.

“Immediate family members” include:

Children, stepchildren, parents, stepparents, spouses, siblings, mothers and father-in-law, sons and daughters-in-law, brothers and sisters-in-law and any other person sharing a household (other than a tenant or employee).

An “indirect” interest of a Related Person in a transaction includes:

A Related Person serving as an officer or employee of, or being a significant investor or equity holder in, an entity that is a party to a transaction with RAYA.

The following transactions are exempt from the policy:

- Payment of compensation by RAYA to a Related Person for the Related Person’s service to RAYA in the capacity or capacities that give rise to the person’s status as a “Related Person”; and
- Transactions available to all employees or all shareholders of RAYA on the same terms.

Approval of Related Party Transactions:

The Audit Committee of the Board of Directors of RAYA must approve any Related Party Transaction subject to this policy before commencement of the Related Party Transaction.

The Related Party Transaction should be presented to the Committee by an executive officer of RAYA requesting that the Audit Committee consider the Related Party Transaction.

Standards for Approval of Transactions:

The Audit Committee will analyze the following factors, in addition to any other factors the Committee deems appropriate, in determining whether to submit for approval to the board a Related Party Transaction which needs to be within max. 15 days of submission:

- Whether the terms are fair to RAYA;
- Whether the transaction is material to RAYA;
- The role the Related Person has played in arranging the Related Party Transaction;
- The structure of the Related Party Transaction; and
- The interests of all Related Persons in the Related Party Transaction.

A Related Party Transaction will only be approved by the Audit Committee if it determines that the Related Party Transaction is beneficial to RAYA and the terms of the Related Party Transaction are fair to RAYA.

Approval Process:

The Audit Committee may, at its sole discretion approve or deny any Related Party Transaction after approving its decision from the board.

Approval of a Related Party Transaction may be contingent upon RAYA and the Related Person taking any or all of the following additional actions that the Audit Committee deems appropriate:

- Requiring the Related Person to resign from, or change position within, an entity that is involved in the Related Party Transaction with RAYA;
- Assuring that the Related Person will not be directly involved in negotiating the terms of the Related Party Transaction or in the ongoing relationship between RAYA and the other persons or entities involved in the Related Party Transaction;
- Limiting the duration or magnitude of the Related Party Transaction;
- Requiring that information about the Related Party Transaction be documented and that reports reflecting the nature and amount of the Related Party Transaction be delivered to The Audit Committee on a regular basis.
- Requiring that RAYA have the right to terminate the Related Party Transaction by giving a specified period of advance notice;
or
- Appointing an RAYA representative to monitor various aspects of the Related Party Transaction.

Failure to Follow the Approval Process:

Any Related Person who is a Raya employee i.e. executive officer, management board or director of RAYA and who is found to have violated this policy will be subject to corrective action up to and including termination of employment or of the directorship for cause.

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