



Market Rules (MKT)
(VER08.181223)

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1. INTRODUCTION

1.1 Application

- 1.1.1** (1) The Rules in this Rulebook ("**MKT**") are made for the purposes of the Financial Services and Markets Regulations 2015 ("**FSMR**") and apply to every Person to whom that legislation applies. For the purposes of these Rules the Regulator may refer to itself as the Listing Authority.
- (2) Without limiting the generality of (1), this Rulebook applies to a:
- (a) Person making an Offer of Securities except in relation to Units of a Fund;
 - (b) Person applying to have Securities admitted to the Official List;
 - (c) Person applying to have Securities admitted to trading on a Recognised Investment Exchange;
 - (d) Person specified in Rule 4.10.1 as liable for the content of a Prospectus;
 - (e) Listed Entity;
 - (f) Reporting Entity;
 - (g) Person who is a Related Party;
 - (h) Person who is a Restricted Person;
 - (i) Person who is a Connected Person;
 - (j) Person appointed as a Sponsor, compliance adviser or other expert adviser of a Reporting Entity; and
 - (k) Person appointed under Chapter 6 as a Stabilisation Manager or Stabilisation Agent.
- 1.1.2** Where a Rule prescribes a requirement on a Listed Entity or an Undertaking, each Director, Partner or other Person charged with the management of that Listed Entity or Undertaking must take all reasonable steps within its control to secure compliance with the requirement by the Reporting Entity or Undertaking.
- 1.1.3** Where a Rule prescribes a requirement relating to a Director, Partner or Employee of a Listed Entity or an Undertaking:
- (1) the Director, Partner or Employee, as the case may be, must take all reasonable steps within his control to secure compliance with the requirement; and
 - (2) the Listed Entity or Undertaking must take all reasonable steps to ensure compliance with the requirement by the Director, Partner or Employee.

Guidance**Listed Entities and Reporting Entities**

1. Where Securities (other than Units of a Fund) are admitted to the Official List, the Issuer of such Securities is a Listed Entity.
2. In the circumstance described in paragraph 1 above, a reference in MKT to the Reporting Entity may either refer to:
 - a. the Listed Entity itself; or,
 - b. whichever entity is designated by the Regulator as the Reporting Entity of that Listed Entity.
3. An example of where the Regulator may designate an entity other than the Listed Entity to be the Reporting Entity is where “Company A” has issued a Debenture via a subsidiary securitisation vehicle “SPV X”. Whilst the Debentures of SPV X may be admitted to the Official List, making it a Listed Entity, it is unlikely to have the operational capacity to be a Reporting Entity in its own right. In such circumstances the Regulator will designate Company A as the Reporting Entity for the Debentures admitted to the Official List.
4. Therefore, any reference to a Reporting Entity in MKT should be read in the context applicable to a particular Listed Entity and any associated entities.

Application to Listed Funds

5. Where Units of a Fund are admitted to the Official List, such a Fund is a Listed Fund. A reference to a Reporting Entity in relation to a Listed Fund is a reference to the Fund Manager of that Fund, unless another person has been declared by the Regulator as the Reporting Entity of the Fund.
6. Accordingly, any obligations of a Reporting Entity of a Listed Fund are, unless the context requires otherwise, obligations imposed on the Reporting Entity in respect of the Listed Fund. Therefore, the obligations imposed by the FSMR and these Rules apply to the Governing Body of the Reporting Entity and to every member of the Governing Body in the manner specified in Rules 1.1.2 and 1.1.3.

Waivers and modifications

7. The Regulator may, pursuant to section 58(2) of FSMR, waive or modify the application of the provisions in FSMR concerning the admission of Securities to trading on a Recognised Investment Exchange where it considers appropriate or desirable in the interests of the ADGM to do so and, in accordance with the procedures set out in paragraph 8 below.
8. Generally, the Regulator will exercise the section 58(2) FSMR power sparingly and only in circumstances where there is a clearly demonstrated case for granting a waiver or modification of the FSMR, such as:
 - a. to alleviate any undue regulatory burden on a Person in complying with the requirements in the FSMR in circumstances where investor protection intended by the relevant provisions is not reduced; or

- b. to apply to a Person upon request (i.e. on a consent basis) the provisions of the FSMR which, without a modification, will not apply to that Person. For example, an Exempt Offeror (i.e. a Person such as a government or government instrumentality included in the ADGM's Exempt Offeror List in APP 5) who is not subject to the Prospectus disclosure and the liability regime in the FSMR and these Rules may apply to the Regulator for a modification to section 61 of the FSMR so that it can make a Prospectus Offer of its Securities in accordance with the relevant Prospectus disclosure and liability regime in the FSMR and these Rules.
- 9. The Regulator also has the power, pursuant to section 9 of the FSMR, to waive or modify these Rules. The Guidance and Policies Manual (GPM) gives further information on how to seek a waiver or modification.

1.2 Overview of the Rulebook

Guidance

Listing Rules – chapter 2

- 1. Chapter 2 sets out the Listing Rules of the Regulator.

Listed funds – chapter 3

- 2. Chapter 3 contains, with the exception of the requirements in chapters 5 (Sponsors), 7 (Continuous Disclosure) and 8 (Systems and Controls), all the requirements applicable to a Reporting Entity of a Listed Fund. These requirements, whilst mirroring, and in many cases referring directly to, the requirements applicable to other Reporting Entities, have been otherwise tailored to take account of the characteristics of Funds. These include:
 - a. general requirements applicable to Listed Funds;
 - b. Prospectus requirements for the purposes of having Units of a Fund admitted to trading on a Recognised Investment Exchange; and
 - c. governance requirements applicable to Listed Funds.

Offer of Securities – chapter 4

- 3. Chapter 4 contains the:
 - a. requirements applicable to a Person who:
 - i. makes an Offer of Securities (other than in respect of Units, which are covered by the Prospectus and other requirements in the Fund Rules); or
 - ii. applies to have Securities admitted to trading on a Recognised Investment Exchange (other than the admission to trading of Units, which is governed by the requirements in chapter 3);
 - b. types of Exempt Offers (i.e. Securities which can be offered without a Prospectus), Exempt Securities (i.e. Securities which can be admitted

to trading on a Recognised Investment Exchange without a Prospectus) and Exempt Communications (i.e. communications relating to Securities which are not treated as a Prospectus);

- c. requirements and procedures relating to the approval of a Prospectus by the Regulator;
- d. requirements and procedures relating to the structure and content of a Prospectus including:
 - i. when material may be incorporated into a Prospectus by reference; and
 - ii. liability for the content of a Prospectus including the liability of Experts and other Persons whose reports or opinions are included in a Prospectus with their consent for such inclusion;
- e. circumstances in which the Regulator may accept an Offer document prepared in accordance with the legislation applicable in a jurisdiction other than the ADGM as sufficient for the purposes of meeting the Prospectus requirements in the FSMR and these Rules; and
- f. circumstances in which a Person may make an Offer of Retail Debentures or Sukuk.

Sponsors and compliance advisers – chapter 5

- 4. The Regulator has the discretion to require the appointment of a Sponsor, compliance adviser or other expert adviser by, as applicable, an Issuer or Reporting Entity, including that of a Listed Fund. Chapter 5 contains the requirements relating to the appointment of such Sponsors, compliance advisers and other expert advisers, and the obligations that apply to such Persons and the, as applicable, Issuer or Reporting Entity where such Sponsors or compliance advisers are appointed.

Market Abuse, Price Stabilisation and Buy-back Programmes – chapter 6

- 5. Chapter 6 sets out the Regulator's provisions on Market Abuse, as outlined within the FSMR, the Price Stabilisation Rules and the procedures for Buy-back Programmes.

Continuous Disclosure – chapter 7

- 6. Every Reporting Entity is required to make Disclosure of certain types of information either relating to the Securities of a Listed Entity or the Listed Entity itself. Such Disclosure is designed to ensure that the markets are continually updated with information that is likely to have an impact on the price of the Securities so that investors can make an informed judgement about those Securities. For this purpose, chapter 7 requires Disclosure of Inside Information, with carve-outs for non-disclosure of commercially sensitive information for a limited period, as well as Disclosures of interests held by Persons in positions of control or influence relating to a Listed Entity (such as Controllers and their associates, called "Connected Persons"), and the Disclosure of Directors' notifiable interests in the Listed Entity. The means by which Disclosure of the information required to be achieved are also specified

in this chapter. Additionally, the conditions enabling a Listed Entity to request a temporary Trading Halt from making a Disclosure of Inside information are covered in this chapter.

Systems and controls – chapter 8

7. Chapter 8 sets out the systems and controls a Reporting Entity, including the Reporting Entity of a Listed Fund, must have in order to be able to comply with the requirements applicable to that Person.

Governance of Reporting Entities – chapter 9

8. Chapter 9 covers a wide range of Corporate Governance requirements applicable to Reporting Entities including:
 - a. seven high-level Corporate Governance Principles, with best practice standards relating to those principles which apply on a "comply or explain" basis and which are set out in APP 4;
 - b. Directors' duties, including acting in good faith and applying due diligence and care in the discharge of their duties and functions;
 - c. provisions to ensure fair treatment of Shareholders in the conduct of affairs of the Company, such as provisions relating to communication with Shareholders;
 - d. provisions relating to new issues of Equity Securities, Restricted Securities, the reduction of Share capital and a list of matters that require approval by a majority of Shareholders voting; and
 - e. provisions to address conflicts of interest. For example individuals involved in the Senior Management of the Reporting Entity (such as executive Directors and other senior executives, called "Restricted Persons"), are prohibited from dealing in the Securities of the Reporting Entity during "Close Periods", unless prior clearance for those dealings is obtained. Similarly, Persons who qualify as Related Parties of the Reporting Entity are prohibited from entering into commercial transactions with the Reporting Entity unless certain requirements are followed.

Accounting periods, financial reports and auditing – chapter 10

9. Every Reporting Entity is required to prepare and file certain annual, semi-annual and other periodic financial reports relating to the financial position of the relevant Listed Entity. Such reports are required to be prepared in accordance with the specified internationally accepted accounting standards and, in the case of annual financial reports, required to be audited. The requirements relating to the preparation and audit of the financial statements and the Disclosure of such reports within specified periods are set out in chapter 10.

Mining and Petroleum Reporting Entities – chapters 11 and 12

10. Chapters 11 and 12 set out the additional Disclosure requirements relevant to Mining Exploration Reporting Entities, Mining Production Reporting Entities,

1.3 General

1.3.1 A reference in this Rulebook to:

- (1) "this Rulebook", is a reference to this MKT Rulebook; and
- (2) "Rules", except where otherwise provided, is a reference to the Rules in this Rulebook.

1.3.2 Where a Reporting Entity is referred to in this Rulebook as a Reporting Entity in respect of a specified class of Securities, it is a reference to a Person that has become a Reporting Entity by way of such Person as an Issuer or a Listed Entity:

- (1) making an Offer of Securities;
 - (2) having Securities admitted to the Official List; or
 - (3) having Securities admitted to trading on a Recognised Investment Exchange;
- of that particular specified class of Securities.

1.4 Interpreting the Rulebook

Guidance

Interpretation

1. Every provision in the Rulebook must be interpreted in the light of its purpose. The purpose of any provision is to be gathered first and foremost from the text of the provision in question and its context among other relevant provisions.
2. When this section refers to a provision, this means every type of provision, including Rules and Guidance.
3. Where reference is made in the Rulebook to another provision of the Rulebook or other ADGM legislation, it is a reference to that provision as amended from time to time.
4. Unless the contrary intention appears:
 - a. words in the Rulebook importing the masculine gender include the feminine gender and words importing the feminine gender include the masculine; and
 - b. words in the Rulebook in the singular include the plural and words in the plural include the singular.
5. If a provision in the Rulebook refers to a communication, notice, agreement, or other document "in writing" then, unless the contrary intention appears, it means in legible form and capable of being reproduced on paper, irrespective of the medium used. Expressions related to writing must be interpreted accordingly.

6. Any reference to "dollars" or "\$" is a reference to United States Dollars unless the contrary intention appears.
7. Unless stated otherwise, a day means a calendar day. If an obligation falls on a calendar day which is either a Friday or Saturday or an official State holiday in the ADGM, the obligation must take place on the next calendar day which is a Business Day.

Defined terms

8. Defined terms are identified throughout the Rulebook by the capitalisation of the initial letter of a word or of each word in a phrase and are defined in the Glossary ("**GLO**"). Unless the context otherwise requires, where capitalisation of the initial letter is not used, an expression has its natural meaning.
9. Where reference to Disclosure is made throughout the Rulebook, that is to the term as defined in GLO. As this Rulebook prescribes how the Regulator has set out the information and circumstances by which a Disclosure is to be made, where there is reference to the capitalised term Disclose throughout this Rulebook, this refers to the requirement and/or mechanism to disclose the Disclosure.

1.5 Complaints against the Regulator

- 1.5.1 A Person who feels he has been adversely affected by the manner in which the Regulator has carried out its functions may make a complaint to the Regulator about its conduct or the conduct of its Employees.
- 1.5.2 A complaint must be in writing and should be addressed to the Chief Executive of the Regulator. The complaint will be dealt with by the Regulator in a timely manner.

2. THE LISTING RULES

2.1 Application

- 2.1.1 This chapter applies to every:
 - (a) Listed Entity; and
 - (b) Applicant for admission of Securities to the Official List.

Guidance

1. Listed Entities should note that some of the Listing Rules are Security-specific and many apply exclusively to Issuers of Shares.
2. The Regulator may waive or modify one or more requirements of this chapter for Issuers of Debenture or Equity Securities where appropriate, provided such waiver or modification would not unduly prejudice holders of the Issuer's Securities.
3. The Regulator may waive or modify one or more requirements of this chapter for an Issuer of secondary Listed Securities if:

- a. the Issuer is from a jurisdiction acceptable to the Regulator, due to the regulatory regime, as it applies to its primary listing being broadly equivalent to the regulatory regime applying in ADGM;
 - b. adequate arrangements exist, or will exist, for co-operation between the Regulator and the other Person responsible for regulating the Regulated Exchange on which the Securities are listed on a primary listing basis or for regulating listed entities in the jurisdiction where the Securities are listed on a primary listing basis; and
 - c. holders of the Issuer's Shares would not be unduly prejudiced by the waiver or modification.
4. The Regulator may also modify one or more requirements of this chapter for an Exempt Offeror who wishes to voluntarily comply with the Listing Rules in order to include its Securities on the Official List and thereby seek admission to trading on a Recognised Investment Exchange. Without such a modification an Exempt Offeror cannot have its Securities included in the Official List. This is because section 50(3) of the FSMR requires that a Recognised Investment Exchange shall not permit trading of Securities on its facilities unless those Securities are admitted to, and not suspended from, the Official List.
5. The Regulator is aware that the timing of admittance to trading may not always coincide with the process for admission of Securities to the Official List. However, in practice, the Regulator will generally provide the Applicant with a notice of admission to the Official List on condition of a successful admission to trading on a Recognised Investment Exchange within a specified period. This notice of admission can be provided to the relevant Recognised Investment Exchange when seeking admission to trading on the Recognised Investment Exchange. At all relevant times the Regulator expects to be in contact with the relevant Recognised Investment Exchange on which the Securities are to be admitted to trading.
6. The Regulator will maintain the Official List on the ADGM website.
7. A Person who wishes to make a complaint about a Listed Entity should use the complaints portal on the ADGM website.

2.2 The Listing Principles

Guidance

1. The purpose of the Listing Principles is to ensure that Listed Entities pay due regard to the fundamental role played by them in maintaining market confidence and ensuring a fair, informed and orderly market.
2. The Listing Principles are designed to assist Listed Entities in identifying their obligations and responsibilities under the Listing Rules.
3. The Listing Principles apply in addition to the Corporate Governance Principles in chapter 9 which apply to all Reporting Entities.
4. These Listing Principles apply to Listed Entities and/or Reporting Entities as applicable.

Principle 1

- 2.2.1** A Listed Entity must take reasonable steps to ensure that its Senior Management and any other relevant Employees understand and comply with their responsibilities and obligations under the Listing Rules.

Principle 2

- 2.2.2** A Listed Entity must take reasonable steps to establish and maintain adequate policies, procedures, systems and controls to enable it to comply with its obligations under the Listing Rules.

Principle 3

- 2.2.3** A Listed Entity must act with integrity towards holders and potential holders of its Listed Securities.

Principle 4

- 2.2.4** A Listed Entity must communicate information to holders and potential holders of its Listed Securities in such a way as to avoid the creation or continuation of a false market in such Listed Securities.

Principle 5

- 2.2.5** A Listed Entity must deal with the Regulator in an open and co-operative manner.

Principle 6

- 2.2.6** A Listed Entity must ensure that it treats all holders of the same class of its Listed Securities equally in respect of the rights attaching to such Listed Securities.

Principle 7

- 2.2.7** The structure and operations of a Listed Entity must be appropriate for it.

Principle 8

- 2.2.8** A Listed Entity must ensure that the terms that apply to each class of Securities are appropriate and fair, taking into account voting and other rights.

2.3 General eligibility requirements**Incorporation**

- 2.3.1** An Applicant must be duly incorporated or otherwise validly established according to the relevant laws of its place of incorporation or establishment and be operating in conformity with its constitution.

Audited financial statements

- 2.3.2** An Applicant must have published or filed audited accounts which:
- (1) cover a prior period of three years or any other, shorter period acceptable to the Regulator;

- (2) are consolidated for the Applicant and any of its subsidiary undertakings;
- (3) have been prepared in accordance with IFRS or other standards acceptable to the Regulator; and
- (4) have been audited and reported on by auditors in accordance with auditing standards of the International Auditing and Assurance Standards Board (IAASB) or other standards acceptable to the Regulator.

Guidance

1. The Regulator may modify or waive Rule 2.3.2 if it is satisfied that is desirable in the interests of investors and that investors have the necessary information available to arrive at an informed judgement about the Issuer and the Shares for which an admission to the Official List is sought.
2. The Regulator would accept a shorter period than three years depending on the nature of the Applicant's business and any other material considerations, for example, where the Issuer has been in operation for less than three years, or where the Applicant is a Mining Exploration Reporting Entity or Petroleum Exploration Reporting Entity and is seeking admission under Rule 2.3.16 (assets eligibility test).

Working capital

- 2.3.3** An Applicant seeking admission of Shares to the Official List must satisfy the Regulator that it and any Subsidiaries have sufficient working capital available for its present requirements or, if not, how it proposes to provide the additional working capital needed.

Guidance

1. For the purposes of Rule 2.3.3, the Regulator considers "present requirements" to be sufficient for projected normal operations for a period of 12 months from the date of admission to the Official List.
2. Furthermore, the Regulator considers that for the purpose of this Rule, the working capital amount should be net of:
 - a. the costs of any capital raising; and
 - b. in the case of Mining Exploration Reporting Entities and Petroleum Exploration Reporting Entities, the first full year's budgeted
 - i. administration costs;
 - ii. Directors' fees; and
 - iii. costs of acquiring plant, equipment, Mining Tenements and/or Petroleum Tenements, or an option over relevant Mining Tenements or Petroleum Tenements.
3. Rule 1.4 of A1.2.2 requires the Directors of an Issuer in its Prospectus to make a statement that it has sufficient working capital for its present requirements (i.e. a "clean" working capital statement). If an Applicant is unable to make a

clean working capital statement, the Applicant would need to make a statement that it does not have sufficient working capital and explain how additional working capital will be provided.

General suitability

- 2.3.4** (1) An Applicant must demonstrate to the Regulator's satisfaction that it and its business are suitable for admission to the Official List.
- (2) In satisfying itself that an Applicant and its business are suitable for admission to the Official List, the Regulator will consider:
- (a) the Applicant's connection with its controlling Shareholders or any other Person;
 - (b) whether in the Regulator's reasonable opinion the Applicant is ready and able to comply with its obligations under the FSMR and these Rules;
 - (c) any matter in relation to the Applicant, its business or Securities which may harm the integrity or the reputation of the ADGM Financial System or which may pose a risk to the Regulator's objectives described under section 2 of the FSMR; and
 - (d) any other matters relevant to the Applicant's suitability.

Guidance

The Regulator would generally not admit to the Official List a cash shell.

Management experience and expertise

- 2.3.5** An Applicant must demonstrate to the Regulator's satisfaction that its Directors have appropriate experience and expertise in the business operations of the Applicant.

Controlling Shareholder

- 2.3.6** (1) Subject to (2), to be admitted to the Official List, an Applicant which has one or more controlling Shareholders must be able to demonstrate to the Regulator that it can operate its business independently of such controlling Shareholder and any Associate thereof.
- (2) The requirement in (1) does not apply if an Applicant can demonstrate to the Regulator's satisfaction that holders of the Issuer's Shares would have no appreciable risk of prejudice by the involvement in the relevant business of a controlling Shareholder.
- (3) For the purposes of this chapter, a controlling Shareholder is any Person, or Persons acting jointly by agreement, whether formal or otherwise, who is:
- (a) entitled to exercise, or control the exercise of, 30% or more of the voting rights at a general meeting of the Applicant; or
 - (b) able to control the appointment of one or more Directors who are able to exercise a majority of the votes at Board meetings of the Applicant.

Guidance

The Regulator considers that for an Applicant to operate its business independently of a controlling Shareholder all transactions and relationships between the Listed Entity and any controlling Shareholder (or Associate) must be at arm's length and on normal commercial terms.

Conflicts of interest

- 2.3.7** (1) An Applicant must, subject to (2) and prior to admission to the Official List, ensure that it has adequate systems and controls to eliminate or manage material conflicts of interest in its business.
- (2) The Regulator may accept a proposal from an Applicant to eliminate or manage conflicts of interest within a reasonable period after admission to the Official List if the Applicant can demonstrate to the Regulator's satisfaction that holders of the Issuer's Shares would not be unduly prejudiced by the arrangements.

Guidance

Examples of material conflicts of interest may include Related Party Transactions in Rule 9.5 and situations in which interested Persons:

- a. lend to or borrow from the Issuer or its Group;
- b. lease property to or from the Issuer or its Group; or
- c. have an interest in businesses that are competitors, suppliers or Customers of the Issuer or its Group.

Validity and transferability

- 2.3.8** To be admitted to the Official List, an Applicant's Securities must:

- (1) be duly authorised according to the requirements of the Applicant's constitution;
- (2) have any necessary statutory or other consents;
- (3) be freely transferable; and
- (4) in the case of Shares, be fully paid and free from any liens and from any restrictions on the right of transfer.

Guidance

The Regulator may, in exceptional circumstances, waive or modify Rule 2.3.8 where the Applicant has the power to disapprove the transfer of Shares, if the Regulator is satisfied that this power would not disturb the market in those Shares.

Market capitalisation

- 2.3.9** An Applicant must ensure that it, and the Securities which it seeks to admit to the Official List:
- (1) where the application relates to Shares, satisfy either the profits eligibility test in Rule 2.3.15 or the assets eligibility test in Rule 2.3.16; or

- (2) where the application relates to Debentures, have a Market Capitalisation of at least \$2 million.

Shares in public hands

- 2.3.10** (1) If an application is made for the admission of a class of Shares, a sufficient number of Shares of that class must, no later than the time of admission, be in public hands.
- (2) For the purposes of (1), a sufficient number of Shares will be taken to have been distributed to the public according to the following thresholds:
- (a) In the case of a Market Capitalisation of the Issuer of under \$500 million, when 20% of the Shares for which application for admission has been made are in public hands;
 - (b) In the case of a Market Capitalisation of the Issuer of \$500 million or more and under \$1 billion, when 15% of the Shares for which application for admission has been made are in public hands; and
 - (c) In the case of a Market Capitalisation of the Issuer of \$1 billion or more, when 12% of the Shares for which application for admission has been made are in public hands.
- (3) For the purposes of (1) and (2), Shares are not held in public hands if they are held, directly or indirectly by:
- (a) a Director of the Applicant or of any of its subsidiary undertakings;
 - (b) a Person connected with a Director of the Applicant or any of its subsidiary undertakings;
 - (c) the trustees of an Employee Share scheme or pension fund established for the benefit of any Directors or Employees of the Applicant and its subsidiary undertakings;
 - (d) any Person who under any agreement has a right to nominate a Person to the board of Directors of the Applicant;
 - (e) any Person or Persons in the same Group or Persons acting in concert who have an interest in 5% or more of the Shares of the relevant class; or
 - (f) holders of Restricted Securities.

Guidance

Sufficient Shares being held in public hands (free float) is fundamental to the orderly trading and liquidity of Shares once they are admitted to trading, and therefore a key consideration of whether new Shares are appropriate to be admitted to the Official List.

Whole class to be listed

2.3.11 An application for a class of Securities to be admitted to the Official List must:

- (1) if no Securities of that class are already admitted to the Official List, relate to all Securities of that class, issued or proposed to be issued; or
- (2) if Securities of that class are already admitted to the Official List, relate to all further Securities of that class, issued or proposed to be issued.

Clearing and Settlement

2.3.12 To be admitted to the Official List:

- (1) an Applicant's Securities must be eligible for electronic settlement; and
- (2) the arrangements for the clearing and settlement of trading in such Securities must be acceptable to the Regulator.

Warrants

- 2.3.13** (1) To be admitted to the Official List, the total of all issued Warrants to subscribe for Shares must not, subject to (2), exceed 20% of the issued Share capital of the Applicant as at the time of issue of the Warrants.
- (2) Any rights under an Employee Share scheme are excluded from the 20% calculation in (1).

Depository receipts

2.3.14 A Listed Entity in respect of Certificates which are depository receipts must ensure that:

- (1) at the time of issue of such Certificates the payments received from the issue of the depository receipts are sufficient to meet the payments required for the issuance of the underlying Securities; and
- (2) the underlying Securities or any rights, monies or benefits related to the underlying Securities are not treated as assets or liabilities of the Issuer of the Certificates under the law, whether for the purposes of insolvency or otherwise.

Profits eligibility test

2.3.15 In order to meet the profits eligibility test, an Applicant must satisfy the following requirements.

- (1) The Applicant, or its immediate successor, must be a going concern.
- (2) The Applicant's main business activity at the date of its Application must be the same as it was during its last three full financial years.
- (3) The Applicant's:
 - (a) aggregated Profit From Continuing Operations for the last three full financial years was at least \$1 million; and

- (b) consolidated Profit From Continuing Operations for the twelve months to a date, no more than two months before the date of Application, was at least \$500,000.
- (4) The Applicant must submit to the Regulator the following records, as applicable:
 - (a) Audited accounts, for the purposes of this Rule and Rule 2.3.2(1), for the last three full financial years, noting that:
 - (i) if the Applicant applies for admission less than ninety days after the end of its last financial year, unless the Applicant has audited accounts for its latest full financial year, the accounts may be for the three years to the end of the previous financial year, but must also include audited or reviewed accounts for its most recent semi-annual financial reporting period; and
 - (ii) if the Applicant applies for admission more than six months and seventy-five days after the end of its last financial year, audited or reviewed accounts for its most recent semi-annual financial reporting period (or longer period if available).
 - (b) Unless the Regulator agrees it is not needed, a reviewed pro forma statement of financial position. The review must be conducted by an accredited professional auditor of the company or an independent accountant.
- (5) If its Prospectus, or equivalent offer document, if the Applicant is not making an Offer within ADGM, does not contain a statement confirming that the Directors have made enquiries and nothing has come to their attention to suggest that the Applicant is not continuing to earn Profit From Continuing Operations up to the date of the Prospectus, the Applicant must submit such a statement to the Regulator signed by all of its Directors.

Asset eligibility test

2.3.16 In order to meet the assets eligibility test, an Applicant must satisfy the following requirements.

- (1) At the time of admission, the Applicant must have:
 - (a) net tangible assets of at least \$3 million, after deducting the costs of capital raising; or
 - (b) a Market Capitalisation of at least \$10 million (after any capital raising).
- (2) The Applicant must have:
 - (a) less than half of its total tangible assets (after any capital raising) in cash, or in a form readily convertible to cash; or
 - (b) commitments to spend at least half of its cash and / or assets in a form readily convertible to cash, consistent with the objectives stated pursuant to Rule 2.3.16(3)(a). The Applicant's Prospectus (or equivalent offer document, if the Applicant is not making an Offer within

ADGM) must include an expenditure program clearly setting out its commitments.

Guidance

When deciding if an Applicant's total tangible assets are in a form readily convertible to cash, the Regulator would not normally consider inventories or receivables as being readily convertible to cash.

- (3) The Applicant must:
 - (a) within its Prospectus (or equivalent offer document, if the Applicant is not making an Offer within ADGM), state the objectives it is seeking to achieve from the admission of its Securities to the Official List, and any capital raising undertaken in connection with the admission; and
 - (b) have working capital of at least \$1.5 million, as shown in its reviewed pro forma statement of financial position under Rule 2.3.16(4)(c).
- (4) Unless the Regulator directs otherwise, the Applicant must submit the following.
 - (a) Audited accounts, for the purposes of this Rule and Rule 2.3.2(1), for the last two full financial years.
 - (i) If the Applicant applies for admission less than ninety days after the end of its last financial year, unless the Applicant has audited accounts for its latest full financial year, the accounts may be for the two years to the end of the previous financial year, but must also include audited or reviewed accounts for its most recent semi-annual financial reporting period as well.
 - (ii) If the Applicant applies for admission more than six months and seventy-five days after the end of its last financial year, audited or reviewed accounts for its most recent semi-annual financial reporting period (or longer period if available).
 - (b) If the Applicant has in the twelve months prior to applying for admission acquired, or is proposing in connection with its application for admission to acquire, another entity or business that is significant in the context of the Applicant:
 - (i) audited accounts for the last two full financial years for that other entity or business. The submission of the other entity's or business' audited accounts must also comply with Rules 2.3.16(4)(a)(i) and (ii) above.
 - (c) A reviewed pro forma statement of financial position. The review must be conducted by a registered company auditor or an independent accountant.
- (5) In each case set out in (4) above, the Applicant must submit the audit report or review, and the audit report or review must not contain a modified opinion, emphasis of matter or other matter paragraph that the Regulator considers unacceptable.

- (6) If the Applicant has issued, or proposes to issue, Securities that under these Rules are, or are required to be, Restricted Securities, it must comply with Rule 9.6 and APP 7.
- (7) If in the:
 - (a) two years prior to the date of its application, the Applicant has acquired, or in connection with its admission is proposing to acquire, an Unproven Asset from a Related Party or Promoter, or an Associate of a Related Party or Promoter, the consideration for the acquisition must have been, or be, Restricted Securities in the form of Shares, or Warrants over the Applicant's Shares, issued by the Applicant; or
 - (b) twelve months prior to the admission of its Securities to the Official List the Applicant has acquired, or in connection with its admission is proposing to acquire, an Unproven Asset from a Person who is not a Related Party or Promoter, or an Associate of a Related Party or a Promoter, any part or all of the consideration for the acquisition that was, or will be, Securities in a class that is subject of an application for admission to trading on a Recognised Investment Exchange, must be Restricted Securities.

Guidance

- 1. Rules 2.3.16(7)(a) and (b) do not apply if under Rule 9.6.2 the Applicant is not required to apply the restrictions in APP 7.
- 2. Rule 2.3.16(7)(a) does not apply if, and to the extent that, the consideration was, or will be, reimbursement of expenditure incurred by the Related Party, Promoter or Associate in developing the Unproven Asset.
- 3. Note that the requirement in Rule 2.3.16(7) that the Securities in question must be Restricted Securities means that Rule 2.3.16(6) above also applies.

2.4 Application for admission to the List

Listing application

2.4.1 An Applicant must apply to the Regulator by:

- (1) submitting in final form the relevant documents in such form as the Regulator shall prescribe;
- (2) paying the fee set out in the FEES Rulebook at the time of submission of the completed application form;
- (3) submitting all additional documents, explanations and information as may be required by the Regulator, including the documents specified in Rules 2.4.4 and 2.4.5; and
- (4) submitting verification of any information in such manner as the Regulator may specify.

2.4.2 All the documents in Rule 2.4.1 must be submitted to the Regulator at the Regulator's address.

Guidance

1. Before submitting the documents referred to in Rule 2.4.1, an Applicant should contact the Regulator to agree the date on which the Regulator will consider the application.
2. When considering an application for admission of Securities to the Official List, the Regulator may:
 - a. carry out any enquiries and request any further information which it considers appropriate, including consulting with other regulators or exchanges;
 - b. request that an Applicant answer questions and explain any matter the Regulator considers relevant to the application for admission to the Official List;
 - c. take into account any information which it considers appropriate in relation to the application for admission to the Official List;
 - d. request that any further information provided by the Applicant be verified in such manner as the Regulator may specify; and
 - e. impose any additional conditions on the Applicant as the Regulator considers appropriate.

2.4.3 An admission of Securities to the Official List becomes effective only when the Regulator has published the admission by adding such Securities to the Official List on the ADGM website.

Documents to be provided in advance

2.4.4 The following documents must be submitted by the Applicant, in final form, to the Regulator by 12:00 noon two Business Days before the Business Day that the Regulator is due to consider the application:

- (1) a completed application form;
- (2) the Approved Prospectus, and if applicable, any Approved Supplementary Prospectus in respect of the Securities;
- (3) in respect of Securities which are Shares, written confirmation of the number of Shares to be allotted in the Offer; and
- (4) if a Prospectus has not been produced, a document detailing the number and type of Securities that are subject to the application and the circumstances of their issue.

Guidance

There are additional documents required if the Securities are held out as being in accordance with Shari'a; these are specified in the IFR Rulebook.

Documents to be provided on the day

2.4.5 The following documents must be submitted, in final form, to the Regulator by the Applicant before 9:00am on the day the Regulator is to consider the application:

- (1) a completed Shareholder statement; and
- (2) a completed pricing statement, in the case of a placing, open Offer or Offer for subscription.

2.4.6 An Applicant must ensure that the documents required by Rule 2.4.5 are signed by, if appointed, its Sponsor or a duly authorised officer of the Applicant.

Documents to be kept

2.4.7 An Applicant must keep copies of the following documents for six years after the admission to the Official List:

- (1) any agreement to acquire any assets, business or Securities in consideration for or in relation to which the Listed Entity's Shares are being issued;
- (2) any letter, report, valuation, contract or other documents referred to in the Prospectus or other document issued in connection with those Securities;
- (3) the Applicant's constitution as at the date of admission;
- (4) the annual report and accounts of the Applicant and of any guarantor, for each of the periods which form part of the Applicant's financial record contained in the Prospectus;
- (5) any interim financial statements which were made up prior to the date of admission;
- (6) any temporary and definitive documents of title;
- (7) in the case of an application in respect of Securities issued pursuant to an Employee Share scheme, the scheme document; and
- (8) copies of Board resolutions of the Applicant allotting or issuing the Shares.

2.4.8 An Applicant must provide to the Regulator the documents set out in Rule 2.4.7, if requested to do so.

Guidance

Provided that all the documents required by Rules 2.4.4 and 2.4.5 are complete and received on time, the Regulator would generally expect to process an application for admittance to the Official List within two days, and in the case of non-equity Securities, one day.

2.5 Determination of applications and references

Guidance

Determination of applications

1. Under section 50(2) of the FSMR, the Regulator may only grant admission of Securities to an Official List maintained by it, in accordance with the requirements in the FSMR and this Rulebook.
2. Under section 52(1)(b) of the FSMR, the Regulator may impose conditions or restrictions in respect of the admission of Securities to the Official List, or vary or withdraw such conditions or restrictions.
3. Under section 52(3) of the FSMR, the Regulator will notify the Applicant in writing of its decision in relation to the application for admission of Securities to the Official List.
4. Where the Regulator grants admission of Securities to an Official List, it will include details of the Securities, the Issuer and Reporting Entity in the Official List published on the ADGM website.

2.6 Suspending, delisting and restoring a listing

Guidance

Under section 53 of the FSMR, the Regulator may, suspend or delist Securities from the Official List with immediate effect or from such date and time as may be specified where it is satisfied that there are circumstances that warrant such action or it is in the interests of the ADGM Financial System, including the interests of its investors, potential investors or markets.

Suspending Securities from the Official List

Examples of circumstances that warrant the suspension by the Regulator of Securities from the Official List include:

1. the Listed Entity has failed to meet its continuing obligations for admission to the Official List;
2. the Listed Entity has failed to Disclose financial information in accordance with these Rules;
3. the Listed Entity is unable to assess accurately its financial position and inform the market accordingly;
4. there is insufficient publicly-available information in the market about a proposed transaction which involves the Listed Entity or the Relevant Securities;
5. the Listed Entity's Securities have been suspended elsewhere;
6. the Listed Entity has appointed Administrators or receivers, or is an Investment Trust or Fund and is winding up;

7. the Relevant Securities are a securitised Derivative and any underlying Instrument is suspended; or
 8. for a Derivative which carries a right to buy or subscribe for another Security, the Security over which the Derivative carries a right to buy or subscribe has been suspended.
- 2.6.1** A Listed Entity which has had the admission to the Official List of any of its Securities suspended must continue to comply with all relevant Listing Rules applicable to it.
- 2.6.2** If the Regulator suspends the admission to the Official List of any Securities, it may impose such requirements on the procedure for lifting the suspension as it considers appropriate.

Suspension or delisting at the Listed Entity's request

- 2.6.3** (1) If a Listed Entity wishes to have its Listed Securities suspended or delisted from the Official List, it must submit a request in writing to the Regulator and include:
- (a) the reasons for the request;
 - (b) the date and time on which the suspension or delisting is to take place; and
 - (c) any other information regarding the Securities or the circumstances of the suspension or delisting which the Regulator requires.
- (2) The Regulator may impose such conditions or requirements as it considers appropriate on the suspension or delisting in (1).

Guidance

1. A Listed Entity requesting delisting should submit such request in reasonable time for the Regulator to consider the request and satisfy the Regulator that a delisting would be appropriate.
2. Examples of other information which the Regulator may require pursuant to Rule 2.6.3(1)(c) include a proof of shareholder resolution, evidence of any Disclosure, circular or other document which the Listed Entity is relying on as part of its request to suspend or delist its admission to the Official List.
3. A Listed Entity requesting cancellation of its admission to the Official List should provide existing security holders with sufficient notice prior to the cancellation date in order to provide them with an opportunity to sell their Securities.
4. An example of the type of condition the Regulator may impose pursuant to Rule 2.6.3(2) is the imposition of a time limit for the suspension.

Restoration of a listing

- 2.6.4** The Regulator may restore the admission to the Official List of any Securities which have been suspended if it considers that:
- (1) the smooth operation of the market is no longer jeopardised; or

- (2) where relevant, the suspension is no longer required to protect investors.

2.6.5 The Regulator may restore the admission to the Official List of any Securities which have been suspended whether the restoration was requested by the relevant Listed Entity or at the Regulator's own initiative.

Delisting Securities from the Official List

2.6.6 For the purposes of section 53 of the FSMR, the circumstances which may warrant the delisting of Securities by the Regulator include, but are not limited to, where:

- (1) the Securities are no longer admitted to trading as required by these Rules and the FSMR;
- (2) the Listed Entity no longer satisfies one or more of its continuing obligations for admission to the Official List;
- (3) the Securities have been suspended from the Official List for more than six months;
- (4) it is necessary because the Securities have been subject to a merger, Takeover or Reverse Takeover;
- (5) the admission to the Official List is a secondary listing and the Securities have been cancelled on their primary listing or are no longer admitted to trading for such primary listing;
- (6) it is in the interests of the ADGM, including the interests of investors, potential investors or the ADGM markets; or
- (7) the Securities have been redeemed or cease to exist for any other reason.

Guidance

For the purposes of Rule 2.6.6(2) an example of a breach of the continuing obligations which may warrant a delisting by the Regulator would be where the percentage of Shares in public hands falls below the applicable thresholds set out in Rule 2.3.10(2). The Regulator may, however, allow a reasonable time to restore the percentage unless this is precluded by the need to maintain the smooth operation of the market or to protect investors.

2.7 Continuing obligations

Guidance

A Listed Entity should consider its obligations under other chapters of this Rulebook, in addition to the requirements in these Rules.

Information and facilities for Shareholders

- 2.7.1** (1) The Board of a Listed Entity must ensure that all the necessary information and facilities are available to its Shareholders to enable them to exercise the rights attaching to their Securities on a well-informed basis.
- (2) Without limiting the generality of the obligation in (1), the Board of a Listed Entity must ensure that the Shareholders:

- (a) are provided with the necessary information relating to the matters to be determined at meetings to enable them to exercise their voting rights, including the proxy forms and notice of meetings; and
- (b) have access to any relevant notices or circulars giving information in relation to the rights attaching to the Securities.

Shares in public hands

- 2.7.2** (1) A Listed Entity must ensure that a sufficient number of its Shares are distributed to the public at all times.
- (2) A Listed Entity which no longer complies with (1) must notify the Regulator as soon as possible after it first becomes aware of its non-compliance.

Guidance

Rules 2.3.10(2) and (3) describe the circumstances which a firm must meet for a sufficient number of its Shares to be distributed to the public.

Admission to trading

Guidance

Pursuant to section 52(5) of the FSMR, to be admitted to the Official List a Listed Entity's Securities must be admitted to trading on a Recognised Investment Exchange.

- 2.7.3** A Listed Entity must inform the Regulator in writing as soon as possible if it has:
- (1) requested a Recognised Investment Exchange to admit new Securities of the same class to trading;
 - (2) requested the re-admittance of any of its Listed Securities to trading following a trading suspension;
 - (3) requested a Recognised Investment Exchange to delist or suspend trading of any of its Listed Securities; or
 - (4) been notified by a Recognised Investment Exchange that any of its Listed Securities will be delisted or suspended from trading.

Purchase of own Shares

Guidance

The Rules in this section may operate as a safe harbour from the Market Abuse provisions in section 92 of the FSMR and are in addition to Rule 9.3.4 (Reduction in Share Capital) and Rule 6.2.3 (Buy-back Programmes).

- 2.7.4** (1) A Listed Entity must not purchase its own Shares without the prior written approval of the Regulator.
- (2) The Regulator may make its approval of a proposal by a Listed Entity to purchase its own Shares subject to conditions or restrictions.

- (3) A Listed Entity which proposes to purchase up to 15% of any class of its Shares may do so from specific investors by way of a Share Buy-back Programme in MKT Chapter 6.
- (4) A Listed Entity which proposes to purchase more than 15% of any class of its Shares must do so only by way of a tender Offer to all Shareholders of that class.
- (5) The procedures in the FSMR apply to a decision of the Regulator under (1) not to approve a purchase of Shares and under (2) to approve a proposal subject to conditions or restrictions.

Guidance

1. A Listed Entity should provide the Regulator with at least ten Business Days in which to review a proposal for the purchase of its own Shares. The more complex a proposal, the more time that will be required by the Regulator to review and approve the proposal.
2. A Listed Entity which proposes to purchase up to 15% of any class of its Shares may do so from specific investors or by way of a Share repurchase programme.
3. Conditions and restrictions which the Regulator may impose on a Listed Entity which proposes to purchase its own Shares include:
 - a. Disclosure of the details of a Share Buy-back Programme including, where the dates and quantities of Shares to be purchased during the relevant period are fixed, Disclosure of such dates and quantities;
 - b. restrictions on the number of Shares which may be purchased in any given period;
 - c. in the case of a tender Offer, limiting the top of the price range to be offered to sellers to a volume-weighted average price for a period preceding the commencement of the Share repurchase programme;
 - d. in the case of a tender Offer, restricting any Director or his Associate from undertaking any Share transactions during the course of the Share Buy-back Programme; and
 - e. unless a fixed schedule of Share Buy-backs Programmes has been Disclosed, restricting Share repurchases during any period when the Listed Entity has undisclosed Inside Information.

- 2.7.5** (1) The decision by the Board of a Listed Entity to obtain prior approval from its Shareholders for the Listed Entity to purchase its own Securities must be Disclosed as soon as possible after such decision is made.
- (2) The Disclosure in (1) must set out whether the proposal relates to:
- (a) specific purchases and if so, names of the Persons from whom the purchases are to be made; or
 - (b) a general authorisation to make the purchases.

- (3) A Listed Entity must Disclose as soon as possible the outcome of the Shareholders' meeting to decide the proposal in (1).
- 2.7.6** (1) All purchases of a Listed Entity's own Shares by or on behalf of the Listed Entity or any other member of its Group must be Disclosed as soon as possible.
- (2) The Disclosure in (1) must include:
- (a) the date of purchase;
 - (b) the number of Shares purchased;
 - (c) where relevant, the highest and lowest purchase prices paid;
 - (d) the number of Shares purchased for cancellation and the number of Shares purchased to be held as Treasury Shares; and
 - (e) where the Shares were purchased to be held as Treasury Shares, a statement of:
 - (i) the total number of Treasury Shares of each class held by the Listed Entity following the purchase and non-cancellation of such Shares; and
 - (ii) the number of Shares of each class that the Listed Entity has outstanding less the total number of Treasury Shares of each class held by the Listed Entity following the purchase and non-cancellation of such Shares.
- (3) In (2), "Treasury Shares" means Shares which are:
- (a) admitted to the Official List;
 - (b) held by the same Company which issued the Shares; and
 - (c) purchased by the Company in (b) using its distributable profits.

Other on-going requirements

- 2.7.7** A Listed Entity must ensure that at all times:
- (1) its business remains suitable for admission to the Official List;
 - (2) subject to Rule 2.3.6(2), it can operate its business independently of a controlling Shareholder and any Associate; and
 - (3) it has adequate systems and controls to eliminate or manage material conflicts of interest in its business on an on-going basis.

Guidance

1. Rule 2.3.4 describes the suitability criteria which the Regulator will consider when assessing whether a Listed Entity's business is suitable for admission to the Official List.

2. Rule 2.3.6(3) defines a controlling Shareholder for the purposes of the Listing Rules.

Security specific Disclosures

- 2.7.8** A Listed Entity must make the required Disclosures in accordance with APP 2 and APP 6 Rule A6.1 and comply with the other continuous obligations in accordance with APP 6 Rule A6.2.

Guidance

There are additional disclosure requirements applicable to Islamic Securities specified in the IFR Rulebook.

2.8 Provision of information to the Regulator

- 2.8.1** An Applicant or Listed Entity must provide to the Regulator as soon as possible:
 - (1) any information and explanations which the Regulator may require to decide whether to grant an application for admission;
 - (2) any information which the Regulator considers appropriate to protect investors or ensure the smooth operation of the market; and
 - (3) any other information or explanation which the Regulator may require to verify whether the Listing Rules are being and have been complied with.

Disclosure requirements

- 2.8.2** An Applicant or Listed Entity which is required by these Listing Rules to notify the Regulator of certain information must provide such information as soon as possible.
- 2.8.3** A Listed Entity must ensure that information required to be Disclosed under these Rules is disseminated to the market through the Regulator's disclosure platform.
- 2.8.4** A Listed Entity must take reasonable care to ensure that information required to be notified to the Regulator or Disclosed under these Rules is not false, misleading, or deceptive and does not omit anything likely to affect the significance of such information.

Notification of documents sent to Shareholders

- 2.8.5** If a Listed Entity provides any material document to the Shareholders of its Listed Securities, it must Disclose that it has done so as soon as possible in accordance with Rule 7.7.1.

Guidance

The Regulator would consider that a document has been made available to the public if, following its Disclosure, the document is available on the Listed Entity's website or on the website of the Recognised Investment Exchange on which its Securities are admitted to trading.

Contact details

- 2.8.6** A Reporting Listed Entity must ensure that the Regulator is provided with up to date contact details of appropriate persons nominated by it to act as the first point of contact with the Regulator in relation to the Listed Entity's compliance with the Rules and the FSMR, as applicable.

Guidance

The Regulator would expect a Reporting Entity's contact in Rule 2.8.6 to be of sufficient seniority and influence given the nature of the information which such Person would be dealing with and the importance of the role in maintaining the Listed Entity's compliance with the Rules and the FSMR.

3. LISTED FUNDS**3.1 Application**

- 3.1.1** This chapter applies to:

- (1) every Reporting Entity of a Listed Fund; and
- (2) any other Person specified in these Rules.

3.2 General requirements

- 3.2.1** A Person may have the Units of a Fund admitted to an Official List only if:

- (1) in the case of a Domestic Fund, it is a Public Fund; and
- (2) in the case of a Foreign Fund:
 - (a) it is a regulated Fund from a Recognised Jurisdiction; or
 - (b) it is a Fund approved by the Regulator as a Fund subject to equivalent regulation as that applying to a Public Fund; and
- (3) it is intended to be a Property Fund, it is closed ended and 60% or more of the Fund's assets comprise Real Property.

- 3.2.2** Where an obligation applies to a Reporting Entity of a Fund under a provision of this chapter, except where expressly provided otherwise, the Governing Body of the Listed Fund must ensure compliance with that obligation.

3.3 Prospectus requirements relating to a Listed Fund**Guidance**

1. The Prospectus requirements including content and structure in chapter 4 of this Rulebook do not apply to Prospectuses relating to Units of Funds. Prospectus requirements that apply to an Offer of Units of Funds are found in the Fund Rules. Section 57(1) of FSMR disapplies chapter 4 of this Rulebook to Fund Prospectuses.
2. However a Prospectus is required for the purposes of admitting any Financial Instruments, including Units, to trading on a Recognised Investment Exchange,

as these fall within the definition of "Securities" for the purposes of Part 6 of the FSMR. The Rules in this Rule 3.3 are designed to enable a Person seeking to have Units of a Fund admitted to trading on a Recognised Investment Exchange to be able to use a Prospectus prepared in accordance with the requirements in the Fund Rules Rulebook if it is a Domestic Fund. In the case of Foreign Funds, the Offer documents prepared in accordance with the requirements in a foreign jurisdiction will be acceptable in the circumstances prescribed in this section.

- 3.3.1 (1)** A Person intending to have Units admitted to trading on a Recognised Investment Exchange must, subject to (2), and (3) submit to the Regulator:
- (a) a completed application using such form as the Regulator shall prescribe and the relevant fee prescribed in the FEES Rulebook;
 - (b) a Prospectus relating to the Fund ("**Fund Prospectus**") which:
 - (i) complies with, in the case of a Domestic Fund, the requirements in the Fund Rules that apply to a Public Fund;
 - (ii) is prepared, in the case of a Foreign Fund, in accordance with the requirements in Rule 3.3.3; and
 - (iii) a prominent disclaimer in bold, on the front page of the Prospectus, as follows:

"The ADGM does not accept responsibility for the content of the information included in the Prospectus, including the accuracy or completeness of such information. The liability for the content of the Prospectus lies with the Issuer of the Prospectus and other Persons, such as Experts, whose opinions are included in the Prospectus with their consent. The ADGM has also not assessed the suitability of the Securities to which the Prospectus relates to any particular investor or type of investor. If you do not understand the contents of this Prospectus or are unsure whether the Securities to which the Prospectus relates are suitable for your individual investment objectives and circumstances, you should consult an authorised financial adviser."
 - (c) where subsequent drafts or versions of the Fund Prospectus are submitted, a marked up version showing changes from the previous version submitted to the Regulator;
 - (d) if information is incorporated in the Fund Prospectus by reference to another document, a copy of that other document;
 - (e) the identity of the Person who is or intends to be the Reporting Entity;
 - (f) contact details of two individuals who are sufficiently knowledgeable about the content of the document referred to in (b) to be able to answer queries of the Regulator during business hours; and
 - (g) any other information that the Regulator may require.

- (2) The application in (1) must be submitted to the Regulator:
 - (a) in the case of an Applicant who has not made a previous Prospectus Offer, at least 20 Business Days prior to the intended date on which the Applicant expects the Prospectus to be approved;
 - (b) in other cases, at least 10 Business Days before the intended date on which the Applicant expects the Prospectus to be approved; and
 - (c) in the case of a Supplementary Prospectus, as soon as is reasonably possible.
- (3) In the case of a Supplementary Prospectus, the application for approval must:
 - (a) be made using such form as the Regulator shall prescribe;
 - (b) accompanied by the relevant fee prescribed in FEES Rulebook; and
 - (c) include:
 - (i) in the case of a Domestic Fund, a Supplementary Prospectus which meets the requirements in the Fund Rules; and
 - (ii) in the case of a Foreign Fund, a document which meets the equivalent requirements applicable in the jurisdiction in which the Fund is established or domiciled.

Approval of a Prospectus

- 3.3.2** (1) The Regulator will approve a Fund Prospectus which has been filed with the Regulator in accordance with Rule 3.3.1 as soon as reasonably practicable where it is satisfied that the Prospectus complies with all the requirements applicable to that Prospectus.
- (2) A Fund Prospectus is not an Approved Prospectus for the purposes of section 61(2) of the FSMR unless the Regulator has issued to the Applicant a notice stating its approval:
- (a) of the Prospectus or Supplementary Prospectus, as the case may be; and
 - (b) in the case of a Prospectus in (a) comprising multiple documents, of all the multiple documents.

Guidance

1. A Person intending to apply to the Regulator for approval of a Fund Prospectus pursuant to Rule 3.3.1 should consider submitting a draft Prospectus for preliminary review by the Regulator prior to formally submitting the Prospectus for the Regulator's approval. See the GPM for procedures for applying for the Regulator's approval.
2. The approval of a Fund Prospectus by the Regulator will not prevent the use by the Regulator of its powers, such as the stop order power in section 53 of the FSMR, in circumstances where the need for such action is subsequently

identified. For example, if the Regulator becomes aware, after the approval of the Fund Prospectus, that it contains any false, misleading, or deceptive information, or if it breaches the Prospectus provisions in other respects, the Regulator may use its powers or take any other action as appropriate in the circumstances.

- 3.3.3** (1) For the purposes of Rule 3.3.1(1)(b)(ii), the Offer document relating to the Foreign Fund must comply with the requirements:
- (a) relating to a regulated Fund in a Recognised Jurisdiction; or
 - (b) in a jurisdiction which provides a level of regulation relating to the Offer which is acceptable to the Regulator.
- (2) The Regulator may accept an Offer document referred to in (1)(b) subject to such conditions or restrictions imposed by the Regulator as it sees fit.
- (3) Where the Offer document referred to in (1) is not in the English language, it must be accompanied by an English translation acceptable to the Regulator.

Publication of a Prospectus

- 3.3.4** A Fund Prospectus approved by the Regulator pursuant to Rule 3.3.1 must:

- (1) be filed with the Recognised Investment Exchange on which the Units are to be admitted to trading as soon as possible after the Regulator has granted its approval; and
- (2) be published in accordance with the requirements in Rule 3.9.

Exempt Offers in respect of Units

- 3.3.5** The prohibition in section 61 of the FSMR does not apply, subject to the requirement in Rule 3.3.6, to the admission to trading on a Recognised Investment Exchange of:

- (1) Units representing, over a period of 12 months, less than 10% of the number of Units of the same class already admitted to trading on the same Recognised Investment Exchange;
- (2) Units issued in substitution for Units of the same class already admitted to trading on the same Recognised Investment Exchange, if the issue of Units does not involve any increase in the issued capital;
- (3) Units offered, allotted or to be allotted to existing Unitholders free of charge, or in respect of dividends paid out in the form of Units of the same class as the Units in respect of which the dividends are paid, if:
 - (a) the Units are of the same class as the Units already admitted to trading on the same Recognised Investment Exchange; and
 - (b) a document is made available containing information on the number and nature of the Units and the reasons for and details of the Offer; or
- (4) Units already admitted to trading on another Recognised Investment Exchange or Regulated Exchange (the "Other Market"), where:

- (a) the Units of the same class have been admitted to trading and continuously traded on the Other Market for more than 18 months;
- (b) the on-going obligations for trading on that Other Market have been complied with; and
- (c) there is a summary document in the English language approved by the Regulator and published:
 - (i) containing the Key Information required under Rule 4.5.2(1)(b);
 - (ii) stating where the most recent and current Prospectus, if any, can be obtained; and
 - (iii) specifying where the financial information published by the Issuer pursuant to its on-going disclosure obligations of the Other Market is available.

3.3.6 All Units in a class of Securities admitted to trading including those specified under Rule 3.3.5 must be traded on a Recognised Investment Exchange.

Financial promotions

3.3.7 The Reporting Entity of a Listed Fund must ensure that any financial promotions relating to the Units of the Fund comply with:

- (a) in the case of a Domestic Fund, the requirements relating to financial promotion in the Fund Rules; and
- (b) in the case of a Foreign Fund, the equivalent requirements applicable to the Fund in the jurisdiction of its domicile or establishment, and if the Foreign Fund is marketed into the ADGM, the requirements set out in Part 4 of the Fund Rules.

3.4 Governance requirements relating to a Listed Fund

Affected Person transactions

- 3.4.1** (1) The Reporting Entity of a Listed Fund must ensure that no transaction with respect to the Fund Property is entered into with an Affected Person except in accordance with the procedures in (2).
- (2) For the purposes of (1), a Reporting Entity of a Listed Fund must:
- (a) if the Fund is a Domestic Fund, comply with the requirements in the Fund Rules relating to Affected Person transactions; and
 - (b) if the Fund is a Foreign Fund, comply with the equivalent requirements applicable to that Fund in the jurisdiction of its domicile or establishment.

3.5 Disclosures relating to a Listed Fund

Disclosure of Inside Information

3.5.1 A Reporting Entity of a Listed Fund must comply with Chapter 7.

Guidance

For the purposes of complying with this requirement, the requirements in Chapter 7 pertaining to a Reporting Entity are to be interpreted in the context of a Listed Fund.

3.6 Disclosure of interests by Connected Persons of Listed Funds

Guidance

Section 76 of the FSMR requires certain Persons connected to a Reporting Entity to make certain disclosures, including to the Regulator and the Reporting Entity in accordance with the requirements prescribed in these Rules.

Definitions

- 3.6.1** (1) For the purposes of section 76 of the FSMR, a Person is hereby prescribed as a Connected Person of a Listed Fund if that Person:
- (a) becomes a member of the Governing Body of the Listed Fund or an individual involved in the Senior Management of either the Reporting Entity of the Fund or a Controller of the Reporting Entity of the Fund or the Trustee of the Fund; or
 - (b) owns or beneficially owns voting rights carrying more than 5% of the voting rights attaching to the Units of the Fund or of the Trustee of the Fund.
- (2) In (1), a Person is a Controller of a Reporting Entity if that Person (the first Person), either alone or with the Associates of that Person, controls the majority of the voting rights in, or the right to appoint or remove the majority of the Board of, the Reporting Entity or any Person who has similar control over the first Person, including an ultimate Controller of the first Person.
- (3) For the purposes of determining whether a Person has control for the purposes of (1), any Securities held by that Person and his Associates, including those in which that Person or Associate of the Person has a beneficial interest, are deemed as his Securities except where:
- (a) any such Securities are held by that Person on behalf of another Person who is not an Associate of that Person; or
 - (b) the Person does not have control over the voting rights attaching to the Securities because some other Person manages those Securities on a discretionary basis.

Events that trigger a Disclosure

- 3.6.2** A Person who is a Connected Person of a Listed Fund pursuant to Rule 3.6.1 must make the Disclosure within five Business Days of:

- (1) becoming or ceasing to be a Director or a Person involved in the Senior Management of a Controller of the Reporting Entity of the Fund or of the Trustee of the Fund;
- (2) acquiring or ceasing to hold either alone or with an Associate of the Person 5% of the voting rights attaching to the Units of the Fund or of the Trustee of the Fund or a Controller of the Reporting Entity of the Fund or the Trustee of the Fund; or
- (3) an increase or decrease of at least 1% of the level of interest previously reported pursuant to paragraph (2) of this Rule 3.6.2.

Content and procedure of the Disclosure

3.6.3 A Disclosure made by a Connected Person must contain the:

- (1) name and address of the Connected Person;
- (2) name and address of the Reporting Entity and its registered address;
- (3) name and registered address of the Listed Fund;
- (4) date on which the event giving rise to the obligation to make a Disclosure occurred;
- (5) date on which the filing was made; and
- (6) price, amount and class of Securities or other investments as is relevant in relation to the transaction or other event and the previous and new level of interest held.

3.6.4 Upon a Connected Person making a Disclosure to the Reporting Entity, the Reporting Entity must, as soon as possible, make a Disclosure of that information in accordance with Rule 7.7.1.

3.7 Disclosure of notifiable interests

Application

3.7.1 This section applies to every member of the Governing Body of a Listed Fund.

Guidance

1. Persons with a notifiable interest in the Reporting Entity or Listed Fund are required to make a Disclosure relating to that interest in accordance with the requirements prescribed in this Section.
2. In the case of a Listed Fund, the Reporting Entity is the Fund Manager, unless another Person has been declared by the Regulator as the Reporting Entity of the Fund. However, as the Governing Body of a Listed Fund may include other Persons who exercise powers similar to those that are exercised by Directors of the Fund Manager, the obligations relating to disclosure of notifiable interests extend, in the case of a Listed Fund, to members of its Governing Body.

Definition of a notifiable interest

3.7.2 A member of the Governing Body of a Listed Fund has a notifiable interest in the Listed Fund if that Person has any interest arising through:

- (1) the direct or indirect ownership of, or beneficial ownership of, Units of the Listed Fund; or
- (2) any involvement in financial or commercial arrangement with or relating to the Listed Fund.

Content and procedures relating to the notice

- 3.7.3** (1) A notice relating to a notifiable interest must, subject only to (2), be given by a Person referred to in Rule 3.7.2 to the other members of the Governing Body within five Business Days of the notifiable interest arising or changing.
- (2) A Person referred to in (1) need not give a notice relating to a notifiable interest if the notifiable interest is required to be included in a report that Person must provide by virtue of being a Connected Person under section 3.6 and the Person has complied with the requirement in that section.
- (3) A notice relating to a notifiable interest must contain:
- (a) the name and address of the Person giving the notice;
 - (b) if the notifiable interest relates to a Listed Fund, the name and registered address of the Listed Fund; and
 - (c) the details relating to the notifiable interest, including the date on which the notifiable interest arose or changed.

3.8 Other matters that require Disclosure

3.8.1 A Reporting Entity of a Listed Fund must Disclose the matters specified in APP 3.

3.9 Accounting periods and financial reports of Listed Funds

3.9.1 A Reporting Entity of a Listed Fund must, in order to comply with the requirements in this section, Disclose the annual financial report and interim financial report and other statements in respect of the Listed Fund. Such reports and statements must be prepared, in the case of:

- (1) a Domestic Fund, in accordance with the requirements relating to the annual and interim reports under the Fund Rules; and
- (2) a Foreign Fund, in accordance with the applicable requirements in the jurisdiction in which the Fund is domiciled or established.

Guidance

Under Rule 3.2.1, a Foreign Fund can be admitted to trading on a Recognised Investment Exchange if it is from a Recognised Jurisdiction's or approved by the Regulator as a Fund subject to equivalent regulation. Accordingly, such Funds would be subject to financial and periodic reporting requirements that are similar to the financial reporting requirements applicable to Domestic Funds.

Disclosure of Preliminary Results

3.9.1A A Reporting Entity of a Listed Fund must comply with the requirements of Rule 10.1.3A(1).

Guidance

Rule 10.1.3B does not apply to a Reporting Entity of a Listed Fund.

Compliance with Rule 10.1.8

3.9.2 A Reporting Entity of a Listed Fund must comply with Rule 10.1.8.

Guidance

For the purposes of complying with the requirement in Rule 3.9.2:

1. the requirements in Rule 10.1.8 pertaining to a Reporting Entity are to be interpreted as applying to a Listed Fund in place of a Listed Entity; and
2. the reference in Rule 10.1.8(3)(b) to Shares is to be interpreted as applying to Units of a Listed Fund.

3.10 Manner of Disclosure

3.10.1 A Reporting Entity of a Listed Fund must with Rule 7.7.

3.11 The Regulator's power to direct Disclosure

3.11.1 A Reporting Entity of a Listed Fund must comply with Rule 7.5.

Guidance

For the purposes of complying with the requirement in Rule 3.11.1:

1. the requirements in Rule 7.5 pertaining to a Reporting Entity are to be interpreted as applying to a Listed Fund in place of a Listed Entity; and
2. references in Rule 7.5 to a Listed Entity's Securities are to be read as applying to Units of a Listed Fund.

4. OFFERS OF SECURITIES**4.1 Application**

4.1.1 This chapter applies to:

- (1) a Person who makes or intends to make an Offer of Securities in the ADGM other than in respect of Units;
- (2) a Person who makes an application to have any Securities other than Units admitted to trading on a Recognised Investment Exchange; and
- (3) any Person specified in section 4.10 as a Person liable for the content of a Prospectus.

Guidance

1. A Person making an Offer of Securities in relation to Units of a Fund is exempt from the requirements in Part 12 of the FSMR and the Rules made for the purposes of that Part which deal with Prospectuses.
2. A Person having or intending to have Units of a Fund admitted to trading on a Recognised Investment Exchange is required to comply with Part 6 of the FSMR and the Funds Rules made for the purposes of that Part in the manner and circumstances prescribed in these Rules. Chapter 3 contains the requirements that apply to a Person who applies to have, or has or had, Units admitted to trading on a Recognised Investment Exchange.
3. The Regulator has the power, pursuant to section 59(c) of the FSMR, to prescribe certain communications to be Exempt Communications. Such communications are not subject to the prohibition in section 58(1) of the FSMR as they fall outside the definition of an "Offer of Securities" in section 59 of the FSMR.
4. The Regulator also has the power under section 61(3) of the FSMR to prescribe certain types of:
 - a. Offers of Securities as "Exempt Offers"; and
 - b. Securities to be "Exempt Securities".

Pursuant to section 58 of FSMR, Exempt Offers and Exempt Securities do not require a Prospectus.

4.2 Exempt communications**Guidance**

For the purposes of section 59(c) of the FSMR, Exempt Communications are not Offers of Securities and therefore do not attract the Prospectus requirements in the FSMR and Rules.

- 4.2.1** A communication is prescribed by the Regulator as an Exempt Communication if it is made in:
- (a) connection with the trading of Securities that are listed and traded on a Regulated Exchange; and
 - (b) the ordinary course of business of an Authorised Person, Recognised Body or Remote Member.

4.3 Exempt Offers**Guidance**

This section prescribes the type of Offer of Securities that is an Exempt Offer. Pursuant to section 58(1) of FSMR, a Person may make an Offer of Securities in the circumstances specified in this Rule without a Prospectus.

1. A Debenture or Sukuk Offer to Retail Clients cannot be made by way of an Exempt Offer.
2. An Exempt Offer of Debentures or Sukuk may not be made under the provisions of Rule 4.3.1(2).

4.3.1 For the purposes of section 61(3)(a) of the FSMR, the Regulator prescribes the following to be circumstances in which an Offer is an Exempt Offer:

- (1) an Offer made to or directed at only Professional Clients;
- (2) an Offer in or from the ADGM which is directed at no more than 50 Persons in any 12-month period, excluding Professional Clients who are not natural persons;
- (3) an Offer where the total consideration to be paid by a Person to acquire the Securities is at least \$100,000, or an equivalent amount in another currency;
- (4) an Offer where the Securities are denominated in amounts of at least \$100,000, or an equivalent amount in another currency;
- (5) an Offer where the total aggregate consideration for the Securities offered is less than \$100,000, or an equivalent amount in another currency, calculated over a period of 12 months;
- (6) an Offer where Shares are issued in substitution for Shares of the same class as already issued, where the issue of the new Shares does not involve any increase in the issued Share capital;
- (7) an Offer where the Securities are Convertibles issued under a Prospectus to existing members or creditors of the Issuer or a member of its Group and there is no additional consideration to be paid;
- (8) an Offer where the Securities are offered in connection with a Takeover and a document is made available containing information which is considered by the Regulator as being equivalent to that of a Prospectus;
- (9) an Offer where the Securities are offered, allotted or to be allotted in connection with a merger if a document is available containing information which is regarded by the Regulator as being equivalent to that of a Prospectus;
- (10) an Offer where the Securities are offered, allotted or to be allotted in connection with a rights issue where:
 - (a) the Securities are of a class subject to Reporting Entity disclosure; and
 - (b) a document is made available containing information on the number and nature of the Securities including rights attaching to those Securities and the reasons for and details of the Offer;
- (11) an Offer where the Shares are offered, allotted or to be allotted to existing Shareholders free of charge or dividends paid out in the form of Shares of the same class as the Shares in respect of which the dividends are paid, and a document is made available containing information on the number and nature of the Shares and the reasons for and details of the Offer;

- (12) an Offer where the Securities are offered, allotted or to be allotted to an existing or former Director or Employee, or any Close Relative of such a Director or Employee, of the Issuer or a member of the same Group as the Issuer and:
 - (a) the Issuer or the member of the Group already has its Securities admitted to trading on a Regulated Exchange; and
 - (b) a document is made available to the offerees containing information on the number and nature of the Securities and the reasons for and details of the Offer; or
- (13) other than in relation to Debentures and Sukuk, an Offer in or from the ADGM which is directed at no more than 200 Persons that are not Professional Clients or Market Counterparties, in circumstances where the Securities are, or have been, offered within a Private Financing Platform or via a Multilateral Trading Facility.

4.3.2 Where any Securities, which were previously the subject of an Exempt Offer, are subsequently offered, such a subsequent Offer will be regarded, for the purposes of Part 6 of the FSMR and the Rules made for the purposes of that Part, as a separate and new Offer of Securities, unless that Offer meets one of the criteria in Rule 4.3.1.

4.3.3 (1) Subject to (2), an Offer of Securities remains an Exempt Offer even if the Offer falls in whole or part within more than one of the circumstances specified in Rule 4.3.1, as long as all of the Offer falls within at least one of those circumstances.

(2) An Issuer must not aggregate the limits contained in Rule 4.3.1(2) and Rule 4.3.1(13) when making an Exempt Offer.

4.3.4 A Person making an Exempt Offer must ensure that an exempt offer statement is included in the Exempt Offer Document. An exempt offer statement must contain the following statement displayed prominently on its front page:

'This offer document is an Exempt Offer in accordance with the Market Rules of the ADGM Financial Services Regulatory Authority.'

This Exempt Offer document is intended for distribution only to Persons of a type specified in the Market Rules. It must not be delivered to, or relied on by, any other Person.

The ADGM Financial Services Regulatory Authority has no responsibility for reviewing or verifying any documents in connection with an Exempt Offer. The ADGM Financial Services Regulatory Authority has not approved this Exempt Offer document nor taken steps to verify the information set out in it, and has no responsibility for it.

The Securities to which this Exempt Offer relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Securities offered should conduct their own due diligence on the Securities.

If you do not understand the contents of this Exempt Offer document you should consult an authorised financial advisor.'

4.3.5 Pursuant to an Exempt Offer under Rule 4.3.1(13), the Issuer must provide a Product Summary Note to investors in accordance with the following requirements:

- (1) The Product Summary Note must:
 - (a) highlight key information in the Offer document to investors;
 - (b) clearly disclose required information in the format as set out in APP 7;
 - (c) give a fair and balanced view of the nature, material benefits and material risks of the Securities offered;
 - (d) not contain any statement or information that is false or misleading in the form and context in which it is included;
 - (e) be given together with the Offer document to investors. If the Issuer makes the Offer document available online, the Product Summary Note must be made available online together with the Offer document;
 - (f) not contain any information that is not contained in the Offer document;
 - (g) not contain any Inside Information that differs in any material particular from that set out in the Offer document; and
 - (h) not omit any information from any part of the Product Summary Note which would result in that part of the Product Summary Note being construed as false or misleading.
- (2) The Product Summary Note shall contain the prominent disclaimer set out in Rule 4.3.4 in bold, on its front.
- (3) The Issuer must give notice the Regulator of its intention to provide a Product Summary Note at least ten Business Days prior to the Exempt Offer, in such form as the Regulator may prescribe.
- (4) When the Issuer makes any change to the Offer document, the Product Summary Note must be updated if the change has a material effect on the key information of the Securities offered.
- (5) Issuers must ensure there is clear naming of the Securities offered. The name of the Securities must be descriptive of the nature of the Securities offered. It must not give investors a misleading view of the true nature and risks of the Securities offered.

Guidance

Pursuant to Rule 4.3.5(1)(c), the Regulator considers a Product Summary Note as giving a fair and balanced view of the Securities offered if the Product Summary Note:

- (a) gives:
 - (i) a balanced description of the risks and potential returns of the Securities; and
 - (ii) a proportionate level of prominence to the warnings, disclaimers and qualifications in relation to the claims on potential returns to which they refer to; and
- (b) does not:

- (i) give the impression that an investor can profit without risks;
- (ii) contain words or graphics that could convey an impression that is inaccurate or inconsistent with the nature or the risks of the Securities; or
- (iii) present information in footnotes in a way that would alter the meaning of the main text of the Product Summary Note or cause difficulty to an investor in understanding the Securities.

4.4 Exempt Securities

Guidance

1. Exempt Securities are Securities which a Person can have admitted to trading on a Recognised Investment Exchange without a Prospectus.
2. The prohibition in section 61(1) of the FSMR does not apply, subject to the requirement in Rule 4.4.2, to the admission to trading on a Recognised Investment Exchange of Securities that are Exempt Securities under Rule 4.4.1.

4.4.1 For the purposes of section 61(3)(b) of the FSMR the Regulator hereby prescribes the types of Securities that are Exempt Securities:

- (1) Shares representing, over a period of 12 months, less than 10% of the number of Shares of the same class already admitted to trading on the same Recognised Investment Exchange;
- (2) Shares issued in substitution for Shares of the same class already admitted to trading on the same Recognised Investment Exchange, if the issue of the Shares does not involve any increase in the issued capital;
- (3) Securities offered in connection with a Takeover Offer, if a document is available containing information which is regarded by the Regulator as being equivalent to that of a Prospectus;
- (4) Securities offered, allotted or to be allotted in connection with a merger, if a document is available containing information which is regarded by the Regulator as being equivalent to that of the Prospectus;
- (5) Securities offered, allotted or to be allotted in connection with a rights issue if:
 - (a) the Securities are of the same class as the Securities already admitted to trading on the same Recognised Investment Exchange; and
 - (b) a document is made available containing information on the number and nature of the Securities and the reasons for and details of the Offer;
- (6) Shares offered, allotted or to be allotted to existing Shareholders free of charge, or in respect of dividends paid out in the form of Shares of the same class as the Shares in respect of which the dividends are paid, if:
 - (a) the Shares are of the same class as the Shares already admitted to trading on the same Recognised Investment Exchange; and

- (b) a document is made available containing information on the number and nature of the Shares and the reasons for and details of the Offer;
- (7) Securities offered, allotted or to be allotted to an existing or former Director or Employee, or any Close Relative of such a Director or Employee, of the Issuer or a member of the same Group as the Issuer and if:
 - (a) the Securities are of the same class as the Securities already admitted to trading on the same Recognised Investment Exchange; and
 - (b) a document is made available containing information on the number and nature of the Securities and the reasons for and detail of the Offer;
- (8) Shares resulting from the conversion or exchange of other Securities or from the exercise of the rights conferred by other Securities, if the Shares are of the same class as the Shares already admitted to trading on the same Recognised Investment Exchange; or
- (9) Securities already admitted to trading on another Recognised Investment Exchange or Regulated Exchange (the "Other Market"), where:
 - (a) the Securities, or Securities of the same class, have been admitted to trading and continuously traded on the Other Market for more than 18 months;
 - (b) the on-going obligations for trading on that Other Market have been complied with; and
 - (c) the Person requesting the admission to trading of the Securities under this exemption makes a summary document in the English language which is approved by the Regulator in accordance with the requirements in section 4.6 and published:
 - (i) containing the information set out in Rule 4.5.2(1)(b);
 - (ii) stating where the most recent and current Prospectus, if any, can be obtained; and
 - (iii) specifying where the financial information disclosed by the Issuer pursuant to its on-going disclosure obligations of the Other Market is available.
- (10) Securities offered in connection with any issue of Securities under Rules 9.7.1 or 9.7.4, where the Securities are of the same class already admitted to trading on the same Recognised Investment Exchange.

Guidance

In considering whether a document referred to in Rule 4.4.1(3) or (4) contains all the relevant information, the Regulator will take into account the information required under Part 6 of the FSMR and the Rules in this chapter.

- 4.4.2** All Securities in a class of Securities admitted to listing and trading including pursuant to Rule 4.4.1 must be traded on a Recognised Investment Exchange or a Regulated Exchange.

4.5 Prospectus structure and content

Guidance

1. Where the term "Prospectus Offer" is used in this section in reference to a Person, such a Person is either making an Offer of Securities or seeking to have Securities admitted to trading on a Recognised Investment Exchange.
2. The Regulator will only permit a Prospectus Offer of a Retail Debenture or Sukuk in the circumstance described in Rule 4.14.

4.5.1 (1) A Person making a Prospectus Offer may, subject to section 4.9, produce a Prospectus structured either as:

- (a) multiple documents comprising:
 - (i) a Summary;
 - (ii) a Registration Statement; and
 - (iii) a Securities Note; or
- (b) a single document containing a Summary and all the information required to be included in the Registration Statement and Securities Note.

(2) For the purposes of section 62 of the FSMR, the Prospectus must:

- (a) present information in a form which is comprehensible and easy to analyse;
- (b) contain the documents and information specified in (1)(a) or (b) as are applicable; and
- (c) in the case of an Offer of Securities, have an application form that meets the requirement in Rule 4.5.5.

(3) Without prejudice to the general disclosure required under section 62 of the FSMR, the Person producing the Prospectus must ensure that the Prospectus contains:

- (a) the statements and information required to be included in the Summary, as prescribed in Rule 4.5.2;
- (b) all the information relating to the Issuer, as required to be included in a Registration Statement as set out in APP 1 paragraph A1.1;
- (c) all the information relating to the Securities, as required to be included in a Securities Note as set out in APP 1 paragraph A1.2; and
- (d) a prominent disclaimer in bold, on the front page of the Prospectus, as follows:

"The ADGM does not accept any responsibility for the content of the information included in the Prospectus, including the accuracy or completeness of such information. The liability for the content of the

Prospectus lies with the Issuer of the Prospectus and other Persons, such as Experts, whose opinions are included in the Prospectus with their consent. The ADGM has also not assessed the suitability of the Securities to which the Prospectus relates to any particular investor or type of investor. If you do not understand the contents of this Prospectus or are unsure whether the Securities to which the Prospectus relates are suitable for your individual investment objectives and circumstances, you should consult an authorised financial adviser."

4.5.2 (1) The Person producing the Prospectus must, subject to (2), ensure that the Summary is at or near the beginning of the Prospectus and sets out in a clear, concise and easy to understand manner:

(a) statements that:

- (i) the Summary should be read as an introduction to the Prospectus and any decision to invest in the Securities should be based on consideration of the Prospectus as a whole; and
- (ii) civil liability may arise on the basis of the Summary but only if the Summary is false, misleading, deceptive, inaccurate, or inconsistent, when read in conjunction with the other parts of the Prospectus, or fails to provide the Key Information specified in (b); and

(b) the Key Information relating to:

- (i) the risks associated with and essential characteristics of the Issuer, and guarantor if any, of the Securities, including their assets, liabilities and financial position;
- (ii) the risks associated with and essential characteristics of the Relevant Securities including rights attaching to those Securities;
- (iii) general terms of the Offer, including estimated expenses charged to the investor;
- (iv) whether the Securities are to be admitted to trading and if so, the details relating to such admission;
- (v) reasons for the Offer and the proposed use of the proceeds; and
- (vi) if applicable, matters specified in Rule 4.5.5.

(2) A Prospectus is not required to contain a Summary if it relates to a Debenture or a Warrant or Certificate over a Debenture that has a denomination of at least \$100,000 and the Prospectus is for the purposes of such Securities being admitted to trading on a Recognised Investment Exchange.

4.5.3 A Person making a Prospectus Offer may use the same Registration Statement in respect of more than one Prospectus Offer provided that:

- (1) the Registration Statement includes the most recent set of audited financial statements available in respect of the Issuer;

- (2) those financial statements referred to in (1) relate to a period ending not more than 12 months prior to the relevant Offer; and
- (3) since the date of the Registration Statement, the Reporting Entity filing the Prospectus has complied with its Disclosure obligations in Rule 6.2.9 relating to the category of Securities to which the Prospectus relates.

4.5.4 Where a Prospectus contains a Registration Statement produced prior to the date of the Summary and the Securities Note, the Person producing the Prospectus must ensure that both the Summary and the Securities Note:

- (1) state the date of preparation of the Registration Statement; and
- (2) update any disclosure in the Registration Statement to the extent necessary in order to comply with these Rules by setting out on the front page of the Securities Note:
 - (a) if relevant, the website at which any subsequent disclosure is available; and
 - (b) an address at which the full text of any such disclosures is made available free of charge.

Guidance

- 1. The above provisions are designed to provide flexibility so that Persons making Prospectus Offers can make multiple Offers using the same Registration Statement. However, care should be taken to ensure that the Registration Statement and the Securities Note together provide all the information required to be contained in a Prospectus pursuant to section 62 of the FSMR and these Rules.
- 2. There are additional disclosure requirements applicable to Islamic Securities contained in the IFR Rulebook.
- 3. Where the term "Prospectus Offer" is used in this section reference to a Person, such a Person is either making an Offer of Securities and/or seeking to have Securities admitted to trading on a Recognised Investment Exchange.

Application forms

4.5.5 A Person making an Offer of Securities must ensure that:

- (1) an application form for the issue or sale of the Securities which are the subject of the Prospectus Offer is not provided to any Person unless it is included in or accompanied by the relevant Prospectus; and
- (2) only applications in the form included or attached to the Prospectus are accepted.

Requirements relating to Offers of Securities from the ADGM**4.5.6 A Person who makes an Offer of Securities from the ADGM must:**

- (1) notify the Regulator in writing at the timing of filing the Prospectus of any non-ADGM jurisdiction into which the Offer is to be made; and
- (2) comply with any initial and on-going obligations that are applicable in the jurisdiction in (1) in relation to the Offer.

4.6 Approval and publication of a Prospectus**Application for approval**

- 4.6.1** (1) For the purposes of section 61(1) of the FSMR, a Person intending to make a Prospectus Offer ("**the Applicant**") must, subject to (2), (3) and (4), submit to the Regulator:
- (a) a completed application using such form as the Regulator shall prescribe and the relevant fee prescribed in the FEES Rulebook;
 - (b) a Prospectus that meets the requirements in Rule 4.5;
 - (c) a statement identifying where in the Prospectus the information required in the relevant paragraphs of APP 1 has been included and, where subsequent drafts or versions of the Prospectus are submitted, a marked-up version showing the changes from the previous version submitted to the Regulator;
 - (d) if information is incorporated in the Prospectus by reference to another document, a copy of the information;
 - (e) the identity of the Person who is or intends to be the Reporting Entity;
 - (f) contact details of two individuals who are sufficiently knowledgeable about the content of the Prospectus to be able to answer queries of the Regulator during business hours; and
 - (g) any other information that the Regulator may require.
- (2) The application in (1) must be submitted to the Regulator:
- (a) in the case of an Applicant who has not made a previous Prospectus Offer, at least 20 Business Days prior to the intended date on which the Applicant expects the Prospectus to be approved;
 - (b) in other cases, at least 10 Business Days prior to the date on which the Applicant expects the Prospectus to be approved; and
 - (c) in the case of a Supplementary Prospectus, as soon as reasonably possible.
- (3) If the Prospectus comprises multiple documents, the application for approval must be made using such form as the Regulator shall prescribe in relation to one or more of those separate documents.

- (4) In the case of a Supplementary Prospectus, the application for approval must:
- (a) be made using such form as the Regulator shall prescribe;
 - (b) be accompanied by the relevant fee prescribed in the FEES Rulebook; and
 - (c) comply with the requirements in Rule 4.9.1.

Guidance

A Person intending to apply to the Regulator for approval of a Prospectus pursuant to Rule 4.6.1(1) should consider submitting a draft Prospectus for preliminary review by the Regulator prior to formally submitting the Prospectus for the Regulator's approval.

Approval of a Prospectus

- 4.6.2** (1) The Regulator will only approve a Prospectus which has been filed in accordance with Rule 4.6.1 as soon as reasonably practicable where:
- (a) it is satisfied that:
 - (i) the Prospectus meets all the applicable requirements in the FSMR and these Rules; and
 - (ii) the Board of the Undertaking whose Securities are to be offered complies with, and has adequate systems and controls in place to ensure on-going compliance with, the applicable requirements; and
 - (b) it has received all the necessary consents as required under the requirements in this chapter.
- (2) A Prospectus filed with the Regulator is not an Approved Prospectus for the purposes of section 61(2)(a) of the FSMR unless the Regulator has issued to the Applicant a notice stating its approval:
- (a) of the Prospectus or the Supplementary Prospectus as the case may be; and
 - (b) in the case of a Prospectus in (a) comprising multiple documents, of all the multiple documents.
- (3) The procedures in Part 6 of the FSMR apply to a decision of the Regulator not to approve a Prospectus under this Rule.

Publication of a Prospectus

- 4.6.3** (1) After a Prospectus has been approved by the Regulator, it must be made available to the public as soon as is reasonably practicable, and in any case, at a reasonable time in advance of, and at the latest at the beginning of, the making of the Prospectus Offer.
- (2) An Approved Prospectus is deemed to be made available to the public for the purposes of (1) when such a Prospectus is published:

- (a) in printed form, to be made available free of charge to the public at the registered office of any one or more of the following:
 - (i) the Person making the Prospectus Offer;
 - (ii) any Authorised Person appointed by the Person in (a) to act as the placement or selling agent in respect of the Offer; or
 - (iii) if applicable, the relevant Recognised Body on which the Securities are to be traded; or
- (b) in an electronic form on the website of any one or more Persons referred to in (a).
- (3) The content and format of the Prospectus made available to the public in accordance with (2) must at all times be identical to the version approved by the Regulator.

Duration of the validity of a Prospectus

- 4.6.4** (1) Except where an exemption under Rule 4.3.1 or 4.4.1 applies, the Securities to which a Prospectus relates must not be offered for subscription or sale under an Approved Prospectus unless that Prospectus is a current Prospectus.
- (2) For the purposes of (1), an Approved Prospectus is current only for a period of 12 months from the date on which that Prospectus has been approved by the Regulator in accordance with Rule 4.6.2.
- 4.6.5** (1) A Financial Intermediary may make an Offer of Securities in reliance on an Approved Prospectus which has been produced by the Issuer in accordance with Rules 4.6.1 and 4.6.2 only in circumstances where:
- (a) the Prospectus is a current Prospectus and meets all the relevant requirements relating to a Prospectus as specified in Part 6 of the FSMR and the Rules in this chapter;
 - (b) the Financial Intermediary has undertaken such due diligence and care as is reasonable for such a Person to undertake for the purposes of ensuring that the Prospectus meets the requirements in (a); and
 - (c) the Issuer has given its prior written consent for the use of the Prospectus by the Financial Intermediary and that consent has been filed with the Regulator and has not been withdrawn.
- (2) Both the Financial Intermediary and the Issuer of the Securities incur civil liability pursuant to section 70 of the FSMR for a Prospectus referred to in (1).

Guidance

1. In order to meet the obligation in Rule 4.6.5(1)(b), a Financial Intermediary should undertake a review of the Prospectus to ensure that it does not contain any false, misleading, or deceptive information or omissions that would be reasonably apparent to a Financial Intermediary assessing and analysing the Prospectus.

2. The Financial Intermediary and the Issuer of the Securities may be able to rely on the defences and other incidents applying to actions for breach of statutory duty against any action brought against that Person for a breach of the requirements relating to the applicable Prospectus requirements.

4.7 Offer documents from other jurisdictions

- 4.7.1** (1) The Regulator may, subject to (2), approve an Offer document produced under legislation in a jurisdiction other than the ADGM for the purposes of meeting the Prospectus requirements in this chapter where:
- (a) it is satisfied that the:
 - (i) Offer document contains information equivalent to that which is required for a Prospectus in this chapter; and
 - (ii) Offeror meets all the other requirements relating to a Prospectus Offer as prescribed in these Rules; or
 - (b) the other jurisdiction provides a level of regulation relating to the Offer which is acceptable to the Regulator.
- (2) The Regulator may, subject to (3), approve an Offer document referred to in (1) in accordance with the requirements and procedures set out in this Rule and, subject to such conditions or restrictions imposed by the Regulator as it sees fit.
- (3) An application for approval of an Offer document produced in accordance with the legislation in a jurisdiction other than the ADGM must:
- (a) be made using such form as the Regulator shall prescribe;
 - (b) be accompanied by the relevant fee prescribed in FEES; and
 - (c) include:
 - (i) a copy of the Offer document;
 - (ii) where the Offer document referred to in (1) is not in the English language, an English translation acceptable to the Regulator; and
 - (iii) a clear statement that it is an Offer document prepared in accordance with the requirements applicable in the relevant jurisdiction and not in the ADGM.
- (4) The application in (3) must be submitted to the Regulator at least 20 Business Days prior to the intended date on which the Applicant intends the Offer document to be approved. Where the application in (3) relates to a Debenture or Sukuk Offer, the application must be made at the earliest practicable point prior to approval being required, and the Regulator will provide its comments or approval within 20 Business Days.

- (5) An Offer document referred to in (1) is an Approved Prospectus for the purposes of section 61(2)(a) of the FSMR where it has been approved by the Regulator in accordance with the requirements in this Rule.
- (6) The procedures in Part 6 of the FSMR apply to a decision of the Regulator under this Rule not to approve an Offer document or to impose conditions or restrictions on an approval.

Guidance

- 1. A Person considering filing an Offer document pursuant to Rule 4.7.1 should approach the Regulator at the earliest opportunity to discuss how to proceed as the Regulator may need to undertake the assessment required under Rule 4.7.1 on a case-by-case basis.
- 2. A Person intending to apply to the Regulator for approval of an Offer document pursuant to Rule 4.7.1(3) should consider submitting a draft Offer document for preliminary review by the Regulator prior to formally submitting the Offer document for the Regulator's approval.

- 4.7.2** (1) Once an Offer document referred to in Rule 4.7.1 has been approved in accordance with 4.7.1(2), it must be made available to the public:
- (a) as soon as reasonably practicable; and
 - (b) in the form approved by the Regulator.
- (2) The Securities to which an Offer document approved in accordance with Rule 4.7.1 relates must not be offered for subscription or sale unless:
- (a) the Offer document remains current in the jurisdiction in which it was issued; and
 - (b) no more than 12 months has passed since the Offer document was approved by the Regulator.

4.8 Incorporation by reference

- 4.8.1** (1) Subject to Rule 4.8.1(3), where a requirement in this chapter requires disclosure of information in a Prospectus, the Person making the Prospectus Offer may incorporate that information by reference to another source of information, provided that the:
- (a) source of information is publicly available on a continuing basis;
 - (b) information is clearly set out and easily accessible in that source;
 - (c) information is in the English language; and
 - (d) information can be accessed without charge.
- (2) A reference must also contain sufficient information to enable an investor to decide whether to obtain the information or any part of it.
- (3) A Summary must not incorporate information by reference.

- (4) Documents may only be incorporated by reference where the documents are either approved or filed with:
 - (a) the Regulator; or
 - (b) a Non-ADGM Financial Services Regulator having jurisdiction over the Person making the Prospectus Offer.

Guidance

Information that may generally be incorporated by reference includes instruments or statute of incorporation of a Company, annual reports, periodic financial reports and listing particulars.

- 4.8.2** A Person who makes a Prospectus Offer must provide a copy of any information incorporated by reference under this section free of charge to any Person who requests it during the Offer Period.

4.9 Notification of material changes during the currency of the Prospectus

- 4.9.1** (1) If, during the currency of the Prospectus:
- (a) there is a significant change in, or a material mistake or inaccuracy affecting, any matter contained in the Prospectus; or
 - (b) a significant new matter arises,
- the Person making the Prospectus Offer must produce a Supplementary Prospectus in accordance with the requirements in this Rule.
- (2) For the purpose of (1), "significant" or "material" means information which an investor would reasonably require for the purpose of making an informed assessment relating to the Securities to which the Prospectus relates.
 - (3) In the case of a Prospectus Offer, the Person required to produce the Supplementary Prospectus under (1) must:
 - (a) make a clear statement that it is a Supplementary Prospectus;
 - (b) comply with the requirements in Rule 4.6 relating to the approval of a Supplementary Prospectus;
 - (c) ensure that the Supplementary Prospectus is available until the end of the Offer Period:
 - (i) in the same media and through the same channels as the original Prospectus; and
 - (ii) to each offeree free of charge; and
 - (d) provide the Supplementary Prospectus without undue delay to each Person who has subscribed for or offered to purchase the Securities in reliance on the initial Prospectus.

- (4) For the purposes of complying with (3), if the Prospectus comprises a Registration Statement and a Securities Note, the Supplementary Prospectus must consist of an updated Registration Statement and Securities Note.

Guidance

Particular care should be taken so that the financial information in a Prospectus is not outdated. For example, in respect of the last year of audited financial information included in a Prospectus, such information is required, under Rule A1.1.1 (item 7.1) of APP 1, not to be older than 18 months from the date of the Registration Statement where the Issuer includes audited interim financial statements in the Registration Statement and, not to be older than 15 months, if such interim financial statements are unaudited.

- 4.9.2** Where Rule 4.9.1 applies, any reference in these Rules to a Prospectus must be read as a reference to a Prospectus as amended by a Supplementary Prospectus unless the context requires otherwise.

- 4.9.3** When a Supplementary Prospectus has been filed for the purposes of the requirement in Rule 4.9.1(1), the Person responsible for producing the Supplementary Prospectus must:

- (1) inform offerees of their right to confirm or withdraw any subscription or Offer made on the basis of the original Prospectus and the manner in which to do so; and
- (2) allow the offeree a period of at least seven Business Days from the date of receipt of the Supplementary Prospectus in which to confirm or withdraw its subscription or Offer.

4.10 Prospectus liability

- 4.10.1** (1) For the purposes of section 70(1) of the FSMR, the following Persons are, subject to 4.10.1(2), prescribed as liable for a Prospectus and its content:

- (a) the Issuer;
- (b) the Person making a Prospectus Offer, if it is not the Issuer;
- (c) where the Person in (a) or (b) is a Body Corporate:
 - (i) each Person who is a Director of that Body Corporate at the time when the Prospectus Offer is being made; and
 - (ii) each Person who has consented to be named, and is named, in the Prospectus as a Director or as having agreed to become a Director of that body either immediately or at a future time,

unless the Prospectus Offer is in relation to the issue of Debentures;

- (d) each Person who accepts, and is stated in the Prospectus as having accepted responsibility for the Prospectus or for any part thereof;
- (e) each Person who is deemed to accept responsibility for any part of a Prospectus under these Rules;

- (f) if there is a guarantor or obligor in relation to the issue of Securities:
 - (i) the guarantor in relation to the information in the Prospectus that relates to the guarantor or its guarantee; or
 - (ii) the obligor in relation to the information in the Prospectus that relates to the obligor or its obligations; and
 - (g) each Person not falling within any of the foregoing paragraphs who has authorised the contents of the Prospectus or any part thereof.
- (2) If the Prospectus Offer is in relation to the issue of Debentures the Person described in (1)(c) is not, under this Rule, liable for the relevant Prospectus and its contents, unless such Person has accepted responsibility for the Prospectus in accordance with (1)(d).
 - (3) A Person who has accepted liability for or authorised only part of the content of any Prospectus under (1)(c) or (1)(d) is liable only for that part and only if it is included substantially in the same form and context as the Person agreed to for inclusion in the Prospectus.
 - (4) Nothing in (1) makes a Person liable for any part of a Prospectus by reason only of giving advice as to its content in a professional capacity to a Person specified in (1)(a) to (e).
- 4.10.2** (1) For the purposes of liability under section 70(1) of the FSMR, an Expert is a Person accepting responsibility for any statement or report included in whole or in part in a Prospectus if he has given written consent to such inclusion.
- (2) An Expert in (1) is a Person, in relation to a matter, whose profession or reputation gives authority to a statement or report made by him in relation to that matter.

4.10.3 A Person responsible for making a Prospectus Offer must:

- (1) keep a record of any consent received under Rule 4.10.2(1); and
- (2) include a statement in the Prospectus that the Expert has consented to the inclusion of his statement or report.

4.11 Exceptions from liability

- 4.11.1** (1) Pursuant to section 70(1) of the FSMR, a Person is hereby prescribed as not incurring civil liability for any loss arising from any false, misleading, or deceptive statement or omission in a Prospectus if any of the circumstances specified in (2) to (6) apply.
- (2) A Person does not incur civil liability under section 70(1) of the FSMR if that Person can show that:
- (a) the statement was true and not false, misleading, or deceptive or that the matter the omission of which caused the loss was properly omitted;

- (b) he made all enquiries that were reasonable in the circumstances and believed that there was no false, misleading, or deceptive statement or omission in the Prospectus; or
 - (c) before the Securities were acquired by any Person in reliance on the Prospectus, he had taken all such steps as were reasonable for him to have taken to secure that a correction was promptly made and brought to the attention of the Persons likely to acquire the Securities in question.
- (3) A Person does not incur any liability under section 70(1) of the FSMR for any loss in respect of Securities caused by any false, misleading, or deceptive statement or omission purporting to be made by or on the authority of an Expert which is, and is stated to be, included in the Prospectus with the Expert's consent at the time when the Prospectus was approved by the Regulator and published if:
 - (a) he believed on reasonable grounds that the Person was an Expert and had consented to the inclusion in the Prospectus of a statement or report made by that Expert in the form and context in which such a statement or report was included in the Prospectus;
 - (b) he believed on reasonable grounds that the statement or report was true and not false, misleading, or deceptive or that the matter, the omission of which caused the loss, was properly omitted;
 - (c) he made all enquiries that were reasonable in the circumstances and believed that there was no false, misleading, or deceptive statement or omission in the Expert's statement included in the Prospectus; or
 - (d) before the Securities were acquired by any Person in reliance of the Prospectus, he had taken all such steps as it was reasonable for him to have taken to secure that a correction was promptly brought to the attention of Persons likely to acquire the Securities in question.
- (4) Without prejudice to (2) and (3), a Person does not incur any liability under section 70(1) of the FSMR for any loss in respect of any Securities caused by any statement or omission as is mentioned in that Article if:
 - (a) before the Securities were acquired by any Person, a correction or, where the statement was such as is mentioned in (2)(c), the fact that the Expert was not competent or had not consented to the inclusion of the statement attributed to that Expert in the Prospectus had been published in a manner designed to bring to the attention of Persons likely to acquire the Securities in question; or
 - (b) he took all such steps as it was reasonable for him to take to secure such publication and believed on reasonable grounds that such a publication had taken place before the Securities were acquired.
- (5) A Person does not incur any liability under section 70(1) of the FSMR for any loss resulting from a statement made by a public official or contained in an official public document which is included in the Prospectus if the statement is accurately and fairly reproduced.

- (6) A Person does not incur any liability under section 70(1) of the FSMR if the Person incurring the loss acquired the Securities in question with knowledge:
- (a) that the statement was false, misleading, or deceptive;
 - (b) of the omitted matter or of the change; or
 - (c) of the new matter or inaccuracy.

4.12 Advertisements

- 4.12.1** (1) A Person who makes a Prospectus Offer must not, and must ensure that any agent of that Person or a member of its Group or other Persons associated or connected with the Prospectus Offer do not, during the Offer Period, make an advertisement relating to a Prospectus Offer unless the advertisement:
- (a) states that a Prospectus has been approved by the Regulator and published or is to be published; and
 - (b) gives an address from which a Prospectus is or will be made available in the ADGM or provides a link to a website from which the Prospectus can be accessed.
- (2) Where a Person making a Prospectus Offer uses a Prospectus that comprises multiple documents as provided in Rule 4.5.1(1), the obligation to give or provide access to a Prospectus in (b) means giving or providing access to all the documents comprising the Prospectus.

Guidance

The requirements relating to advertisements in Rule 4.12.1 do not apply, due to the definitional exclusion provided in section 59 of the FSMR, to any communication:

- a. made in connection with the trading of Securities on a Recognised Investment Exchange or Regulated Exchange;
- b. made for the purposes of complying with the on-going reporting requirements of a Recognised Investment Exchange or the Regulator; or
- c. which is an Exempt Communication as defined in Rule 4.2.1.

4.13 Miscellaneous

- 4.13.1** The Regulator may require a Prospectus Offer to be underwritten by an underwriter acceptable to the Regulator.
- 4.13.2** If one or more Directors of an Issuer are offering Shares they hold in the Issuer as part of a Prospectus Offer, an Issuer must ensure that the Prospectus contains a prominent statement of:
- (1) the identity of each Director offering his Shares; and
 - (2) the number of Shares such a Director is offering, and the proportion of the Issuers Share capital represented by the holding of that Director.

4.13.3 (1) The Regulator may, during the Offer Period or such other longer period as specified, impose a requirement that the monies held by a Person making a Prospectus Offer or his agent pursuant to the Prospectus Offer or issuance are held in an escrow account for a specified period and on specified terms.

(2) The Regulator may also require the appointment of a paying agent during the Offer period.

Guidance

See also Rule 9.4 which contains additional restrictions relating to dealings by Restricted Persons which may apply to executive Directors.

4.14 Retail Debentures or Sukuk

4.14.1 A Person may only make a Prospectus Offer of a Retail Debenture or Sukuk where:

- (1) the Issuer of the Retail Debenture or Sukuk has applied for its admission to trading on a Recognised Investment Exchange; and
- (2) the Issuer or guarantor of the Retail Debenture or Sukuk has received an investment grade credit rating from an authorised Credit Rating Agency or such other credit rating agency considered acceptable by the Regulator.

Guidance

The Regulator may consider a credit rating agency to be acceptable if it is regulated in a Zone 1 jurisdiction.

4.15 ADGM Green Debentures and ADGM Sustainability-Linked Debentures

Application

4.15.1 This section sets out the requirements that apply to a Person making an Offer of Securities of ADGM Green Debentures.

ADGM Green Debentures

4.15.2 An ADGM Green Debenture is a Security falling within paragraph 88 or 90 of Schedule 1 of FSMR that:

- (1) is the subject of an Offer of Securities;
- (2) seeks to comply with the Qualifying Green Debenture Principles in Rule 4.15.4;
- (3) is subject to external review in accordance with Rule 4.15.6; and
- (4) has been granted an ADGM Green Bond Designation by the Regulator in accordance with Rules 4.15.7 to 4.15.11.

ADGM Sustainability-Linked Debentures

4.15.3 An ADGM Sustainability-Linked Debenture is a Security falling within paragraph 88 or 90 of Schedule 1 of FSMR that:

- (1) is the subject of an Offer of Securities;

- (2) seeks to comply with the Qualifying Sustainability-Linked Debenture Principles in Rule 4.15.5;
- (3) is subject to external review in accordance with Rule 4.15.6; and
- (4) has been granted a ADGM Sustainability-Linked Bond Designation by the Regulator pursuant to Rules 4.15.7 to 4.15.11.

Qualifying Green Debenture Principles

4.15.4 A Security will comply with Qualifying Green Debenture Principles if it adheres to:

- (1) the ICMA Green Bond Principles;
- (2) the EU Green Bond Standard; or
- (3) international principles equivalent to (1) or (2), which are approved by the Regulator.

Qualifying Sustainability-Linked Debenture Principles

4.15.5 A Security will comply with Qualifying Green Sustainability-Linked Debenture Principles if it adheres to:

- (1) the ICMA Sustainability-Linked Bond Principles; or
- (2) international principles equivalent to (1) which are approved by the Regulator.

Guidance

For the purposes of Rules 4.15.4 and 4.15.5, the Regulator may approve other green principles or sustainability-linked principles as Qualifying Green Debenture Principles or Qualifying Sustainability-Linked Debenture Principles where:

- a. the green principles or sustainability-linked principles are issued by a governmental body, reputable industry association or reputable investment exchange; and
- b. the green principles or sustainability-linked principles are published and freely available.

External review

4.15.6 A Security will be considered by the Regulator to be subject to external review if the Issuer appoints one or more external review providers to:

- (1) assess through a pre-issuance external review the alignment of the Security with the requirements of the relevant Qualifying Green Debenture Principles or Qualifying Sustainability-Linked Debenture Principles; and
- (2) verify on a regular basis post-issuance the Security's performance against applicable criteria outlined in the Qualifying Green Debenture Principles or Qualifying Sustainability-Linked Debenture Principles. Such verification must occur at least annually.

Guidance

1. Prior to the appointment of an external review provider under Rule 4.15.6 an Issuer should take reasonable steps to ensure that the external review provider:
 - a. has the required skills, resources and experience to undertake the review; and
 - b. is independent of, and not subject to, any conflict of interest with respect to the Issuer.
2. When arranging for an external review under Rule 4.15.6, an Issuer should take into consideration the ICMA Guidelines for Green, Social and Sustainability Debentures Reviews.

Application for ADGM Green Bond Designation and ADGM Sustainability-Linked Bond Designation

- 4.15.7** A Security should not be promoted as an ADGM Green Debenture or an ADGM Sustainability-Linked Debenture by any Person unless the Issuer it has applied for and been granted an ADGM Green Bond Designation or ADGM Sustainability-Linked Bond Designation, as applicable, for the Security from the Regulator.
- 4.15.8** The application must be in such form as the Regulator may prescribe and must be accompanied by:
- (1) information on the Qualifying Green Debenture Principles or Qualifying Sustainability-Linked Principles which the Issuer intends the Security to comply with;
 - (2) certification by the Issuer to the effect that the Security aligns with the requirements of the Qualifying Green Debenture Principles or Qualifying Sustainability-Linked Debenture Principles identified in (1);
 - (3) information on the external review provider appointed to provide the pre-issuance external review; and
 - (4) a copy of the pre-issuance external review undertaken in accordance with Rule 4.15.6(1).
- 4.15.9** If, at any time between the filing of an application and the grant of an ADGM Green Bond Designation or ADGM Sustainability-Linked Bond Designation, the Issuer becomes aware of any material change, error, or omission reasonably likely to be relevant to the application under consideration, it must inform the Regulator in writing of such change without delay.
- 4.15.10** In assessing an application, the Regulator may:
- (1) make any enquiries which it considers appropriate, including enquiries independent of the Issuer; or
 - (2) require the Issuer to provide further information.
- 4.15.11** Upon grant of an ADGM Green Bond Designation or ADGM Sustainability-Linked Bond Designation, the Regulator will publish the name and details of the Security on a register maintained on its website.

Guidance

1. Once the Regulator has made a decision in relation to an application, it will without undue delay inform the Issuer in writing of its decision.
2. The Regulator may refuse to grant an application for an ADGM Green Bond Designation or an ADGM Sustainability-Linked Bond Designation if it is not satisfied that the requirements of this section have been met or will be met on an ongoing basis.

Annual submission

4.15.12 In order to retain the ADGM Green Bond Designation or ADGM Sustainability-Linked Bond Designation, an Issuer must submit a copy of the post-issuance external review conducted under Rule 4.15.6(2) to the Regulator as soon as reasonably practicable following completion of the review.

Withdrawal of approval

4.15.13 The Regulator may withdraw an ADGM Green Bond Designation or ADGM Sustainability-Linked Bond Designation:

- (1) on its own initiative, if it appears to the Regulator that:
 - (a) the Securities are not in compliance with, or unlikely to be in compliance with, the requirements of the Qualifying Green Debenture Principles or Qualifying Sustainability-Linked Debenture Principles specified in the application for approval under Rule 4.15.8;
 - (b) the Issuer or any Person promoting the Securities has committed a contravention of FSMR or the Rules; or
 - (c) it is desirable to do so in order to further one or more of the Regulator's objectives; or
- (2) on the application of an Issuer, where the application for withdrawal has been made with the prior notification of Security holders,

by delivery of written notification of the withdrawal to the Issuer.

Guidance

The effect of a withdrawal under this Rule is that a Security is no longer provided an ADGM Green Debenture Designation or ADGM Sustainability-Linked Debenture Designation and will be removed from the FSRA register referenced at 4.15.11 above.

Notification by Issuer

4.15.14 If, at any time after the granting of an ADGM Green Bond Designation or ADGM Sustainability-Linked Bond Designation, the Issuer becomes aware the Securities are no longer in compliance with the requirements under Rules 4.15.2 or Rule 4.15.3, it must notify the Regulator in writing without delay.

Guidance

The Regulator may withdraw a ADGM Green Bond Designation or ADGM Sustainability-Linked Bond Designation upon notification in accordance with Rule 4.15.14, pursuant to Rule 4.15.13.

4.16 ADGM Green Sukuk and ADGM Sustainability-Linked Sukuk**Application**

4.16.1 The Rules and Guidance set out under section 4.15 will apply to Sukuk in the same way as to Debentures, with all references to 'Debenture' in section 4.15 being read as 'Sukuk', and the references in Rules 4.15.1 to 4.15.3 to paragraph 88 or 90 of Schedule 1 of FSMR being read as a reference to paragraph 89 of Schedule 1 of FSMR.

4.16.2 An ADGM Green Sukuk or ADGM Sustainability-Linked Sukuk may apply for, and maintain, an ADGM Green Sukuk Designation or ADGM Sustainability-Linked Sukuk Designation in the same way as for Debentures, with all references to 'Debenture' or 'Bond' in Rules 4.15.7 to 4.15.14 being read as 'Sukuk'.

5. SPONSORS AND COMPLIANCE ADVISERS**5.1 Sponsors****Application**

5.1.1 This section applies to:

- (1) a Sponsor appointed pursuant to Rule 5.1.2; and
- (2) any Issuer or Applicant seeking Securities to be admitted to the Official List, that is required by the Regulator to appoint a Sponsor.

Guidance

A reference in this section to an Issuer refers also to an Applicant for admission of Securities to the Official List wherever the context requires.

Appointment of Sponsors

- 5.1.2** (1) Pursuant to section 83 of the FSMR, the Regulator may, where it considers it appropriate to do so, require an Issuer or applicant seeking Securities to be admitted to the Official List, as applicable, to:
- (a) appoint a Sponsor on each occasion that it submits to the Regulator an Application for admission of Securities to the Official List; or
 - (b) provide third party certification in respect of any specific matters relating to the application for admission of Securities to the Official List.
- (2) Where the Regulator requires a Sponsor to be appointed pursuant to (1)(a), the Regulator must:
- (a) do so in sufficient time to enable the Sponsor to comply with the requirements in this Chapter; and

- (b) require such appointment to be effective for the Offer Period (in relation to a Prospectus Offer document) or such other period relevant to the application in Rule 5.1.2(1)(a), as the Regulator determines as appropriate.

Guidance

1. The Regulator may require the appointment of a Sponsor as appropriate to the circumstances of an Issuer and any Securities it seeks to be admitted to the Official List.
2. Generally, the matters in relation to which the Regulator may require third party certification pursuant to Rule 5.1.2(1)(b) include matters relating to the adequacy of working capital and systems and controls in place for continuous disclosure or financial reporting by the Issuer seeking admission of its Securities to the Official List. Such certification should be provided by a third party acceptable to the Regulator. To be acceptable to the Regulator, the third-party should be independent of the Issuer and have relevant expertise relating to the matters on which certification of compliance is to be provided.
3. In any event, the Sponsor must make certain inquiries and assume certain obligations under these Rules. A Sponsor should therefore be a Person familiar with the requirements of the FSMR and the Rules and who has the necessary knowledge, experience, qualifications and resources to assist the Issuer to comply with the various requirements.

Procedures relating to appointment of Sponsors

- 5.1.3** (1) A Person required to appoint a Sponsor must, prior to appointing a Sponsor:
- (a) take reasonable steps to ensure that the proposed Sponsor has the required knowledge, experience, qualifications and resources to carry out its obligations under these Rules; and
 - (b) notify the Regulator of the proposed Sponsor's name, its business address and an address in the ADGM for the service of documents.
- (2) A Person required to appoint a Sponsor must provide the Regulator with information about the knowledge, experience, qualifications and resources of a proposed Sponsor.
- 5.1.4** (1) A Person must take reasonable steps to ensure that the relevant Sponsor and Employees of the Sponsor are independent of the Person and have appropriately managed any conflict of interest that may arise.
- (2) A Person must notify the Regulator if it becomes aware, or has reason to believe, that the Sponsor or relevant Employees of the Sponsor are no longer independent of the Person or have a conflict of interest which has not been appropriately managed.
- 5.1.5** Where, in the opinion of the Regulator, a Sponsor appointed by a Person is not suitable, or where a Sponsor has resigned, the Regulator may direct the Person to replace or appoint a Sponsor.

Obligations of a Sponsor**5.1.6** A Sponsor appointed pursuant to Rule 5.1.2 must:

- (1) provide assurance to the Regulator that, to the best of its knowledge and belief, having made due and careful enquiry, the Issuer (as an applicant for its Securities to be admitted to the Official List) has satisfied all applicable conditions within the Listing Rules and any other relevant requirements under the FSMR and these Rules;
- (2) provide to the Regulator any explanation or confirmation in such form and within such time limit as the Regulator may require for the purpose of verifying that the Issuer and its Securities comply, or has complied, with the Listing Rules or any other applicable requirements in the FSMR and these Rules;
- (3) provide guidance to the Issuer in relation to the applicable requirements under the Listing Rules, the FSMR and these Rules; and
- (4) take such other steps as may be required in writing by the Regulator.

5.1.7 A Sponsor must:

- (1) where it becomes aware of a failure by the Issuer to comply with its obligations under the FSMR and these Rules, without undue delay:
 - (a) notify the Issuer of the failure and take reasonable steps to ensure it rectifies the failure within a reasonable time; and
 - (b) if the Issuer does not or is unable to rectify the failure as soon as practicable, notify the Regulator of that fact.
- (2) for so long as it is appointed in such capacity in respect of an Issuer (as an applicant for Securities to be admitted to the Official List):
 - (a) take such reasonable steps that are required to ensure that any communication or information it provides to the Regulator when carrying out its duties is, to the best of its knowledge and belief, accurate and complete in all material respects; and
 - (b) as soon as possible following it becoming aware of any information that materially affects the accuracy or completeness of information it has previously provided to the Regulator provide same to the Regulator.

Duty of care of Sponsors**5.1.8** A Sponsor has a duty of care to the Person which has made its appointment.**Co-operation with Sponsors****5.1.9** A Person who is required to appoint a Sponsor pursuant to Rule 5.1.2 must take reasonable steps to ensure that it and its Employees:

- (1) provide such assistance as the Sponsor reasonably requires to discharge its duties;

- (2) give the Sponsor right of access at all reasonable times to relevant records and information;
- (3) do not interfere with the Sponsor's ability to discharge its duties;
- (4) do not provide false, misleading, or deceptive information to the Sponsor; and
- (5) report to the Sponsor any matter which may significantly affect the financial position of the Issuer (as an Applicant seeking admission of Securities to the Official List) or the price or value of the relevant Securities.

5.1.10 A Sponsor must notify the Regulator of any non-cooperation by the Person making the Prospectus Offer or the Employees of that Person.

Termination of appointment

5.1.11 Where a Person who is required to appoint a Sponsor dismisses the Sponsor, the Person must advise the Regulator in writing without delay of the dismissal, giving details of any relevant facts and circumstances.

5.1.12 Where a Sponsor resigns, it must advise the Regulator in writing without delay of the resignation, giving details of any relevant facts and circumstances.

5.2 Compliance advisers

Application

5.2.1 This section applies to a Reporting Entity that is required by the ADGM to appoint a compliance adviser.

Guidance

The requirement for the appointment of a compliance adviser is designed to ensure that a Reporting Entity is aware of and complies with its continuing obligations under the FSMR and this Rulebook. A compliance adviser should therefore be a Person familiar with the requirements of the FSMR and this Rulebook and should have the necessary knowledge, experience, qualifications and resources to assist a Reporting Entity to comply with its regulatory obligations.

Appointment of a compliance adviser

5.2.2 The Regulator may require a Reporting Entity to:

- (1) appoint a compliance adviser; or
- (2) replace a compliance adviser already appointed.

5.2.3 (1) A Reporting Entity required to appoint a compliance adviser must, prior to making the appointment:

- (a) take reasonable steps to ensure that the proposed compliance adviser has the required knowledge, experience, qualifications and resources to carry out its obligations under these Rules;
- (b) notify the Regulator of the proposed compliance adviser's name and business address; and

- (c) take reasonable steps to ensure that the proposed compliance adviser and its relevant Employees are independent and that any conflicts of interest are appropriately managed.
 - (2) If requested by the Regulator, a Reporting Entity appointing a compliance adviser must provide the Regulator with such information as it may require including information regarding knowledge, experience, qualifications and resources of the compliance adviser.
 - (3) A Reporting Entity must notify the Regulator if it becomes aware, or has reason to believe, that the compliance adviser or its relevant Employees have a conflict of interest which has not been appropriately managed.
- 5.2.4** (1) The Regulator may, by written notice, require a Reporting Entity to appoint a compliance adviser for a specified period to assist the Reporting Entity in meeting its continuing obligations under the FSMR and these Rules.
- (2) A Reporting Entity that is required to appoint a compliance adviser in accordance with the requirements in this section must ensure that a compliance adviser continues to fulfil the role of compliance adviser until such time as the Regulator advises the Reporting Entity in writing that a compliance adviser is no longer required.

Obligations of a Reporting Entity in relation to its compliance adviser

- 5.2.5** Where a Reporting Entity is advised by its compliance adviser that it is failing or has failed to comply with its obligations under the FSMR and these Rules, the Reporting Entity must without undue delay:
- (1) take reasonable steps to rectify the failure as soon as practicable; and
 - (2) if the Reporting Entity does not or is unable to rectify the failure as soon as practicable notify the Regulator of that fact.
- 5.2.6** A Reporting Entity must provide to the Regulator any information in such form and within such time as the Regulator may require regarding its compliance adviser or any advice the compliance adviser is providing, or has provided, to the Reporting Entity regarding its continuing obligations under the FSMR and these Rules.
- 5.2.7** A Reporting Entity must take reasonable steps to ensure its compliance adviser cooperates in any investigation conducted by the Regulator including answering promptly and openly any questions addressed to the compliance adviser, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which the compliance adviser is requested to appear.

Co-operation with compliance advisers

- 5.2.8** A Reporting Entity must take reasonable steps to ensure that it and its Employees:
- (1) provide such assistance as the compliance adviser reasonably requires to discharge its duties;
 - (2) give the compliance adviser right of access at all reasonable times to relevant records and information;

- (3) do not hinder or interfere with the compliance adviser's ability to discharge its duties;
- (4) do not withhold information that would assist the compliance adviser advising the Reporting Entity of its duties;
- (5) do not provide false, misleading, or deceptive information to the compliance adviser; and
- (6) report to the compliance adviser any matter which may significantly affect the financial position of the Reporting Entity or the price or value of the Securities.

Termination of compliance adviser

5.2.9 Where a Reporting Entity dismisses its compliance adviser, the Reporting Entity must advise the Regulator in writing without delay of the dismissal, giving details of all relevant facts and circumstances.

5.2.10 Where a compliance adviser resigns, the Reporting Entity must without delay advise the Regulator in writing of the resignation, giving details of all relevant facts and circumstances.

6. MARKET ABUSE, PRICE STABILISATION AND BUY-BACK PROGRAMMES

6.1 Market Abuse

Application of the Code of Market Conduct

- 6.1.1**
- (1) The Code of Market Conduct ("**CMC**") is issued as Guidance to the Market Abuse provisions in Part 8 of the FSMR.
 - (2) The CMC applies to Persons in respect of conduct that occurs in the ADGM or elsewhere, however it only applies to conduct that occurs outside the ADGM if the conduct affects ADGM markets or users of ADGM markets.

Guidance

- 1. The CMC is intended to prevent Market Abuse by providing further clarity about what activities the Regulator might regard as constituting Market Abuse under the FSMR.
- 2. The CMC applies to Persons to whom Part 8 of the FSMR applies, that is, it applies to Persons generally whether individuals or bodies corporate and whether or not regulated.
- 3. Examples in the CMC are not intended to be exhaustive. There may be other circumstances in which conduct may contravene the Market Abuse provisions.

6.2 Price Stabilisation and Buy-back Programmes

6.2.1 Subject matter

The remainder of this chapter sets out the conditions to be met by Buy-back Programmes and the Price Stabilisation of Relevant Securities in order to benefit from

the exemption to Market Abuse provided for in sections 93(3)(a) and (b) of the FSMR, respectively.

6.2.2 Definitions

Deleted.

6.2.3 Objectives of Buy-back Programmes

In order to benefit from the exemption provided for in the FSMR, a Buy-back Programme must comply with Rules 6.2.4, 6.2.5 and 6.2.6 of this chapter and the sole purpose of that Buy-back programme must be to reduce the capital of an Issuer or Listed Entity (in value or in number of Shares) or to meet obligations arising from either of the following:

- (1) Debentures or Sukuk exchangeable into Equity Securities; and
- (2) Employee Incentive Schemes or other allocations of Shares to Employees of the Issuer or of an associate Company.

6.2.4 Conditions for, and Disclosure of, Buy-back Programmes

- (1) The Buy-back Programme must comply with the following conditions:
 - (a) authorisation shall be given by a general meeting of the Listed Entity, which shall determine the terms and conditions of such acquisitions, and in particular the maximum number of Shares to be acquired, the duration of the period for which the authorisation is given which may not exceed 18 months and, in the case of an acquisition for value, the maximum and minimum consideration. Members of the administrative or management body shall be required to satisfy themselves that at the time when each authorised acquisition is effected the conditions referred to in subparagraphs (a), (b) and (c) are respected;
 - (b) the nominal value or, in the absence thereof, the accountable par of the acquired Shares, including Shares previously acquired by the Listed Entity and held by it, and Shares acquired by a Person acting in his own name but on the Listed Entity's behalf, may not exceed 10% of the subscribed capital;
 - (c) the acquisitions may not have the effect of reducing the net assets below an amount when on the closing date of the last financial year the net assets as set out in the Listed Entity's annual accounts are, or following such a distribution would become, lower than the amount of the subscribed capital plus those reserves which may not be distributed under applicable enactments or the statutes of the Listed Entity; and
 - (d) only fully paid-up Shares may be included in the transaction.
- (2) Prior to the start of trading, full details of the programme must be Disclosed. Those details must include the objective of the programme, the maximum consideration, the maximum number of Shares to be acquired and the duration of the period for which authorisation for the programme has been given. Subsequent changes to the programme must be Disclosed.

- (3) The Reporting Entity must have in place the mechanisms ensuring that it fulfils trade reporting obligations to the Regulator. These mechanisms must record each transaction related to Buy-back Programmes.
- (4) The Reporting Entity must Disclose details of all transactions as referred to in paragraph (3) no later than the end of the seventh Business Day following the date of execution of such transactions.

6.2.5 Conditions for trading

- (1) Insofar as prices are concerned, the Listed Entity must not, when executing trades under a Buy-back Programme, purchase Shares at a price higher than the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.
- (2) If the trading venue is not a Recognised Investment Exchange, the price of the last independent trade or the highest current independent bid taken in reference shall be the one of the Recognised Investment Exchange.
- (3) Where the Listed Entity carries out the purchase of own Shares through Derivatives, the exercise price of those Derivatives shall not be above the higher of the price of the last independent trade and the highest current independent bid.
- (4) Insofar as volume is concerned, the Listed Entity must not purchase more than 25% of the average daily volume of the Shares in any one day on the Recognised Investment Exchange on which the purchase is carried out.
- (5) The average daily volume figure must be based on the average daily volume traded in the month preceding the month of Disclosure of that programme and fixed on that basis for the authorised period of the programme.
- (6) Where the programme makes no reference to that volume, the average daily volume figure must be based on the average daily volume traded in the 20 trading days preceding the date of purchase.
- (7) For the purposes of paragraph (4), in cases of extremely low liquidity on the relevant Recognised Investment Exchange, the Listed Entity may exceed the 25% limit, provided that the following conditions are met:
 - (a) the Listed Entity informs the Regulator, in advance, of its intention to deviate from the 25% limit;
 - (b) the Reporting Entity Discloses the fact that the Listed Entity may deviate from the 25% limit; and
 - (c) the Listed Entity does not exceed 50% of the average daily volume.

6.2.6 Restrictions

- (1) In order to benefit from the exemption provided by the FSMR, the Listed Entity shall not, during its participation in a Buy-back Programme, engage in the following:
 - (a) selling of own Shares during the life of the Buy-back Programme;

- (b) trading during a Close period; or
 - (c) trading where the Reporting Entity has decided to delay the Disclosure of Inside Information in accordance with chapter 7 and the FSMR.
- (2) Paragraph (1)(a) shall not apply if the Listed Entity is a Reporting Entity and has established effective information barriers subject to supervision by the Regulator, between those responsible for the handling of Inside Information related directly or indirectly to the Listed Entity and those responsible for any decision relating to the trading of own Shares (including the trading of own Shares on behalf of Clients), when trading in own Shares on the basis of such any decision.
- (3) Paragraphs (1)(b) and (c) shall not apply if the Listed Entity is a Reporting Entity and has established effective information barriers subject to supervision by the Regulator, between those responsible for the handling of Inside Information related directly or indirectly to the Listed Entity (including trading decisions under the Buy-back Programme) and those responsible for the trading of own Shares on behalf of Clients, when trading in own Shares on behalf of those Clients.
- (4) Paragraph (1) shall not apply if the:
 - (a) Listed Entity has in place a Time-scheduled Buy-back Programme; or
 - (b) Buy-back Programme is lead-managed by a Reporting Entity which makes its trading decisions in relation to the Listed Entity's Shares independently of, and without influence by, the Listed Entity with regard to the timing of the purchases.

6.2.7 Conditions for Price Stabilisation

- (1) In order to benefit from the exemption provided for in sections 93(3) and 97(1) of the FSMR and CMC 8(4), Price Stabilisation of a Relevant Security must be carried out in accordance with Rules 6.2.8, 6.2.9 and 6.2.10.
- (2) The Person conducting the Price Stabilisation must be the Stabilisation Manager or any of his Stabilisation Agents.
- (3) The Recognised Investment Exchange or other exchange on which the Relevant Securities are admitted to trading must be notified that Price Stabilisation in those Relevant Securities may take place during the Stabilisation Window.
- (4) Price Stabilisation may be carried out either on or off the central order book of the relevant Recognised Investment Exchange.

Guidance

Rules 6.2.7 to 6.2.10 constitute the prescribed Price Stabilisation Rules for the purposes of Section 7(4) of the FSMR.

6.2.8 Time-related conditions for Price Stabilisation

The period covered by the Stabilisation Window is the period beginning on the date of admission to trading of Relevant Securities on a Recognised Investment Exchange and ending no later than thirty (30) days thereafter.

6.2.9 Disclosure and reporting conditions for Price Stabilisation

- (1) The following information shall be adequately publicly disclosed by Issuers, Offerors, or Stabilisation Manager, before the opening of the Offer period of the Relevant Securities:
 - (a) the fact that Price Stabilisation may be undertaken, that there is no assurance that it will be undertaken and that it may be stopped at any time;
 - (b) the fact that Price Stabilisation transactions are aimed to support the market price of the Relevant Securities;
 - (c) the beginning and end of the period during which Price Stabilisation may occur;
 - (d) the identity of the Stabilisation Manager, unless this is not known at the time of publication in which case it must be publicly disclosed before any Price Stabilisation activity begins; and
 - (e) the existence and maximum size of any Overallotment Facility or Greenshoe Option, the exercise period of the Greenshoe Option and any conditions for the use of the Overallotment Facility or exercise of the Greenshoe Option.
- (2) The details of all Price Stabilisation transactions must be notified by the Stabilisation Manager to the Regulator no later than the end of the seventh daily market session following the date of execution of such transactions.

Guidance

To be adequately disclosed in a Prospectus, the information should appear under its own separate heading in the first few pages of the Prospectus.

Post-Price Stabilisation Disclosure

- (3) If a Stabilisation Manager has conducted Price Stabilisation during the Stabilisation Window, then he must, within two Business Days following a Price Stabilisation transaction, disclose to the Regulator the following details:
 - (a) the total number of Relevant Securities transacted by the Stabilisation Manager and any Stabilisation Agents;
 - (b) the average price of Relevant Securities transacted during the Price Stabilisation;
 - (c) whether a Price Stabilisation transaction was undertaken otherwise than through the central order book of the relevant Recognised Investment Exchange;

- (d) if the Stabilisation Manager has an outstanding short position, the number of Relevant Securities in that short position; and
- (e) any additional information the Regulator requires the Stabilisation Manager to disclose.

Guidance

Rule 6.2.9(3) requires a Stabilisation Manager to disclose to the Regulator details of each Price Stabilisation transaction conducted during the Stabilisation Window. The purpose of this Rule is to provide the Regulator with an understanding of the price support afforded the Relevant Securities during the Stabilisation Window and the manner in which Price Stabilisation occurred.

- (4) Within one week of the end of the Price Stabilisation period, the following information must be adequately disclosed to the public by the Stabilisation Manager:
 - (a) whether or not Price Stabilisation was undertaken;
 - (b) the date at which Price Stabilisation started;
 - (c) the date at which Price Stabilisation last occurred;
 - (d) the total number of Relevant Securities bought by the Stabilisation Manager and Stabilisation Agents during the Stabilisation Window;
 - (e) whether a Price Stabilisation transaction was undertaken otherwise than through the central order book of the relevant Recognised Investment Exchange;
 - (f) if the Stabilisation Manager has an outstanding short position, the number of Relevant Securities in that short position;
 - (g) the price range within which Price Stabilisation was carried out, for each of the dates during which Price Stabilisation transactions were carried out; and
 - (h) any additional information which the Regulator requires the Stabilisation Manager to disclose.
- (5) The Stabilisation Manager shall act as central point of inquiry for any request from the Regulator.

6.2.10 Specific price conditions

- (1) In the case of an Offer of Shares or other Securities equivalent to Shares, Price Stabilisation of the Relevant Securities shall not in any circumstances be executed above the Offer price.
- (2) In the case of an Offer of securitised Debentures convertible or exchangeable into Financial Instruments as referred to in paragraph (1), Price Stabilisation of those Financial Instruments shall not in any circumstances be executed above the market price of those Financial Instruments at the time of the public disclosure of the final terms of the new Offer.

6.2.11 Permitted Price Stabilisation

- (1) A Stabilisation Manager and, if applicable, his Stabilisation Agents may in respect of Relevant Securities:
 - (a) purchase, or agree to purchase, such Relevant Securities; or
 - (b) offer or attempt to do anything in (i) with a view to stabilising the market price of such Relevant Securities.
- (2) A Stabilisation Manager and his Stabilisation Agents may, in respect of Relevant Securities:
 - (a) make allotments of a greater number of the Relevant Securities than were offered ('over-allotment');
 - (b) sell or agree to sell the Relevant Securities in order to establish a short position in them;
 - (c) buy or agree to buy the Relevant Securities in order to close out or liquidate any position that has been established by Price Stabilisation under (a) or (b);
 - (d) sell or agree to sell the Relevant Securities in order to close out or liquidate any position that has been established by Price Stabilisation under (a) or (b); or
 - (e) offer or attempt to do anything permitted by (a), (b), (c) or (d).
- (3) The Stabilisation Manager must not conduct, nor allow his Stabilisation Agent to conduct, Price Stabilisation in any case where:
 - (a) the market price of the Relevant Securities is falsely higher than the price which would otherwise prevail; and
 - (b) the Stabilisation Manager knows or ought reasonably to have known that the falsity in the market price was attributable in whole or in part to any conduct by a Person who was in breach of the Market Abuse provisions; or
 - (c) any requirements of a Recognised Investment Exchange or any other exchange have not been complied with.

6.2.12 Conditions for Ancillary Stabilisation

Ancillary Stabilisation must be undertaken in accordance with Rule 6.2.8 and with the following:

- (1) Relevant Securities may be over allotted only during the subscription period and at the Offer price;
- (2) a position resulting from the exercise of an Overallotment Facility by a Reporting Entity which is not covered by the Greenshoe Option may not exceed 5% of the original Offer;

- (3) the Greenshoe Option may be exercised by the beneficiaries of such an option only where Relevant Securities have been over allotted;
- (4) the Greenshoe Option may not amount to more than 15% of the original Offer;
- (5) the exercise period of the Greenshoe Option must be the same as the Stabilisation Window required under Rule 6.2.8; and
- (6) the exercise of the Greenshoe Option must be disclosed to the public promptly, together with all appropriate details, including in particular the date of exercise and the number and nature of Relevant Securities involved.

Guidance

The Stabilisation Manager may often be the lead manager in respect of an Offer, and can therefore over-allot Relevant Securities in the initial allocation and then facilitate the stabilisation by purchasing Relevant Securities during the Stabilisation Window. A Stabilisation Manager and his Stabilisation Agents may also sell short on the market to facilitate Price Stabilisation or in order to close out or liquidate positions established by Price Stabilisation.

6.2.13 Appointment of Stabilisation Manager and Stabilisation Agents

- (1) An Issuer/Reporting Entity who intends to carry out Price Stabilisation of its Relevant Securities must:
 - (a) appoint in writing a Stabilisation Manager;
 - (b) notify the Regulator of the appointment, including the name and business address of the Stabilisation Manager, the date of commencement of the appointment and an address for service in the ADGM of the Stabilisation Manager; and
 - (c) prior to the appointment of the Stabilisation Manager, take reasonable steps to ensure that the Stabilisation Manager has the required skills, resources and experience to conduct the functions of a Stabilisation Manager.
- (2) An Issuer/Reporting Entity must notify the Regulator immediately if the appointment of the Stabilisation Manager is to be terminated, or on the resignation of its Stabilisation Manager, giving the reasons for the cessation of the appointment.
- (3) An Issuer/Reporting Entity must appoint a Stabilisation Manager to fill any vacancy in relation to the occurrence of an event specified in (2) and ensure that the replacement Stabilisation Manager can serve as such at the time the vacancy arises or as soon as reasonably practicable.
- (4) Where a Stabilisation Manager appointed by an Issuer/Reporting Entity is not suitable in the opinion of the Regulator, or where a Stabilisation Manager has not been appointed, the Regulator may direct the Issuer/Reporting Entity to appoint or replace a Stabilisation Manager in accordance with the requirements in MKT 6.2.

6.2.14 Terms of Appointment for a Stabilisation Manager and Stabilisation Agents

- (1) The terms of appointment of a Stabilisation Manager must include at least the following information:
 - (a) the period of the Stabilisation Window;
 - (b) the Offer Price;
 - (c) whether the Stabilisation Manager has discretion to commence Price Stabilisation at the Offer Price;
 - (d) whether the Stabilisation Manager is permitted to appoint Stabilisation Agents;
 - (e) a term whereby the Stabilisation Manager agrees unconditionally to submit to the jurisdiction of the Regulator and the ADGM Courts in relation to the activities of the Stabilisation Manager and his Stabilisation Agents in carrying out Price Stabilisation; and
 - (f) any other information that the Stabilisation Manager believes it will reasonably need to conduct Price Stabilisation effectively.
- (2) The Stabilisation Manager may appoint in writing one or more Stabilisation Agents to assist them in conducting Price Stabilisation.
- (3) The terms of appointment of a Stabilisation Agent must not create a legal relationship other than that of principal and agent whereby the Stabilisation Manager as principal is responsible and liable for any and all acts carried out by its Stabilisation Agent.
- (4) The Stabilisation Manager must establish a Price Stabilisation register and take reasonable steps to satisfy himself that the mechanisms required to update the register are in place.

6.2.15 Restrictions on transactions with Stabilisation Agents

- (1) A Stabilisation Manager must not during the Stabilisation Window enter into a transaction as principal with any of his Stabilisation Agents in the Relevant Securities which are the subject of Price Stabilisation.
- (2) The requirement in (1) does not apply:
 - (a) if at the time of the transaction, neither the Stabilisation Manager nor his Stabilisation Agent knew or could reasonably have known the identity of his counterparty; or
 - (b) where the transaction between the Stabilisation Manager and his Stabilisation Agent is undertaken solely for the purpose of reallocating the risk of positions that were taken by the Stabilisation Manager and his Stabilisation Agent in the course of Price Stabilisation and the transaction is priced accordingly.

Guidance

Some participants in the Price Stabilisation may have accrued positions during stabilisation and Rule 6.2.15 permits transactions to 'square-off' the positions between

participants. The terms on which these transactions may be carried may often be agreed in the terms of engagement between the Stabilisation Manager and his Stabilisation Agents. The Regulator may when inspecting records kept relating to stabilisation seek the rationale for any of these transactions and the price at which they were conducted.

6.2.16 Price Stabilisation Register

- (1) The Stabilisation Manager must, before carrying out any Price Stabilisation:
 - (a) create a register to record the details relating to the Price Stabilisation as required by Rule 6.2.7 to 6.2.16; and
 - (b) establish and implement systems and controls to keep the register updated.
- (2) The Stabilisation Manager must ensure that the register contains either on a real-time or daily updated basis the following information:
 - (a) the names and contact details of all Stabilisation Agents appointed by him;
 - (b) details of the appointment of each Stabilisation Agent, including the date of the appointment;
 - (c) the general terms and instructions (including details of the price floor and Stabilisation Window) determined by the Stabilisation Manager for his Stabilisation Agents and the date and time of the communication, variation or revocation of that information and instructions;
 - (d) details of all correspondence passing between the Stabilisation Manager and his Stabilisation Agents relating to the Price Stabilisation, including all instructions and variations or revocations of appointments;
 - (e) each and every transaction undertaken by the Stabilisation Manager and Stabilisation Agents in the course of the Price Stabilisation, including but not limited to the following transaction details:
 - (i) the type of Relevant Securities;
 - (ii) the price;
 - (iii) the size;
 - (iv) whether the transactions were undertaken on or off the central order book of the relevant Recognised Investment Exchange;
 - (v) the date and time;
 - (vi) details of the counterparty (if known); and
 - (vii) details of the allotment of the Relevant Securities.
- (3) The Stabilisation Manager must keep the register in the English language and keep it in a location that would allow for it, or a certified copy, to be available

within three Business Days to any Person permitted by Rules 6.2.16(4) and 6.2.16(5) to inspect it.

- (4) The following Persons are permitted to inspect the register upon written request:
 - (a) the Regulator;
 - (b) the Recognised Investment Exchange upon which the Relevant Securities are admitted to trading; and
 - (c) any other Person the Regulator considers appropriate.
- (5) During the Stabilisation Window and within three months from the end of the Stabilisation Window, the Stabilisation Manager must, on any Business Day, permit the Issuer of the Relevant Securities to which the Price Stabilisation Rules apply to inspect the part of the register kept in accordance with Rule 6.2.16(2)(e).
- (6) The Stabilisation Manager must keep the register for a period of six years from the end of the Stabilisation Window.

Guidance

Rule 6.2.16(1)(e)(vi) recognises that some Recognised Investment Exchanges using, for example, anonymous order books or anonymous indications of interest, allow for the identity of counterparties to sometimes be unknown prior to the effecting of transactions.

Rule 6.2.16 also accepts that some participants in the Price Stabilisation may have accrued uneconomic positions during Price Stabilisation and therefore permits a single transaction, probably at the end-of-day, to 'square-off' the positions between participants. The terms on which these transactions can be carried may often be agreed in the terms of engagement between the Stabilisation Manager and the Stabilisation Agents. The Regulator may when inspecting records kept relating to Price Stabilisation seek the rationale for any of these transactions and the price at which they were conducted.

6.2.17 Price Stabilisation and Dual-listings

- (1) This Rule applies to a Person who carries out Price Stabilisation of dual-listed Relevant Securities.
- (2) For the purposes of (1), 'dual-listed Relevant Securities' are Relevant Securities which are listed concurrently on a Recognised Investment Exchange and on either a Remote Investment Exchange or an exchange in a jurisdiction other than the ADGM.

Guidance

'Dual-listed Relevant Securities' in (2) would, in relation to one Listed Security, include Certificates (e.g., global depository receipts) and Warrants over the other Listed Security.

Price Stabilisation in the ADGM

- (3) Subject to (4), a Person who conducts Price Stabilisation of dual-listed Relevant Securities in the ADGM must comply with Rules 6.2.9 to 6.2.16.
- (4) A Person who conducts Price Stabilisation in the ADGM of dual-listed Relevant Securities may, where the non-ADGM jurisdiction is a Zone 1 jurisdiction and where the prior consent of the Regulator has been obtained, conduct such Price Stabilisation in accordance with the law of that Zone 1 jurisdiction.
- (5) The Regulator may give its consent to the conduct of Price Stabilisation referred to in (2) if it is satisfied that the jurisdiction is a Zone 1 jurisdiction and that the Price Stabilisation will be carried out in accordance with the law of that Zone 1 jurisdiction.
- (6) The Regulator may refuse to give its consent if it is not satisfied as to the matters referred to in (5).
- (7) The Regulator may attach conditions to the consent given under this Rule.

Guidance

Rule 6.2.17 allows a Person who is acting as a Stabilisation Manager in respect of a dual-listing of Relevant Securities to rely on the Price Stabilisation Rules or on the laws of a Zone 1 jurisdiction to conduct those activities. The Rule is intended to provide Stabilisation Managers with some limited flexibility in respect of their activities in the ADGM, so long as those activities are appropriately regulated.

6.2.18 Price Stabilisation from the ADGM

- (1) A Person who conducts, from the ADGM, Price Stabilisation of dual-listed Relevant Securities on a Remote Investment Exchange or an exchange outside the ADGM must:
 - (a) ensure that such Price Stabilisation is conducted in accordance with the law of that non-ADGM jurisdiction; and
 - (b) provide the Regulator adequate prior notification of such Price Stabilisation.

Guidance

Rule 6.2.18 allows a Person who is acting as a Stabilisation Manager in respect of a dual-listing of Relevant Securities to rely on the laws of another jurisdiction to conduct those activities outside the ADGM. The Rule is intended to provide Stabilisation Managers with some limited flexibility in respect of their activities outside the ADGM.

7. CONTINUOUS DISCLOSURE

7.1 Application

- 7.1.1** (1) This chapter applies, subject to (2), to every Reporting Entity.
- (2) The requirements in this section do not apply to a Reporting Entity if the relevant Disclosure has already been made in relation to the Financial Instruments either by another Person or in relation to other Financial Instruments.

7.2 Disclosure of Inside Information

Immediate Disclosure of Inside Information

- 7.2.1** (1) Subject to Rule 7.2.1(4), once a Reporting Entity is, or becomes, aware of Inside Information, it must immediately Disclose that Inside Information.
- (2) A Reporting Entity must ensure that the Disclosure it makes pursuant to (1) is not false, misleading, or deceptive and does not omit anything likely to affect the import of the Inside Information.
- (3) For the purposes of complying with the requirement in (1), the Reporting Entity must, subject to Rule 7.2.1(4), immediately make its Disclosure in the manner specified in Rule 7.7.1.

Exceptions to Rule 7.2.1

- (4) Rule 7.2.1 does not apply to specific information where:
- (a) the information relates to an incomplete matter or negotiation;
 - (b) the Disclosure of the information would be in breach of a law or in contempt of court;
 - (c) the information comprises matters of supposition or is insufficiently certain or definite for it to be Disclosed;
 - (d) the information has been created for the internal management purposes of the Listed Entity; or
 - (e) the information is a trade secret;
- (5) the information is confidential and the Regulator is not of the opinion that the information is no longer confidential; and
- (6) a reasonable person would not expect the information to be Disclosed.

7.2.2 [Deleted]

Selective Disclosure

- 7.2.3** (1) A Reporting Entity may selectively Disclose Inside Information to a Person prior to making a Disclosure of such information only if:
- (a) it is for the purposes of the exercise by such a Person of his employment, profession or duties;
 - (b) that Person owes to the Reporting Entity a duty of confidentiality, whether based on law, contract or otherwise; and
 - (c) the Reporting Entity has provided to that Person, except where that Person is the Regulator, a written notice as specified in (3).
- (2) For the purposes of (1)(a), the Persons whose exercise of employment, profession or duties may warrant selective Disclosure are as follows:

- (a) any adviser, underwriter, Sponsor or compliance adviser;
 - (b) an agent employed by the Reporting Entity to Disclose the information;
 - (c) Persons with whom the Reporting Entity is negotiating with a view to effecting a transaction or raising finance, including prospective underwriters or Sponsors of an issue of Financial Instruments, providers of finance or loans or the placement of the balance of a rights issue not taken up by Shareholders;
 - (d) the Regulator where such disclosure is necessary or desirable for the Regulator to perform its functions;
 - (e) a Person to whom the Reporting Entity discloses information in accordance with a lawful requirement;
 - (f) a major Shareholder of the Reporting Entity, the Trustee, Eligible Custodian or Persons providing an oversight function of a Listed Fund; or
 - (g) any other Person to whom it is necessary to disclose the information in the ordinary course of business of the Listed Entity/Reporting Entity.
- (3) For the purposes of (1)(c), the Reporting Entity must, before making disclosure to a Person, provide to that Person a written notice that the:
- (a) information is provided in confidence and must not be used or be allowed to be used for a purpose other than the purpose for which it is provided; and
 - (b) recipient must take reasonable steps to ensure that the recipient or any Person having access to the information through the recipient does not deal in the relevant Financial Instruments, or any other related investment, or disclose such information without legitimate reason, prior to Disclosure of that information by the Reporting Entity.
- (4) Where a Reporting Entity makes selective disclosure of Inside Information pursuant to (1), it must ensure that a full Disclosure is made as soon as possible, and in any event, when it becomes aware or has reasonable grounds to suspect that such information has or may have come to the knowledge of any Person or Persons other than those to whom the selective disclosure was made.

7.2.4 [Deleted]

7.2.5 [Deleted]

Control of Inside Information

7.2.6 A Reporting Entity must establish effective arrangements to deny access to Inside Information to Persons other than those who require it for the exercise of their functions within the Reporting Entity.

7.2.7 A Reporting Entity must establish and maintain adequate systems and controls to enable it to identify at all times any Person working for it under a contract of

employment or otherwise, who has or may reasonably be likely to have access to Inside Information relating to the Reporting Entity, whether on a regular or occasional basis.

- 7.2.8** A Reporting Entity must take the necessary measures to ensure that its Directors and Employees who have or may have access to Inside Information acknowledge the legal and regulatory duties entailed, including dealing restrictions in relation to the Reporting Entity's Financial Instruments or any related investments, and are aware of the sanctions attaching to the misuse or improper use or circulation of such information.
- 7.2.9** A Reporting Entity must nominate two individuals to be its main points of contact with the Regulator in relation to its Disclosure and other obligations under this chapter.

7.3 Disclosure of interests by Connected Persons

Guidance

Section 76 of the FSMR requires certain Persons connected to a Reporting Entity to make certain disclosures to the Regulator and the Reporting Entity in accordance with the requirements prescribed in these Rules.

Application

- 7.3.1** This Rule applies to a Connected Person of a Reporting Entity other than that of a Listed Fund.

Guidance

Rule 3.6 contains the Connected Person disclosure requirements relevant to Listed Funds.

Definitions

- 7.3.2** (1) A Person is hereby prescribed as a Connected Person of a Reporting Entity if that Person:
- (a) is a Director or an individual involved in the Senior Management of either:
 - (i) the Reporting Entity; or
 - (ii) a Controller of the Reporting Entity; or
 - (b) owns, whether legally or beneficially, or controls, whether directly or indirectly, voting Securities carrying more than 5% of the voting rights attaching to all the voting Securities of either:
 - (i) the Reporting Entity; or
 - (ii) a Controller of the Reporting Entity.
- (2) In (1), a Person is a Controller of a Reporting Entity if that Person (the first Person), either alone or with his Associates, controls the majority of the voting rights in, or the right to appoint or remove the majority of the Board of, the Reporting Entity or any Person who has similar control over the first Person, including an ultimate Controller of the first Person.

- (3) For the purposes of determining whether a Person:
 - (a) owns or controls voting Securities in (1)(b); or
 - (b) controls the voting rights in or the right to appoint or remove the majority of the Board of a Reporting Entity or a Controller of a Reporting Entity in (2),

any Securities held by that Person and his Associates, including those in which that Person or an Associate of that Person has a beneficial interest, are deemed as his Securities except as specified in (3).
- (4) For the purposes of (3), Securities are not deemed as his Securities where:
 - (a) any such Securities are held by that Person on behalf of another Person who is not an Associate of that Person; and
 - (b) the Person does not have control over the voting rights attaching to the Securities because some other Person exercises those rights or manages those Securities on a discretionary basis.
- (5) A Person is not a Connected Person of a Reporting Entity merely by reason that:
 - (a) its Structured Products are admitted to trading on a Recognised Investment Exchange; or
 - (b) such Person:
 - (i) owns or holds voting Securities solely in its capacity as trustee, nominee or custodian under an agreement to hold such Securities; and
 - (ii) does not exercise any voting or other rights associated with the Securities except in accordance with the express instructions of the owner of the Securities or in accordance with the agreement in (i).

Events that trigger a disclosure

- 7.3.3** (1) A Connected Person must make the disclosures required under section 76 of the FSMR (the "Connected Person Disclosure") to the Regulator and the Reporting Entity within five Business Days of the occurrence of any of the events prescribed in (2) and (3).
- (2) In the case of a Person who is a Connected Person under Rule 7.3.2(1)(a), that Person must make the Connected Person Disclosure upon:
- (a) becoming or ceasing to be a Director of a Controller of the Reporting Entity;
 - (b) acquiring or ceasing to hold either alone or with an Associate of the Person any Securities or other investments in or relating to the Reporting Entity or a Controller of the Reporting Entity; and
 - (c) an increase or decrease of the level of interest referred to in (b).

- (3) In the case of a Person who is a Connected Person under Rule 7.3.2(1)(b), that Person must make the Connected Person Disclosure upon:
- (a) acquiring or ceasing to hold voting Securities carrying more than 5% of the voting rights attaching to all voting Securities of either the Reporting Entity or a Controller of the Reporting Entity; and
 - (b) an increase or decrease of at least 1% of the level of interest previously reported pursuant to (a).

7.3.4 For the purposes of Rules 7.3.2 and 7.3.3, a Person is taken to hold Financial Instruments in or relating to a Reporting Entity, if the Person holds a Financial Instrument that on its maturity will confer on him:

- (1) an unconditional right to acquire the Financial Instrument; or
- (2) the discretion as to his right to acquire the Financial Instrument.

Content of the Connected Person Disclosure

7.3.5 A Connected Person Disclosure must contain the following information:

- (1) the name and address of the Connected Person;
- (2) the date on which the event giving rise to the obligation to make the Connected Person Disclosure occurred;
- (3) the date on which the filing was made; and
- (4) the price, amount and class of Securities or other investments as is relevant in relation to the transaction or other event and the previous and new level of interest held.

Market disclosure

7.3.6 Upon a Connected Person making a Connected Person Disclosure to the Reporting Entity, the Reporting Entity must, as soon as possible, Disclose that information in accordance with Rule 7.7.1.

7.4 Disclosure of Directors' notifiable interests

Guidance

Persons with a notifiable interest in the Reporting Entity are required to give a notice relating to that interest in accordance with the requirements prescribed in these Rules.

Application

7.4.1 This section applies to every Reporting Entity other than that of a Listed Fund.

Guidance

Rule 3.7 contains the disclosure of notifiable interests applicable to a Listed Fund.

Definition of a notifiable interest

7.4.2 A Director of a Reporting Entity has a notifiable interest in the Reporting Entity if that Person has any interest arising through:

- (1) the direct or indirect ownership of, or beneficial ownership of, Investments in the Reporting Entity; or
- (2) any involvement in financial or commercial arrangement with or relating to the Reporting Entity.

Content and procedures relating to the notice

- 7.4.3** (1) Subject to (2), a notice relating to a notifiable interest must be given by a Person referred to in Rule 7.4.2, to the other Directors of the Reporting Entity within five Business Days of the notifiable interest arising or changing.
- (2) A Person referred to in (1) need not give a notice relating to a notifiable interest if the notifiable interest is required to be included in a report which that Person must provide by virtue of being a Connected Person under Rule 7.3 and the Person has complied with the requirement mentioned in that Rule.
- (3) A notice relating to a notifiable interest must contain:
- (a) the name and address of the Person giving the notice; and
 - (b) the details relating to the notifiable interest, including the date on which the notifiable interest arose or changed.

Market Disclosure

7.4.4 Upon receiving a notice relating to a notifiable interest, the Reporting Entity must, as soon as possible, make a Disclosure of that notice in accordance with Rule 7.7.1.

7.5 Power to direct Disclosure**Guidance**

Section 84 of the FSMR gives the Regulator the power to direct a Reporting Entity to Disclose specified information or take such other steps as the Regulator considers appropriate where it is satisfied that it is in the interest of the ADGM to do so.

- 7.5.1** (1) The Regulator may, pursuant to its power under section 84 of the FSMR, issue a written notice directing a Reporting Entity (a "**Direction Notice**") to disclose specified information and to take any other steps as the Regulator considers appropriate in the following circumstances:
- (a) where a Reporting Entity fails to comply with an obligation to Disclose any information under the FSMR and these Rules;
 - (b) to correct or prevent a false market if the Regulator considers that there is or is likely to be a false market in a Listed Entity's Securities;

Guidance

The Regulator would consider, for example, that there is, or is likely to be, a false market in the Listed Entity's Securities if:

- (i) a Listed Entity/Reporting Entity has information that has not been Disclosed, for example, due to Rule 7.2.1(4) applying;
 - (ii) there is a reasonably specific media comment or rumour concerning the Listed Entity that has not been confirmed or clarified by a Disclosure by the Reporting Entity; and
 - (iii) there is evidence that the comment or rumour is having, or the Regulator considers that the comment or rumour is likely to have, a significant impact on the price of the Listed Entity's Securities.
- (c) where it is in the interests of:
- (i) actual or potential investors;
 - (ii) market integrity; or
 - (iii) the ADGM.
- (2) A Reporting Entity which receives a Direction Notice issued pursuant to (1) must comply with the terms of that notice.

7.6 Other matters that require Disclosure

7.6.1 A Reporting Entity must Disclose in accordance with Rule 7.7.1 the matters specified in APP 2.

7.7 Manner of Disclosure

- 7.7.1** (1) When a Reporting Entity is required to make a Disclosure of any information, such information must be released to the market by way of a Disclosure made via the Regulator's disclosure platform.
- (2) Without prejudice to its obligations relating to Disclosure, a Reporting Entity must take reasonable care to ensure that any information it is required to Disclose is clear, fair, and not false, misleading, or deceptive.

7.7.2 [Deleted]

7.7.3 A Reporting Entity must retain on its website all information that has been Disclosed for a period of one year following publication.

7.8 Trading Halts

7.8.1 The Regulator may, at any time and upon the request of a Reporting Entity, halt trading on a Recognised Investment Exchange of Securities of a Listed Entity to enable the Listed Entity time to Disclose Inside information.

Guidance

The Regulator is not obliged to act upon any request by a Reporting Entity to halt trading.

7.8.2 A Trading Halt imposed pursuant to Rule 7.8.1 cannot exceed two Business Days or such shorter period as the Regulator agrees.

7.8.3 The Regulator may impose a suspension in accordance with Rule 2.6 upon completion of the duration of the Trading Halt established under Rule 7.8.2, or at any time during the Trading Halt established under Rule 7.8.1.

8. SYSTEMS AND CONTROLS**8.1 Application**

8.1.1 This chapter applies to:

- (1) every Listed Entity and Reporting Entity; and
- (2) the Board or the Governing Body of a Listed Entity and Reporting Entity, as applicable.

Adequacy of systems and controls

- 8.1.2**
- (1) A Reporting Entity must have appropriate systems and controls to be able to demonstrate compliance with the requirements applicable to it including those set out in the FSMR and these Rules.
 - (2) The Board of the Reporting Entity, and in the case of a Reporting Entity of a Listed Fund, its Governing Body, must ensure that there are adequate systems and controls established and maintained on an on-going basis to meet the requirement in (1).
 - (3) Without limiting the generality of the requirement in (1), the systems and controls of a Reporting Entity must include:
 - (a) mechanisms to monitor compliance with the requirements relating to Corporate Governance, Connected Persons, Restricted Persons, or Related Parties as is relevant, and control of Inside Information; and
 - (b) where any records are required to be maintained, maintenance of such records at least for a period of six years, unless a shorter period is prescribed.
 - (4) The Regulator may, where it considers appropriate to do so, require a Reporting Entity to produce third party confirmation on the adequacy of systems and controls established and maintained by a Reporting Entity.

9. GOVERNANCE OF REPORTING ENTITIES**Guidance**

Governance requirements set out under this chapter are designed for the purposes of section 73 of the FSMR.

9.1 Application

- 9.1.1** (1) This chapter applies to every Reporting Entity except where a narrower application is provided in respect of any particular class of Securities.
- (2) This chapter does not apply to a Reporting Entity of a Listed Fund.

Guidance

See chapter 3 for the governance requirements applicable to Reporting Entities of Listed Funds.

9.2 Corporate Governance Principles

Application

- 9.2.1** This section applies to a Reporting Entity in respect of Shares, and the Board of Directors ("the Board") of such a Reporting Entity.

Corporate Governance Principles

- 9.2.2** Pursuant to section 73 of the FSMR, the principles in Rules 9.2.3 to 9.2.9 are hereby prescribed as "the **Corporate Governance Principles**".

Guidance

1. The Corporate Governance Principles in this section apply to Reporting Entities as mandatory high level requirements. APP 4 sets out best practice standards that may be adopted by a Reporting Entity to achieve compliance with these principles.
2. The best practice standards in APP 4 are designed to provide a degree of flexibility so that a Reporting Entity can achieve outcomes intended by the Corporate Governance Principles whilst taking into account the nature, scale and complexity of its business.
3. Generally, if a Reporting Entity does not adopt the best practice standards set out in APP 4, or adopts them only partially, the Regulator would expect the reasons for doing so and any alternative measures adopted to achieve the outcomes intended by the Corporate Governance Principles to be disclosed in the Prospectus and thereafter pursuant to the Disclosure required under Rule 9.2.10. Any inaccurate or false representations would lead to the imposition of civil liability in accordance with section 70 of the FSMR.

Principle 1 – Board of Directors

- 9.2.3** Every Listed Entity must have an effective Board which is collectively accountable for ensuring that the Listed Entity's business is managed prudently and soundly.

Principle 2 – Division of responsibilities

- 9.2.4** The Board must ensure that there is a clear division between the Board's responsibility for setting the strategic aims and undertaking the oversight of the Listed Entity and the Senior Management's responsibility for managing the Listed Entity's business in accordance with the strategic aims and risk parameters set by the Board.

Principle 3 – Board composition and resources

- 9.2.5** The Board, and its committees, must have an appropriate balance of skills, experience, independence and knowledge of the Listed Entity's business, and adequate resources, including access to expertise as required and timely and comprehensive information relating to the affairs of the Listed Entity.

Principle 4 – Risk management and internal control systems

- 9.2.6** The Board must ensure that the Listed Entity has an adequate, effective, well-defined and well-integrated risk management, internal control and compliance framework.

Principle 5 – Shareholder rights and effective dialogue

- 9.2.7** The Board must ensure that the rights of Shareholders are properly safeguarded through appropriate measures that enable the Shareholders to exercise their rights effectively, promote effective dialogue with Shareholders and other key stakeholders as appropriate, and prevent any abuse or oppression of minority Shareholders.

Principle 6 – Position and prospects

- 9.2.8** The Board must ensure that the Listed Entity's financial and other reports present an accurate, balanced and understandable assessment of the Listed Entity's financial position and prospects by ensuring that there are effective internal risk control and reporting requirements.

Principle 7 – Remuneration

- 9.2.9** The Board must ensure that the Listed Entity has remuneration structures and strategies that are well aligned with the long-term interests of the Listed Entity.

Annual reporting on compliance

- 9.2.10** The annual financial report of a Listed Entity to which this section applies must:
- (1) state whether the best practice standards specified in APP 4 (the "**Corporate Governance Principles**") have been adopted by the Listed Entity;
 - (2) if the best practice standards in APP 4 have not been fully adopted or have been only partially adopted explain:
 - (a) why the best practice standards were not adopted fully or adopted only partially, as is relevant; and
 - (b) what actions, if any, have been taken by the Listed Entity to achieve compliance with the Corporate Governance Principles to the extent the relevant best practice standards were not adopted, or were only partially adopted; and
 - (3) include a statement by Directors whether or not, in their opinion, the Corporate Governance framework of the Listed Entity is effective in promoting compliance with the Corporate Governance Principles, with supporting information and assumptions, and qualifications if necessary.

Guidance

1. Rule 9.2.10 reflects the "comply or explain" approach adopted by the Regulator in respect of the Corporate Governance Principles.
2. With regard to the opinion required under Rule 9.2.10(3), adequate information relating to the Corporate Governance framework of the Listed Entity should be included to support the opinion, such as the identity of its chair, any committees of the Board and their role and membership, the chief executive and persons undertaking key control functions such as the head of compliance, risk control and internal audit and how their independence is achieved. See also the Disclosure of information required under APP 2.
3. Listed Entities are required to produce an annual financial report in accordance with Rule 10.1.4.

9.3 Directors' duties and fair treatment of Shareholders**Application****9.3.1** This section applies to:

- (a) the Board of a Listed Entity; and
- (b) each individual Director who is a member of such a Board.

Guidance

1. Where a Person referred to in Rule 9.3.1 is required under any legislation applicable to such a Person to comply with a similar or more stringent requirement than the requirements in this section, compliance with those other requirements would be sufficient for the purposes of the relevant requirement in this section.
2. For example, in the case of a reduction of Share capital, more stringent procedures such as a special resolution (i.e. a vote of at least 75% of the Shareholders in voting) may be required under the company law or other legislation applicable to a Listed Entity in its jurisdiction of incorporation. Where this is the case, compliance with the more stringent requirements applicable to the Listed Entity suffices for the purposes of compliance with the requirements in this section dealing with a Shareholder approval by simple majority in Rule 9.3.8.
3. The Regulator will expect a Person referred to in Rule 9.3.1 to consider references to a "Shareholder" in this section to refer equally to holders of all classes of Securities as may be applicable in the context of the Listed Entity. For example, in a situation where holders of Debentures are to be asked to vote on a variation of rights or terms, the Regulator will expect a Person referred to in Rule 9.3.1 to give due consideration to the requirements of Rules 9.3.6 and 9.3.7 as if it referred to the relevant Debenture holders.

Directors' duties**9.3.2** A Director of a Listed Entity must act:

- (1) on a fully informed basis;
- (2) in good faith;
- (3) honestly;
- (4) with due diligence and care; and
- (5) in the best interests of the Listed Entity and its Shareholders.

Guidance

In order to meet the obligation to act with due diligence and care, a Director should (amongst other things) ensure that he has enough time and capacity available to devote to the job. See also the best practice standards in APP 4 which apply to Directors of Listed Entities who are subject to the Corporate Governance Principles.

Equality of treatment**9.3.3** Subject to Rules 9.3.14 to 9.3.17, the Board of a Listed Entity must ensure equality of treatment of all holders of Securities of a particular class or type in respect of all rights attaching to the Securities of that class or type of Securities.**Guidance**

For the Rules relating to Weighted Voting Rights, refer to Rules 9.3.14 to 9.3.20. These set out the circumstances where a Listed Entity can potentially deviate from the “one-share, one-vote” principle established by this Rule.

Reduction of Share capital**9.3.4** The Board of a Listed Entity must ensure that a Listed Entity does not purchase its own Shares unless:

- (1) the purchase does not materially prejudice the Listed Entity's ability to pay its creditors as they fall due;
- (2) it has obtained prior approval of Shareholders in meeting by a majority vote; and
- (3) prior to the meeting seeking the consent referred to in (2), the notice of the meeting and any accompanying documents relating to the purchase is filed with the Regulator.

9.3.5 [Deleted]**Communications with Shareholders****9.3.6** (1) The Board of a Listed Entity must ensure that all the necessary information and facilities are available to its Shareholders to enable them to exercise the rights attaching to their Shares on a well-informed basis.

- (2) Without limiting the generality of the obligation in (1), the Board must ensure that the Shareholders:
- (a) are provided with the necessary information relating to the matters to be determined at meetings to enable them to exercise their right to vote, including the proxy forms and notice of meetings; and
 - (b) have access to any relevant notices or circulars giving information in relation to the rights attaching to the Securities.

Guidance

In adhering to its obligations in (2)(b), the Board of a Listed Entity incorporated in ADGM must comply with the time periods for giving such notices specified by the Companies Regulations 2015.

Proxy solicitation

- 9.3.7** The Board of a Listed Entity must ensure that for each meeting at which Shareholders are eligible to exercise voting rights attaching to their Securities, each Shareholder is given the right and means to vote by proxy.

Other matters requiring Shareholder approval

- 9.3.8** (1) The Board of a Listed Entity must, subject to (2), ensure that a majority of Shareholders in voting approves:
- (a) any alteration of the constitutional documents of the Listed Entity including any alteration to the memorandum of association, articles of association, bylaws or any other instrument constituting the Listed Entity;
 - (b) an alteration of the issued Share capital, for example Share reductions or Share consolidations, of the Listed Entity which is more than 20% of the existing issued Share capital;
 - (c) any acquisition or disposal of an asset of the Listed Entity where the value of the asset involved is 25% or more of the value of the net assets of the Listed Entity as at its last published financial reports;
 - (d) the appointment or removal of a Director of the Listed Entity and the terms of such appointment;
 - (e) the appointment or removal of the auditor of the Listed Entity;
 - (f) the placing of the Listed Entity into voluntary liquidation;
 - (g) the reduction of the Share capital of the Listed Entity, in accordance with Rule 9.3.4(2);
 - (h) the issuance of, or the agreement to issue, Shares in accordance with Rule 9.7.1;
 - (i) a Related Party Transaction that falls within Rule 9.5.3(1) or (3);
 - (j) any creation or issuance of new Securities;

- (k) the appointment of the chief executive as the chairman of the Board; and
 - (l) any purchase by a Listed Entity of its own Securities, where requested to provide such approval in accordance with Rule 2.7.5(1).
- (2) The requirement in (1) does not apply, subject to any requirements in the constitutional documents of the Listed Entity, in relation to the appointment or removal of a Director or auditor of a Listed Entity in circumstances where the immediate appointment or removal is necessary in the interests of the Listed Entity.

Guidance

1. Under Rule 9.3.8(1)(b), an increase in the issued Share capital of a Listed Entity which results in an increase of more than 20% of its current Share capital requires Shareholder approval regardless of whether or not such an increase is within the authorised capital of the relevant Listed Entity.
2. The circumstances in which the immediate removal of a Director or auditor may become necessary include matters affecting that Person's fitness and propriety, such as professional misconduct of such a Person.

Preference Securities

9.3.9 A holder of a Preference Security must have, at a minimum, rights to participate only up to a specified amount in any dividend or distribution which distinguishes their holders from holders of Ordinary Securities.

9.3.10 A holder of a Preference Security must only be entitled to a right to vote:

- (1) when a dividend or distribution (or part of a dividend or distribution) is in arrears in respect of a Security;
- (2) on a resolution that affects rights attached to the Preference Security;
- (3) on a resolution relating to a reduction of the Share capital of a Listed Entity;
- (4) on a resolution relating to a buy-back agreement;
- (5) on a resolution for a Listed Entity to be wound up;
- (6) on a resolution for a Listed Entity to dispose of the whole of its business and undertaking; or
- (7) during the winding up of a Listed Entity.

9.3.11 The terms of issue of a Preference Security that is not a Share must contain rights for the Security holder to vote in the same manner as set out in Rule 9.3.10, with any necessary adaptation having regard to the form of the Preference Security.

9.3.12 A holder of a Preference Security must have rights to receive notices, reports and audited financial statements, and admission to meetings of Shareholders, equal to the rights of holders of Ordinary Securities.

9.3.13 When a Listed Entity is wound up, the holder of a Preference Security must have a right to the return of capital in preference to holders of Ordinary Securities.

Weighted Voting Rights

9.3.14 A Listed Entity may, upon approval from the Regulator, allot, issue or grant Shares with Weighted Voting Rights, altering its Share capital in relation to the equality and proportionality of Shareholder voting power and equity interest (as established in Rule 9.3.3).

9.3.15 A Listed Entity, with Shares with Weighted Voting Rights on issue, must ensure that:

- (1) its Share capital must not result, in the view of the Regulator, in the potential for material conflicts between the interests of controlling shareholders' interests, and those of its other shareholders;

Guidance

Listed Entities must consider their wider governance responsibilities, including as set out in these Rules and the Corporate Governance Best Practice Standards in APP 4. Consideration of the use of 'sunset clauses', whether they be event-driven or time-based, is also expected.

- (2) the beneficiaries of Shares with Weighted Voting Rights must beneficially own collectively at least 10% of the underlying economic interest in the Listed Entity's total issued Share capital at the time of admission to the Official List;
- (3) Weighted Voting Rights must not account for more than 75% of voting rights represented in person or by proxy and voting in favour of a resolution at any shareholder meeting of a Listed Entity; and
- (4) the offer of Shares with Weighted Voting Rights must not increase the proportion of Shares that carry Weighted Voting Rights above the proportion on issue at the time of admission to the Official List.

Restriction on Transfer of Shares with Weighted Voting Rights

9.3.16 The Weighted Voting Rights attached to a beneficiary's Shares must cease upon transfer to another person of the beneficial ownership of, or economic interest in, those Shares or the control over the voting rights attached to them (through voting proxies or otherwise).

Resolutions requiring voting on a one vote per Share basis

9.3.17 All Weighted Voting Rights attached to any class of a Listed Entity's Shares must be disregarded and must not entitle the beneficiary to more than one vote per share on any resolution to approve the following matters:

- (1) changes to the Listed Entity's constitutional documents;
- (2) variation of rights attached to any class of Securities;
- (3) the appointment or removal of an independent non-executive director;
- (4) the appointment or removal of auditors; and

- (5) the voluntary winding-up of the Listed Entity.

9.4 Dealings by Restricted Persons

Application

- 9.4.1** (1) This section applies to:
- (a) the Board of every Listed Entity; and
 - (b) a Restricted Person in relation to such a Listed Entity.
- (2) For the purposes of (b), a Person is a Restricted Person in relation to a Listed Entity if he is involved in the Senior Management of the Listed Entity.

Guidance

1. Persons are considered as involved in the Senior Management if they are in a position of authority and influence in making management or executive decisions with regard to the day-to-day management of the business of the Listed Entity.
2. These requirements apply, as appropriate to Listed Funds.

Prohibition on dealing

- 9.4.2** (1) A Restricted Person must not engage in Dealing in the Securities of a Listed Entity during a Close Period except in the circumstances specified in Rule 9.4.4.
- (2) For the purposes of this Rule a “Close Period” is:
- (a) the period from the relevant financial year end up to and including the time of the Disclosure or publication of the annual financial reports; and
 - (b) if the Listed Entity reports on a semi-annual basis, the period from the end of the relevant semi-annual financial period up to and including the time of the Disclosure or publication; or
 - (c) if the Listed Entity reports on a quarterly basis, the period from the end of the relevant quarter up to and including the time of the Disclosure.
- (3) The prohibition in (1) applies to any dealing by Restricted Persons whether or not such dealings are with another Restricted Person or any other Person.

Exempt dealings

- 9.4.3** The prohibition in Rule 9.4.2(1) does not apply in relation to any dealing in Securities in a Listed Entity if such dealing by the Restricted Person relates to:
- (1) undertakings or elections to take up, or the taking up of, an entitlement under a rights issue or dividend reinvestment Offer, or allowing such an entitlement or Offer to lapse;
 - (2) undertakings to accept, or the acceptance of, a Takeover Offer;

- (3) dealings where the beneficial interest in the relevant Security does not change;
- (4) transactions between the Restricted Person and an Associate of the Restricted Person; or
- (5) transactions relating to dealings in an Employee Incentive Scheme in accordance with the terms of such scheme.

Clearance to deal

- 9.4.4** (1) The prohibition in Rule 9.4.2(1) does not apply in relation to any dealing in Securities where the Restricted Person has obtained prior clearance to deal as provided in (2) and (3).
- (2) For the purposes of (1), prior written clearance to deal in the Securities of a Listed Entity must be obtained:
- (a) from a Director designated by the Board for the purposes of providing clearances to deal; and
 - (b) in the case of dealings by the Director designated for the purpose of providing clearances to deal, from the full Board or another Director designated by the Board for the purposes of providing such clearance.
- (3) For the purposes of (1) and (2), a Director of the Listed Entity must not be given written clearance to deal in any Securities of the Listed Entity during any period when there exists any matter which constitutes Inside Information unless the Person responsible for granting clearance has no reason to believe that the proposed dealing is or may be in breach of the FSMR or the Rules.

9.5 Related Party Transactions

Application

9.5.1 This section applies, subject to Rule 9.5.4, to:

- (1) a Listed Entity; and
- (2) a Related Party of such a Listed Entity.

Definitions

9.5.2 In this section, unless otherwise provided:

- (1) a Person is a Related Party of a Listed Entity if that Person:
 - (a) is, or was within the 12 months before the date of the Related Party Transaction:
 - (i) a Director of the Listed Entity or a member of its Group; or
 - (ii) a Related Party Associate of a Person referred to in (1)(a)(i);
 - (b) owns, or has owned within 12 months before the date of the Related Party Transaction, voting Securities carrying more than 10% of the

voting rights attaching to all the voting Securities of either the Listed Entity or a member of its Group; or

- (c) is a Person exercising or having the ability to exercise significant influence over the Listed Entity or a Related Party Associate of such a Person.
- (2) Subject to Rule 9.5.4, a transaction is a Related Party Transaction if it is a transaction:
- (a) between a Listed Entity and a Related Party;
 - (b) entered into pursuant to an arrangement between the Listed Entity and the Related Party under which the Listed Entity and the Related Party both invest in another Undertaking or asset, or provide financial assistance to another Undertaking;
 - (c) between the Listed Entity and any other Person, the purpose or effect of which is to benefit a Related Party; or
 - (d) of the kind referred to in (a) to (c) and is between a subsidiary of a Listed Entity and a Related Party of the Listed Entity.

Guidance

1. A Person is regarded as exercising significant influence over a Listed Entity if, for example, that Person is a consultant or adviser or a shadow director of the Listed Entity. For the purposes of this guidance, “shadow director” means a Person in accordance with whose directions or instructions the Directors of the Listed Entity are accustomed to act.
2. Any transactions between a subsidiary of a Listed Entity and a Related Party are included within the definition of a Related Party Transaction. This is because a Related Party may, through the Listed Entity, be able to influence terms which are more favourable to the Related Party when transacting with the subsidiary. Such transactions could be detrimental to the interests of the Listed Entity.

Related Party Transaction procedures

9.5.3 A Listed Entity must ensure that:

- (1) if the value of a proposed Related Party Transaction is equal to or greater than 5% of the value of the net assets of the Listed Entity as stated in its most recent financial reports, it does not enter into such a transaction unless the proposed transaction has been put to Shareholder approval and has received prior approval by a majority of the Shareholders of the Listed Entity;
- (2) if the value of the proposed Related Party Transaction is less than the 5% threshold referred to in (1), the Reporting Entity must as soon as possible after entering the transaction:
 - (a) notify the Regulator of the relevant terms and the basis on which such terms are considered fair and reasonable, supported by written confirmation by an independent third party; and

- (b) Disclose the Related Party Transaction in accordance with Rule 7.7.1;
- (3) if the cumulative value of a series of Related Party Transactions with the same Related Party which have not received Shareholder approval reaches the 5% threshold referred to in (1) in any 12 month period, it does not enter into the last of the series of the transactions unless such proposed action has been put to Shareholder approval and received approval by a majority of the Shareholders in voting of the Listed Entity;
- (4) if, after obtaining Shareholder approval pursuant to Rule 9.5.3(1) but before the completion of the Related Party Transaction, there is a material change to the terms of the proposed transaction, the Listed Entity must comply again separately with Rule 9.5.3(1) in relation to the Related Party Transaction; or
- (5) the Related Party does not vote on the Shareholder resolution referred to in Rule 9.5.3(1) and takes all reasonable steps to ensure that any Related Party Associates of the relevant Related Party also do not vote on the Shareholder resolution.

Exemptions

9.5.4 The requirements in this section do not apply to a transaction referred to in Rule 9.5.2(2):

- (1) where the transaction is made in the ordinary course of business;
- (2) where it, or any series of transactions with the same Related Party in any 12 month period, does not exceed 0.25% of the value of the net assets of the Listed Entity as stated in its most recent financial reports;
- (3) where it is made in accordance with the terms of an Employee Incentive Scheme approved by the Board of the Listed Entity;
- (4) where it involves the issue of new Securities for cash or pursuant to the exercise of conversion or subscription rights attaching to Securities issued to existing Shareholders where the Securities are traded on a Recognised Investment Exchange or a Regulated Exchange;
- (5) where its terms were agreed before any Person became a Related Party;
- (6) where it involves a grant of credit, including the lending of money or the guaranteeing of a loan, to:
 - (a) the Related Party on normal commercial terms;
 - (b) a Director of the Listed Entity or a member of its Group for an amount and on terms no more favourable than those offered to employees of the Group generally; or
 - (c) by the Related Party on normal commercial terms and on an unsecured basis;
- (7) where it involves granting an indemnity to or maintaining a Contract of Insurance for a Director of the Listed Entity or a member of its Group;

- (8) where it involves underwriting by a Related Party of Securities issued by the Listed Entity or a member of its Group if the consideration to be paid for the underwriting is no more than the usual commercial underwriting consideration and is the same as that to be paid to the other underwriters, if any, other than where the Related Party is underwriting Securities it is entitled to take up as part of the issuance; or
- (9) where it involves a joint investment arrangement between the Listed Entity (or a member of its Group) and a Related Party for each to invest in, or provide finance to, another undertaking or asset if:
 - (a) the amount contributed by the Related Party is not more than 25% of the amount contributed by the Listed Entity (or a member of its Group); and
 - (b) an independent third party has provided a prior written opinion that the terms and circumstances of the contribution of finance by the Listed Entity or a member of its Group are no less favourable than those applying to the contribution of finance by the Related Party.

Guidance

In assessing whether a transaction is in the ordinary course of business, the Listed Entity shall have regard to the size and incidence of the transaction and also whether the terms and conditions of the transaction are unusual.

9.6 Restricted Securities

Application

9.6.1 This section applies, subject to Rule 9.6.2, to:

- (1) an Applicant for admission of Securities to the Official List;
- (2) a relevant Listed Entity; and
- (3) any Person that holds, or will hold, Securities that are Restricted Securities in accordance with APP 7 or which the Regulator has deemed to be Restricted Securities by giving notice to the relevant Applicant or Listed Entity.

Entry into Restriction Agreements and Application of Restriction

9.6.2 Unless the Regulator decides otherwise, the restrictions in categories 1, 2, 3, 4, 7, 8 and 9 of APP 7 do not apply in relation to a Listed Entity that:

- (1) qualifies for admission to the Official List pursuant to Rule 2.3.15;
- (2) has a track record of profitability or revenue acceptable to the Regulator; or
- (3) in the opinion of the Regulator, has tangible assets with a readily ascertainable value which constitute a substantial proportion of the total value of its assets.

- 9.6.3** An Applicant or Listed Entity which has issued or intends to issue Restricted Securities, or has them on issue, must enter into a Restriction Agreement with the Security Holder and each Controller.
- 9.6.4** A Restriction Agreement must be prepared and, once executed, submitted to the Regulator, in accordance with MKT Form 9-1, or as otherwise required by the Regulator.
- 9.6.5** Subject to Rule 9.6.2, a Listed Entity which has issued or intends to issue Restricted Securities, must apply the restriction in APP 7 or such other restrictions as the Regulator, in its discretion, decides.
- 9.6.6** During a Restriction Period, a Listed Entity, Security Holder or Controller subject to a Restriction Agreement must not:
- (1) amend an executed Restriction Agreement; or
 - (2) ask for or agree to the release of a holding lock that has been imposed in accordance with Rule 9.6.9.
- 9.6.7** A Controller need not be a party to the Restriction Agreement referred to in Rule 9.6.2 if any of the following applies.
- (1) The value of the Restricted Security is less than 10% of the total value of the assets of:
 - (a) the holder of the Restricted Securities; or
 - (b) an intermediate entity through which the Controller has its interests.
 - (2) The holder, or an intermediate entity through which the Controller has its interests, is:
 - (a) a Listed Entity, or an entity listed on exchange that is a full member of the World Federation of Exchanges; or
 - (b) a trustee, custodian or nominee.
 - (3) The holder is a Person whose Securities are Restricted Securities due to the application of category 2, 4 or 6 of APP 7.

Guidance

The definition of Restricted Securities includes Securities the Regulator decides are Restricted Securities in accordance with Rule 9.6.1(3).

Timing and Enforcement

- 9.6.8** A Listed Entity must provide to the Regulator copies of all executed Restriction Agreements it has in place in relation to its Restricted Securities before any Person obtains the Restricted Securities, or any rights in relation to them are issued, transferred to or received by the intended Security Holder or Controller. This Rule does

not prevent a Person from obtaining the right to receive Restricted Securities on the condition that a Restriction Agreement is entered into.

- 9.6.9** A Listed Entity must obtain, and submit to the Regulator, within two Business Days after the issue of Restricted Securities, an undertaking from a bank, trustee, custodian, Recognised Body, CSD or other entity deemed suitable by the Regulator, to place a holding lock on the Restricted Securities held by it, and not to release the holding lock without the Regulator's prior written consent.
- 9.6.10** A Listed Entity must comply with, and enforce, a Restriction Agreement and its constitution, to ensure compliance with the requirements for Restricted Securities.

Guidance

Listed Entities are to ensure that provisions within their constitution (see Rule 2.3.1) allow for the enforcement of Restriction Agreements.

Regulator's consent to sale of Restricted Securities in a Takeover or Merger

- 9.6.11** The Regulator may consent to a party that is managing a holding lock in accordance with Rule 9.6.9 releasing the holding lock, to enable holders of Restricted Securities to accept an offer, or transfer or cancel Securities, under a Takeover.
- 9.6.12** The Regulator will not provide its consent under Rule 9.6.11 unless, to the extent to which they are applicable, all the following requirements are met:
- (1) where there is an offer for Securities:
 - (a) the offer is for all of the Ordinary Securities or, if the Restricted Securities are not Ordinary Securities, all the Securities in the same class as the Restricted Securities;
 - (b) holders of at least half of the Securities that are not Restricted Securities, to which the offer relates, have accepted; and
 - (c) if the offer is conditional, the offeror and the Security Holder agree in writing that the holding lock (imposed under Rule 9.6.9) be immediately re-imposed for each Security that is not bought by the offeror under the offer; and
 - (2) where the offer is to be conducted by way of a 'scheme', the Security Holders and the Listed Entity in which the Restricted Securities are held agree in writing that the holding lock imposed under Rule 9.6.9 be immediately re-imposed if the Takeover does not take effect.

9.7 Issues of New Securities

Guidance

This section applies to a Listed Entity and sets out details on the restrictions on the issue by a Listed Entity of new Equity Securities, exceptions to these restrictions and the process for approval or ratification by Listed Entities. Due to the complexity that often surrounds a new issue of Securities, Listed Entities are encouraged to discuss the proposal of a new issue of Equity Securities with the Regulator before the terms of any new issue are finalised.

Restrictions on new Issues of Equity Securities

- 9.7.1 A Listed Entity must not issue, or agree to issue, more Equity Securities than the number calculated according to the following formula, without the approval of the holders of Ordinary Securities:

Maximum number of Equity Securities = (20% * Base Amount) – Relevant Issues),

where:

Base Amount = the number of fully paid Ordinary Securities on issue as of the date 12 months before the date of issue or agreement (the “12 months Base Amount”), plus the number of:

- (1) fully paid Ordinary Securities issued in the 12 months before the date of issue or agreement under an exception in Rule 9.7.4 other than exceptions (8), (15) or (16);
- (2) fully paid Ordinary Securities issued in the 12 months before the date of issue or agreement under an exception in Rule 9.7.4 other than exception (15), where the agreement was:
 - (i) entered into before the commencement of the 12 month period; or
 - (ii) approved, or taken under the Rules to have been approved, under Rule 9.7.1 or Rule 9.7.5; and
- (3) any other fully paid Ordinary Securities issued in the 12 months before the date of issue or agreement with approval under Rule 9.7.1 or Rule 9.7.5;

Guidance

The Base Amount may include fully paid Ordinary Securities issued in the 12 months before the date of issue or agreement under an agreement to issue Securities within Rule 9.7.4 exception (14) where the issue is subsequently approved under Rule 9.7.1.

- (4) partly paid Ordinary Securities that became fully paid in the 12 months before the date of issue or agreement,

but subtracting the number of fully paid Ordinary Securities cancelled in the 12 months before the date of issue or agreement.

Relevant Issues = the number of Equity Securities issued, or agreed to be issued, in the 12 months before the date of issue or agreement to issue other than:

- (a) with the approval of the holders of its Ordinary Securities under Rule 9.7.1 or Rule 9.7.5; or
- (b) under an exception in Rule 9.7.4.

Guidance

In calculating the Base Amount, if the Listed Entity’s Equity Securities were first admitted to the Official List less than 12 months before the date of issue or agreement, the number of Securities used to calculate the Base Amount is the number of fully paid Ordinary Securities on the date of admission to the Official List

Requirements applicable to new issues under Rule 9.7.1

9.7.2 In calculating the number of Equity Securities that a Listed Entity may issue or agree to issue under Rule 9.7.1 (including the number contributing to “Relevant Issues”), unless the Regulator determines otherwise, the following must be applied:

- (1) each fully paid Ordinary Security is counted as one;
- (2) each partly paid Security is counted as the maximum number of fully paid Ordinary Securities into which it can be paid up;
- (3) each Convertible Security is counted as the maximum number of fully paid Ordinary Securities into which it can be converted; and
- (4) in any other case, each Security is counted as the Regulator may decide, having regard to the need to ensure that holders of Ordinary Securities have an opportunity to vote on issues that may dilute their holdings or the characteristics of the Security.

9.7.3 When determining if there has been an issue of Equity Securities for the purposes of calculating the number of Relevant Issues, the sale or reissue of forfeited Equity Securities shall be treated as an issue of Equity Securities.

Exceptions to Rule 9.7.1

9.7.4 Rule 9.7.1 does not apply in any of the following circumstances.

- (1) An issue of Securities to holders of Ordinary Securities made under a Pro Rata Issue and to holders of other Equity Securities to the extent that the terms of issue of the Equity Securities permit participation in the Pro Rata Issue.

Guidance

The Regulator will consider Rule 9.7.4(1) to apply in circumstances where a Listed Entity offers Equity Securities to existing holders of Ordinary Securities on a pro-rata basis in order to meet pre-emption rights contained in the Listed Entity’s constitutional document or where such pre-emption rights are provided for in the laws of the Listed Entity’s jurisdiction of incorporation.

- (2) An issue of Securities under an agreement to Underwrite the shortfall on a Pro Rata Issue to holders of:
 - (a) Ordinary Securities; or
 - (b) Ordinary Securities and to holders of other Equity Securities to the extent that the terms of issue of the Equity Securities permit participation in the Pro Rata Issue;

If the Listed Entity has made the issue not later than 15 Business Days after the close of the Offer and has Disclosed:

- (i) the name of the underwriter;
- (ii) the extent of the Underwriting;

- (iii) the fee, commission or other consideration payable to the underwriter(s); and
- (iv) a summary of the significant events that could lead to the Underwriting being terminated.

Guidance

This exception (2) only applies to an issue of Securities to make up the shortfall from a Pro Rata Issue. It does not apply to any other issue of Securities under an Underwriting agreement, for example, the payment of fees related to the Underwriting.

- (3) (a) An issue of Securities to make up the shortfall on a Pro Rata Issue to holders of:
 - (i) Ordinary Securities; or
 - (ii) Ordinary Securities and to holders of other Equity Securities to the extent that the terms of issue of the Equity Securities permit participation in the Pro Rata Issue.
- (b) The Listed Entity must have stated as part of the Offer that it reserves the right to issue the shortfall and what their allocation policy will be in relation to the shortfall.
- (c) The Listed Entity must make the issue to make up the shortfall not later than three months after the close of the Offer, and the issue price must not be less than the price at which the Securities were offered under the Pro Rata Issue.
- (4) An issue of Securities under:
 - (a) a dividend or distribution plan; or
 - (b) an agreement to Underwrite the shortfall on a dividend or distribution plan where:
 - (i) details of the Underwriting agreement were Disclosed prior to the date for payment of the dividend or distribution in accordance with Rule 3.8.1 or 7.6.1; and
 - (ii) the Listed Entity makes the issue within 15 Business Days after the date for payment of the dividend or distribution.

Guidance

1. Exception (4) is only available where the dividend or distribution plan does not impose a limit on participation.
2. Exception (4) only applies where Shareholders are able to elect to receive all of their dividend or distribution as Equity Securities. For example, Exception (4) would not apply where a Listed Entity has specified a:
 - a. US Dollar limit on the level of participation where, for example, Shareholders can only participate to a maximum value of \$X in respect of their entitlement; or

- b. maximum number of Securities that can participate in the plan where, for example, Shareholders can only receive Securities in lieu of a dividend payable for Y number of Securities.
- (5) An issue of Securities under a Security Purchase Plan. This is available only once in any 12 month period, and where:
 - (a) the number of Securities to be issued is not greater than 20% of the number of fully paid Ordinary Securities on issue;
 - (b) Offers are made to holders of Ordinary Securities in an amount not exceeding \$10,000 in value per holder; and
 - (c) the issue price of the Securities is at least 80% of the volume weighted average market price for Securities in that class calculated over the last five days on which sales in the Securities were recorded, either before the day on which the issue was Disclosed or before the day on which the issue was made.

Guidance

Exception (5) does not apply to an issue of Securities under an agreement to Underwrite the shortfall on a Security Purchase Plan.

While Listed Entities will generally need to prepare a Prospectus document for an offer of Securities under a Security Purchase Plan, Listed Entities seeking relief from the Prospectus Provisions of FSMR are encouraged to discuss Prospectus requirements with the Regulator.

- (6) An issue under a Takeover, except in circumstances of a Reverse Takeover.
- (7) An issue of Securities to fund the cash consideration payable under a Takeover, except in circumstances of a Reverse Takeover, where the terms of the issue are Disclosed in the Takeover documents.
- (8) An issue of Securities as a result of the conversion of Convertible Securities. The Listed Entity must have issued the Convertible Securities:
 - (a) before its Securities were admitted to the Official List, and disclosed the existence and material terms of the Convertible Securities in its Approved Prospectus or documents lodged with the Regulator under Rule 2.4.3; or
 - (b) after its Securities were admitted to the Official List, and complied with the Rules when it did so.

Guidance

A Warrant is a Convertible Security for the purposes of this Rule.

- (9) An issue of Securities under an agreement to Underwrite the shortfall on an exercise of Warrants. This is only available where:
 - (a) The Listed Entity issued the Warrants:

- (i) before its Securities were admitted to the Official List, and disclosed the existence and material terms of the Convertible Securities in its Approved Prospectus or documents lodged with the Regulator under Rule 2.4.3; or
 - (ii) after its Securities were admitted to the Official List, and complied with the Rules when it did so;
 - (b) Details of the Underwriting agreement are Disclosed prior to the expiry of the Warrants; and
 - (c) The underlying Securities are issued within 15 Business Days after the expiry of the Warrants.
- (10) An issue of Preference Securities, in the form of Shares, which do not have any rights of conversion into another class of Equity Security. These Preference Securities must comply with Rules 9.3.9 to 9.3.13.
- (11) The reissue or sale of forfeited Shares within six weeks after the day on which the call was due and payable.
- (12) An issue of Securities under an Employee Incentive Scheme if within three years before the issue date:
- (a) in the case of a scheme established before the Listed Entity's Securities were admitted to the Official List – a summary of the terms of the scheme and the maximum number of Equity Securities proposed to be issued under the scheme were set out in its Approved Prospectus or documents lodged with the Regulator under Rule 2.4.3; or
 - (b) the holders of the Listed Entity's Ordinary Securities have approved the issue of Equity Securities under the scheme as an exception to Rule 9.7.1. The notice of meeting must have included:
 - (i) a summary of the terms of the scheme;
 - (ii) the number of Securities issued under the scheme since the Listed Entity's Securities were admitted to the Official List, or the date of the last approval under this Rule; and
 - (iii) the maximum number of Equity Securities proposed to be issued under the scheme following the approval.

Guidance

1. Exception (12) is only available if, and to the extent that, the number of Equity Securities issued under the scheme does not exceed the maximum number set out in the Listed Entity's Approved Prospectus (in the case of (12)(a) above), or in the notice of meeting (in the case of (12)(b) above).
2. Exception (12) ceases to be available if there is a material change to the terms of the scheme from those set out in the Listed Entity's Approved Prospectus (in the case of (12)(a) above), or in the notice of meeting (in the case of (12)(b) above).

3. Employee Incentive Schemes that allow:
 - a. participating employees or non-executive directors to elect to have Equity Securities issued to, or held for the benefit of, a relative or an entity controlled by them or a relative (such as a private company or family trust);
 - b. for the participation of consultants and contractors; or
 - c. only one employee or non-executive Director to participate;
 are still considered as Employee Incentive Schemes.
- (13) An issue of Securities made with the approval of the holders of the Listed Entity's Ordinary Securities under Rule 9.5.3 (Related Party Transaction).
- (14) A grant of Warrants or other rights to acquire Equity Securities under an Employee Incentive Scheme, where the Equity Securities to be acquired on the exercise of the Warrants, or in satisfaction of the rights, are required by the terms of the scheme to be purchased on-market.
- (15) An issue of Securities under an agreement to issue Securities, where the Listed Entity must have entered into the agreement:
 - (a) before its Securities were admitted to the Official List, and disclosed the existence and material terms of the Convertible Securities in its Approved Prospectus or documents lodged with the Regulator under Rule 2.4.3; or
 - (b) after its Securities were admitted to the Official List, and complied with the Rules when it did so.

Guidance

In the case of (a) above, the issue must have been approved under Rule 9.7.1.

- (16) An agreement to issue Equity Securities that is conditional on the holders of the Listed Entity's Ordinary Securities approving the issue under Rule 9.7.1 before the issue is made. If a Listed Entity relies on this exception, it must not issue the Equity Securities without such approval.

Subsequent approval of an issue of Securities

- 9.7.5** An issue of, or agreement to issue, Securities made without approval under Rule 9.7.1 is treated as having been made with approval for the purposes of Rule 9.7.1 if:
- (1) the issue or agreement did not exceed the limit in Rule 9.7.1;
 - (2) the holders of the Listed Entity's Ordinary Securities subsequently approve it; and
 - (3) the Securities are issued within three months of the date of the approval.
- 9.7.6** Where Shareholders approve an agreement to issue Securities under Rule 9.7.5, the Securities must be issued within three months of that approval or the approval will lapse.

Guidance

If the approval under Rule 9.7.5 lapses, the Securities can no longer be counted as Securities issued with approval under Rule 9.7.5 for the purposes of Rule 9.7.1 above, and instead are to be counted within Relevant Issues under Rule 9.7.1.

10. ACCOUNTING PERIODS, FINANCIAL REPORTS AND AUDITING**Guidance**

1. Section 78 of the FSMR provides that a Reporting Entity shall prepare and file with the Regulator an annual financial report in accordance with the requirements prescribed in these Rules.
2. Section 79 of the FSMR provides that a Reporting Entity shall prepare and file with the Regulator:
 - a. a semi-annual financial report; and
 - b. any other financial statements as are required by the Regulator, in the circumstances prescribed by Rules.

10.1 Application

10.1.1 This section applies to every Reporting Entity.

Guidance

Rule 3.9 contains the linked requirements relating to accounting periods and financial reporting in respect of Listed Funds.

Financial reporting standards

- 10.1.2** (1) A Reporting Entity must prepare financial statements for each financial year of the Reporting Entity.
- (2) A Reporting Entity must prepare and maintain all financial statements in accordance with the International Financial Reporting Standards (IFRS) or other financial reporting standards acceptable to the Regulator.

Accounting periods

- 10.1.3** (1) A Reporting Entity must not change its accounting reference date as specified in its most recent Prospectus unless it has obtained the prior approval of the Regulator in accordance with the requirements in (2).
- (2) A Reporting Entity that proposes to change its accounting reference date must:
- (a) notify the Regulator of its proposal at least 28 Business Days prior to making such a change; and
 - (b) obtain the Regulator's prior approval for the proposed change.

Preliminary statement of annual financial results

- 10.1.3A (1)** A Reporting Entity must immediately Disclose a preliminary statement of annual financial results following Board approval, unless it is otherwise required to comply with Rule 10.1.3B. The preliminary statement of annual financial results must:
- (a) be presented in the form of a table and include the items required for a half-yearly report, consistent with the presentation to be adopted in the annual accounts for the financial year;
 - (b) include the status of auditor involvement in the preparation of the preliminary statement of annual financial results;
 - (c) include details of any likely qualification or emphasis-of-matter wording that may be required to be included in the auditor's report to be included in the annual financial report; and
 - (d) include any significant additional information necessary for the purpose of assessing the results being announced.

Quarterly cash reports

- 10.1.3B (1)** A Reporting Entity must complete MKT Form 10-1 on a quarterly basis if the Regulator:
- (a) requires it as a condition of admission to the Official List pursuant to section 52(1)(b) of the FSMR;
 - (b) classifies the Reporting Entity as a Mining Exploration Reporting Entity or a Petroleum Exploration Reporting Entity; or
 - (c) requires it pursuant to section 84 of the FSMR.

Guidance

1. The Regulator will generally require a Reporting Entity to comply with Rule 10.1.3B(1)(i) in circumstances where the Listed Entity with Securities being admitted to the Official List is admitted under the assets eligibility test (see Rule 2.3.16), has less than three years of audited financial statements as prescribed in Rule 2.3.2(1), or is considered by the Regulator, for other reasons, to require quarterly cash reports, such as the admission of a cash-box.
2. The Regulator will generally require a Reporting Entity to comply with Rule 10.1.3B(1)(c) where there are concerns with the cash flow position of the Reporting Entity, or the position of the Reporting Entity as a going concern, or for any other related reason.
3. The Regulator, when applying Rule 10.1.3B(1), will inform the Reporting Entity that the Rule applies, the length of time the Reporting Entity is required to comply with the Rule and, if applicable, any other requirement imposed on the Reporting Entity in relation to its obligations under the Rule.

- 10.1.3B(2)** A Reporting Entity required to comply with Rule 10.1.3B(1) must Disclose its completed MKT Form 10-1 immediately upon the information becoming

available, and in any event no later than one (1) month after the end of each quarter of its financial year.

Annual financial report

- 10.1.4** (1) The annual financial report which is required to be produced by a Reporting Entity pursuant to section 78 of the FSMR must include the information specified in (2).
- (2) In respect of the financial year to which the annual financial report relates, it must contain:
- (a) financial statements audited in accordance with Rule 10.1.5;
 - (b) a review of the operations during the year and the results of those operations;
 - (c) details of any significant changes in the Listed Entity's state of affairs during the financial year;
 - (d) details relating to the Listed Entity's principal activities during the year and any significant changes in the nature of those activities during the year;
 - (e) details of any matter or circumstance that has arisen since the end of the year that has significantly affected or may significantly affect the:
 - (i) Listed Entity's operations in future financial years and the results of those operations; or
 - (ii) Listed Entity's state of affairs in future financial years; and
 - (f) likely developments in the Listed Entity's operations in future financial years and the expected results of those operations;
 - (g) a statement by Directors stating whether or not, in their opinion, the business of the Listed Entity is a going concern, with supporting assumptions or qualifications as necessary;
 - (h) details relating to the identity and holdings of any Connected Person of the Listed Entity; and
 - (i) a statement by its auditors as required under section 80 of the FSMR.

Guidance

1. With regard to the opinion required under the obligation in Rule 10.1.4(2)(g), the Regulator recognises that while the financial statements will be prepared by Persons other than the Directors, the Board has overall responsibilities to ensure the integrity and independence of the financial reporting process.
2. Note that Listed Entities/Reporting Entities are also required to comply with Rule 9.2.10 on annual reporting of their compliance with Corporate Governance Principles.

10.1.5 The annual financial report of a Listed Entity that is not a Public Listed Company must be audited by an independent, competent and qualified auditor in accordance with the International Standards on Auditing as issued by the International Auditing and Assurance Standards Board ("**IAASB**") or other standards acceptable to the Regulator.

Guidance

1. A Public Listed Company is required under section 82 of the FSMR to appoint an auditor. Under Rule 10.2.7 a Public Listed Company must require its auditor to conduct an audit of its financial statements in accordance with the requirements of the relevant standards published by the International Auditing and Assurance Standards Board (IAASB) in respect of its financial business or other standards acceptable to the Regulator and produce audit reports as specified in GEN.

10.1.6 The annual financial report must be signed by at least two Directors of the Listed Entity.

Semi-annual financial report

10.1.7 (1) Pursuant to section 79 of the FSMR, a Reporting Entity in respect of Shares, or Warrants or Certificates over Shares must, in addition to the annual financial report, prepare and file a semi-annual financial report which meets the requirements in (2) and (3).

(2) A Reporting Entity must:

(a) prepare such report:

- (i) for the first six months of each financial year or period, and if there is a change to the accounting reference date, prepare such report in respect of the period up to the old accounting reference date; and
- (ii) in accordance with the applicable IFRS standards or other standards acceptable to the Regulator;

(b) ensure the financial statements have either been audited or reviewed by auditors, and the audit or review by the auditor is included within the report; and

(c) ensure that the report includes:

- (i) except in the case of a Mining Exploration Reporting Entity or a Petroleum Exploration Reporting Entity, an indication of important events that have occurred during the first six months of the financial year, and their impact on the financial statements;
- (ii) except in the case of a Mining Exploration Reporting Entity or a Petroleum Exploration Reporting Entity, a description of the principal risks and uncertainties for the remaining six months of the financial year; and
- (iii) a condensed set of financial statements, an interim management report and associated responsibility statements.

- (3) A semi-annual financial report must be signed by at least two Directors of the Listed Entity.

Disclosure

- 10.1.8** (1) A Reporting Entity where it is required by the FSMR and these Rules to prepare the following financial reports must Disclose, in accordance with Rule 7.7.1:
- (a) its annual financial report;
 - (b) its semi-annual financial report; and
 - (c) its preliminary financial results.
- (2) A Reporting Entity must make the Disclosure required in (1) within the following time periods:
- (a) in relation to its annual financial report, as soon as possible after the financial statements have been approved, but no later than four months after the end of the financial period;
 - (b) in relation to its semi-annual financial report, as soon as possible and in any event no later than two months after the end of the period to which the report relates; and
 - (c) in relation to its preliminary financial results, as soon as possible but no later than two months after the end of the financial period.
- (3) A Reporting Entity must, where there is a change to its accounting reference date, Disclose in accordance with Rule 7.7.1:
- (a) the change to its accounting reference date as soon as possible; and
 - (b) if it is a Reporting Entity in relation to Shares, a second interim report within six months of the old accounting reference date if the change of the accounting reference date extends the annual accounting period to more than 14 months.

10.2 Application in respect of a Reporting Entity

10.2.1 This section applies to every Reporting Entity.

Guidance

1. In this section, obligations of a Reporting Entity may be read as applying to the Listed Entity for which the Reporting Entity is responsible.
2. A Reporting Entity is required under section 82 of the FSMR to appoint an auditor.

Appointment and termination of auditors

10.2.2 A Reporting Entity must:

- (1) notify the Regulator of the appointment of an auditor by completing and submitting such form as the Regulator shall prescribe; and

- (2) prior to the appointment of the auditor, take reasonable steps to ensure that the auditor has the required skills, resources and experience to audit the business of the Reporting Entity for which the auditor has been appointed.

10.2.3 A Reporting Entity must notify the Regulator immediately if the appointment of its auditor is or is about to be terminated, or on the resignation of its auditor, by completing and submitting such form as the Regulator shall prescribe.

10.2.4 A Reporting Entity must appoint an auditor to fill any vacancy in the office of auditor and ensure that the replacement auditor can take up office at the time the vacancy arises or as soon as reasonably practicable.

10.2.5 (1) A Reporting Entity must take reasonable steps to ensure that the auditor and the relevant audit staff of the auditor are independent of and not subject to any conflict of interest with respect to the Reporting Entity.

- (2) A Reporting Entity must notify the Regulator if it becomes aware, or has reason to believe, that the auditor or the relevant audit staff of the auditor are no longer independent of the Reporting Entity, or have a conflict of interest which may affect their judgement in respect of the Reporting Entity.

Guidance

A Reporting Entity should consider whether there is any financial or personal relationship between it or any of its relevant Employees and the auditor or any of the relevant Employees of the auditor that may affect the judgement of the auditor when conducting an audit of the Reporting Entity or complying with all its legal obligations, including the FSMR, GEN, AML and other relevant Rulebooks.

Co-operation with auditors

10.2.6 A Reporting Entity must take reasonable steps to ensure that it and its Employees:

- (1) provide any information to its auditor that its auditor reasonably requires, or is entitled to receive as auditor;
- (2) give the auditor right of access at all reasonable times to relevant records and information within its possession;
- (3) allow the auditor to make copies of any records or information referred to in paragraph (2);
- (4) do not interfere with the auditor's ability to discharge its duties;
- (5) report to the auditor any matter which may significantly affect the financial position of the Reporting Entity; and
- (6) provide such other assistance as the auditor may reasonably request it to provide.

Function of the auditor

10.2.7 A Reporting Entity, must in writing require its auditor to:

- (1) conduct an audit of the Reporting Entity's financial statements in accordance with the International Standards on Auditing as issued by the International

Auditing and Assurance Standards Board (IAASB) in respect of its financial business or other standards acceptable to the Regulator; and

- (2) produce a Reporting Entity auditor's Report on the audited financial statements in accordance with the FSMR and GEN.

10.2.8 A Reporting Entity must submit any auditor's reports and financial statements required by this chapter to the Regulator within four months of the Reporting Entity's financial year end.

11. ADDITIONAL OBLIGATIONS FOR MINING REPORTING ENTITIES

Guidance

1. Chapter 11 sets out the disclosure requirements additional to those applicable to Persons who make, or intend to make, an Offer of Securities as provided for in chapter 4 and/or those Persons who are a Listed Entity, a Reporting Entity or an Applicant for admission to the Official List, where such disclosure relates to Exploration Targets, Exploration Results, Mineral Resources, Ore Reserves or Production Targets.
2. Each Mining Reporting Standard sets out its own disclosure/reporting obligations relevant to Exploration Targets, Exploration Results, Mineral Resources, Ore Reserves and Competent Person statements. These requirements are supplemented/replicated by the requirements set out in Rules 11.4, 11.5, 11.6 and 11.12.
3. Rules 11.7 to 11.11 relate to disclosure/reporting obligations not included in the Mining Reporting Standards, including the disclosure of Non-Equivalent Estimates, Production Targets, forecast financial information, quarterly reporting and the Summary of Reserves and Resources.

11.1 Application

11.1.1 This Chapter applies to Persons who make, or intend to make, a disclosure relating to Exploration Targets, Exploration Results, Mineral Resources, Ore Reserves or Production Targets, including:

- (1) a Mining Reporting Entity;
- (2) a Person who makes or intends to make an Offer of Securities to the Public in or from the ADGM;
- (3) an Issuer; and
- (4) a Listed Entity.

11.1.2 For the purposes of this chapter, a reference to a Mining Reporting Entity shall also include Persons in Rule 11.1.1(2), (3) and (4), as applicable.

11.1.3 Terms that are defined in a Mining Reporting Standard are deemed to be defined terms in this chapter.

11.2 General rules for mining activity disclosures

Requirements for all disclosures

11.2.1 A disclosure by a Mining Reporting Entity that includes a statement about Exploration Targets, Exploration Results, Mineral Resources, Ore Reserves or Production Targets must be prepared in accordance with:

- (1) a Mining Reporting Standard; and
- (2) this chapter.

Guidance

Rule 11.2.1 applies to all disclosures made or required to be made under the Rules which include a statement about Exploration Targets, Exploration Results, Mineral Resources, Ore Reserves or Production Targets, including within a Prospectus, Exempt Offer document, bidder's and target's statements, annual reports, financial statements, technical papers, presentations, and website content and disclosures.

In order to ensure consistency of its disclosures, Issuers and Mining Reporting Entities should be mindful of the table format for disclosure of Ore Reserves and Mineral Resources set out in MKT Form-11-1.

11.2.2 Where a disclosure by a Mining Reporting Entity does not meet a non-mandatory requirement contained in a Mining Reporting Standard, the Mining Reporting Entity must provide in its disclosure a statement as to how and why its disclosure differs from the non-mandatory requirement contained in the relevant Mining Reporting Standard.

Guidance

Rule 11.2.1(1) requires a Mining Reporting Entity to fully comply with all binding requirements set out in a Mining Reporting Standard. The Regulator also expects a Mining Reporting Entity to fully comply with all non-mandatory requirements set out in a Mining Reporting Standard, including, for example, Table 1 of the JORC Code or SAMREC Code, or explain its non-compliance in accordance with Rule 11.2.2.

11.2.3 If a Mining Reporting Entity changes the basis upon which it makes disclosures from a one Mining Reporting Standard (the "Initial Mining Reporting Standard") to a new different Mining Reporting Standard (the "New Mining Reporting Standard"), then the Mining Reporting Entity must, when first making a disclosure under the New Mining Reporting Standard, disclose a reconciliation of the differences between the disclosures under the Initial Mining Reporting Standard and the disclosures under the New Mining Reporting Standard.

11.2.4 A disclosure by a Mining Reporting Entity that includes a statement about Exploration Targets, Exploration Results, Mineral Resources, Ore Reserves, Production Targets or a Technical Study must not include Historical Estimates.

11.3 Prospectus – Mining Disclosures

11.3.1 In addition to complying with the requirements of Chapter 4, a Prospectus:

- (1) that includes a statement about Exploration Targets, Exploration Results, Mineral Resources, Ore Reserves or Production Targets, must comply with Rule 11.2.1; and
- (2) must include details in relation to the Mining Reporting Entity's policies and practices in relation to operating in a sustainable manner, including:
 - (i) the Mining Reporting Entity's policy with regards to environmental and social issues;
 - (ii) impact of the Mining Reporting Entity's business practices on the environment and the communities in which it operates; and
 - (iii) the environmental and social risks faced by the Mining Reporting Entity.

Valuation Report

11.3.2 A Prospectus relating to a Mining Reporting Entity must include a Valuation Report on the Mineral Reserves and Ore Reserves of the company, as applicable. The Valuation Report must be prepared by an independent expert in accordance with a Valuation Standard. The effective date of the Valuation Report must not be more than 6 months earlier than the date of lodgement of the Prospectus offer document.

11.3.3 A Valuation Report must contain the following:

- (1) the Valuation Standard used;
- (2) the principal assumptions used in arriving at the valuation, including but not limited to, assumed commodity prices, rate of discount and rate of inflation, and the basis for each assumption. Contracted commodity prices must be used where applicable and available;

Guidance

If contract commodity prices are unavailable, either forecast or constant prices may be used. Where forecast commodity prices are used, this should be accompanied by a statement by the qualified person that such forecast was arrived at after due and careful enquiry and reflects their reasonably held view of the outlook of the future.

- (3) an analysis of the sensitivity of the valuation to variation in the principal assumptions provided in (2) above. In relation to commodity prices, the scenarios must include both constant and forecast prices. In relation to the rate of discount, the scenarios must include the weighted average cost of capital;
- (4) an estimate of net present value. If the valuation is arrived at on an alternative basis, an explanation of the basis and reasons for adopting the alternative basis; and
- (5) a risk factor highlighting the uncertainties inherent in the assumptions made in arriving at the valuation, and the effects they may have on the valuation of the Mineral Resources and Ore Reserves and the value of the offered Securities.

11.4 Exploration Results

11.4.1 A Mining Reporting Entity disclosing Exploration Results that are material and that have not been previously disclosed by the Mining Reporting Entity must ensure the disclosure contains the following:

- (1) all information that is material to understanding the Exploration results;

Guidance

For a Reporting Entity disclosing against the JORC Code or SAMREC Code, for example, the Reporting Entity would need to have regard to each of the factors listed in:

- a. Section 1 (sampling techniques and data); and
- b. Section 2 (reporting of exploration results),

of Table 1 of the JORC Code or the SAMREC Code.

- (2) if certain information is not included because the Mining Reporting Entity considers it not to be material, an explanation as to why that information/factor is not material to understanding the Exploration results;
- (3) in respect of material drill holes, a separate table setting out the following, unless the Mining Reporting Entity determines that the information is not material to understanding the Exploration results:
 - (a) easting and northing of the drill hole collar;
 - (b) elevation or RL of the drill hole collar;
 - (c) dip and azimuth of the hole;
 - (d) down hole width and depth; and
 - (e) end of hole;
- (4) where the Mining Reporting Entity has determined that any of the information in (3) is not material to understanding the Exploration results, an explanation from the Mining Reporting Entity as to why the information is not material.

Guidance

The Mining Reporting Standards set out additional requirements for public reports on Exploration Results. For example, clauses 18 and 19 of the JORC Code are applicable.

11.5 Mineral Resources

11.5.1 A Mining Reporting Entity disclosing estimates of Inferred Mineral Resources, Indicated Mineral Resources or Measured Mineral Resources that are material and that have not previously been disclosed by the Mining Reporting Entity or that have materially changed from the estimates last publicly disclosed, must ensure its disclosure contains the following:

- (1) a fair and balanced representation of the information contained in the report prepared in accordance with (2), including a summary of all information material to understanding the reported estimates of Mineral Resources in relation to the:
 - (a) geology and geological interpretation;
 - (b) drilling techniques;
 - (c) sampling and sub-sampling techniques;
 - (d) sample analysis method;
 - (e) estimation methodology;
 - (f) mining and metallurgical methods and parameters, and other material modifying factors considered to date;
 - (g) cut-off grade(s), including the basis for the selected cut-off grade(s); and
 - (h) criteria used for classification, including drill, data spacing and distribution; where estimates for more than one category of Mineral Resources are reported, separately identifying the drill spacing used to classify each category of Mineral Resources, i.e. Inferred Mineral Resources, Indicated Mineral Resources and Measured Mineral Resources.
- (2) a report providing all information that is material to understanding the estimates of Mineral Resources, taking into account the:
 - (a) sampling techniques and data;
 - (b) reporting of Exploration results;
 - (d) estimation and reporting of Mineral Resources;
 - (e) estimation and reporting of diamonds and other gemstones; or
- (3) if certain information from (2) is not included because the Mining Reporting Entity considers it not to be material to understanding the estimates of Mineral Resources, an explanation from the Mining Reporting Entity as to why that information is not material to understanding the estimates of Mineral Resources.

11.6 Ore Reserves

11.6.1 A Mining Reporting Entity disclosing estimates of Probable Ore Reserves or Proved Ore Reserves that are material, and that have not been previously disclosed by the Reporting Entity, or that have materially changed from the estimates last disclosed, must ensure the disclosure contains the following:

- (1) a fair and balanced representation of the information contained in the report prepared in accordance with (2) including a summary of all information material to understanding the reported estimates of Ore Reserves in relation to the:
 - (a) material assumptions and the outcomes from the Technical Study, but not including a Scoping Study;

Guidance

If the economic assumptions are commercially sensitive to the Mining Reporting Entity, an explanation of the methodology used to determine the assumptions rather than the actual figure, can be reported.

- (b) criteria used for classification, including the classification of the Mineral Resources on which the Ore Reserves are based and the confidence in the modifying factors applied;
 - (c) mining method selected and other mining assumptions, including mining recovery factors and mining dilution factors;
 - (d) processing method selected and other processing assumptions, including the recovery factors applied and the allowances made for deleterious elements;
 - (e) basis of the cut-off grade(s) or quality parameters applied;
 - (f) estimation methodology; and
 - (g) material modifying factors, including the status of environmental approvals, Mining Tenements and approvals, other government factors and infrastructure requirements for selecting mining methods and for transportation to market.
- (2) a report providing all information that is material to understanding the estimates of Ore Reserves, taking into account the:
- (a) sampling techniques and data;
 - (b) reporting of Exploration results;
 - (d) estimation and reporting of Mineral Resources;
 - (e) estimation and reporting of Ore Reserves;
 - (f) estimation and reporting of diamonds and other gemstones; or

Guidance

Mining Reporting Entities should refer to the sections of the Mining Reporting Standard relevant to a report on Ore Reserves.

- (3) if certain information from (2) is not included because the Mining Reporting Entity considers it not to be material to understanding the estimates of Ore Reserves, an explanation from the Mining Reporting Entity as to why that information is not material to understanding the estimates of Ore Reserves.

11.7 Non-Equivalent Estimates

11.7.1 Where a Mining Reporting Entity discloses material Non-Equivalent Estimates of Mineralisation the Mining Reporting Entity does not need to comply with Rule 11.2.1(1) provided the Mining Reporting Entity complies with:

- (1) Rule 11.7.2;

- (2) Rule 11.7.3;
- (3) Rule 11.7.4; and
- (4) Rule 11.7.6.

11.7.2 A Mining Reporting Entity cannot disclose material Non-Equivalent Estimates of Mineralisation where it is attempting to disclose:

- (1) 'preliminary resources' where the Mining Reporting Entity's relevant exploration and evaluation programs are incomplete;
- (2) Ore Reserves when the appropriate Technical Study(s) required by a Mining Reporting Standard to allow the conversion of Mineral Resources to Ore Reserves has not yet been completed;
- (3) Non-Equivalent Estimates of Mineralisation for areas adjacent to its Mining Tenements; or
- (4) with an intent to avoid the requirements of a Mining Reporting Standard and/or these Rules.

11.7.3 A Mining Reporting Entity disclosing material Non-Equivalent Estimates of Mineralisation must ensure that the disclosure contains the following:

- (1) a prominent, and proximate, statement to the effect that:
 - (a) the estimates are Non-Equivalent Estimates and are not disclosed in accordance with a Mining Reporting Standard;
 - (b) a Competent Person has not done sufficient work to classify the Non-Equivalent Estimates as Mineral Resources or Ore Reserves in accordance with a Mining Reporting Standard; and
 - (c) it is uncertain whether, following evaluation and/or further Exploration work, the Non-Equivalent Estimates will ever be able to be disclosed as Mineral Resources or Ore Reserves in accordance with a Mining Reporting Standard.
- (2) the source(s) and date(s) of the Non-Equivalent Estimates;
- (3) if the Non-Equivalent Estimates use categories of Mineralisation, a statement identifying whether the categories used:
 - (a) are different to those defined in a Mining Reporting Standard, and an explanation of the differences; or
 - (b) are the same as those defined in a Mining Reporting Standard;
- (4) the relevance of the Non-Equivalent Estimates to the Mining Reporting Entity;
- (5) the reliability of the Non-Equivalent Estimates;

Guidance: For example, the Mining Reporting Entity may want to have regard to the relevant criteria listed in Table 1 of the JORC Code.

- (6) a summary of the evaluation and/or exploration work on which the Non-Equivalent Estimates are based;
- (7) a summary of the key assumptions, mining and processing parameters and methods used to prepare the Non-Equivalent Estimates;
- (8) details of any more recent estimates or data relevant to interpreting the Non-Equivalent Estimates, and the source(s) and date(s) of the estimates or data;
- (9) the evaluation and/or exploration work that needs to be undertaken to verify the Non-Equivalent Estimates as Mineral Resources or Ore Reserves in accordance with a Mining Reporting Standard;
- (10) the proposed timing of the evaluation and/or exploration work disclosed in (9);
- (11) the proposed source of funding for the evaluation and/or exploration work disclosed pursuant to (9);
- (12) the mineral resources classification and reporting standard used in determining the Non-Equivalent Estimates; and
- (13) a statement by a named Competent Person(s) that the information in the disclosure provided pursuant to (3) to (9) is an accurate representation of the available data and studies relating to the Non-Equivalent Estimates.

11.7.4 If a Mining Reporting Entity has disclosed Non-Equivalent Estimates that comply with the requirements of Rule 11.7.3, then any subsequent disclosure made in respect of the Non-Equivalent Estimates does not need to include the information in that Rule if the subsequent disclosure:

- (1) references the earlier disclosure that was in compliance with that Rule;
- (2) contains a confirmation from the Mining Reporting Entity that:
 - (a) the information provided in the earlier disclosure in compliance with that Rule continues to apply; and
 - (b) there is no new material information or data relating to the Non-Equivalent Estimates that impacts on the:
 - (i) reliability or interpretation of the Non-Equivalent Estimates; or
 - (ii) Mining Reporting Entity's ability to verify the Non-Equivalent Estimates as Mineral Resources or Ore Reserves in accordance with a Mining Reporting Standard; and
- (3) includes an at least equally prominent, and proximate, statement about the disclosed Non-Equivalent Estimates addressing the matters contained in Rule 11.7.3(1).

11.7.5 A Mining Reporting Entity must ensure that Non-Equivalent Estimates of Mineralisation are not in a Technical Study of the Mining Reporting Entity's Mineral Resources and Ore Reserves Holdings.

Non-Equivalent Estimates – Summary of Reserves and Resources

11.7.6 If a Mining Reporting Entity has previously disclosed Non-Equivalent Estimates compliance with Rule 11.7.3 which have not subsequently been disclosed as Mineral Resources or Ore Reserves in accordance with a Mining Reporting Standard, then:

- (1) the Mining Reporting Entity must disclose in its Summary of Reserves and Resources, the:
 - (a) steps it has taken in evaluating the previously disclosed Non-Equivalent Estimates;
 - (b) status of any further evaluation and/or exploration work required to verify and disclose the Non-Equivalent Estimates as Mineral Resources or Ore Reserves in accordance with the Mining Reporting Standard; and
 - (c) status of the proposed source of funding for the evaluation and/or exploration work referred to in Rule 11.7.6(1)(b); and
- (2) if it has been more than three years since the first disclosure of the Non-Equivalent Estimates under Rule 11.7.4 and those estimates have not been subsequently verified and disclosed as Mineral Resources or Ore Reserves in accordance with a Mining Reporting Standard, then the Mining Reporting Entity must disclose in its Summary of Reserves and Resources:
 - (a) an explanation of why the Non-Equivalent Estimates have not been verified and disclosed as Mineral Resources or Ore Reserves in accordance with a Mining Reporting Standard; and
 - (b) the Mining Reporting Entity's intention, proposed timetable and proposed source of funding with regard to verifying and disclosing the Non-Equivalent Estimates as Mineral Resources or Ore Reserves in accordance with a Mining Reporting Standard.

11.8 Production Targets

11.8.1 A Mining Reporting Entity must not disclose a Production Target that is based wholly on:

- (1) an Exploration Target;
- (2) a combination of Inferred Mineral Resources and an Exploration Target; or
- (3) or in part on, Non-Equivalent Estimates.

11.8.2 A Production Target may be disclosed by a Mining Reporting Entity in relation to:

- (1) the Mining Reporting Entity's Mineral Resources and Ore Reserves Holdings; or
- (2) a material Mining Project of the Mining Reporting Entity (or two or more Mining Projects which, together, are material).

11.8.3 A Mining Reporting Entity's disclosure pursuant to Rule 11.8.2 must include:

- (1) in relation to the assumptions used to determine the Production Target:
 - (a) all material economic assumptions employed; or
 - (b) if the Mining Reporting Entity considers the material economic assumptions to be commercially sensitive, a statement to that effect and an explanation of the methodology used to determine the material economic assumptions; and

Guidance

A Mining Reporting Entity that considers certain information relating to the material economic assumptions to be commercially sensitive should refer to paragraphs 47-54 of the Guidance on Mining and paragraphs 127 and 128 of the Guidance on Continuous Disclosure.

- (c) all other material assumptions utilised.
- (2) if forecast commodity prices have been used in the determination of the Production Target, a statement that such forecast commodity pricing was arrived at on reasonable grounds.
- (3) the proportions of the Production Target based on:
 - (a) Probable Ore Reserves and Proved Ore Reserves;
 - (b) Indicated Mineral Resources and Measured Mineral Resources;
 - (c) Inferred Mineral Resources; and
 - (d) an Exploration Target.
- (4) a statement that the respective proportions of Inferred Mineral Resources and the Exploration Target (if applicable) are not the determining factors in the viability of the Production Target and do not feature as a significant proportion in the early mine plan;
- (5) if the Production Target is wholly based on Inferred Mineral Resources:
 - (a) an explanation as to why the Mining Reporting Entity believes it has a reasonable basis for disclosing a Production Target wholly based on Inferred Mineral Resources;
 - (b) the level of confidence in relation to which the Inferred Mineral Resources are estimated and the basis for that level of confidence;
 - (c) a Technical Study of a sufficient level of confidence to support the Production Target, prepared by, or under the supervision of, a named independent Competent Person(s); and
 - (d) an at least equally prominent, and proximate, statement to the effect that:

“The level of geological confidence associated with inferred mineral resources is low. Though further evaluation and/or exploration work is required to establish sufficient confidence that the production target will

be met, there is no certainty that further evaluation and/or exploration work will result in the determination of indicated mineral resources or that the production target itself will be realised. The mining reporting entity's production target is based on its current expectation of future results or events, and should not be solely relied upon by investors when making investment decisions."

Guidance

Any statement about a Production Target will be deemed to be misleading unless the person making the statement has reasonable grounds for making the statement. The Regulator considers that it is only under exceptional circumstances that a Mining Reporting Entity might form a view that it has reasonable grounds for a Production Target to be wholly based on Inferred Mineral Resources.

- (6) if the Production Target is in part based on Inferred Mineral Resources, an at least equally prominent, and proximate, statement to the effect that:

"The level of geological confidence associated with inferred mineral resources is low. There is no certainty that further evaluation and/or exploration work will result in the determination of indicated mineral resources or that the production target itself will be realised."

- (7) if the Production Target is in part based on an Exploration Target:

- (a) a statement of the factors that lead the Mining Reporting Entity to believe that it has a reasonable basis for disclosing a Production Target based, in part, on an Exploration Target; and
- (b) an at least equally prominent, and proximate, statement to the effect that:

"The potential quantity and grade of an Exploration Target is only conceptual in nature. There has been insufficient exploration to determine a Mineral Resource and there is no certainty that further exploration work will result in the determination of Mineral Resources or that the Production Target itself will be realised."

11.8.4 If a Mining Reporting Entity made a disclosure under Rule 11.8.2, then any subsequent disclosure in relation to a Production Target need not include the information required to be disclosed by Rule 11.8.3 where the subsequent disclosure:

- (1) references the earlier disclosure that was in compliance with Rule 11.8.3;
- (2) contains a statement confirming that all the material assumptions in the initial disclosure, upon which the Production Target is based continue to apply and have not materially changed;
- (3) if the Production Target is wholly based upon Inferred Mineral Resources, includes an at least equally prominent, and proximate, statement about the disclosed Production Target to the effect of the statement set out in Rule 11.8.3(5)(d); and

- (4) if the Production Target is based in part upon an Exploration Target, includes an at least equally prominent, and proximate, statement about the disclosed Production Target to the effect of the statement set out in Rule 11.8.3(7)(b).

11.8.5 A Mining Reporting Entity's disclosure is not required to comply with Rule 11.8.3 where a Production Target relating to an operating mine(s) is wholly based upon:

- (1) Ore Reserves;
- (2) a combination of Ore Reserves and Measured Mineral Resources; or
- (3) a combination of Ore Reserves; and
 - (a) Measured Mineral Resources; and/or
 - (b) Indicated Mineral Resources, provided that the Indicated Mineral Resources are not the determining factor in project viability.

11.9 Forecast financial information

11.9.1 Forecast financial information derived from a Production Target may be disclosed in relation to either a Mining Reporting Entity's:

- (1) Mineral Resources and Ore Reserves Holdings; or
- (2) material Mining Project(s).

11.9.2 A Mining Reporting Entity's disclosure pursuant to Rule 11.9.1 must include:

- (1) in relation to the assumptions used to determine the forecast financial information:
 - (a) all material economic assumptions employed;
 - (b) if the Mining Reporting Entity considers the material economic assumptions to be commercially sensitive, a statement to that effect and an explanation of the methodology used to determine the material economic assumptions; and

Guidance

A Mining Reporting Entity that considers certain information relating to the material economic assumptions to be commercially sensitive should refer to paragraphs 47-54 of the Guidance on Mining and paragraphs 127 and 128 of the Guidance on Continuous Disclosure.

- (c) all other material assumptions utilised.
- (2) the Production Target from which the forecast financial information is derived (including all the information contained in Rule 11.8.3).

11.9.3 If a Mining Reporting Entity has made a disclosure under Rule 11.9.1, then any subsequent disclosure in relation to forecast financial information derived from a Production Target need not include the information in Rule 11.9.2 where the subsequent disclosure:

- (1) references the earlier disclosure that was in compliance with Rule 11.9.2;
- (2) contains a statement confirming that all the material assumptions in the initial disclosure upon which the forecast financial information derived from a Production Target is based continue to apply and have not materially changed;
- (3) if the Production Target upon which the forecast financial information is derived is wholly based on Inferred Mineral Resources, includes an at least equally prominent, and proximate, statement about the disclosed forecast financial information to the effect of the statement set out in Rule 11.8.3(5)(d); and
- (4) if the Production Target upon which the forecast financial information is derived is based in part upon an Exploration Target, includes an at least equally prominent, and proximate, statement about the disclosed forecast financial information to the effect of the statement set out in Rule 11.8.3(7)(b).

11.9.4 A disclosure by a Mining Reporting Entity is not required to comply with Rule 11.9.2 where the forecast financial information derived from a Production Target relating to an operating mine(s) is wholly based on:

- (1) Ore Reserves;
- (2) a combination of Ore Reserves and Measured Mineral Resources; or
- (3) a combination of Ore Reserves; and
 - (a) Measured Mineral Resources; and/or
 - (b) Indicated Mineral Resources, provided that the Indicated Mineral Resources are not the determining factor in project viability.

11.10 Quarterly Reports

Quarterly Reports – Mining Exploration Reporting Entities

11.10.1 A Mining Exploration Reporting Entity must disclose a report for each quarter of its financial year containing the following information in respect of the Mining Exploration Reporting Entity and all controlled entities, on a consolidated basis, if applicable:

- (1) details of the activities relating to mining:
 - (a) Exploration, or a statement that there have been no activities relating to Exploration; and
 - (b) production and development, or a statement that there have been no activities relating to mining production and development;
- (2) a summary of any expenditure incurred relating to mining:
 - (a) Exploration activities; and
 - (b) production and development;
- (3) the Mining Tenements held at the end of the quarter, their location and the percentage interest held, including the beneficial interests in farm-in or farm-out agreements;

- (4) the Mining Tenements, including beneficial interests in farm-in or farm-out agreements acquired or disposed of during the quarter, and their location;
- (5) at least once every 12 months, the Summary of Reserves and Resources required by Rule 11.11.1 unless it is included in the Mining Exploration Reporting Entity's annual report; and
- (6) when the previous, and upcoming, disclosure required by (5) was, and will be, disclosed.

11.10.2 A Mining Exploration Reporting Entity must disclose the report required by Rule 11.10.1 no later than 1 month after the end of the quarter.

Quarterly Reports – Mining Production Reporting Entities

11.10.3 A Mining Production Reporting Entity must disclose a report for each quarter of its financial year containing the following information in respect of the Mining Production Reporting Entity and all controlled entities on a consolidated basis, if applicable:

- (1) details of the activities relating to mining production and development, or a statement that there have been no activities relating to mining production and development;
- (2) a summary of any expenditure incurred relating to mining production and development activities, if any;
- (3) a summary of:
 - (a) the activities relating to mining Exploration, or a statement that there have been no activities relating to mining Exploration; and
 - (b) any expenditure incurred relating to mining Exploration activities;
- (4) at least once every 12 months, the Summary of Reserves and Resources required by Rule 11.11.1 unless it is included in the Mining Reporting Entity's annual report; and
- (5) when the previous, and upcoming, disclosure required by Rule 11.10.3(4) was, and will be, disclosed.

11.10.4 A Mining Production Reporting Entity must disclose the report required by Rule 11.10.3 no later than 1 month after the end of the quarter.

11.11 Summary of Reserves and Resources

11.11.1 A Mining Reporting Entity must include in its Summary of Reserves and Resources, a table in the form of MKT Form 11-1, as of a date no earlier than one month prior to the disclosure of the Summary of Reserves and Resources.

11.11.2 A Mining Reporting Entity must include in its Summary of Reserves and Resources, or its annual financial report, an update on its policies and practices for operating in a sustainable manner, as initially required by Rule 11.3.1(2).

11.12 Other Requirements**Competent Persons**

11.12.1 Subject to Rule 11.12.2, a disclosure by a Mining Reporting Entity containing Exploration Targets, Exploration Results, or estimates of Mineral Resources or Ore Reserves must state:

- (1) that it is based on, and fairly represents, information and supporting documentation prepared by a named Competent Person(s);
- (2) in each case, whether the Competent Person is an employee of the Mining Reporting Entity or a Related Party and, if not, the name of the Competent Person's employer; and
- (3) in each case, the name of the professional organisation of which each Competent Person is a member.

11.12.2 The disclosure made in Rule 11.12.1 must only be made with the prior written consent of the Competent Person(s) as to the form and context in which the Exploration Results or estimates of Mineral Resources or Ore Reserves, as the case may be, and the supporting information is presented in the disclosure.

Guidance

This requirement applies to disclosures containing Exploration Results under Rule 11.4 or any original or updated estimates of Mineral Resources or Ore Reserves under Rules 11.5 or 11.6. For the requirement relating to the Summary of Reserves and Resources, refer to Rule 11.11.

11.12.3 Rule 11.12.1 only applies the first time a Mining Reporting Entity discloses Exploration Results in accordance with Rule 11.4 or original or updated estimates of Mineral Resources or Ore Reserves in accordance with Rules 11.5 or 11.6 provided that:

- (1) any subsequent disclosure that refers to those Exploration Results or estimates of Mineral Resources or Ore Reserves references the earlier disclosure that was in compliance with Rule 11.12.1; and
- (2) the Mining Reporting Entity confirms in the subsequent disclosure that it is not aware of any new information or data that materially affects the information included in the earlier disclosure(s) and, in the case of estimates of Mineral Resources or Ore Reserves, that all material assumptions and technical parameters underpinning the estimates in the earlier disclosure(s) continue to apply and have not materially changed.

Mining Tenement joint venture disclosures

11.12.4 A Mining Reporting Entity must not, and must ensure that its controlled entities do not, enter a joint venture agreement to investigate or explore a Mining Tenement, unless the agreement provides that:

- (1) if the Mining Reporting Entity requests it, the operator of the joint venture will provide the Mining Reporting Entity all the information the Mining Reporting Entity requires in order to comply with these Rules; and

- (2) the Mining Reporting Entity may disclose that information as necessary for the Mining Reporting Entity to comply with these Rules.

NI 43-101 Reports

- 11.12.5** Where a requirement within NI 43-101 specifically requires a report to be lodged with the Canadian System for Electronic Document Analysis and Retrieval or “SEDAR”, a Mining Reporting Entity is to disclose such report as otherwise set out, and in accordance, with these Rules.

12. ADDITIONAL OBLIGATIONS FOR PETROLEUM REPORTING ENTITIES

Guidance

Chapter 12 sets out the additional disclosure requirements additional to those applicable to Persons who make, or intend to make, an Offer of Securities as provided for in chapter 4 and/or those Persons who are a Listed Entity/Reporting Entity or an Applicant for admission to the Official List of Securities, where such disclosure relates to Petroleum Resources, including Petroleum Reserves, Contingent Resources or Prospective Resources.

12.1 Application

- 12.1.1** This Chapter applies to Persons who make, or intend to make, a disclosure relating to Petroleum Resources including:

- (1) a Petroleum Reporting Entity;
- (2) a Person who makes or intends to make an Offer of Securities to the Public in or from the ADGM;
- (3) an Issuer; and
- (4) a Listed Entity.

- 12.1.2** For the purposes of this chapter, a reference to a Petroleum Reporting Entity shall also include Persons in Rule 12.1.1(2), (3) and (4), as applicable.

- 12.1.3** Terms that are defined in the Petroleum Reporting Standard are deemed to be defined terms in this Chapter 12.

12.2 General rules for Petroleum activity disclosures

Requirements for all disclosures

- 12.2.1** A disclosure by a Petroleum Reporting Entity that includes a statement about Petroleum Resources, including estimates of Petroleum Reserves, Contingent Resources or Prospective Resources must be prepared in accordance with:

- (1) the Petroleum Reporting Standard; and
- (2) this Chapter 12 of the Rules.

Guidance

Rule 12.2.1 applies to all disclosures made or required to be made under these Rules which include a statement about Petroleum Resources, including estimates of Petroleum Reserves, Contingent Resources or Prospective Resources, including within a Prospectus, Exempt Offer document, bidder's and target's statements, annual reports, financial statements, technical papers, presentations, and website content and disclosures.

To ensure consistency of its disclosures, Issuers and Petroleum Reporting Entities should be mindful of the table format for disclosure of Petroleum Resources set out in Form-12-1.

- 12.2.2** Where a disclosure by a Petroleum Reporting Entity does not meet a non-mandatory requirement contained in the Petroleum Reporting Standard, the Petroleum Reporting Entity must provide in its disclosure a statement as to how and why its disclosure differs from the non-mandatory requirement contained in the relevant Petroleum Reporting Standard.

Guidance

Rule 12.2.1(1) requires a Petroleum Reporting Entity to fully comply with all binding requirements set out in the Petroleum Reporting Standard (including any tables, appendices or schedules). The Regulator also expects a Petroleum Reporting Entity to fully comply with all non-mandatory requirements set out in the Petroleum Reporting Standard, or explain their non-compliance in accordance with Rule 12.2.2.

- 12.2.3** A Petroleum Reporting Entity must disclose Petroleum Resources in the most specific resource class that the Petroleum Resources can be classified under the Petroleum Reporting Standard.

Guidance

The specific classes for Petroleum Resources are identified in section 1.1 of the Petroleum Reporting Standard. They are production, Petroleum Reserves, Contingent Resources, Prospective Resources and unrecoverable Petroleum. The PRMS Guidelines provide additional guidance on Petroleum Resource classification.

- 12.2.4** A disclosure that includes estimates of Petroleum Reserves, Contingent Resources or Prospective Resources must:

- (1) clearly identify whether the Deterministic Method or Probabilistic Method was used in preparing the estimates; and

Guidance

Additional guidance on Deterministic Methods (in sections 4.1 and 5.2) and Probabilistic Methods (in section 5.3 and 7.1) is provided in the PRMS Guidelines.

- (2) identify the Evaluation Date.

Guidance

To ensure consistency of its disclosures, a Petroleum Reporting Entity should be mindful of the table format for disclosure of Petroleum Reserves, Contingent Resources and Prospective Resources set out in Form 12-1.

12.2.5 If Total Petroleum Initially-In-Place, Estimated Ultimate Recovery or Discovered Petroleum Initially-In-Place are disclosed by a Petroleum Reporting Entity, all of the following information must, where applicable, be prominently and proximately included in the disclosure:

- (1) an estimate of Petroleum Reserves;
- (2) an estimate of Contingent Resources;
- (3) an estimate of Prospective Resources; and
- (4) whether, and how, each class of Petroleum Resource was adjusted for risk.

Guidance

The Petroleum Reporting Standard defines Total Petroleum Initially-In-Place, Estimated Ultimate Recovery and Discovered Petroleum Initially-In-Place in section 1.1 and its Appendix A. The Petroleum Reporting Standard identifies 'remaining recoverable resources' in section 1.2 and its Appendix A. Additional guidance on Total Petroleum Initially-In-Place is set out in section 2.2 of the PRMS Guidelines.

12.3 Prospectus – Petroleum disclosures

12.3.1 In addition to complying with Chapter 4, a Prospectus must:

- (1) if it includes a statement about Petroleum Resources that includes estimates of Petroleum Reserves, Contingent Resources or Prospective Resources, comply with Rule 12.2; and
- (2) include details in relation to the Petroleum Reporting Entity's policies and practices in relation to operating in a sustainable manner, including:
 - (i) the Petroleum Reporting Entity's policy with regards to environmental and social issues;
 - (ii) impact of the Petroleum Reporting Entity's business practices on the environment and the communities in which it operates; and
 - (iii) the environmental and social risks faced by the Petroleum Reporting Entity.

Valuation Report

12.3.2 A Prospectus relating to a Petroleum Reporting Entity must include a Valuation Report on the Petroleum Resources of the company. The Valuation Report must be prepared by an independent expert in accordance with the Petroleum Reporting Standard, the VALMIN Code, the SAMVAL Code, or the CIMVAL Code. The effective date of the Valuation Report must not be more than 6 months earlier than the date of lodgment of the Prospectus offer document.

12.3.3 With regard to any Valuation Report, the following must be disclosed:

- (1) the principal assumptions used in arriving at the valuation, including but not limited to, assumed commodity prices, rate of discount and rate of inflation, and the basis for each assumption. Contracted commodity prices must be used where applicable and available;

Guidance

If commodity prices are unavailable, either forecast or constant prices may be used. Where forecast commodity prices are used, this should be accompanied by a statement by the qualified person that such forecast was arrived at after due and careful enquiry and reflects their view of a reasonable outlook of the future.

- (2) analysis of the sensitivity of the valuation to variation in the principal assumptions provided in (1) above. In relation to commodity prices, the scenarios must include both constant and forecast prices. In relation to the rate of discount, the scenarios must include the weighted average cost of capital;
- (3) an estimate of net present value. If the valuation is arrived at on an alternative basis, an explanation of the basis and reasons for adopting the alternative basis; and
- (4) a risk factor highlighting the uncertainties inherent in the assumptions made in arriving at the valuation, and the effects they may have on the valuation of the Petroleum Resources and the value of the offered Securities.

12.4 Geophysical surveys**12.4.1** A disclosure by a Petroleum Reporting Entity on any geophysical survey in relation to Petroleum must include:

- (1) the name of the survey;
- (2) its nature and status; and
- (3) the permit under which the survey is being conducted.

12.5 Exploration and drilling**12.5.1** A Petroleum Reporting Entity disclosing material Exploration and drilling information in relation to Petroleum Resources must ensure the disclosure contains:

- (1) the name, type and location of the well(s);
- (2) the details of the permit or lease in which the well is located, including land tenure status;
- (3) the Petroleum Reporting Entity's working interest in the well;
- (4) the net pay thickness, where the gross pay thickness is disclosed in relation to an internal of conventional resources;
- (5) the geological rock type of the formation drilled;
- (6) the depth of the zones tested;

- (7) the types of, and duration of, the test(s) undertaken;
- (8) the Petroleum phases recovered in the test(s);
- (9) any other recovery associated with the test(s) and their respective proportions;
- (10) the choke size used, flow rates and, if measured, the volumes of the Petroleum phases;
- (11) the details of any fracture simulation, including its size, nature and number of fracture stimulations;
- (12) any material volumes of non-Petroleum gases;
- (13) any data aggregation methods used; and
- (14) any other information that is material to understanding the disclosure.

12.6 Initial disclosure of Petroleum Resources

12.6.1 A Petroleum Reporting Entity must immediately disclose any new material estimates of Prospective Resources, Contingent Resources or Petroleum Reserves that have not previously been disclosed.

12.6.2 A Petroleum Reporting Entity making a disclosure under Rule 12.6.1 must ensure the disclosure contains:

- (1) the types of permits or licences held by the Petroleum Reporting Entity relating to the estimates;
- (2) an explanation of the new data and information;
- (3) an explanation of how the new data and information has affected the estimates of Prospective Resources, Contingent Resources or Petroleum Resources; and
- (4) any changes or additions to the information previously disclosed relating to:
 - (a) Prospective Resources under Rules 12.8.1(1) to 12.8.1(4);
 - (b) Contingent Resources under Rules 12.10.1(1) to 12.10.1(5); and
 - (c) Petroleum Reserves under Rules 12.12.1(1) to 12.12.1(7).

12.7 Prospective Resources

12.7.1 A Petroleum Reporting Entity disclosing estimates of Prospective Resources must:

- (1) be categorised and disclosed as either Low Estimate (1U), Best Estimate (2U) or High Estimate (3U) in the category that best reflects the degree of uncertainty in the estimated quantities of potentially recoverable Petroleum;
- (2) if a High Estimate of Prospective Resources is disclosed, disclose the Best Estimate and Low Estimate of Prospective Resources; and

- (3) disclose an at least equally prominent, and proximate, statement to the effect that:

“The estimated quantities of petroleum that may potentially be recovered by the application of a future development project(s) relate to undiscovered accumulations. These estimates have both an associated risk of discovery and a risk of development. Further exploration appraisal and evaluation is required to determine the existence of a significant quantity of potentially moveable petroleum.”

12.8 Prospective Resources – Material Changes

12.8.1 A Petroleum Reporting Entity disclosing estimates of Prospective Resources that are material and that have not previously been disclosed by the Petroleum Reporting Entity, must ensure the disclosure contains:

- (1) the types of permits or licenses held by the Petroleum Reporting Entity for the disclosed estimates of Prospective Resources;
- (2) a description of:
 - (a) the method of estimation;
 - (b) any further Exploration activities to be undertaken (including studies, further data acquisition and evaluation work, and Exploration drilling); and
 - (c) the expected timing of those Exploration activities;
- (3) the Petroleum Reporting Entity’s assessment of the likelihood of discovery and development associated with the disclosed estimates of Prospective Resources; and
- (4) an explanation of the relevant risk factors.

Guidance

Sections 1.1, 2.16, 3.2, 4.8, 6.2, 7.1 and 8.5 of the PRMS Guidelines provide additional guidance on Prospective Resources.

12.9 Contingent Resources

12.9.1 A Petroleum Reporting Entity disclosing estimates of Contingent Resources must:

- (1) be categorised and disclosed as either C1, C2 or C3 in the category that best reflects the degree of uncertainty in the estimated quantities of potentially recoverable Petroleum and if an estimate of C3 is disclosed, also disclose estimates of C2 and C1;
- (2) not disclose a mean estimate of Contingent Resources; and
- (3) where the disclosure represents aggregated estimates of Contingent Resources:
 - (a) include the aggregation method used, which must be either:

- (i) an arithmetic summation by category (being C1, C2 or C3); or
 - (ii) a statistical aggregation of uncertainty distributions up to the field, property of project level; and
- (b) where Rule 12.9.1(3)(a)(i) applies, include a statement to the effect that the aggregate C1 may be a very conservative estimate and the aggregate C3 may be a very optimistic estimate due to the portfolio effects of arithmetic summation.

Guidance

The Petroleum Reporting Standard defines 'aggregated' in section 4.2.5 and its Appendix A. Sections 1.1, 2.1, 4.1, 5.1, 6.26 and 8.1 of the PRMS Guidelines provide additional guidance concerning aggregation.

12.10 Contingent Resources – Material Changes

12.10.1 A Petroleum Reporting Entity disclosing estimates of Contingent Resources that are material, and that have not previously been disclosed by the Petroleum Reporting Entity, must ensure the disclosure contains:

- (1) the types of permits or licences held by the Petroleum Reporting Entity relevant to the disclosed estimates of Contingent Resources;
- (2) the basis for, confirming the existence of a significant quantity of potentially moveable Petroleum, and the determination of a discovery;
- (3) a description of:
 - (a) the method of estimation;
 - (b) the key contingencies that resulted in the estimates being classified as Contingent Resources;
 - (c) any further appraisal drilling and evaluation work to be undertaken to assess the potential for commercial recovery, and to progress the relevant project;
- (4) if the disclosed estimates of Contingent Resources are contingent on technology under development, to ensure that Unrecoverable quantities are not classified as part of the Contingent Resources, an explanation of whether the technology has:
 - (a) been demonstrated to be commercially viable in analogous reservoirs;
 - (b) been demonstrated to be commercially viable in other reservoirs that are not analogous, and that a pilot project, which is planned and budgeted, will be necessary to demonstrate commerciality for this reservoir; or
 - (c) not been demonstrated to be commercially viable, but is currently under active development, and there is sufficient evidence to indicate that the technology may reasonably be expected to be available for commercial application within five years; and

- (5) if the disclosed estimates of Contingent Resources relate to Unconventional Petroleum Resources, the:
 - (a) type(s) of Unconventional Contingent Resource;
 - (b) land area;
 - (c) number of wells; and
 - (d) specialised extraction technology proposed to be utilised.

Guidance

The Petroleum Reporting Standard defines 'unconventional resources' in section 2.4 and its Appendix A. Sections 1.1 and 8.6 of the PRMS Guidelines provide additional guidance on Unconventional Petroleum Resources.

12.11 Petroleum Reserves

12.11.1 A Petroleum Reporting Entity disclosing estimates of Petroleum Reserves must comply with the following:

- (1) the term 'reserves' must only be used for estimates of commercially recoverable quantities of Petroleum;
- (2) Petroleum Reserves must be categorised and disclosed as either 1P, 2P or 3P in the most specific category that best reflects the degree of uncertainty in the estimated quantities of recoverable Petroleum, and if an estimate of 3P is disclosed, also disclose estimates of 2P and 1P;
- (3) the Reference Point used for the purpose of measuring and assessing the estimated Petroleum Reserves must be identified;

Guidance

Sections 7.1 and 9.13 of the PRMS Guidelines provide specific guidance on Reference Points.

- (4) If Petroleum Reserves are not disclosed net of CiO up to the Reference Point, the disclosure is to identify the portion of the Petroleum Reserves that will be consumed as fuel in production and lease plant operations;

Guidance

Section 9.1 of the PRMS Guidelines provide specific guidance on CiO (lease fuel).

- (5) it must not disclose a mean estimate of Petroleum Reserves;
- (6) where the disclosure represents aggregated estimates of Petroleum Reserves:
 - (a) it must include the aggregation method used, which must be either:
 - (i) an arithmetic summation by category, being 1P, 2P or 3P; or
 - (ii) a statistical aggregation of uncertainty distributions up to the field, property of project level; and

- (b) where Rule 12.7.1(5)(a)(i) applies, it must include a statement to the effect that the aggregate 1P may be a very conservative estimate and the aggregate 3P may be a very optimistic estimate due to the portfolio effects of arithmetic summation.

Guidance

The Petroleum Reporting Standard defines 'aggregated' in section 4.2.5 and its Appendix A. Sections 1.1, 2.1, 4.1, 5.1, 6.26 and 8.1 of the PRMS Guidelines provide additional guidance on aggregation.

- (7) if Petroleum Reserves are disclosed beyond the field, property or project level, estimates of Petroleum Reserves must be aggregated by arithmetic summation by category beyond the relevant field, property or project level;
- (8) if a Petroleum Reserves replacement ratio is disclosed, it must disclose an explanation of how the Petroleum Reserves replacement ratio was calculated.

12.12 Petroleum Reserves – Material Changes

12.12.1 A Petroleum Reporting Entity disclosing estimates of Petroleum Reserves that are material and that have not previously been disclosed by the Petroleum Reporting Entity must ensure the disclosure contains:

- (1) in relation to the assumptions used to calculate the estimates of Petroleum Reserves:
 - (a) all material economic assumptions utilised; or
 - (b) if the Petroleum Reporting Entity considers the material economic assumptions to be commercially sensitive, a statement to that effect and an explanation of the methodology used to determine the material economic assumptions;

Guidance

A Petroleum Reporting Entity that considers certain information relating to the material economic assumptions to be commercially sensitive should refer to paragraphs 66-74 of the Guidance on Petroleum Disclosures and paragraphs 127 and 128 of the Guidance on Continuous Disclosure.

- (2) details of whether the Petroleum Reporting Entity has operator or non-operator interests, and if applicable, the name of the operator;
- (3) a description:
 - (a) the basis for confirming commercial producibility;
 - (b) the method of estimation;
 - (c) the proposed Extraction method/parameters;
 - (d) any specialised processing required following Extraction; and

- (e) any other modifying factors or information that would reasonably be required to allow investors to make informed decisions on the validity of the Petroleum Reserves;
- (4) if the estimate of Petroleum Reserves relate to Developed Petroleum Reserves, the estimated quantities (in aggregate) to be recovered from existing wells and facilities;
- (5) if the estimate of Petroleum Reserves relate to Undeveloped Petroleum Reserves, details of the:
 - (a) status of the relevant project, including any environmental approvals required;
 - (b) estimated quantities (in aggregate) to be recovered through future investment;
 - (c) date anticipated for development of the well(s);
 - (d) marketing, and investment, arrangements that justify development; and
 - (e) requirements for access to transportation infrastructure, if applicable.
- (6) if the estimates of Petroleum Reserves relate to Unconventional Petroleum Resources, the
 - (a) type(s) of Unconventional Petroleum Resource;
 - (b) land area;
 - (c) number of wells; and
 - (d) specialised extraction technology proposed, if applicable, to be utilised.

Guidance

The Petroleum Reporting Standard defines ‘Unconventional Resources’ in section 2.4 and its Appendix A. Sections 1.1 and 8.6 of the PRMS Guidelines provide additional guidance on Unconventional Petroleum Resources.

- (7) if 1P is zero for the estimates of Petroleum Resources, details of why 1P is zero and why, in the absence of 1P, 3P and 2P have been disclosed;

12.13 Quarterly Reports

Quarterly Reports – Petroleum Exploration Reporting Entities

12.13.1 A Petroleum Exploration Reporting Entity must disclose a report for each quarter of its financial year containing the following information in respect of the Petroleum Exploration Reporting Entity and all controlled entities, on a consolidated basis, if applicable:

- (1) details of the activities relating to Petroleum:
 - (a) Exploration, or a statement that there have been no activities relating to Exploration; and

- (b) production and development, or a statement that there have been no activities relating to mining production and development;
- (2) a summary of any expenditure incurred relating to Petroleum:
 - (a) Exploration activities; and
 - (b) production and development;
- (3) the Petroleum Tenements held at the end of the quarter, their location and the percentage interest held, including the beneficial interests in farm-in or farm-out agreements;
- (4) the Petroleum Tenements, including beneficial interests in farm-in or farm-out agreements, acquired or disposed of during the quarter, and their location;
- (5) at least once every 12 months, the Summary of Reserves and Resources required by Rule 12.14.1 unless it is included in the Petroleum Exploration Reporting Entity's annual report; and
- (6) when the previous, and upcoming, disclosure required by (5) was, and is, to be disclosed.

12.13.2 A Petroleum Exploration Reporting Entity must disclose the report required by Rule 12.13.1 no later than one month after the end of the quarter.

Quarterly Reports – Petroleum Production Reporting Entities

12.13.3 A Petroleum Production Reporting Entity must disclose a report for each quarter of its financial year containing the following information in respect of the Petroleum Production Reporting Entity and all controlled entities, on a consolidated basis, if applicable:

- (1) details of the activities relating to Petroleum production and development, or a statement that there have been no activities relating to Petroleum production and development;
- (2) a summary of any expenditure incurred relating to Petroleum production and development activities;
- (3) a summary of:
 - (a) the activities relating to Petroleum Exploration, or a statement that there have been no activities relating to Petroleum Exploration; and
 - (b) any expenditure incurred relating to Petroleum Exploration activities
- (4) at least once every 12 months, the Summary of Reserves and Resources required by Rule 12.14.1 unless it is included in the Petroleum Production Reporting Entity's annual report; and
- (5) when the previous, and upcoming, disclosure required by Rule 12.13.3(4) was, and will be, disclosed.

12.13.4 A Petroleum Production Reporting Entity must disclose the report required by Rule 12.13.3 no later than one month after the end of the quarter.

12.14 Summary of Reserves and Resources

- 12.14.1** Subject to Rule 12.14.3, a Petroleum Reporting Entity must include in its Summary of Reserves and Resources a table in the form of MKT Form 12-1, as of a date no earlier than one month prior to the disclosure of the Summary of Reserves and Resources.
- 12.14.2** A Petroleum Reporting Entity must include in its Summary of Reserves and Resources, or its annual financial report, an update on its policies and practices for operating in a sustainable manner (as initially required by Rule 12.3.1(2)).
- 12.14.3** A Petroleum Reporting Entity that is required to file SEC compliant Forms 10-K and 20-F Reports annually with the SEC is not required to comply with Rule 12.14.1.

12.15 Other Requirements

Competent Persons

- 12.15.1** A Petroleum Reporting Entity disclosing estimates of Prospective Resources, Contingent Resources or Petroleum Reserves must have the estimates prepared by a Competent Person.
- 12.15.2** A disclosure by a Petroleum Reporting Entity containing Prospective Resources, Contingent Resources or Petroleum Reserves must state:
- (1) that it is based on, and fairly represents, information and supporting documentation prepared by a named Competent Person(s);
 - (2) whether the Competent Person is an employee of the Petroleum Reporting Entity or a Related Party and, if not, the name of the Competent Person's employer; and
 - (3) the name of the professional organisation of which each Competent Person is a member.
- 12.15.3** The statement referred to in Rule 12.15.2:
- (1) must only be disclosed with the prior written consent of the Competent Person(s) as to the form and context in which the estimated Prospective Resources, Contingent Resources or Prospective Resources, as the case may be, and the supporting information is presented in the disclosure; and
 - (2) only applies the first time a Petroleum Reporting Entity discloses original or updated estimates of Prospective Resources, Contingent Resources or Petroleum Reserves where:
 - (a) any subsequent disclosure that refers to the estimates of Prospective Resources, Contingent Resources or Petroleum Reserves references the earlier disclosure containing the statements and consent referred to in Rules 12.15.2 and 12.15.3(1); and
 - (b) the Petroleum Reporting Entity confirms in the subsequent disclosure that it is not aware of any new information or data that materially affects the information included in the earlier disclosure, and that all material assumptions and technical parameters underpinning the estimates in

the earlier disclosure continue to apply and have not materially changed.

Petroleum Tenement joint venture disclosures

12.15.4 A Petroleum Reporting Entity must not, and must ensure that its controlled entities do not, enter a joint venture agreement to investigate or explore a Petroleum Tenement, unless the agreement provides that:

- (1) if the Petroleum Reporting Entity requests it, the operator of the joint venture will provide the Petroleum Reporting Entity with all of the information the Petroleum Reporting Entity requires to comply with these Rules; and
- (2) the Petroleum Reporting Entity may disclose that information as necessary for the Petroleum Reporting Entity to comply with these Rules.

APP 1 CONTENT OF A PROSPECTUS

A1.1 Registration statement

A1.1.1 This table forms part of Rule 4.5.1(3)(b).

- A1.1.2** (1) The reference to an "Issuer" in this APP 1 is a reference to the Person offering Securities under the Prospectus as specified in Rule 1.1.1(2)(a) and (b).
- (2) An Issuer must include the specified information in relation to the Securities identified with a "✓" in this table which are the subject of the relevant Prospectus.
- (3) If an asterisk is used when identifying a Security, the requirement to provide the item of information for that Security is qualified as specified in the relevant item.

| | | A1.1.1 | | | | | | |
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| CONTENTS OF PROSPECTUS – REGISTRATION STATEMENT | | Structured Products | Certificates over | Certificates over Shares | Warrants over Debentures | Warrants over Debentures | Warrants over Shares | Shares |
| 1. | INFORMATION ABOUT THE ISSUER | | | | | | | |
| 1.1 | General information | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | General information about the Issuer including: | | | | | | | |
| | (a) the full legal name of the Issuer; | | | | | | | |
| | (b) if different to the legal name, the full commercial name of the Issuer; | | | | | | | |
| | (c) the legal form of the Issuer; | | | | | | | |
| | (d) the country of incorporation of the Issuer and its incorporation number; | | | | | | | |

| A1.1.1 | | | | | | | |
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| | <p>(e) if domiciled in a jurisdiction outside the country of incorporation, the legislation under which the Issuer operates;</p> <p>(f) if registered in a place other than the country of incorporation, the place of registration of the Issuer and its registration number;</p> <p>(g) the date of incorporation and registration and the length of time the Issuer has remained incorporated or registered (or both) as is relevant. Where the Issuer has a fixed life, this must be stated together with the end date;</p> <p>(h) the address and telephone number of its registered office (and its principal place of business if different from its registered office); and</p> <p>(i) if the Securities are asset backed Securities, a statement whether the Issuer has been established as a special purpose vehicle or entity for the purpose of issuing asset backed Securities.</p> | | | | | | |
| 1.2 | <p>Investments</p> <p>Information about the:</p> <p>(a) Issuer's principal investments, including the amount, for each financial year of the period covered by the historical financial information up to the date of the Registration Statement; and</p> <p>(b) Issuer's principal investments that are in progress, including the geographic distribution of these investments (home and abroad) and the method of financing (internal) or external).</p> | ✓ | ✓ | | | ✓ | ✓ |

| A1.1.1 | | | | | | | |
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| | | Structured Products | Certificates over | Certificates over Shares | Warrants over Debentures | Warrants over Debentures | Debentures |
| 2. OPERATIONAL FINANCIAL OVERVIEW | | | | | | | |
| 2.1 Actual and proposed business activities | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| A detailed description of the actual and proposed principal operations of the Issuer including: | | | | | | | |
| (a) the history of the Issuer; | | | | | | | |
| (b) the principal activities and business of the Issuer; | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| (c) the important events in the development of the Issuer's business; | | ✓ | ✓ | | | ✓ | ✓ |
| (d) the nature, and key factors relating to, the Issuer's operations and its principal activities, specifying the main categories of products sold and/or services performed for each financial year of the period covered by the historical financial information; | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| (e) an indication of any significant new products and/or services that have been introduced by the Issuer and, to the extent the development of new products or services has been publicly disclosed, the status of the development; | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| (f) the principal markets in which the Issuer operates, including a breakdown of total revenues by category of activity and geographic market for each financial year of the period covered by the historical financial information; | | ✓ | ✓ | * | | ✓ | ✓ |
| * The information in 2.1(f) is not required to be included for Debentures that have a denomination of US\$100,000 or more per Security | | | | | | | |
| (g) details of any major Customers, suppliers or other material dependencies of the Issuer; | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

| | | A1.1.1 | | | | | | |
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| | (h) if material to the Issuer's business or profitability, a summary of the extent to which the Issuer is dependent on any patents or licences, industrial, commercial or financial contracts or new manufacturing processes; | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (i) the basis for any statement made by the Issuer regarding its competitive position; | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (j) where the information given under this item has been influenced by exceptional factors, a statement about that fact; and | ✓ | ✓ | | | ✓ | | ✓ |
| | (k) where the Issuer belongs to a Group, relevant material information as specified above in relation to the Group's activities. | ✓ | ✓ | | | ✓ | | ✓ |
| 2.2 | Significant factors affecting income/operations | ✓ | ✓ | | | ✓ | | ✓ |
| | (a) Information regarding significant factors, including unusual or infrequent events or new developments, which are materially affecting or may likely to so affect the Issuer's income from operations, indicating the extent to which income was so affected. | | | | | | | |
| | (b) Where the financial statements disclose material changes in net sales or revenues, a narrative discussion of the reasons for such monetary or political policies changes. | | | | | | | |
| | (c) Information regarding any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the Issuer's operations. | | | | | | | |
| 2.3 | Risk factors | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

| A1.1.1 | | | | | | | |
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| | <p>Prominent disclosure of risk factors that are specific to the Issuer and if relevant, its industry in a section headed "Risk Factors" containing information including:</p> <p>(a) the material risks associated with investing in the Issuer, and where applicable, any risks associated with the assets to be acquired using the proceeds of the Offer;</p> <p>(b) the effect that the material risks may have on the Issuer together with a discussion of how the risk could affect the business, operating results and financial condition of the Issuer;</p> <p>(c) any steps proposed by the Issuer to mitigate or manage the risks; and</p> <p>(d) general and specific risks relating to the industry and the jurisdiction in which the Issuer operates.</p> | | | | | | |
| 2.4 | <p>Production and sales trends.</p> <p>(a) Information about the most significant recent trends in production, sales and inventory, and costs and selling prices since the end of the last financial year to the date of the Registration Statement.</p> | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

| A1.1.1 | | | | | | |
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| (b) If: | | | | | | |
| (i) there has been no material adverse change relating to the information referred to in (a) since the date of its last published financial statements, a statement to that effect; or | | | | | | |
| (ii) the Issuer is not in a position to make such a statement, details of the material adverse change. | | | | | | |
| (c) Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for the next 12 months. | | | | | | |
| * The information in 2.4(c) is not required to be included for Debentures that have a denomination of US\$100,000 or more per Security | | | | | | |
| 3. CONSTITUTION AND ORGANISATIONAL STRUCTURE | | | | | | |
| 3.1 Constitution | | | | | | |
| A summary of the provisions of the constitution of the Issuer including: | | | | | | |
| (a) a description of the Issuer's objectives and purpose and where they can be found in the constitution; | | | | | | |
| (b) a summary of any provisions of the constitution with respect to its Directors and any Person involved in the Senior Management of the Issuer including the members of the administrative, management and supervisory bodies; | | | | | | |

² Applicable laws include any laws applicable to the Issuer in the jurisdiction of its domicile or incorporation.

| | | A1.1.1 | | | | | | |
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| 3.2 | Directors³ powers under the constitution A summary of the provisions of the constitution of the Issuer under which: <ul style="list-style-type: none"> (a) a Director has the power to vote on a proposal, arrangement, or contract in which he is materially interested; (b) a Director has the power, in the absence of an independent quorum, to vote on remuneration (including pension or other benefits) to themselves or any members of the Board; (c) a Director can exercise borrowing powers and how such borrowing powers may be varied; and (d) the retirement or non-retirement of Directors is provided, including any age limit in respect of retirement. | ✓ | ✓ | | | ✓ | | ✓ |
| 3.3 | Group Structure If the Issuer is a member of a Group, information about the Issuer's Group including: <ul style="list-style-type: none"> (a) the identity of all the members of the Group; | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | <ul style="list-style-type: none"> (b) a brief description of the Group explaining the Issuer's position within the Group; | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | <ul style="list-style-type: none"> (c) the identity of the ultimate Holding Company of the Issuer and where it is domiciled; and | ✓ | ✓ | | | ✓ | | ✓ |

³ In the case of a Limited Partnership, a reference to a Director should be read as a reference to a General Partner of the Partnership.

| | | | | | | | A1.1.1 |
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| | | | | | | | Warrants over Shares |
| | | | | | | | Debentures |
| | | | | | | | Shares |
| | (d) | a list of significant Subsidiaries of the Issuer, including name, country of incorporation or domicile, proportion of ownership interest and, if different, proportion of voting power or other form of control held. | ✓ | ✓ | | | ✓ |
| 4. | ASSETS | | | | | | |
| 4.1 | Property, plant and equipment | | | | | | |
| | Information about: | | | | | | |
| | (a) | existing material fixed assets, including any leased properties, and any major encumbrances in respect of such assets; | ✓ | ✓ | | | ✓ |
| | (b) | planned acquisitions of material fixed assets, including leased properties, and any major encumbrances in respect to those assets; and | | | | | |
| | (c) | a description of any environmental issues that may affect the Issuer's utilisation of the assets referred to in (a) and (b). | | | | | |
| 4.2 | Material contracts | | | | | | |
| | Information about material contracts of the Issuer including: | | | | | | |
| | (a) | a summary of each material contract (to the extent not otherwise disclosed under 4.5.1), other than contracts entered into in the ordinary course of business, to which the Issuer or any member of the Group is a party, for the two years immediately preceding publication of the Registration Statement; and | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (b) | a summary of any other contract (not being a contract entered into in the ordinary course of business) entered into by any member of the Group which contains any provision under | ✓ | ✓ | | | ✓ |

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| | | | | | | |
| which any member of the Group has any obligation or entitlement which is material to the Group as at the date of the Registration Statement. | | | | | | |
| 5. CAPITAL | | | | | | |
| 5.1 Capital resources | | | | | | |
| | | | | | | |
| (a) | Information about the capital resources of the Issuer including: | | | | | |
| (i) | the short and long term capital resources; | | | | | |
| (ii) | an explanation of, the sources and amounts of, and a narrative description of, the cash flows; | | | | | |
| (iii) | the borrowing requirements and funding structure; and | | | | | |
| (iv) | any restrictions on the use of capital resources that have materially affected, or could materially affect, directly or indirectly, its operations. | | | | | |
| (b) | Information regarding the anticipated sources of funds needed to fulfil commitments relating to: | | | | | |
| (i) | any existing or planned material tangible fixed assets, including leased properties, and any major encumbrances thereon; and | | | | | |
| (ii) | any principal future investments to which the Board or the Senior Management of the Issuer have already made firm commitments. | | | | | |

| | | A1.1.1 | | | | | | |
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| | (c) Information relating to any undertakings in which the Issuer holds a portion of its capital where such holding is likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses. | | | | | | | |
| 5.2 | Certificates In the case of an Issuer of Certificates, a summary of the Issuer's responsibilities and obligations in respect of the Certificates including the obligations and responsibilities in making certain payments as and when payments on the underlying Securities are received and any material information about the Issuer of the underlying Securities that may affect the Issuer's ability to meet its obligations. | | | | | ✓ | ✓ | |
| 5.3 | Share capital The following information as of the date of the most recent balance sheet included in the historical financial information of the Issuer: (a) The amount of issued Share capital, and for each class of Share capital: <ul style="list-style-type: none"> (i) the number of Shares authorised; (ii) the number of Shares, issued and fully paid, and issued but not fully paid; (iii) the par value per Share, or that the Shares have no par value; and (iv) a reconciliation of the number of Shares outstanding at the beginning and end of the year. If more than 10% of capital has been paid for with assets other than | ✓ | ✓ | | | ✓ | | ✓ |

| A1.1.1 | | | | | | | |
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| | <p>cash within the period covered by the historical financial information, a statement to that effect.</p> <p>(b) If there are Shares not representing capital, the number and main characteristics of such Shares.</p> <p>(c) The number, book value and face value of Shares in the Issuer held by or on behalf of the Issuer itself or by Subsidiaries of the Issuer.</p> <p>(d) The amount of any convertible Securities, exchangeable Securities or Securities with warrants, with an indication of the conditions governing and the procedures for conversion, exchange or subscription.</p> <p>(e) Information about, and the terms of, any acquisition rights and/or obligations over authorised but unissued capital or an undertaking to increase the capital.</p> <p>(f) Historical information about the Share capital highlighting any changes for the period covered by the historical financial information.</p> | | | | | | |
| 5.4 | <p>Options</p> <p>If any options or other rights granted in respect of Shares in the Issuer to any Person, a summary of the total of any such options, along with an estimate of the number of Shares which would be created, if such rights were to be exercised.</p> | ✓ | ✓ | | | ✓ | ✓ |
| 6. | MANAGEMENT OF THE ISSUER | | | | | | |
| 6.1 | Details relating to Directors and Senior Management ("Key Persons") | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

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| (a) | Names, business addresses, functions and principal activities carried out by the following Persons ("Key Persons"), including outside that of the Issuer where such functions are significant with respect to the activities of the Issuer: | | | | | |
| (i) | the Directors ⁴ of the Issuer; | | | | | |
| (ii) | the Directors of the ultimate Holding Company of the Issuer, if any; | | | | | |
| (iii) | the members of the Senior Management of the Issuer and, if they are also Directors of the Issuer, their respective responsibilities as Directors and as a member of the Senior Management of the Issuer; | | | | | |
| (iv) | founding members, if the Issuer has been established for fewer than five years; and | | | | | |
| (v) | Senior Management who is relevant to establishing that the Issuer that has the appropriate expertise and experience for the management of the Issuer's business. | | | | | |
| (b) | The nature of any family or business relationship between any of the Key Persons. | ✓ | ✓ | | | ✓ |
| (c) | Except for the category of Person in item (a)(iv) above, details of each of the Key Person's relevant management expertise and experience and the following information: | ✓ | ✓ | | | ✓ |
| (i) | the names of all Companies and Partnerships in which such Person has been a member of a Board or involved in the Senior Management of in the previous five years, indicating whether or not the Person still holds such position. It is not | | | | | |

⁴ A reference to a Director in the case of a Limited Partnership should be read as a reference to a General Partner of the Partnership.

| A1.1.1 | | | | | | | |
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| | <p>necessary to list all the Subsidiaries of an Issuer of which the Person is also a member of the Board or involved in the Senior Management;</p> <p>(ii) any convictions relating to fraud or other financial crimes for at least the previous five years;</p> <p>(iii) details of any bankruptcies, receiverships or liquidations of another entity with which a Person described in (a)(iii) and (v) was associated with for at least the previous five years when acting in a similar capacity;</p> <p>(iv) details of any official public incrimination and/or sanctions of such a Person by statutory or regulatory authorities (including designated professional bodies) and whether such a Person has ever been disqualified by a court from acting as a Director or from acting in a Senior Management or conduct of the affairs of any Issuer for at least the previous five years; and</p> <p>(v) if there is no such information to be disclosed pursuant to (i) –(iv), a statement to that effect.</p> | | | | | | |
| | (d) If there is a potential conflict of interests between the personal interests of any Key Person and that of the duties such Persons owe to the Issuer or interests of the Issuer, details of such conflict of interests and, if there are no such conflicts, a clear statement to that effect. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (e) Information about any arrangement or understanding with major Shareholders, Customers, suppliers or others, pursuant to which any Key Person was selected as a Director or Senior Management of the Issuer. | ✓ | ✓ | | | ✓ | ✓ |

| | | | | | | | | |
|------------|---|---|---|--|--|---|--|---|
| | (f) Details relating to any restrictions agreed by a Key Person on the disposal within a certain period of time of his holdings in the Issuer's Securities. | ✓ | ✓ | | | ✓ | | ✓ |
| 6.2 | Other information relating to key persons | ✓ | ✓ | | | ✓ | | ✓ |
| | (a) For the last completed financial year of the Issuer, information relating to each Key Person about: <ul style="list-style-type: none"> (i) the amount of remuneration paid (including any contingent or deferred compensation), and benefits in kind granted to such Persons by the Issuer and its Subsidiaries for services in all capacities to the Issuer and its Subsidiaries; and (ii) the total amounts set aside or accrued by the Issuer or its Subsidiaries to provide pension, retirement or similar benefits. | | | | | | | |
| | (b) For the last completed financial year of the Issuer: <ul style="list-style-type: none"> (i) the date of expiration of the current term of office, if applicable, and the period during which the Person has served in that office of each Key Person specified in (a)(i)-(ii); (ii) information about any service contracts with a Key Person and the Issuer or any of its Subsidiaries providing for benefits upon termination of employment, and if there are no such contracts, a statement to that effect; (iii) information about the Issuer's audit committee, nomination committee and remuneration committee, if any, including the names of committee members and a summary of the terms of reference under which the committee operates; and (iv) statements as to whether or not the Issuer is complying with any Corporate Governance regime in its country of incorporation or domicile and if so whether or not such a regime is compatible with the Corporate Governance regime under the FSMR and these Rules.⁵ In the event an Issuer does not comply with a regime of Corporate Governance applicable in the country of its incorporation or domicile, | | | | | | | |

⁵ Reporting Entities in respect of Shares are subject to the Corporate Governance Principles in these Rules.

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| | a statement to that effect, together with an explanation regarding why the Issuer does not comply with such a regime. | | | | | | |
| 6.3 | Information about Employees Information relating to the following: (a) either: (i) the number of Employees at the end of each period covered by the historical financial information; or (ii) the average for each financial year for the period covered by the historical financial information up to the date of the Registration Statement (and changes in such numbers, if material); ⁶ and (b) if the Issuer employs a significant number of temporary Employees, the number of temporary Employees on average during the most recent financial year. | ✓ | ✓ | | | ✓ | ✓ |
| 7. | FINANCIAL INFORMATION ABOUT THE ISSUER | | | | | | |
| 7.1 | Historical financial information about the Issuer (a) Historical financial information covering the latest three financial years (or such shorter period that the Issuer has been in operation) where such information in respect of each year is: (i) prepared in accordance with the International Financial Reporting Standards (IFRS) or any other standards acceptable to the Regulator; | ✓ | ✓ | | | ✓ | ✓ |

⁶ A breakdown of the Employees by main category of activity and geographic location to the extent practicable and material.

⁷ With the last two years audited historical financial information being presented and prepared in a form consistent with that which will be adopted in the Issuer's next published annual financial statements having regard to accounting standards and policies and legislation applicable to such annual financial statements.

⁸ With the last two years audited historical financial information being presented and prepared in a form consistent with that which will be adopted in the Issuer's next published annual financial statements having regard to accounting standards and policies and legislation applicable to such annual financial statements.

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| | <p>(ii) 15 months from the date of the Registration Statement if the Issuer includes unaudited interim financial statements in the Registration Statement.</p> <p>(d) A statement that the historical financial information has been audited.</p> <p>(e) If the audit reports on the historical financial information have been refused by the auditors or if they contain qualifications or disclaimers, reproduction of such refusal, qualifications or disclaimers in full and the reasons given.</p> <p>(f) If any other information in the Registration Statement has been audited by the auditors, a statement to that effect.</p> <p>(g) If any financial data in the Registration Statement is not extracted from the Issuer's audited financial statements, statements as to the source of the data and that the data is unaudited.</p> <p>(h) If since the date of the Issuer's last audited financial statements quarterly or half yearly financial information has been published, such statements including:</p> <p style="padding-left: 20px;">(i) if the quarterly or half yearly financial information has been reviewed or audited, the audit or review report; or</p> <p style="padding-left: 20px;">(ii) if the quarterly or half yearly financial information is unaudited or has not been reviewed, a statement to that effect.</p> <p>(i) If the Registration Statement is dated more than nine months after the end of the last audited financial year, interim financial information:</p> <p style="padding-left: 20px;">(i) covering at least the first six months of the financial year;</p> <p style="padding-left: 20px;">(ii) including comparative statements for the same period in the prior financial year (except that the requirement for comparative balance sheet information may be satisfied by presenting the year's end balance sheet); and</p> <p style="padding-left: 20px;">(iii) if unaudited, a statement to that effect.</p> | | | | | | | |
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| | (j) If the Issuer prepares both own and consolidated annual financial statements, at least the consolidated annual financial statements. | | | | | | |
| | (k) A description of any significant change in the financial or trading position of the Group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published, or an appropriate negative statement. | | | | | | |
| | (l) Any recent events particular to the Issuer and which are to a material extent relevant to the evaluation of the Issuer's solvency. | | | ✓ | ✓ | | ✓ |
| 7.2 | Profit forecasts If an Issuer chooses to include a profit forecast or a profit estimate in the Registration Statement: (a) information about the principal assumptions upon which the Issuer has based its forecast or estimate: (i) in a manner readily understandable by investors and prepared on a basis comparable with the historical financial information; and (ii) showing a clear distinction between assumptions about factors which the Board or Senior Management of the Issuer can influence and assumptions about factors which are exclusively outside the influence of such Persons; (b) a report prepared by independent accountants or auditors stating that in the opinion of the independent accountants or auditors, the forecast or estimate has been properly compiled on the basis stated and that the basis of accounting used for the profit forecast or estimate is consistent with the accounting policies of the Issuer; and (c) if a profit forecast in a Prospectus has been previously published, a statement setting out whether or not that forecast is still correct as at the time of the Registration Statement or if the forecast is no longer valid, an explanation of why that is the case. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

| 8. OTHER INFORMATION RELATING TO THE ISSUER | | | | | | | |
|--|---|---|---|---|---|---|---|
| 8.1 | Information about auditors | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (a) Information about the auditor including: | | | | | | |
| | (i) the names, addresses and professional qualifications (including details of membership in any professional body) of the Issuer's auditor for the period covered by the historical financial information; and | | | | | | |
| | (ii) if the auditor has resigned, been removed or not been re-appointed during the period covered by the historical financial information, any details if material. | | | | | | |
| 8.2 | Connected Persons | ✓ | ✓ | | | ✓ | ✓ |
| | (a) Information about Connected Persons including: | | | | | | |
| | (i) the name and address of any Connected Person as defined in Rule 7.3.2; | | | | | | |
| | (ii) how the Person falls into the definition of a Connected Person; and | | | | | | |
| | (iii) whether any Connected Person has different voting rights to the Issuer's major Shareholders, or an appropriate negative statement. | | | | | | |
| | (b) If there are no Connected Persons, a statement to that effect. | ✓ | ✓ | | | ✓ | ✓ |
| | (c) If a Connected Person is a Controller, ⁹ information about that Person including: | ✓ | ✓ | | | ✓ | ✓ |
| | (i) where relevant, the amount of the Controller's interest; and | | | | | | |
| | (ii) whether the Issuer is directly or indirectly owned or controlled by such a Person and the measures in place to ensure that such control is not abused. | | | | | | |

⁹ See Rule 7.3.2(2) for the definition of a Controller.

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| | (d) A description of any arrangements, known to the Issuer, the operation of which may at a subsequent date result in a change in control of the Issuer. | ✓ | ✓ | | | ✓ | | ✓ |
| 8.3 | Related Party Transactions Disclosure of any Related Party Transactions ¹⁰ during the period covered by the historical financial information and up to the date of the Registration Statement including: <ul style="list-style-type: none"> (a) the name and address of the Related Party; (b) how the Person falls within the definition of a Related Party; and (c) details of the Related Party Transaction, including: <ul style="list-style-type: none"> (i) the parties to the transaction; (ii) the date of the transaction; (iii) the value of the transaction; (iv) whether prior Shareholder approval was obtained from a majority of Shareholders; (v) if the transaction was not concluded in the ordinary course of business and on normal commercial terms no less favourable than that of an arm's length transaction with an unrelated party, an explanation of why the transaction was not concluded on such terms; and (vi) any future transactions involving the same or new Related Parties. | ✓ | ✓ | | | ✓ | | |
| 8.4 | Research and development | ✓ | ✓ | | | ✓ | | ✓ |

¹⁰ See Rule 9.5.2(2).

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| | Where material, a description of the Issuer's research and development policies for each financial year for the period covered by the historical financial information, including the amount spent on Issuer-sponsored research and development activities. | | | | | | |
| 8.5 | Legal and other proceedings against the Issuer Information on any current or prior governmental, legal or arbitration proceedings or disputes (including any such proceedings which are pending or threatened of which the Issuer is aware), which may have, or have had, covering at least the previous 12 months significant impact on the Issuer and/or its Group's financial position or profitability, or if there were no such actions, a statement to that effect. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 8.6 | Other significant matters (a) An explanation of any significant matter that investors would reasonably require in relation to the Issuer and the Issuer's jurisdiction, provided in a manner which gives appropriate prominence depending on the nature of the matter concerned and its significance. (b) If the Security is a Certificate, any information of the kind referred to in (a) relating to the Issuer of the underlying Securities. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 8.7 | Concurrent Offers by Directors of the Issuer (a) If one or more members of the Board of Directors of the Issuer are offering their Shares under the same Prospectus: (i) the identity of each member making such Offers; (ii) the number of Shares each such Person is offering; and (iii) the proportion of the holding of the member that those Shares represent. (b) If no member of the Board is offering his Shares, a statement to that effect. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

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| 8.8 | Sustainability / Environmental, Social and Governance (ESG) Risks A description of the Issuer's exposure to sustainability / ESG factors. If the Issuer's exposure is material, how does the Issuer manage, or intend to manage, such sustainability / ESG risks. | ✓ | | | | | | |
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| 9. RESPONSIBILITY FOR THE CONTENT OF PROSPECTUS | | | | | | | |
|--|--|---|---|---|---|---|---|
| 9.1 | Responsibility Statement A Responsibility Statement that: <ul style="list-style-type: none"> (a) the Prospectus complies with the requirements in Part 6 of the FSMR and chapter 4 of these Rules; (b) sets out the details of the Persons responsible for the Prospectus pursuant to Rule 4.10, and in particular: <ul style="list-style-type: none"> (i) where a Person responsible is a Natural Person, indicates the name and function of that Person; and (ii) where a Person responsible is a Body Corporate or other legal person, indicates the name and registered office of that Person; and (c) includes a declaration, from each Person responsible for the Prospectus, or for certain parts of it, pursuant to Rule 4.10, that having taken all reasonable care to ensure that such is the case, the information contained in the Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 9.2 | Signing of the Prospectus by Directors of the Issuer The date on which the Prospectus was signed by the Directors of the Issuer. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 9.3 | Expert opinions included in a Prospectus (a) If any Expert's opinion, statement or report ("Report") is included in the Prospectus: | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (i) the name, business address and professional qualifications of the Expert responsible for the Report and the date on which the Expert Report was made or produced; | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

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| | (ii) information relating to any material interests of the Expert in the Issuer such as any benefit or fees paid to the Expert by the Issuer or a related Company, positions held or to be held by the Expert in the Issuer or a related Company, investments held or to be held by the Expert in the Issuer or a related Company, fees and commissions paid or to be paid to the Expert or Persons associated with the Expert; and | ✓ | ✓ | | | ✓ | | ✓ |
| | (iii) if the Report has been produced at the Issuer's request, a statement to that effect and that the Report is included, in the form and context in which it is included, with the consent of the Expert. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (b) Where information has been sourced from an Expert or other third party, the source of such information and confirmation by the Issuer that the information has been accurately produced and that as far as the Issuer is aware and is able to ascertain from the information published by that Expert or third party, that no facts have been omitted which would render the reproduced information inaccurate or false, misleading, or deceptive. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 9.4 | Special categories of Companies If the Issuer is a special category of Company, such as a property, or scientific research Company, or a start-up Company (a Company with less than a three year track record), a report by an Expert on the assets or rights owned by the Issuer prepared at a date which shall be no later than 90 days before the date of the Prospectus. | ✓ | ✓ | | | ✓ | | ✓ |
| 9.4.1 | If the Issuer is a Mining Reporting Entity or Petroleum Reporting Entity: (a) a Valuation Report required by Rule 11.3.2 or 12.3.2; and (b) the details of the Reporting Entity's sustainable policies and practices (required by Rules 11.3.1(2) and 12.3.1(b)). | ✓ | ✓ | | | ✓ | | ✓ |

| 10. DOCUMENTS ON DISPLAY | | | | | | | |
|--|--|---|---|---|---|---|---|
| 10.1 | Documents for inspection A statement that the following documents, in original or copy form, where applicable, may be inspected: (a) the constitution of the Issuer; (b) the historical financial information of the Issuer; and (c) any information produced by an Expert at the Issuer's request, any part of which is included or referred to in the Registration Statement. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 10.2 | Details The details of how the documents referred to in 10.1 may be inspected. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 11. MINING REPORTING ENTITIES OR PETROLEUM REPORTING ENTITIES | | | | | | | |
| 11.1 | Mining Reporting Entity or Petroleum Reporting information If the Issuer is a Mining Reporting Entity or Petroleum Reporting Entity, information to be disclosed under Chapter 11 of the Rules (including Rule 11.2.1) or under Chapter 12 of the Rules (including Rule 12.2.1). | ✓ | ✓ | | | ✓ | ✓ |

A1.2 Securities note

A1.2.1 This table forms part of Rule 4.5.1(3)(c).

- A1.2.2** (1) The reference to an "Issuer" in this APP 1 is a reference to the Person offering Securities under the Prospectus as specified in Rule 1.1.1(2)(a) and (b).
- (2) An Issuer must include the specified information in relation to the Securities identified with a "✓" in this table which are the subject of the relevant Prospectus.
- (3) If an asterisk is used when identifying a Security, the requirement to provide the item of information for that Security is qualified as specified in the relevant item.

| | | A1.2.1 | | | | | | |
|------------|---|---------------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| 1. | KEY INFORMATION | | | | | | | |
| 1.1 | Risk factors Prominent disclosure of risk factors material to the Securities being offered and/or admitted to trading in order for investors to assess the risks associated with investing in the Securities, which must be disclosed prominently in a separate section headed "Risk Factors" and include the following information: (a) the nature of the risks involved in investing in the Securities; (b) any material risks associated with investing in the Issuer; (c) any risks associated with the assets to be acquired using the proceeds of the Offer; | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

| A1.2.1 | | | | | | |
|--|------------------------|----------------------|-----------------------------|-----------------------------|------------|-------------------------|
| | Structured Products | Certificates over | Certificates over Shares | Warrants over Debentures | Debentures | Warrants over Shares |
| CONTENTS OF PROSPECTUS – SECURITIES NOTE | | | | | | |
| <p>(d) the effect that the material risks may have on the Issuer including how the risk could affect the business, operating results and financial condition of the Issuer;</p> <p>(e) any steps proposed by the Issuer to mitigate or manage the risks;</p> <p>(f) general and specific risks relating to the industry or jurisdiction in which the Issuer operates; and</p> <p>(g) any other material risks that are not included in the above.</p> | | | | | | |
| 1.2 Reasons for the Offer Reasons for the Offer and, where applicable: <p>(a) the estimated net amount of the proceeds broken into each principal intended use and presented by order of priority of such uses;</p> <p>(b) if the Issuer is aware that the anticipated proceeds will not be sufficient to fund all the proposed uses, a statement about the amount and sources of other funds needed; and</p> <p>(c) details with regard to the use of the proceeds, in particular when they are being used to acquire assets, other than in the ordinary course of business, to finance announced acquisitions of other businesses, or to discharge, reduce or retire indebtedness of the Issuer.</p> | ✓ | ✓ | | | ✓ | ✓ |
| 1.3 Financial condition To the extent not included in the Registration Statement, a description of the Issuer's financial condition, changes in financial condition and results of operations for each year and interim period, | ✓ | ✓ | | | ✓ | ✓ |

| | | A1.2.1 | | | | | | |
|------------|--|--------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| | for which historical information is required, including causes of any material changes from year to year in the financial information to the extent necessary for an understanding of the Issuer's business as a whole. | | | | | | | |
| 1.4 | Working capital statement A statement by the Directors of the Issuer that in their opinion the working capital is sufficient for the Issuer's present requirements or, if not, how it proposes to provide the additional working capital needed. | ✓ | ✓ | | | ✓ | | ✓ |
| 1.5 | Creditworthiness of the Issuer (a) Sufficient information to enable an investor to form an opinion concerning the creditworthiness of the Issuer such as: (i) earnings coverage ratio; (ii) any relevant credit ratings; and (iii) any other risk factors that may affect the Issuer's ability to fulfil its obligations under the Securities to investors. | | | ✓ | ✓ | | ✓ | ✓ |
| | (b) A statement of capitalisation and indebtedness (distinguishing between guaranteed and unguaranteed, secured and unsecured indebtedness), including indirect and contingent indebtedness, as of a date no earlier than 90 days prior to the date of the Securities Note. | ✓ | ✓ | | | ✓ | | ✓ |

| | | A1.2.1 | | | | | | |
|------------|---|--------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| 1.6 | Guarantees | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (a) Information about any bank or other guarantees attaching to the Securities and intended to underwrite the Issuer's obligations including the details relating to: <ul style="list-style-type: none"> (i) any conditionality on the application of the guarantee in the event of any default under the terms of the Security; and (ii) any power of the guarantor to veto changes to the Security holders' rights. | | | | | | | |
| | (b) Disclosure by the guarantor of the information about itself as if it were the Issuer of the same type of Security that is the subject of the guarantee. | | | | | | | |
| 2. | INFORMATION RELATING TO THE SECURITIES OFFERED/ADMITTED TO TRADING | | | | | | | |
| 2.1 | General information relating to the Securities | | | | | | | |
| | (a) A description of the type and class of the Securities being offered and/or admitted to trading, including any identification number (ISIN) or code applicable to the Securities. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (b) The name and address of the entity maintaining the Securities records. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (c) A summary of any restrictions relating to transferability of the Securities, the arrangements for settlement of transfers and any limitations of those rights and procedures for the exercise of such rights, including those specified in 2.2 and 2.3. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (d) Any legislation under which the Securities have been created. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

| | | A1.2.1 | | | | | | |
|------------|---|--------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| | (e) The currency of the Securities issue. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (f) The ranking of the Securities being admitted to trading, including summaries of any clauses that are intended to affect ranking or subordinate the Security to any present or future liabilities of the Issuer. | | | ✓ | ✓ | | ✓ | |
| | (g) The maturity date and arrangements for the amortisation of the Debenture, including the repayment procedures. Where advance amortisation is contemplated, on the initiative of the Issuer or of the holder, it must be described, stipulating amortisation terms and conditions. | | | ✓ | ✓ | | ✓ | |
| | (h) Information regarding representation of Debenture holders including an identification of the organisation representing the investors and provisions applying to such representation, and an indication of where investors may have access to the contracts relating to these forms of representation. | | | ✓ | ✓ | | ✓ | |
| 2.2 | Dividends Information relating to dividend rights including: <ul style="list-style-type: none"> (a) a description of the Issuer's policy on dividend distributions and any restrictions thereon; (b) the amount of the dividend per Security, or underlying Security if applicable, for each financial year for the period covered by the historical financial information, adjusted where the number of Securities, or underlying Securities if applicable, in the Issuer has changed, to make it comparable; (c) fixed date(s) on which the dividend entitlement arises; | ✓ | ✓ | | | ✓ | | ✓ |

| | | A1.2.1 | | | | | | |
|------------|--|--------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| | <p>(d) if relevant, the time limit after which entitlement to dividend lapses and an indication of the Person in whose favour the lapse operates;</p> <p>(e) any dividend restrictions; and</p> <p>(f) the rate of dividend or method of its calculation, periodicity and cumulative or non-cumulative nature of payments.</p> | | | | | | | |
| 2.3 | <p>Interest Rate and Yield</p> <p>(a) Where there is a nominal rate of interest or rate of return and provisions relating to rate of interest or rate of return payable, information including:</p> <p>(i) the date from which rate of interest or rate of return becomes payable and the due dates for rate of interest or rate of return; and</p> <p>(ii) the time limit on the validity of claims to rate of interest or rate of return and repayment of principal.</p> <p>(b) Where the rate is not fixed, information including:</p> <p>(i) a description of the underlying on which it is based and of the method used to relate the two;</p> <p>(ii) a description of any market disruption or settlement disruption events that affect the underlying;</p> <p>(iii) adjustment rules with relation to events concerning the underlying; and</p> | | | ✓ | ✓ | | ✓ | |

| | | A1.2.1 | | | | | | |
|------------|--|--------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| | (iv) the name of the calculation agent. | | | | | | | |
| | (c) An indication of yield. | | | | | | | |
| 2.4 | Other rights Information relating to other rights including: | | | | | | | |
| | (a) voting rights; | ✓ | ✓ | | | ✓ | | ✓ |
| | (b) rights in relation to Offers for subscription of Securities of the same class; | ✓ | ✓ | | | ✓ | | ✓ |
| | (c) rights to share in the Issuer's profits; | ✓ | ✓ | | | ✓ | | ✓ |
| | (d) rights to share in any surplus in the event of liquidation of the Issuer; | ✓ | ✓ | | | ✓ | | ✓ |
| | (e) redemption rights, if any; and | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (f) conversion rights, if any. | ✓ | ✓ | | | ✓ | | ✓ |
| 3. | TERMS AND CONDITIONS OF THE OFFER | | | | | | | |
| 3.1 | Terms and conditions of the Offer The terms and conditions of the Offer including: | | | | | | | |
| | (a) the number of Securities offered; | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

| | | | | | | | A1.2.1 |
|--|---|--------|-------------------------|------------|-----------------------------|--------------------------------|------------------------|
| CONTENTS OF PROSPECTUS – SECURITIES NOTE | | | | | | | Structured Products |
| | | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over |
| (b) | the price or price range of the Securities; | ✓ | ✓ | * ✓ | | ✓ | ✓ |
| (c) | the identity of the seller of the Securities where the Person making the Prospectus Offer is not the Issuer; | ✓ | ✓ | | | ✓ | ✓ |
| (d) | the various categories of potential investors to which the Securities are offered. If the Offer is being made simultaneously in two or more markets, and if a tranche has been or is being reserved for certain of these, indicate any such tranche and the category of investors for whom it is offered; | ✓ | ✓ | * ✓ | | ✓ | ✓ |
| (e) | a description of any notifiable interests and conflict of interests relating the affairs of the Issuer, detailing the Persons involved and the nature of such interests; | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| (f) | the Offer Period, including the opening and closing dates; | ✓ | ✓ | * ✓ | | ✓ | ✓ |
| (g) | the manner of allocation of Securities to Applicants including the manner in which Securities are allotted in the event of over subscription; | ✓ | ✓ | | | ✓ | ✓ |
| (h) | the proposed date for Allotment of Securities; | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| (i) | where the Securities to be offered confer the right to subscribe for new Securities by existing holders of Securities in the Issuer, details of such rights, including a statement of the maximum number of Securities which would be created if the rights were exercised in full; | ✓ | ✓ | | | ✓ | ✓ |
| (j) | the effect the issuance of the Securities will have on the capital structure of the Issuer; | ✓ | ✓ | | | ✓ | ✓ |

| | | A1.2.1 | | | | | | |
|--|---|--------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| | (k) particulars of any commissions or other fees to be paid by the Issuer in relation to the Offer; | ✓ | ✓ | | | ✓ | | ✓ |
| | (l) all relevant details of the appointment of an underwriter on a firm commitment basis, including the nature of the obligations of the underwriter, quotas, plan of distribution, commission and, if a portion of the Offer is not covered, a statement of the portion not covered; | ✓ | ✓ | * ✓ | | ✓ | | ✓ |
| | (m) all relevant details of the appointment of placing agents appointed on a without a "firm commitment" basis or under a "best efforts" arrangement, including quotas and placing commission; | ✓ | ✓ | * ✓ | | ✓ | | ✓ |
| | (n) details of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and Offer rates and a description of the main terms of their commitment; | ✓ | ✓ | * ✓ | | ✓ | | ✓ |
| | (o) methods of payment for the Securities, particularly as regards the paying up of Securities which are not fully paid or are payable by instalments; | ✓ | ✓ | * ✓ | | ✓ | | ✓ |
| | (p) in the event of the Offer not proceeding, the details of the procedure and means under which the money obtained from Applicants will be returned; | ✓ | ✓ | | | ✓ | | ✓ |
| | (q) the process for notification to Applicants of the amount of Securities allotted and indication whether dealing may begin before notification is made; | ✓ | ✓ | * ✓ | | ✓ | | ✓ |
| | (r) provided Applicants are allowed to withdraw their subscription, an indication of the period during which an application may be withdrawn; | ✓ | ✓ | | | ✓ | | ✓ |

| | | A1.2.1 | | | | | | |
|------------|--|--------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| | (s) in the case of new Securities, a statement of the resolutions, authorisations and approvals by virtue of which the Securities have been or will be created and/or issued; | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (t) the details of any Convertible, including an indication of the conditions governing the procedures for conversion, exchange or subscription; | ✓ | ✓ | | | ✓ | | ✓ |
| | (u) the procedure for the exercise of any right of pre-emption, the negotiability of subscription rights and the treatment of subscription rights not exercised; | ✓ | ✓ | * ✓ | | ✓ | | ✓ |
| | (v) if advisers to the Issuer are connected with the Offer, a statement of the professional or other capacity in which such advisers have acted; and | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (w) the name and address of any paying agents and depository agents in each country. * <i>The information in 3.1(b), (d), (f), (l), (m), (n), (o), (q) and (u) is not required to be included for Debentures that have a denomination of US\$100,000 or more per Security</i> | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 3.2 | Plan of distribution and Allotment | ✓ | ✓ | | | ✓ | | ✓ |
| | (a) Pre-Allotment disclosure relating to: | | | | | | | |
| | (i) the division into tranches of the Offer including institutional, retail and Issuer's Employee tranches and any other tranches; | | | | | | | |
| | (ii) the conditions under which a claw-back right may be used, the maximum size of such claw-back and any applicable minimum percentages for individual tranches; | | | | | | | |

| | | A1.2.1 | | | | | | |
|-----|---|--------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| | <p>(iii) the Allotment method or methods to be used for the retail and Issuer's Employee tranche in the event of an over subscription of these tranches;</p> <p>(iv) a description of any pre-determined preferential treatment to be accorded to certain classes of investors or certain affinity groups (including friends and family programmes) in the Allotment, the percentage of the Offer reserved for such preferential treatment and the criteria for inclusion in such classes or groups;</p> <p>(v) whether the treatment of subscriptions or bids to subscribe in the Allotment may be determined on the basis of which intermediary firm they are made through or by a target minimum individual Allotment if any within the retail tranche;</p> <p>(vi) the conditions for the closing of the Offer before the end of the Offer Period as well as the date on which the Offer may be closed at the earliest; and</p> <p>(vii) whether or not multiple subscriptions are admitted, and where they are not, how any multiple subscriptions will be handled.</p> <p>(b) The details of any over-allotment option, including existence and size of the over-allotment option, the period in which the over-allotment option may be exercised and any conditions on exercising such option.</p> | | | | | | | |
| 3.3 | Price Stabilisation The information required to be disclosed to the market pursuant to MKT 6.2.9(1). | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |
| 4. | OTHER INFORMATION | | | | | | | |
| 4.1 | Audit and source of information including use of Expert reports | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |

| | | A1.2.1 | | | | | | |
|------------|---|--------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| | <p>(a) Where information has been included in the Securities Note which has been audited or reviewed by auditors and where auditors have produced a report, reproduction of the report or, with permission of the Regulator, a summary of the report.</p> <p>(b) Where information has been sourced from a third party, details of the identity of the source of the information along with a confirmation that the information has been accurately reproduced and that as far as the Issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or false, misleading, or deceptive.</p> <p>(c) Where a statement or report attributed to a Person as an Expert is included in the Securities Note:</p> <p>(i) the name, business address, qualifications and any material interest such a Person has in the Issuer; and</p> <p>(ii) if the report has been produced at the Issuer's request, a statement to the effect that such statement or report is included, in the form and context in which it is included, with the consent of the Expert who has authorised the contents of that part of the Securities Note.</p> | | | | | | | |
| 4.2 | <p>Dilution</p> <p>Information relating to dilution including:</p> <p>(a) the amount and percentage of immediate dilution resulting from the Offer; and</p> | ✓ | ✓ | | | ✓ | | ✓ |

| | | A1.2.1 | | | | | | |
|------------|---|--------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| | (b) in the case of an Offer to existing equity holders, the amount and percentage of immediate dilution if they do not subscribe to the new Offer. | | | | | | | |
| 4.3 | Takeovers Information relating to any Takeovers including: (a) the existence of any mandatory Takeover bids and/or squeeze-out, sellout, or poison pill requirements in relation to the Securities; and (b) any public Takeover bids by third parties in respect of the Issuer's equity, which have occurred during the last financial year and the current financial year, including the price or exchange terms attaching to such Offers and the outcome thereof. | ✓ | ✓ | | | ✓ | | ✓ |

| | | A1.2.1 | | | | | | |
|------------|---|--------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| 4.4 | Investments by Controllers and any lock-up arrangements | ✓ | ✓ | | | ✓ | | ✓ |
| | (a) Information, if available to the Issuer, whether: | | | | | | | |
| | (i) Directors, Controllers or the Senior Management of the Issuer intends to subscribe to the Offer; and | | | | | | | |
| | (ii) any other Person intends to subscribe for more than 5% of the Offer. | | | | | | | |
| | (b) The details of any lock-up arrangements relating to Persons exercising Senior Management functions of the Issuer, including the Persons subject to such lock-up and the procedures involved and the period of the lock up. | | | | | | | |
| | (c) Information about whether there is or could be a material disparity between the price of the Securities offered pursuant to the Offer and the effective cash cost to Directors and the Senior Management of the Issuer (Related Persons) of the Securities acquired by such Persons in transactions during the past year or which such Persons have the right to acquire, and if so, a comparison of the cost to the public and Related Persons in their acquisition of Securities. | | | | | | | |
| 5. | ADMISSION TO TRADING | | | | | | | |
| 5.1 | Details of admission to trading | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (a) The proposed dates for: | | | | | | | |
| | (i) admission to the Official List; | | | | | | | |
| | (ii) admission to trading on a Recognised Investment Exchange; and | | | | | | | |

| | | A1.2.1 | | | | | | |
|---|---|--------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| | (iii) any other such comparable event in respect of the Securities. | | | | | | | |
| | (b) The actual dates on which: (i) the Securities were admitted to an Official List; (ii) the Securities were admitted to trading on a Recognised Investment Exchange; and (iii) any other such comparable event took place in respect of the Securities. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | (c) An estimate of the total expenses related to the admission to trading. | | | ✓ | ✓ | | ✓ | |
| 6. INFORMATION RELATING TO CERTAIN CLASSES OF SECURITIES | | | | | | | | |
| 6.1 | Certificates and structured products Information about: (a) the legislation under which the Certificates or Structured Products and the underlying Securities or assets have been created and of the courts of competent jurisdiction in the event of litigation including details of the consequences in event of default occurring in respect of the underlying Securities; (b) in the case of Structured Products, a statement setting out the type of the underlying factors to which the Structured Product is referenced and details of where information on the underlying factor can be obtained; | | | | | ✓ | ✓ | ✓ |

| | | A1.2.1 | | | | | | |
|--|---|--------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| | <p>(c) whether it is possible to obtain a conversion of the Certificates or Structured Products into the underlying Securities or assets, and if so, the procedure for such conversion, and commission and costs involved with such a conversion;</p> <p>(d) the provisions relating to the rights attaching and benefits attaching to the underlying Securities, including:</p> <p style="padding-left: 40px;">(i) any voting rights and the conditions on which the Issuer of the Certificates or Structured Products may exercise the voting rights and measures envisaged to obtain the instructions of the Certificate or Structured Product holders; and</p> <p style="padding-left: 40px;">(ii) any right to participate in profits and any liquidation surplus;</p> <p>(e) the names and addresses of the paying agents and trustees and fiscal agents in relation to the creation of the Certificate or Structured Product;</p> <p>(f) the amount of the commissions and costs to be borne by the Certificate or Structured Product holders in connection with the payment of coupons or other income and the creation of additional certificates;</p> <p>(g) the name and credit rating of the ultimate underwriter or obligor(s) against whom the Security holder faces Credit Risk in relation to the Certificate or Structured Product;</p> <p>(h) a description of the tax arrangements with regard to any taxes and charges to be borne by the Certificate or Structured Product holders and levied in the jurisdictions where the Certificates or Structured Products are issued;</p> <p>(i) a statement confirming that under the laws governing the Issuer's activities the underlying Securities or assets would not form part of the Issuer's assets in the event of bankruptcy</p> | | | | | | | |

| A1.2.1 | | | | | | |
|--|--|--------|----------------------|------------|--------------------------|--------------------------|
| CONTENTS OF PROSPECTUS – SECURITIES NOTE | | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares |
| | or insolvency of the Issuer and that there is no Credit Risk to the Issuer attaching to the Certificates or Structured Products; and | | | | | |
| | (j) the names of banks with which the main accounts relating to the underlying Securities or assets are held. | | | | | |
| 7. ASSET BACKED SECURITIES | | | | | | |
| 7.1 | <p>If the Securities or the underlying Securities are asset backed, describe all the material attributes of the asset backed Securities, including:</p> <p>(a) information about the assets backing the Securities including:</p> <p>(i) where the assets are equity Securities that are admitted to trading on an exchange, a description of the Securities, a description of the market in which the Securities are traded and the frequency with which prices of the Relevant Securities are published;</p> <p>(ii) where the assets contain a material proportion of equity Securities that are not traded on an exchange, a description of the equity Securities including the type of information required to be disclosed in a Prospectus if the equity Securities were Shares;</p> <p>(iii) where the assets comprise obligations that are not traded on an exchange, a description of the principal terms and conditions of the obligations;</p> <p>(iv) where a material proportion of the assets are secured on or backed by Real Property, a valuation report relating to the property setting out both the valuation of the property and cash flow/income stream;</p> | ✓ | | ✓ | | ✓ |

| | | A1.2.1 | | | | | | |
|--|---|--------|----------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Warrants over Shares | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| | <p>(v) where the assets backing the Security are part of an actively managed pool of assets, the parameters within which investments can be made, details of the entity responsible for such management, terms of such entity's appointment, termination of appointment, and a description of its relationship with any other parties to the issue of the Securities; and</p> <p>(vi) any rights to substitute the assets and a description of the manner in which and the type of assets which may be so substituted and, if there is any capacity to substitute assets with a different class or quality of assets, a statement to that effect together with a description of the impact of such substitution;</p> <p>(b) information about the structure of the transaction and the rate of return including:</p> <p>(i) a description of the structure of the transaction;</p> <p>(ii) details of the entities participating in the issue and a description of the functions to be performed by them;</p> <p>(iii) a description of the method and date of the sale, transfer, novation or assignment of the assets or of any rights and/or obligations in the assets to the Issuer or, where applicable, the manner and time period in which the proceeds from the issue will be fully invested by the Issuer;</p> <p>(iv) the rate of interest or stipulated yield and any premium;</p> <p>(v) the date of repayment of the principal capital and return on that capital;</p> | | | | | | | |

CONTENTS OF PROSPECTUS – SECURITIES NOTE

| | | A1.2.1 | | | | | | |
|--|--|--------|---------------------------|------------|--------------------------|--------------------------|-------------------|---------------------|
| | CONTENTS OF PROSPECTUS – SECURITIES NOTE | Shares | Shares over Warrants over | Debentures | Warrants over Debentures | Certificates over Shares | Certificates over | Structured Products |
| | <ul style="list-style-type: none"> (i) a description of any relevant insurance policies relating to the assets backing the Securities; (ii) a global overview of the parties to the arrangement in the securitisation programme including information on the direct or indirect ownership of control between those parties; (iii) if a relationship exists that is material to the issue of the Securities between the Issuer, guarantor and the obligor, details of the principal terms of that relationship; (iv) if the assets backing the Securities include loans and Credit Facilities, the principal lending criteria and an indication of any loans which do not meet these criteria and any rights or obligations to make further advances; (v) an indication of significant representations and collaterals given to the Issuer relating to the assets; (vi) information on any Credit enhancements, an indication of where material potential liquidity shortfalls may occur and the availability of any liquidity supports and an indication of provisions designed to cover interest/principal shortfalls; (vii) name and addresses and a brief description of any swap counterparties and other providers of other material forms of Credit/liquidity enhancement; (viii) details of any subordinated debt finance; and (ix) an indication of any investment parameters for the investment of temporary liquidity surpluses and a description of the parties responsible for such investment; | | | | | | | |

| A1.2.1 | | | | | | |
|--|---|----------------------|-----------------------------|-----------------------------|------------|-------------------------|
| | Structured Products | Certificates over | Certificates over Shares | Warrants over Debentures | Debentures | Warrants over Shares |
| Shares | | | | | | |
| CONTENTS OF PROSPECTUS – SECURITIES NOTE | | | | | | |
| (g) | statements by the Issuer confirming that the assets backing the Security have characteristics that demonstrate capacity to produce funds to service any payments due and payable of the Securities; and | | | | | |
| (h) | a statement whether or not post issuance transaction information regarding the Securities to be admitted and the performance of the underlying assets will be reported. If it is to be reported, disclosure of where such information will be reported, where such information can be obtained, and the frequency with which such information will be reported. | | | | | |

APP 2 CONTINUOUS AND OTHER DISCLOSURES

A2.1 This table forms part of Rule 7.6.1.

A2.1.1 A Reporting Entity other than a Listed Fund must, on the occurrence of an event specified in column 1, make the required Disclosure detailed in column 2, within the time specified in column 3, in respect of the Securities identified with a "✓" in column 4, of this Table.

See APP 3 for Disclosures related to Listed Funds.

| A2.1.1 | | | | | | | | | |
|---------------|---|---|---------------------------------------|--------|---------------------|-----------------------|------------------------------------|--------------------------|---------------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Shares | Options over Shares | Warrants / Debentures | Options over Warrants / Debentures | Certificates over Shares | Structured Products |
| 1. | INSIDE INFORMATION | | | | | | | | |
| 1.1 | Inside Information as set out in Rule 7.2. | Disclosure of the Inside Information, unless Rule 7.2.1 applies. | As soon as possible. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 2. | GOVERNANCE OF THE REPORTING ENTITY | | | | | | | | |
| 2.1 | Compliance with the Corporate Governance Principles. | Disclosure in the annual report of the matters set out in Rule 9.2.10. | In accordance with Rule 10.1.8(2)(a). | ✓ | | | | | |
| 2.2 | Any change to the Board of the Reporting Entity including: (a) the appointment of a new Director; (b) the resignation, retirement or removal of an existing Director; and | Disclosure of: (a) the effective date of the change (if it has been decided); (b) whether the position is executive or non-executive; | As soon as possible. | ✓ | ✓ | | | ✓ | |

| A2.1.1 | | | | | | | | | |
|------------|---|---|---|--------|---------------------|--------------------------------|-----------------|--------------------------------|---------------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Shares | Options over Shares | Warrants / Options over Shares | Debt Securities | Warrants / Options over Shares | Structured Products |
| | (c) changes to any important functions or executive responsibilities of a Director. | (c) whether the position is considered to be independent; and (d) the nature of any functions or responsibility of the position. | | | | | | | |
| 2.3 | In the case of an appointment of a new Director. | Disclosure of: (a) all directorships past or present held by the Director in any other Body Corporate in the previous five years; (b) the experience of the Director; (c) details of the process by which the Director was selected; (d) any unspent convictions relating to serious criminal offences; (e) any bankruptcies or individual voluntary arrangements of the Director; | Within five Business Days of the appointment. | ✓ | ✓ | | | ✓ | |

| A2.1.1 | | | | | | | | | |
|--------|--|---|--------------------|--------|---------------------|--------------------------------|------------|---------------------|---------------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Shares | Options over Shares | Warrants / Options over Shares | Debentures | Options over Shares | Structured Products |
| | | <p>(f) any compulsory liquidations, creditors voluntary liquidations, Company voluntary arrangements, receivership or any composition or arrangement with creditors generally or any class of creditors of any Body Corporate where such an individual was the Director at the time of or within the 12 months preceding the occurrence of such events; and</p> <p>(g) any public criticism or disqualification of the individual by a governmental or regulatory authority and whether the individual has ever been disqualified by a court from acting as a Director of a Body Corporate or from acting in the management or conduct of the affairs of any Body Corporate or, if there are no</p> | | | | | | | |

| A2.1.1 | | | | | | | | | | |
|--|--|---|----------------------|--------|---------------------|-----------------------|---------------------|-----------------------|--------------------------|---------------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Shares | Options over Shares | Warrants / Debentures | Options over Shares | Warrants / Debentures | Certificates over Shares | Structured Products |
| | | such details to be Disclosed, that fact. | | | | | | | | |
| 2.4 | Any event that requires Shareholder approval as set out in Rule 9.3.8. | Disclosure of: (a) the nature, details, contents and effect of the relevant event; and (b) any material change affecting any matter contained in an earlier Disclosure. | As soon as possible. | ✓ | ✓ | | ✓ | | | |
| 2.5 | Any resolution passed by the Directors of the Reporting Entity other than a resolution concerning ordinary business of the Reporting Entity. | Disclosure of the resolution. | As soon as possible. | ✓ | ✓ | | | | ✓ | ✓ |
| 3. BUSINESS OF THE REPORTING ENTITY | | | | | | | | | | |
| 3.1 | Transactions undertaken which could result in: (a) any significant investment (i.e. any investments equal to or greater than 5% of the value of the net assets of the Reporting Entity as | Disclosure relating to: (a) any decision to enter into such a transaction; (b) any material change or new matter affecting any matter | As soon as possible. | ✓ | ✓ | | | | ✓ | ✓ |

| A2.1.1 | | | | | | | | | | |
|--------|---|--|---------------------------------------|--------|---------------------|--------------------------------|------------|-------------------------|--------------------------------|--------------------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Shares | Options over Shares | Warrants / Options over Shares | Debentures | Options over Debentures | Warrants / Options over Shares | Certificates over Shares |
| | <p>per its most recent financial reports) or material change to such a significant investment outside the ordinary course of business of the Reporting Entity; or</p> <p>(b) the incurring of any significant debt (being a debt with an amount equal to or greater than 5% of the value of the net assets of the Reporting Entity as per its most recent financial reports) outside the usual and ordinary course of business of the Reporting Entity.</p> | <p>contained in an earlier Disclosure; and</p> <p>(c) a full description of the event, activity or transaction proposed or effected, as the case may be.</p> | | | | | | | | |
| 3.2 | <p>A description of the Listed Entity's exposure to sustainability / ESG factors.</p> <p>If the Listed Entity's exposure is material, how does the Listed Entity manage, or intend to</p> | Disclosure in the annual report of the matters set out in Rule 9.2.10. | In accordance with Rule 10.1.8(2)(a). | ✓ | | | | | | |

| A2.1.1 | | | | | | | | | | |
|--|---|---|---|--------|---------------------|-----------------------|------------------------------------|--------------------------|-------------------|---------------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Shares | Options over Shares | Warrants / Debentures | Options over Warrants / Debentures | Certificates over Shares | Certificates over | Structured Products |
| | manage, such sustainability / ESG risks. | | | | | | | | | |
| 4. DISCLOSURES RELATING TO SECURITIES OF THE ISSUER | | | | | | | | | | |
| 4.1 | Any decision: (a) to declare, recommend or pay any dividend or to make any other distribution on the Securities; or (b) not to declare, recommend or pay any dividend which would otherwise have been expected to have been declared, recommended or paid in the normal course of events. | Disclosure of the decision, including the rate and amount of and record date for the dividend or other distribution or the grounds for the decision in relation to non-payment. | As soon as possible and in any event within five Business Days prior to the record date or the date of expected distribution. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 4.2 | Admission to listing or trading of the same class of Securities on a Regulated Exchange. | Disclosure of all the relevant details relating to the admission to listing or trading. | As soon as possible. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 4.3 | Any other disclosure required to be made pursuant to the requirements in the Regulated | Disclosure of the information required to be disclosed to the Regulated Exchange. | As soon as such disclosure is made on the | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

| A2.1.1 | | | | | | | | | |
|-----------------------------------|--|--|--|--------|---------------------|-----------------------|---------------------|--------------------------|---------------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Shares | Options over Shares | Warrants / Debentures | Options over Shares | Certificates over Shares | Structured Products |
| | Exchange arising from the listing or trading of the same class of Securities on that exchange where such disclosure is not made in the ADGM. | | Regulated Exchange. | | | | | | |
| 4.4 | Any change of custodian or depositary in relation to Certificates representing Shares and debentures. | Disclosure of the new custodian or depositary and any implication/effect of this change. | As soon as possible. | | | | | ✓ | ✓ |
| 4.5 | Restricted Securities subject to a Restriction Agreement are to be released. | Disclosure of all relevant details relating to the release of the Restricted Securities, including name of the holder(s), number of securities to be released, length of time of the Restriction Agreement, and intended date of trading on the relevant Recognised Investment Exchange. | 10 Business Days before the end of the Restriction Period. | ✓ | ✓ | | | ✓ | |
| 5. DISCLOSURE OF INTERESTS | | | | | | | | | |
| 5.1 | The requirement to make a disclosure of interests held by a Connected Person pursuant to section 76 of the FSMR. | Disclosure of the information set out in Rule 7.3.4. | As soon as possible. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

| A2.1.1 | | | | | | | | | | |
|--|--|--|---|--------|---------------------|-----------------------|------------------------------------|--------------------------|-------------------|---------------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Shares | Options over Shares | Warrants / Debentures | Options over Warrants / Debentures | Certificates over Shares | Certificates over | Structured Products |
| 5.2 | The requirement to give a notice of a Director's notifiable interests. | Disclosure of the information set out in Rule 7.4.3(3). | As soon as possible. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |
| 6. FINANCIAL INFORMATION ABOUT THE REPORTING ENTITY | | | | | | | | | | |
| 6.1 | The requirement to file an annual financial report pursuant to section 78 of the FSMR. | Disclosure of the report prepared in accordance with the requirements in Rule 10.1.4, 10.1.5 and 10.1.6. | In accordance with Rule 10.1.8(2)(a). | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |
| 6.2 | The requirement to file a semi-annual financial report pursuant to section 79 of the FSMR. | Disclosure of the report prepared in accordance with the relevant requirements set out in Rule 10.1.7. | In accordance with Rule 10.1.8(2)(b). | ✓ | ✓ | | | ✓ | | |
| 6.3 | The requirement to file preliminary financial results pursuant to Rule 10.1.8. | Disclosure of the preliminary financial results. | In accordance with Rule 10.1.8(2)(c). | ✓ | ✓ | | | ✓ | | |
| 6.4 | Any change to the accounting reference date. | Disclosure of the previous and new accounting reference date, and reasons for the change. | As soon possible. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |
| 6.5 | Change of accounting date extending the annual accounting period to more than 14 months. | Disclosure of a second semi-annual financial report. | Within six months of the old accounting reference date. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |

| A2.1.1 | | | | | | | | | | |
|---|---|---|---|--------|---------------------|-----------------------|---------------------|--------------------------|-------------------|---------------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Shares | Options over Shares | Warrants / Debentures | Options over Shares | Certificates over Shares | Certificates over | Structured Products |
| 7. MATTERS RELATING TO THE CAPITAL OF THE REPORTING ENTITY | | | | | | | | | | |
| 7.1 | Any proposed new issue of Securities. | Disclosure of the class, number and proposed date of issue and details of the changes to the Share capital resulting from the new issue proposed. | As soon as possible after the decision is made. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |
| 7.2 | Results of the new issue. | Disclosure of the results of the issue including: (a) the class, number and the actual date of the issue; (b) consideration received; and (c) details of changes in the Share capital. | As soon as possible. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |
| 8. INSOLVENCY/WINDING UP OF THE REPORTING ENTITY | | | | | | | | | | |
| 8.1 | In the case of an insolvency/winding up: (a) the presentation of any winding-up petition, the making of any winding-up order or the appointment of an Administrator, liquidator or the commencement of any | Disclosure of the: (a) time and date of the presentation, details of the order, appointment, resolution or other event; | As soon as possible. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

| A2.1.1 | | | | | | | | | |
|--|--|---|----------------------|--------|---------------------|-----------------------|-------------------------|--------------------------|---------------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Shares | Options over Shares | Warrants / Debentures | Options over Debentures | Certificates over Shares | Structured Products |
| | <p>proceedings under any applicable insolvency laws in respect of the Reporting Entity or any member of its Group; or</p> <p>(b) the passing of any resolution by the Reporting Entity or any member of its Group that it be wound up by way of members' or creditors' voluntary winding-up, or the occurrence of any event or termination of any period of time which would cause a winding-up.</p> | <p>(b) identity of the petitioner or other Person at whose instigation the event occurs;</p> <p>(c) court or tribunal responsible for making any order; or</p> <p>(d) Administrator or liquidator appointed,</p> <p>as is relevant.</p> | | | | | | | |
| 9. MINING AND PETROLEUM DISCLOSURES | | | | | | | | | |
| 9.1 | Mining and Petroleum information required to be disclosed (as set out in chapters 11 or 12). | Market disclosures required of the Mining Reporting Entity or Petroleum Reporting Entity. | As soon as possible. | ✓ | ✓ | | | ✓ | ✓ |

APP 3 DISCLOSURES RELATING TO LISTED FUNDS

A3.1.1 This table forms part of Rule 3.8.1 and Rule 2.7.8.

A3.1.2 A Reporting Entity of a Listed Fund must, on the occurrence of an event specified in column 1, make the required Disclosure detailed in column 2, within the time specified in column 3.

Note: Unless otherwise indicated, the Disclosure required relates to the operation and matters relating to the Listed Fund. The Reporting Entity of a Listed Fund must construe the items specified in the event column in an appropriate manner to achieve the fundamental purpose of making the required Disclosure of information relating to the Listed Fund.

| | | | APP3 |
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| | EVENT GIVING RISE TO DISCLOSURE | DISCLOSURE REQUIREMENT | TIME OF DISCLOSURE |
| 1. INSIDE INFORMATION | | | |
| 1.1 | Inside Information as set out in Rule 7.2.1 relating to the Listed Fund. | Disclosure of the Inside Information, unless Rule 7.2.1 applies. | As soon as possible. |
| 2. GOVERNANCE OF THE LISTED FUND AND THE REPORTING ENTITY | | | |
| 2.1 | Any change to the Governing Body of the Listed Fund including: <ul style="list-style-type: none"> (a) the appointment of a new Director, Partner or other member of the Governing Body; (b) the resignation, retirement or removal of any Person referred to in (a); and (c) changes to any important functions or executive responsibilities of a Person referred to in (a). | Disclosure of: <ul style="list-style-type: none"> (a) the effective date of the change (if it has been decided); (b) whether the position is executive or non-executive; (c) whether the position is considered to be independent; and (d) the nature of any functions or responsibilities of the position. | As soon as possible. |

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| 2.2 | Information in respect of a new Director, Partner or other member of the Governing Body. | <p>Disclosure of:</p> <ul style="list-style-type: none"> (a) all directorships or Partnerships past or present held by the Director, Partner or other member of the Governing Body in any other Body Corporate or Partnership in the previous five years; (b) the experience of the Persons referred to in (a); (c) details of the process by which the Person referred to in (a) was selected; (d) any unspent convictions relating to serious financial crimes; (e) any bankruptcies or individual voluntary arrangements; (f) any compulsory liquidations, creditors voluntary liquidations, Company voluntary arrangements, receivership or any composition or arrangement with its creditors generally or any class of its creditors of any Issuer where such an individual was a Director or Partner at the time of appointment or within the 12 months preceding such events; and (g) any public criticisms or disqualifications of the individual by governmental or regulatory authorities and whether the individual has ever been disqualified by a court from acting as a Director of a Body Corporate, General Partner of a Partnership or from acting in the management or conduct of the affairs of any Body Corporate or | Within five Business Days. |
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| | | Listed Fund and, if there are no such details to be disclosed, a statement to that effect. | |
| 2.3 | Any event that requires Unitholder approval under the Fund Rules. | Disclosure of: (a) the nature, details, contents and effect of the relevant event; and (b) any material change affecting any matter contained in an earlier disclosure. | As soon as possible. |
| 2.4 | Any resolution adopted by the Listed Fund other than a resolution concerning ordinary business of the Listed Fund. | Disclosure of the resolution. | As soon as possible. |
| 3. BUSINESS OF THE LISTED FUND | | | |
| 3.1 | Transactions undertaken which could result in: (a) any significant investment (being any investments equal to or greater than 5% of the net asset value of the fund) or material change to a significant investment outside the stated investment strategy of the Listed Fund; or (b) the incurring of any significant debt outside the usual and ordinary course of business of the Listed Fund (being debt with an amount equal to or greater than 5% of the net asset value of the fund) taking into account the stated investment strategy. | Disclosure relating to: (a) any decision to enter into such a transaction; (b) any material change or new matter affecting any matter contained in an earlier disclosure; and (c) a full description of the event, activity or transaction proposed or effected as the case may be. | Without delay. |
| 4. DISCLOSURE RELATING TO UNITS OF THE LISTED FUND | | | |

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| 4.1 | <p>Any decision:</p> <ul style="list-style-type: none"> (a) to declare, recommend or pay any dividend not previously Disclosed; (b) to make any other distribution on the Units; or (c) not to declare, recommend or pay any dividend which would otherwise have been expected to have been declared, recommended or paid in the normal course of events. | <p>Disclosure of the decision, including the rate and amount of and record date for the dividend or other distribution or the grounds for the decision in relation to non-payment.</p> | <p>As soon as possible and in any event no later than five Business Days prior to the record date or the date of expected distribution.</p> |
| 4.2 | <p>Any decision made in regard to:</p> <ul style="list-style-type: none"> (a) any change in the general character or nature of the Listed Fund; (b) any change in the redemption of all or any of the Units of the Listed Fund; (c) any change to its published investment policies or objectives, investment restrictions or borrowing restrictions; (d) any change in the way in which net asset value or issue and redemption prices are calculated, or in the frequency of calculation of the net asset value; (e) any change in the manner in which the management fees payable by the Listed Fund are calculated; | <p>Disclosure of the decision and all relevant details relating to the decision.</p> | <p>As soon as possible.</p> |

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| | <p>(f) any changes in the trustee, custodian or prime broker(s), Investment Manager, Adviser, Fund Administrator or auditor;</p> <p>(g) any changes in the control of the trustee, custodian or prime broker(s), Investment Manager or Adviser;</p> <p>(h) any change in the tax status of the Listed Fund;</p> <p>(i) any suspension in the calculation of net asset value or of redemptions; or</p> <p>(j) details of any repurchase, drawing or redemption by the Listed Fund or any of its subsidiaries of the Listed Fund's Listed Securities, unless the purchases are made pursuant to the requirements in the Listing Rules on purchase of own Shares.</p> | | |
| 4.3 | Admission to listing or trading of the same class of Units on a Regulated Exchange. | Disclosure of all the relevant details relating to the admission to listing or trading. | As soon as possible. |
| 4.4 | Any other disclosure required to be made pursuant to the requirements in the Regulated Exchange arising from the listing or trading of the same class of Units on that exchange where such disclosure is not made in the ADGM. | Disclosure of the information required to be disclosed to the Regulated Exchange. | As soon as such disclosure is made on the Regulated Exchange. |
| 4.5 | Any change of the Trustee, custodian or depository in relation to the Listed Fund. | Disclosure of the details relating to the new Trustee, custodian or depository and any implication/effect of this change. | As soon as possible. |

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| 4.6 | Proposed and new issues of Units. | Disclosure of the class, number, date of issue, and consideration received for the issue of the Units and details of changes in the capital. | As soon as possible. |
| 5. DISCLOSURE OF INTERESTS | | | |
| 5.1 | The requirement to disclose interests held by a Connected Person pursuant to section 76 of the FSMR. | Disclosure of the information set out in Rule 3.6.3. | As soon as possible. |
| 5.2 | The requirement to give a notice of a Director's notifiable interests. | Disclosure of the information set out in Rule 3.7.3(3). | As soon as possible. |
| 6. FINANCIAL INFORMATION RELATING TO THE LISTED FUND | | | |
| 6.1 | The preparation and approval of annual and interim financial reports. | Disclosure of the annual and interim financial report prepared in accordance with the requirement in Rule 3.9.2. | In the case of a Domestic Fund in accordance with the Fund Rules and in the case of a Foreign Fund the earlier of the period allowed under the Fund Rules or the period for filing under the home jurisdiction requirements. |
| 6.2 | Any change to the accounting reference date. | Disclosure of the previous and new accounting reference date, and reasons for the change. | As soon possible. |
| 7. MATTERS RELATING TO THE CAPITAL OF THE LISTED FUND | | | |

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| 7.1 | Any proposed new issue of Units. | Disclosure of the class, number and proposed date of the proposed issue. | As soon as possible after the decision is made. |
| 7.2 | Results of the new issue. | Disclosure of the results of the issue including total consideration received. | As soon as possible. |
| 8. TRANSFER SCHEME/WINDING UP OF THE LISTED FUND | | | |
| 8.1 | <p>In the case of a transfer scheme or winding up of a Listed Fund:</p> <p>(a) the passing of any resolution by the Listed Fund or any members of the Listed Fund that it be wound up by way of members' or creditors' voluntary winding-up, or the occurrence of any event or termination of any period of time which would cause termination or winding-up of the Fund; and</p> <p>(b) either:</p> <p>(i) the presentation of the relevant applications made pursuant to the requirements in the Fund Rules in the case of a Domestic Fund; or</p> <p>(ii) the applications made pursuant to the relevant legislation applicable in the home jurisdiction of the Listed Fund in the case of a Foreign Fund.</p> | <p>Disclosure of the:</p> <p>(a) time and date of the presentation, details of the order, appointment, resolution or other event;</p> <p>(b) identity of the petitioner or other Person at whose instigation the event occurs;</p> <p>(c) the court or tribunal responsible for making any order; or</p> <p>(d) any Administrator or liquidator appointed.</p> | As soon as possible. |
| 9. OTHER DISCLOSURES RELATING TO THE LISTED FUND | | | |

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| 9.1 | A change to the legal structure of the Listed Fund (unless it is required to be disclosed under 2.3 or 2.4). | Disclosure of any proposed change. | As soon as possible. |
| 9.2 | A change in fees (including management fees by whatever named called) or charges imposed on holders of Units. | Disclosure of any change in the fee structure of a Listed Fund. | As soon as possible. |
| 9.3 | A change in the investment management of the Listed Fund. | Disclosure of any proposed change in the investment management of the Listed Fund. | As soon as possible. |
| 9.4 | Any closure of the Listed Fund's register of Unitholders. | Disclosure of the closure. | At least ten Business Days before the closure. |
| 9.5 | Any meeting of Unitholders. | Disclosure of notice. | At the same time as such notice is sent to Unitholders. |
| 9.6 | The final timetable for any proposed action affecting the rights of existing holders of its Units . | Disclosure of the timetable. | As soon as possible after finalisation of the timetable with the Regulator. |
| 9.7 | Changes to rights attaching to Units or other Securities into which they convert. | Disclosure of: (a) the class of Securities to which the changes apply; (b) the date on which the changes become effective; (c) confirmation that consent of the holders of the Securities (and any other holders of Relevant | As soon as possible. |

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| | | Securities) has been obtained and the date that such consent was obtained; and | |
| | | (d) a summary of the changes. | |

APP 4 CORPORATE GOVERNANCE BEST PRACTICE STANDARDS**General**

1. This Appendix sets out, by way of Guidance, best practice standards relevant to each of the Corporate Governance Principles (the "**Principles**") set out in Rule 9.2. While the Principles have the status of Rules that apply to a Reporting Entity/Listed Entity, the standards in this document are best practice standards that may be adopted by a Reporting Entity/Listed Entity to achieve compliance with the Principles.
2. A Reporting Entity to which the Principles apply is required under Rule 9.2.10 to state in its annual report whether the best practice standards have been adopted. In circumstances where a Reporting Entity has not fully adopted or only partially adopted the best practice standards, it needs to explain in its annual report why the standards were not fully adopted or adopted only partially and what actions, if any, it has taken to achieve compliance with the Principles.
3. Section 73(2) of the FSMR provides that the Regulator is entitled to enact rules requiring a Reporting Entity to have a Corporate Governance framework which is adequate to promote prudent and sound management of the Reporting Entity in the long-term interest of the Reporting Entity and its Shareholders. Accordingly, in providing its explanation in the annual report as noted in 2, a Reporting Entity should aim to illustrate how its actual practices achieve compliance with the outcomes intended by section 73 of the FSMR and the Principles, and thereby contribute to prudent and sound management of the Reporting Entity.
4. The annual report required under Rule 9.2.10 must include a statement by the Board of Directors (the "**Board**"), stating whether or not, in its opinion, the Corporate Governance framework of the Reporting Entity is effective in achieving the outcome required by section 73 of the FSMR and promoting compliance with the Principles, with supporting information and assumptions, and qualifications if necessary. As the Principles are the core of the Corporate Governance framework, the way in which they are applied should be the central question for the Board as it determines how the Reporting Entity conducts its affairs under its directorship in accordance with the letter and spirit of the applicable requirements including the Principles and the standards.
5. The "comply or explain" approach reflected in the standards recognises that there is more than one way to comply with the Principles to achieve sound and prudent governance of the Reporting Entity. It also gives the Reporting Entity the flexibility to tailor its governance practices to achieve effective outcomes taking into account the nature, size and complexity of its business. For example, a Reporting Entity may have a small Board to reflect the small and less complex nature of its business, as opposed to a larger and more complex business which requires a larger Board. It may not be possible to have a large number of committees of the small Board to undertake the functions of committees discussed in this Appendix. In such cases, the Board as a whole may undertake all these functions, or alternatively, combine the roles of committees as appropriate.
6. Where the standards set out in this Appendix are not adopted due to particular circumstances of the Reporting Entity, the reasons for deviating from the standards should be explained clearly and carefully in the Reporting Entity's

annual report, thereby providing Shareholders with the opportunity to make well informed decisions with regard to their voting and the exercise of their rights.

7. The standards in this Appendix are not exhaustive and hence a Reporting Entity may implement any additional measures as required in order for it to comply with the Principles and contribute to sound and prudent governance of the entity.

Principle 1 – Board of Directors

Rule 9.2.3

"Every Reporting Entity must have an effective Board of Directors ("the **Board**") which is collectively accountable for ensuring that the Reporting Entity's business is managed prudently and soundly."

8. The role of the Board is to provide leadership of the Reporting Entity within a framework of prudent and effective controls which enable risks to which the Reporting Entity is exposed to be identified, assessed and effectively managed.
9. The Board should set the Reporting Entity's business and strategic objectives and risk parameters, ensure that the necessary financial and human resources are in place for the Reporting Entity to meet those objectives, and review management performance in achieving those objectives and outcomes. For this purpose, the Board should:
 - a. determine the nature and extent of the significant risks it is willing to take in achieving the relevant strategic objectives; and
 - b. set the Reporting Entity's values and standards and ensure that its obligations to its stakeholders are clearly understood and met.
10. The Board should meet sufficiently regularly to discharge its duties effectively. There should be a formal schedule of matters specifically reserved for its decision.
11. The mandate, composition and working procedures of the Board should be well defined.
12. The annual report of the Reporting Entity should include a statement of how the Board operates and it should also set out the number of meetings of the Board.

Principle 2 – Division of responsibilities

Rule 9.2.4

"The Board must ensure that there is a clear division between the Board's responsibility for setting the strategic aims and overseeing the Reporting Entity and the Senior Management's responsibility for managing the Reporting Entity's business in accordance with the strategic aims and risk parameters set by the Board."

Board and Senior Management

13. The division of responsibilities between the Board and the Senior Management of the Reporting Entity should be clearly established, set out in writing, and agreed to by the Board. In assigning duties, the Board should ensure that no one individual has unfettered powers in making decisions. It should also ensure that there is a clear segregation of the functions of:
 - a. the oversight of the management by the Board; and
 - b. the management of the Reporting Entity's business by the Senior Management in accordance with the strategic aims and risk parameters set by the Board.
14. Board members may include individuals undertaking Senior Management functions. For example, the chief executive of a Reporting Entity may also be a Board member. Where this is the case, the Board should ensure that when assessing the performance of the Senior Management, the independence and objectivity of that process is achieved through appropriate mechanisms, such as the assignment of such a task to a non-executive Director of the Board or a committee comprising a majority of non-executive Directors.

Chairman and Chief Executive

15. In order to ensure that the Board's function of providing effective oversight of the management of the Reporting Entity is not compromised, it is important that the role of the chairman of the Board and the role of the chief executive of the Reporting Entity should not be held by the same individual.
16. However, if the Board decides that the chief executive should also hold the position of the chairman of the Board, there should be effective measures to ensure that the Board is able to properly discharge its function of providing effective oversight of the management of the business of the Reporting Entity by its Senior Management. For example, the performance assessment of the chief executive and other members of the Senior Management should be undertaken by a non-executive Director of the Board or a committee comprising a majority of non-executive Directors who report to the Board directly on their assessment, and also, prior approval by Shareholders of the appointment of the chief executive as chairman of the Board.
17. Except where the positions of the chairman of the board and the chief executive are held by the same person, the division of responsibilities between the chairman and chief executive should be clearly established, set out in writing and agreed to by the Board.
18. The chairman should be responsible for providing leadership of the Board, ensuring its effectiveness in all aspects of the Board's role and setting its agenda.
19. Except where the positions of the chairman of the Board and the chief executive are held by the same individual, the chairman of the Board should meet the independence criteria set out in paragraph 31.
20. The annual report of the Reporting Entity should:

- a. identify the chairman, the deputy chairman (where there is one), the Directors and the chief executive; and
- b. include a high level statement of which types of decisions are to be taken by the Board and which are to be delegated to the Senior Management.

Principle 3 – Board composition and resources

Rule 9.2.5

"The Board and its committees must have an appropriate balance of skills, experience, independence and knowledge of the Reporting Entity's business, and adequate resources, including access to expertise as required and timely and comprehensive information relating to the affairs of the Reporting Entity."

Balance of skills and independence

21. A major consideration that underpins the effectiveness of the Board is the availability at the Board level of the relevant skills, expertise and resources as are necessary to discharge the Board functions, taking due account of the nature, scale, diversity and complexity of the business of the Reporting Entity.
22. It may well be that no single Director has all the knowledge, skills and expertise needed by a Board to discharge its functions. The Board should have an appropriate number and mix of individuals to ensure that there is an overall adequate level of knowledge, skills and expertise commensurate with the nature, scale and complexity of the business of the Reporting Entity.
23. In order to ensure that the Board is equipped with the necessary skills, expertise and resources appropriate to the business of the Reporting Entity, there should be a formal, rigorous and transparent procedure for the appointment of Directors to the Board. Appointments to the Board should be made on merit and against objective criteria, with due regard to the benefits of diversity on the Board. Care should be taken to ensure that appointees have enough time available to devote to the job. This is particularly important in the case of chairmanships.
24. All Directors should be submitted for re-appointment at regular intervals, subject to continued satisfactory performance. The Board should ensure planned and progressive refreshing of the Board to ensure the on-going effectiveness of the Board, particularly the objectivity of the decision making by the Board and maintaining the skills and expertise as relevant to the Reporting Entity's business.
25. All Directors should be subject to election by Shareholders at the first annual general meeting after their appointment, and to re-election thereafter at intervals of no more than three years. The Board should satisfy itself that there is adequate succession planning in respect of Board membership and the Senior Management, so as to ensure an orderly and smooth change-over of positions whilst maintaining an appropriate balance of skills and experience within the Reporting Entity and on the Board.

Chairman

26. For the appointment of a chairman, there should be a job specification, and an objective assessment against the relevant criteria including an assessment of the time commitment expected, recognising the need for availability in the event of crises. Generally, the nomination committee should undertake this function. A chairman's other significant commitments should be disclosed to the Board before appointment and included in the annual report. Changes to such commitments should be reported to the Board as they arise, and their impact explained in the next annual report.
27. The chairman should ensure that new Directors receive an appropriate induction on joining the Board. The chairman should ensure that the Directors continually update their skills and their knowledge and familiarity with the Reporting Entity required in fulfilling their role both on the Board and its committees. All Directors should have appropriate knowledge of the Reporting Entity and should be provided with adequate access to its operations and staff to carry out their respective responsibilities.
28. The Reporting Entity should provide the necessary resources for developing and updating its Directors' knowledge and capabilities. The chairman should regularly review and agree with each Director their training and development needs.

Executive and non-executive Directors

29. The Board should include a balance of executive and non-executive Directors (including independent non-executive Directors). No individual or small group of individuals should be able to dominate the Board's decision making. At least one third of the Board should comprise non-executive Directors, of which at least two non-executive Directors should be independent.
30. The Board should consider a non-executive Director to be "independent" if that Director meets, upon an assessment, objective criteria of independence set by the Board. Such independence criteria should encompass independence in character and judgement of the individual by having no commercial or other relationships or circumstances which are likely to affect or could appear to impair his judgement in a manner other than in the best interests of the Reporting Entity. In making the assessment of independence against such criteria, the Board should consider matters such as whether the Person:
 - a. has already served as a member of the Board for a significant period;
 - b. has been an Employee of the Reporting Entity or a member of the Group within the last five years;
 - c. has or has had, within the last three years, a material business relationship with the Reporting Entity, either directly or as a Partner, Shareholder, Director or senior Employee of another body that has such a relationship with the Reporting Entity;
 - d. receives or has received, in the last three years, additional remuneration or payments from the Reporting Entity apart from a Director's fee, or participates in the Reporting Entity's Share option, or

- a performance-related pay scheme, or is a member of the Reporting Entity's pension scheme;
- e. is or has been a Director, Partner or Employee of a firm which is the Reporting Entity's external auditor;
 - f. has close family ties with any of the Reporting Entity's advisers, Directors or senior Employees;
 - g. holds cross Directorships or has significant links with other Directors through involvement in other Companies or bodies; or
 - h. represents a significant Shareholder.
31. The terms and conditions of appointment of non-executive Directors should be made available for inspection by any Person at the Reporting Entity's registered office during normal business hours. The letter of appointment should set out the expected time commitment. Non-executive Directors should undertake that they will have sufficient time to meet what is expected of them. Their other significant commitments should be disclosed to the Board before appointment, with a broad indication of the time involved. The Board should be notified of subsequent changes.
32. The annual report of the Reporting Entity should identify each non-executive Director it considers to be independent, and the chairman and members of each of the Board committees. It should also state the relevant skills and expertise which each Director brings to the Board and set out the number of meetings of each of the committees and individual attendance by Directors.
33. As part of their role as members of the Board, non-executive Directors should constructively challenge and help develop proposals on business objectives and strategies for achieving those objectives. Non-executive Directors should scrutinise the performance of Senior Management against agreed goals and objectives and monitor the reporting of their performance.

Nomination committee

34. The Board should establish and maintain a nomination committee to lead the process for appointments and make recommendations to the Board relating to the appointment of Board members and the Senior Management. A majority of members of the nomination committee should be independent non-executive Directors. The chairman of the nomination committee should be an independent non-executive Director.
35. The mandate, composition and working procedures of the nomination committee should be well defined. The nomination committee should make available on the website of the Reporting Entity its written terms of reference explaining its role and the authority delegated to it by the Board.
36. The nomination committee should evaluate the balance of skills, knowledge, independence and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.

37. A separate section of the annual report of the Reporting Entity should describe the work of the nomination committee, including the process it has used in relation to Board appointments. An explanation should be given if neither an external consultancy nor an open advertising process has been used in the appointment of the chairman or a non-executive Director of the Board.

Secretary of the Reporting Entity

38. The responsibilities of the Reporting Entity's secretary should clearly include, under the direction of the chairman, ensuring good information flows within the Board and its committees and between Senior Management and non-executive Directors, as well as facilitating induction and assisting with professional development of Board members as required. The secretary should also be responsible for ensuring that Board procedures are fully complied with, and advising the Board through the chairman on all governance matters.
39. Both the appointment and removal of the secretary of the Reporting Entity should be a matter for the Board as a whole.

Information and support

40. All Directors should have access to accurate, timely and clear information relating to the business and affairs of the Reporting Entity to enable them to discharge their duties, taking due account of the roles undertaken by such members. The chairman is responsible for ensuring that the Directors receive such information. Senior Management has an obligation to provide such information, but Directors should seek clarification or amplification where necessary. All Directors should also have access to the advice and services of the secretary of the Reporting Entity, as he is responsible to the Board for ensuring compliance with the Board procedures.
41. The Board should ensure that Directors, especially non-executive Directors, have access to independent professional advice at the Reporting Entity's expense where necessary to enable them to discharge their respective roles and responsibilities. Committees of the Board should also be provided with sufficient resources including information to carry out their role and responsibilities effectively.

Performance evaluation

42. The Board should undertake a formal and rigorous evaluation of its own performance and that of its committees and individual Directors at least annually.
43. The chairman of the Board should act on the results of the performance evaluation by recognising the strengths and addressing the weaknesses of the Board and making any changes to the composition of the Board as required.
44. The Board should state in the annual report how performance evaluation of the Board, its committees and its individual Directors has been conducted.

Principle 4 – Risk management and internal control systems

Rule 9.2.6

"The Board must ensure that the Reporting Entity has an adequate, effective, well-defined and well-integrated risk management, internal control and compliance framework."

45. The Board should, at least annually, conduct a review of the effectiveness of the Reporting Entity's risk management, internal control and compliance framework and should report to the Shareholders that it has done so. The review should cover all aspects of material controls, including management, financial, operational and compliance controls and risk management systems. The Board may satisfy this requirement by instructing an external auditor to undertake the review and report to it on its outcome. They should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and effective.
46. The Board should establish formal and transparent arrangements for considering how it should apply the financial reporting and internal control systems, and for maintaining an appropriate relationship with its auditors.
47. The Board should establish policies and procedures for the identification and oversight and management of material business risks and disclose a summary of those policies and procedures in its annual report. The Board should also ensure that Senior Management implements the requisite risk management and internal control systems to manage material risks.

Audit committee

48. The Board should establish and maintain an audit committee to monitor and review the Reporting Entity's internal audit function and other internal controls. The main roles and responsibilities of the audit committee should be set out in written terms of reference, be available on the website of the Reporting Entity and include at least the following:
 - a. monitoring the integrity of the financial statements of the Reporting Entity and any Disclosures relating to the Reporting Entity 's financial performance and reviewing significant financial reporting judgements contained in them;
 - b. reviewing the Reporting Entity's internal financial controls and, unless expressly addressed by a separate risk committee of the Board or the Board itself, internal controls and risk management systems;
 - c. monitoring and reviewing the effectiveness of the Reporting Entity's internal audit function;
 - d. making recommendations to the Board in respect of the appointment, re-appointment, removal and terms of engagement, including remuneration, of the external auditor;
 - e. reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process;

- f. developing and implementing policy on the engagement of the external auditor to supply non-audit services; and
 - g. reviewing the adequacy of arrangements by which staff of the Reporting Entity may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.
49. The Board should appoint at least two independent non-executive Directors to the audit committee. At least one of the independent non-executive Directors appointed to the audit committee should have recent and relevant financial expertise. The chair of the audit committee should be an independent non-executive Director.
50. A separate section of the annual report should describe the work of the audit committee in discharging its responsibilities. The annual report should also explain to Shareholders how, if the auditor provides non-audit services, auditor objectivity and independence is safeguarded.

Principle 5 – Shareholder rights and effective dialogue

Rule 9.2.7

"The Board must ensure that the rights of Shareholders are properly safeguarded through appropriate measures that enable the Shareholders to exercise their rights effectively, promote effective dialogue with Shareholders and other key stakeholders as appropriate, and prevent any abuse or oppression of minority Shareholders."

51. The Board as a whole has responsibility for ensuring that a satisfactory dialogue with Shareholders takes place. Such dialogue should be based on the mutual understanding of objectives and provision of adequate information relating to the Reporting Entity including financial information, and how the business and affairs of the Reporting Entity are carried out.
52. The Board should hold a general meeting of Shareholders at least annually.
53. The Board should use the annual general meeting to communicate with Shareholders on important aspects of the Reporting Entity's business and affairs and encourage their participation. Shareholders should have the opportunity to ask questions of the Board, to place items on the agenda of general meetings and to propose resolutions.
54. At any general meeting, the Reporting Entity should propose a separate resolution on each substantial separate issue, and should in particular propose a resolution at the annual general meeting relating to the report and accounts. For each resolution, proxy appointment forms should provide Shareholders with the option to direct their proxy to vote either for or against the resolution or to withhold their vote.
55. The chairman should arrange for the chairs of the audit, remuneration, and nomination committees to be available to answer questions at the annual general meeting and for all Directors to attend either in person or by electronic means.

56. Whilst recognising that most Shareholder contact is with the chief executive and finance Director, the chairman and other Directors, including non-executive Directors as appropriate, should maintain sufficient contact with major Shareholders to understand their issues and concerns. The Board should keep in touch with Shareholder opinion using means which are most practical and efficient taking into account the nature, scale and complexity of its operations and the nature of its Shareholder base. The Board should use its website as a forum for the posting of information such as new strategies and a calendar for important meetings and other events.
57. The chairman should ensure that the views of Shareholders are communicated to the Board as a whole. In addition, the chairman should discuss the governance and strategy of the Reporting Entity, at least with its major Shareholders. Non-executive Directors should be offered the opportunity to attend meetings with major Shareholders and should expect to attend such meetings, especially if requested by major Shareholders.
58. The Board should ensure that no steps are taken which may prevent Shareholders consulting with other Shareholders on issues concerning their basic Shareholder rights, subject to exceptions to prevent abuse. Similarly, the Board should also protect minority Shareholders from any oppressive or abusive action by controlling or major Shareholders.

Other stakeholders

59. While Shareholders of the Reporting Entity form the major stakeholder group of the Reporting Entity, the Board should also ensure that there are adequate channels of communication with its other key stakeholders as appropriate to the nature, scale and complexity of its business operations, and the environment in which it operates. Such stakeholders may include Employees, creditors and business Customers of the Reporting Entity. The Board should make an assessment of the level of information that should generally be made available to the public, or to any particular group of stakeholders, relating to the affairs of the Company, and how best to make use of its website or any other channels of communication as appropriate to disseminate relevant information.

Principle 6 –Position and prospects

Rule 9.2.8

"The Board must ensure that the Reporting Entity's financial and other reports present an accurate, balanced and understandable assessment of the Reporting Entity's financial position and prospects by ensuring that there are effective internal risk control and reporting requirements."

60. The Board's responsibility to present a true, balanced and understandable assessment of its financial position and prospects should extend to interim and other price-sensitive public reports and reports to regulators as well as to information required to be presented by law.
61. The Directors should explain in the annual financial report their responsibility for preparing that report and accounts, and there should be a statement by the auditor about their reporting responsibilities.

62. The Directors should include in the annual report an explanation of the basis on which the Reporting Entity generates or preserves value over the longer term (the business model) and the strategy for delivering the objectives of the Reporting Entity.
63. The Directors should report in annual and half yearly financial statements that the business is a going concern, with supporting assumptions or qualifications as necessary.

Principle 7 – Remuneration

Rule 9.2.9

"The Board must ensure that the Reporting Entity has remuneration structures and strategies that are well aligned with the long-term interests of the entity."

Directors' remuneration

64. Levels of remuneration of Directors should be sufficient to attract and retain Directors of appropriate quality, taking into account the nature, scale and complexity of the business of the Reporting Entity, and to provide effective direction and leadership to the Reporting Entity in managing its business and affairs successfully. In doing so, the Reporting Entity should avoid paying more than is necessary for this purpose.
65. The performance-related elements of remuneration should form an appropriate proportion of the total remuneration package of executive Directors and should be designed to promote the long term interests and viability of the Reporting Entity, to align their interests with those of Shareholders and other key stakeholders and to give these Directors appropriate incentives to perform at the highest levels.
66. Levels of remuneration for non-executive Directors should reflect the time commitment and responsibilities of their respective roles and the objectivity of judgement in the decision making required by them. In considering whether to grant Share options to non-executive Directors, a Reporting Entity should consider whether the granting of the Share options will impair the objectivity or independence of the non-executive Directors' decision making.
67. Generally, where non-executive Directors' remuneration includes Share options, rights resulting from the exercise of Share options should be subject to appropriate retention and vesting periods, generally until at least one year after the non-executive Director leaves the Board.
68. There should be a formal and transparent procedure for developing policies on executive remuneration and for fixing remuneration packages of individual Directors. No Director should decide his own remuneration, and ideally, all Directors' remuneration should be subject to recommendations of any internal remuneration committee, and otherwise upon the advice of an external consultant.

Remuneration committee

69. The Board should establish and maintain a remuneration committee to assess the remuneration of Directors (including the chairman). The remuneration

committee should comprise at least three members, with a majority of those members being independent non-executive Directors. The chair of the committee should be an independent non-executive Director. In addition, the chairman of the Board may also be a member but not the chair of the committee.

70. The remuneration committee should have delegated responsibility for setting remuneration for all executive Directors and the chairman. The committee should also recommend and monitor the level and structure of remuneration for the Senior Management and other key control functionaries such as the risk or compliance officers and auditors, to ensure that the independence and objectivity of the decision making by such control functionaries is not compromised or impaired by their remuneration structure. An important consideration that should be taken into account in setting remuneration of key control functionaries of the Reporting Entity is that their remuneration is not substantially linked to the profits generated by business or trading units whose activities are subject to monitoring and oversight by those functionaries.
71. The mandate, composition and working procedures of the remuneration committee should be well defined. The remuneration committee should make available on the website of the Reporting Entity its written terms of reference explaining its role and the authority delegated to it by the Board.
72. The remuneration committee should also be responsible for appointing any external consultants in respect of executive Directors' remuneration. Where external consultants are appointed, a statement should be made available of whether they have any other connection with the Reporting Entity.
73. The Board itself, or where required by the articles of association or other constitutional documents, the Shareholders, should determine the remuneration of the non-executive Directors.
74. The annual report of the Reporting Entity should contain sufficient information relating to the overall remuneration policy and strategy of the Reporting Entity to demonstrate that the remuneration, particularly of the executive Directors and Senior Management, properly links rewards to corporate and individual performance and outcomes, and to ensure that any performance-based remuneration granted is structured in such a way so as to not induce inappropriate risk taking by such individuals.

APP 5 LIST OF EXEMPT OFFERORS**A5.1 List of Exempt Offerors****A5.1.1** The following entities are Exempt Offerors:

- (a) Properly constituted governments, government agencies, central banks or other national monetary authorities of the following countries or jurisdictions:
 - (i) Organisation for Economic Co-operation and Development (OECD) member countries;
 - (ii) member countries of the Gulf Co-operation Council (GCC); or
 - (iii) the Emirate of Abu Dhabi.
- (b) The International Monetary Fund, the World Bank, the International Finance Corporation and the Islamic Development Bank.
- (c) A Special Purpose Vehicle used by an entity referred to in (a) or (b) to issue Securities.
- (d) Any other country, jurisdiction or supranational organisation, or any Special Purpose Vehicle use by a country, jurisdiction or supranational organisation to issue Securities that may be approved as an Exempt Offeror by the Regulator for the purpose of that Offer.

A5.1.2 For the purposes of A5.1.1(c) and (d), the Special Purpose Vehicle may be a vehicle controlled directly by the entity or indirectly through one or more Subsidiaries.

APP 6 CONTINUING OBLIGATIONS – SECURITY SPECIFIC DISCLOSURES

A6.1 Continuing obligations – Disclosures for Listed Entities

A6.1.1 This table forms part of Rule 2.7.8.

A6.1.2 A Listed Entity (or its Reporting Entity) must, on the occurrence of an event specified in column 1, make the required Disclosure detailed in column 2, within the time specified in column 3, in respect of the Securities identified with a "✓" in column 4, of this Table.

| A6.1.1 | | | | | | | | | | |
|---------|--|------------------------------|---|---------------------|--------|----------------------|--------------------------|------------|--------------|-----------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Structured Products | Shares | Warrants over Shares | Warrants over Debentures | Debentures | Certificates | |
| | | | | | | | | | Shares | Debentures |
| GENERAL | | | | | | | | | | |
| 1. | Any closure of the Listed Entity's register of security holders. | Disclosure of the closure. | At least ten Business Days before the closure. | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ |
| 2. | Any meeting of holders of Securities. | Disclosure of notice. | At the same time as such notice is sent to the holders of Securities. | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ |
| 3. | The final timetable for any proposed action affecting the rights of existing holders of its Listed Securities. | Disclosure of the timetable. | As soon as possible after finalisation of | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ ¹¹ |

¹¹ To the extent applicable to Debentures or, in the case of Certificates, the underlying Debentures.

| A6.1.1 | | | | | | | | | | |
|--------|---|--|-----------------------------------|---------------------|--------|----------------------|--------------------------|------------|--------------|------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Structured Products | Shares | Warrants over Shares | Warrants over Debentures | Debentures | Certificates | |
| | | | | | | | | | Shares | Debentures |
| | | | the timetable with the Regulator. | | | | | | | |
| 4. | All proposed drawings to effect partial redemptions, and, in the case of registered Debentures or Structured Products, the date on which it is proposed to close the books for the purpose of making a drawing. | Disclosure of the partial redemption. | As soon as possible. | ✓ | | | | ✓ | | |
| 5. | Changes to rights attaching to Listed Securities or other Securities into which they convert. | Disclosure of: <ul style="list-style-type: none"> (a) the class of Securities to which the changes apply; (b) the date on which the changes become effective; (c) confirmation that consent of the holders of the Securities (and any other holders of Relevant Securities) has been obtained and the date that | As soon as possible. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

| A6.1.1 | | | | | | | | | | |
|--------|---|--|----------------------|---------------------|--------|----------------------|--------------------------|------------|--------------|------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Structured Products | Shares | Warrants over Shares | Warrants over Debentures | Debentures | Certificates | |
| | | | | | | | | | Shares | Debentures |
| | | such consent was obtained); and (d) a summary of the changes. | | | | | | | | |
| 6. | Any decision made in regard to: (a) any change in the structure of the Listed Securities; | Disclosure. | As soon as possible. | ✓ | | | | | | |
| | (b) any change in the index to which any Listed Securities are linked (including any changes in the constituent elements of the index or basket of Securities or the way in which the index is calculated or in the frequency of calculation of the index or the entity that is responsible for calculating and disseminating information with respect to the index); | | | ✓ | | | | | | |

| A6.1.1 | | | | | | | | | | |
|--------|---|---------------------|--------------------|---------------------|--------|----------------------|--------------------------|------------|--------------|------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Structured Products | Shares | Warrants over Shares | Warrants over Debentures | Debentures | Certificates | |
| | | | | | | | | | Shares | Debentures |
| | (c) any changes in the trustee or custodian(where relevant); | | | ✓ | | | ✓ | ✓ | ✓ | ✓ |
| | (d) any change in the status of the product for taxation purposes; | | | ✓ | | | | | | |
| | (e) any suspension in the calculation of the index to which any Listed Securities are linked; | | | ✓ | | | | | | |
| | (f) any change in the trust deed or other document constituting the Listed Securities; | | | ✓ | | | ✓ | ✓ | | ✓ |
| | (g) any change in the paying agent; | | | ✓ | | | ✓ | ✓ | | ✓ |
| | (h) all proposed creations, or draw down issuances to effect partial redemptions including the outstanding amount of the Listed | | | ✓ | | | ✓ | ✓ | | ✓ |

| A6.1.1 | | | | | | | | | | |
|--------|--|---------------------|--------------------|---------------------|--------|----------------------|--------------------------|------------|--------------|------------|
| | EVENT GIVING RISE TO DISCLOSURE OBLIGATION | DISCLOSURE REQUIRED | TIME OF DISCLOSURE | Structured Products | Shares | Warrants over Shares | Warrants over Debentures | Debentures | Certificates | |
| | | | | | | | | | Shares | Debentures |
| | Securities which are admitted to the Official List after any such creation, redemption or drawdown has been made; | | | | | | | | | |
| | (i) the date on which it is proposed to close the books for the purposes of making drawdown, in the case of registered Structured Products; and | | | ✓ | | | | | | |
| | (j) any purchase, redemption (including predetermined and scheduled redemptions) or cancellation by the Listed Entity, or any member of the Listed Entity's Group of its Listed Structured Products after such purchase, redemption or cancellation. | | | ✓ | | | ✓ | ✓ | | ✓ |

A6.2 Other continuing obligations for Listed Entities

A6.2.1 This table forms part of Rule 2.7.8.

A6.2.2 A Listed Entity (or its Reporting Entity) must, on the occurrence of an event or matter specified in column 1, undertake the requirements detailed in column 2, within the time specified in column 3, in respect of the Securities identified with a "✓" in column 4, of this Table.

| A6.2.1 | | | | | | | | | | | Units |
|---------|--|---|--|---------------------|--------|----------------------|--------------------------|------------|--------------|------------|-------|
| | EVENT / MATTER | REQUIREMENTS | TIME | Structured Products | Shares | Warrants over Shares | Warrants over Debentures | Debentures | Certificates | | |
| | | | | | | | | | Shares | Debentures | |
| GENERAL | | | | | | | | | | | |
| 1. | Issue of further Debentures backed by the same asset, unless those further Debentures rank pari passu with or are subordinated to any class of Debentures which are already admitted to the Official List. | Prior approval of the existing holders of the existing class of Debentures must be obtained. | At all times. | | | | ✓ | ✓ | | ✓ | |
| 2. | Proxy forms in the case of equity Securities. | The proxy form sent out must make provision for two-way voting on all resolutions intended to be proposed at the meeting. | At the same time as the sending of the notice convening the meeting. | | ✓ | ✓ | ✓ | | ✓ | | ✓ |
| 3. | Paying agency for Debentures and Structured Products. | The Listed Entity's paying agent must provide facilities for obtaining new Securities, to replace those Securities which | At all times until the date on which no such Securities are outstanding. | ✓ | | | ✓ | ✓ | | ✓ | |

| A6.2.1 | | | | | | | | | | | |
|---------------------|--|--|---------------|---------------------|--------|----------------------|--------------------------|------------|--------------|------------|-------|
| | EVENT / MATTER | REQUIREMENTS | TIME | Structured Products | Shares | Warrants over Shares | Warrants over Debentures | Debentures | Certificates | | Units |
| | | | | | | | | | Shares | Debentures | |
| | | have been damaged, lost or stolen or destroyed and for all other purposes provided for in the terms and conditions of the Securities. | | | | | | | | | |
| REGISTRATION | | | | | | | | | | | |
| 4. | Maintenance of the register. | If the Listed Entity does not maintain its own register, the Listed Entity must make appropriate arrangements with its registrar to ensure compliance with any relevant continuing obligations in this Appendix. | At all times. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 5. | Receipt of properly executed transfer documents or a request to split documents evidencing Securities. | The Listed Entity shall ensure that transfers are registered by the registrar within seven Business Days of receipt of the documents evidencing the Securities. | At all times. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

| A6.2.1 | | | | | | | | | | | |
|--------|---|--|---|------------------------|--------|-------------------------|-----------------------------|------------|--------------|------------|-------|
| | EVENT / MATTER | REQUIREMENTS | TIME | Structured Products | Shares | Warrants over Shares | Warrants over Debentures | Debentures | Certificates | | Units |
| | | | | | | | | | Shares | Debentures | |
| 6. | Registration of transfers or other documents relating to or affecting the title to any Securities, splitting documents evidencing Securities, issuing documents evidencing Securities or marking or noting such documents. | Subject to 6 above, the Listed Entity and its registrar shall not charge investors any fee for the registration. | At all times. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 7. | Any Disclosure of the timetable for any proposed action affecting the rights of existing holders of its Listed Securities. The Regulator may request amendments to the timetable, if considered necessary for the purpose of maintaining an orderly market. | Notify the Regulator. | At least 24 hours in advance of proposed publication. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 8. | Any proposed amendments to a timetable, including amendment to the publication details of a Disclosure. | Notify the Regulator. | Immediate. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 9. | All proposed drawings to effect partial redemptions and, in the case of registered Debentures | The Regulator must be notified of the outstanding amount of the Securities | In advance. | ✓ | | | | ✓ | | ✓ | |

| A6.2.1 | | | | | | | | | | | Units |
|--------|--|---|----------------------|---------------------|--------|----------------------|--------------------------|------------|--------------|------------|-------|
| | EVENT / MATTER | REQUIREMENTS | TIME | Structured Products | Shares | Warrants over Shares | Warrants over Debentures | Debentures | Certificates | | |
| | | | | | | | | | Shares | Debentures | |
| | or Structured Products, the date on which it is proposed to close the books for the purpose of making a drawing. | which are admitted to the Official List after any such drawing has been made, for publication by the Regulator. | As soon as possible. | | | | | | | | |
| 10. | Any proposed decision with regard to: (a) any alteration of the Listed Entity's constitution and, in the case of Debentures and Structured Products, any change in the trust deed or other document securing or constituting the Securities; (b) any change in the domicile of incorporation or other establishment of the Listed Entity; (c) any change in the rights attaching to any class of Securities which are | Notify the Regulator. | In advance. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

| A6.2.1 | | | | | | | | | | | Units |
|--------|---|--------------|------|------------------------|--------|-------------------------|-----------------------------|------------|--------------|------------|-------|
| | EVENT / MATTER | REQUIREMENTS | TIME | Structured Products | Shares | Warrants over Shares | Warrants over Debentures | Debentures | Certificates | | |
| | | | | | | | | | Shares | Debentures | |
| | Listed (including, in the case of Debentures, any change in the rate of interest carried and, in the case of Structured Products, any change in the way the value of the Securities is calculated) and any change in the rights attaching to any Securities into which any Securities which are Listed are convertible or exchangeable (including, in the case of Structured Products, any changes in any index to which the Securities are linked); (d) any change in the Listed Entity's ongoing contact; (e) any change in the Listed Entity's secretary, auditors, registered | | | | | | | | | | |

| A6.2.1 | | | | | | | | | | | Units |
|--------|---|---|----------------------|------------------------|--------|-------------------------|-----------------------------|------------|--------------|------------|-------|
| | EVENT / MATTER | REQUIREMENTS | TIME | Structured Products | Shares | Warrants over Shares | Warrants over Debentures | Debentures | Certificates | | |
| | | | | | | | | | Shares | Debentures | |
| | <div>address, transfer agent or registrar;</div> <div>(f) in the case of Debentures or Structured Products, any change in the trustee or custodian;</div> <div>(g) in the case of convertible Securities, any change in the Listed Entity of the convertible;</div> <div>(h) in the case of Structured Products, any change in the paying agent; and</div> <div>(i) in the case of depositary receipts, any change in the depositary.</div> | | | | | | | | | | |
| 11. | In respect of Securities which carry rights of conversion or exchange into or subscription for the Securities of another | The Listed Entity must ensure that adequate information is at all times available about the other Company and about any changes in the rights | As soon as possible. | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |

| A6.2.1 | | | | | | | | | | Units |
|--------|--|---|------|---------------------|--------|----------------------|--------------------------|------------|--------------|-------|
| | EVENT / MATTER | REQUIREMENTS | TIME | Structured Products | Shares | Warrants over Shares | Warrants over Debentures | Debentures | Certificates | |
| | | | | | | | | | | |
| | Company, or are guaranteed by another Company. | attaching to the Securities to which such rights of conversion, exchange or subscription relate. This must include the availability of the audited annual accounts of the other Company together with any interim financial statements and any other information necessary for a realistic valuation of such Securities to be made. | | | | | | | | |

APP 7 PRODUCT SUMMARY NOTE**A7.1 General**

- A7.1.1** This appendix sets out the template for the Product Summary Note for Exempt Offers of Securities pursuant to Rule 4.3.5.
- A7.1.2** The template serves as a minimum standard. Issuers shall adhere to the format (including the tabular structure), headings and sub-headings set out in the templates for their respective Securities. Additional sub-headings may be added if these are useful to enumerate points in a long section. Issuers shall include any additional key information that is important for investors to understand the Exempt Offer.
- A7.1.3** Information in the Product Summary Note (including footnotes and references) shall be clearly legible and in a font size of at least 10-points.
- A7.1.4** Subject to Rule 4.3.5, Issuers shall refrain from including disclaimers in relation to information disclosed in the Product Summary Note or in respect of the Product Summary Note.
- A7.1.5** Issuers shall avoid producing marketing material which resembles or may otherwise be confused with a Product Summary Note.

Guidance

1. The Product Summary Note should ideally not exceed 12 pages in length based upon an A4 paper size format, including diagrams and illustrations.
2. Notes to guide Issuers in preparing their Product Summary Notes are presented as italicised statements in square brackets in the template. Some examples are presented for illustration. These notes and examples are not meant to be prescriptive or exhaustive. Issuers should consider and decide on the information to be disclosed in the Product Summary Note so as to highlight key information of their Exempt Offer to investors.
3. The use of diagrams and illustrations such as graphs, charts, flowcharts and tables to present information in the Product Summary Note is encouraged.
4. Issuers should set out information in the template in clear and simple language that investors can easily understand (i.e. in plain English) and should avoid using technical terms or acronyms in the Product Summary Note. Where technical terms or acronyms are unavoidable, Issuers should explain these technical terms in the “Definitions” section of the template.
5. Issuers should include references to corresponding sections of the Exempt Offer document which set out additional information for investors in the right-hand column of the Product Summary Note. Issuers are encouraged to include links to online copies of the Exempt Offer document. However, key information should be clearly disclosed in the Product Summary Note and issuers should not merely make reference to information in other sources, such as the Offer document.

A7.2 Template

Prepared on: [DD/MM/YY]

**NAME OF OFFER
(the “Securities”)****EXAMPLE:** OFFER OF [ORDINARY SHARES] IN [NAME OF ISSUER] (“the “Securities”)

Prior to making a decision to purchase the Securities, you should consider all the information contained in the Offer document carefully and whether you understand what is described in the Offer document. This Product Summary Note should be read in conjunction with the Offer document. You will be subject to various risks and uncertainties, including the potential loss of your entire principal amount invested. You should also consider whether an investment in the Securities is suitable for you taking into account your investment objectives and risk appetite. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax or other professional adviser. You are responsible for your own investment choices.

This offer document is an Exempt Offer in accordance with the Market Rules of the ADGM Financial Services Regulatory Authority. This Exempt Offer document is intended for distribution only to Persons of a type specified in the Market Rules. It must not be delivered to, or relied on by, any other Person. The ADGM Financial Services Regulatory Authority has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The ADGM Financial Services Regulatory Authority has not approved this Exempt Offer document nor taken steps to verify the information set out in it, and has no responsibility for it. The Securities to which this Exempt Offer relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Securities offered should conduct their own due diligence on the Securities. If you do not understand the contents of this Exempt Offer document you should consult an authorised financial advisor.

This Product Summary Note is an important document.

- **It highlights the key information and risks relating to the offer of the Securities contained in the Exempt Offer document. It complements the Offer document.**
- **You should not purchase the Securities if you do not understand the nature of an investment in [type of securities], our business or are not comfortable with the accompanying risks.**
- **If you wish to purchase the Securities, you will need to make an application in the manner set out in the Offer document. If you do not have a copy of the Offer document, please contact us to ask for one.**

| | | | |
|--|--|---|--|
| Issuer / Sponsor (where applicable) | [•] [•] | Place of incorporation | [•] |
| Details of this offer | [•] Example: Total number of shares to be offered – [•] | Total amount to be raised in this offer | [•] Example: • Gross proceeds – \$[•] to \$[•] • Net proceeds – \$[•] to \$[•] |
| Issue Price | [•] Example: \$[•] for each share | Issue Manager(s) Underwriter(s) (where applicable) | [•] [•] |

OVERVIEW

WHO ARE WE AND WHAT DO WE DO?

[Provide an overview of the Issuer and its subsidiaries (the “Group”), including the Group’s nature of operations and principal activities, principal markets the Group competes in, principal place of operations and operational history. Information should be presented using diagrams (e.g. tables, graphs and charts) where appropriate.]

Example:

We are engaged in the business of *[principal business]* in *[country]*. We were incorporated in *[country]* on *[date]* under the name of *[name of company]* (and together with our subsidiaries, referred to as the “Group”). On *[date]*, we acquired all of the ordinary share capital of *[name of subsidiaries]*. Since our acquisition of *[name of subsidiaries]*, we have been a major supplier of *[principal business]* in *[country]*. Our subsidiaries, *[subsidiary X]*, *[subsidiary Y]* and *[subsidiary Z]* are responsible for design and manufacturing of our products in *[country X]*, *[country Y]* and *[country Z]* respectively.

The structure of our Group as at the date of this Offer document is as follows:

[structure chart]

Further Information

Refer to the “*[relevant section]*” on page(s) [•] of the Offer document for more information on our background and business.

WHO ARE OUR DIRECTORS AND KEY EXECUTIVES?

[Provide brief information on the Issuer’s board of directors and key executives (i.e. CEO, CFO, COO).]

Example:

Our board of directors comprise the following directors:

- Director A (executive, non-independent)
- Director B (executive, non-independent)
- Director C (non-executive, independent)
- Director D (non-executive, independent)
- Director E (non-executive, independent)

Our key executives are *[names and designations of executive officers]*.

[Name of chairman] has been our Company’s chairman since *[date]*.

Refer to the “*[relevant section]*” on page(s) [•] of the Offer document for more information on our directors and management.

WHO ARE OUR CONTROLLING [SHAREHOLDERS/UNITHOLDERS] AND [SPONSORS (IF RELEVANT)]?

[Identify the controlling shareholder(s)/controlling unitholder(s) and sponsors (if relevant) of the Issuer, and state the percentage of shares/units of each class in which each controlling shareholder/controlling unitholder and sponsors (if relevant) has an interest, whether direct or deemed, as of the latest practicable date and immediately after the offer.]

Example:

Prior to the offer, [controlling shareholder] holds [●]% of our Company's total issued share capital. He is expected to hold at least [●]% of our Company post-offer and to remain as a controlling shareholder.

Refer to the "[relevant section]" on page(s) [●] of the Offer document for more information on our controlling [shareholders/unitholders].

HOW WAS OUR HISTORICAL FINANCIAL PERFORMANCE AND WHAT IS OUR CURRENT FINANCIAL POSITION?

[Provide key profit and loss data (including net sales or revenue, profit or loss before tax, net profit or loss, and earnings or loss per share before and after the offer) and cash flows data (cash flows from operating, financing and investing activities) of the Issuer in respect of each of the relevant number of most recent completed financial year(s) and any subsequent interim period for which financial information has been included in the Offer document. Briefly discuss the most significant factors, events or new developments which materially affected the Issuer's sales or revenue, expenses and profit or loss before tax for each financial period.]

Provide also key balance sheet data (including total assets, total liabilities, net assets or liabilities and issued capital and reserves) as at the end of the most recent completed financial year or any subsequent interim period for which financial information has been included. In addition, include the profit forecast or profit estimate information if a profit forecast or profit estimate is disclosed in the Offer document. Key financial information should be presented using diagrams (e.g. tables, graphs and charts) where appropriate.]

Example:

Key profit and loss information

| | Year ended 31 December | | | Forecasted profit |
|---------------------------------------|------------------------|----------|----------|-------------------|
| | [Year] | [Year] | [Year] | [Year] |
| | \$(‘000) | \$(‘000) | \$(‘000) | \$(‘000) |
| Net revenue | [●] | [●] | [●] | [●] |
| Profit / (loss) before tax | [●] | [●] | [●] | [●] |
| Profit / (loss) after tax | [●] | [●] | [●] | [●] |
| Earnings / (loss) per share - Basic | [●] | [●] | [●] | [●] |
| Earnings / (loss) per share - Diluted | [●] | [●] | [●] | [●] |

Key cash flows information

| | Year end 31 December | |
|--|----------------------|----------|
| | [Year] | [Year] |
| | \$(‘000) | \$(‘000) |
| Net cash generated from operating activities | [●] | [●] |

Refer to the "[relevant section]" on page(s) [●] of the Offer document for more information on our financial performance and position.

| | | |
|--|-----|-----|
| Net cash used in investing activities | [•] | [•] |
| Net cash generated from financing activities | [•] | [•] |
| Net increase / (decrease) in cash and cash equivalents | [•] | [•] |
| Cash and cash equivalents at end of year / period | [•] | [•] |

Key balance sheet information

| | Year end 31 December | |
|----------------------------|----------------------|----------|
| | [Year] | [Year] |
| | \$('000) | \$('000) |
| Total assets | [•] | [•] |
| Total liabilities | [•] | [•] |
| Net assets / (liabilities) | [•] | [•] |

The most significant factors contributing to our financial performance over the last two completed financial years are as follows:

- Our revenue for [year] increased by \$[•] million ([•]%) due to an increase in sales volume contributed by our introduction of our new product in [year].
- Our net profit from operations in [year] was \$[•] million, which is [•]% higher than our net profit from operations of \$[•] million in [year]. This was mainly attributable to lower finance costs of \$[•] million due to lower interest rates and lower loan principals.
- Our net cash generated from operating activities decreased by \$[•] million from \$[•] million in [year] to \$[•] million in [year] due to an increase in credit sales that contributed to an increase in trade receivables of \$[•] million from \$[•] million in [year] to \$[•] million in [year].
- Our net assets increased by \$[•] million from \$[•] million in [year] to \$[•] million in [year] mainly due to the \$[•] million increase in inventories for our new product introduced in [year].

The above factors are not the only factors contributing to our financial performance in FY[•] and FY[•]. Please refer to the other factors set out in pages [•] to [•] of the Offer document.

INVESTMENT HIGHLIGHTS

WHAT ARE OUR BUSINESS STRATEGIES AND FUTURE PLANS?

[Briefly describe the Issuer's or the Group's (as the case may be) key strategies and future plans for the development of its business]

Example:

Key Strategies and Future Plans

We have a well-established brand name in [country] and we are recognised as the leading manufacturing company of [principal business] in [country]. We have a strong management team with over 20 years of experience in the industry and the management team has contributed significantly to our Company's growth and expansion since our incorporation in [year]. We aim to strengthen our position in this industry and region by expanding our operations to [names of countries] in the next 3 years.

We have also recently started a joint venture with [name of company] to enter into the [secondary business] market. We believe that there is a growing market for [secondary business] in [country] given the changing lifestyles of consumers in [country].

Refer to the "[relevant section]" on page(s) [•] of the Offer document for more information on our strategies and future plans.

| WHAT ARE THE KEY TRENDS, UNCERTAINTIES, DEMANDS, COMMITMENTS OR EVENTS WHICH ARE REASONABLY LIKELY TO HAVE A MATERIAL EFFECT ON US? | |
|---|---|
| <p><i>[Where applicable, briefly discuss, for at least the current financial year, the Issuer's or the Group's (as the case may be) business and financial prospects, any significant recent trends in production, sales and inventory, and in the costs and selling prices of products and services, as well as any other known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in the Offer document to be not necessarily indicative of the future operating results or financial condition of the Issuer or the Group (as the case may be). If there are no such trends, uncertainties, demands, commitments or events, provide an appropriate statement to that effect.]</i></p> <p>Example:</p> <p>For the current financial year, our Directors have observed the following trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the net sales or revenues, profitability, liquidity or capital resources of the Group, or that would cause financial information disclosed in the Offer document to be not necessarily indicative of the future operating results or financial condition of the Group:</p> <ul style="list-style-type: none"> (a) the demand for <i>[activity]</i> has increased with the recent growth <i>[country]</i>'s economy. We expect our revenue from our <i>[business segment]</i> to increase in line with the increase in <i>[activity]</i>; and (b) we expect the upward trend in <i>[activity]</i> to have a positive impact on the demand for our <i>[service]</i>. <p>Operating costs are also expected to increase together with the increase in the level of <i>[activity]</i>.</p> <p>The above are not the only trends, uncertainties, demands, commitments or events that could affect us. Please refer to the other factors set out in pages [●] to [●] of the Offer document.</p> | <p>Refer to the "[relevant section]" on page(s) [●] of the Offer document for more information on our business and financial prospects.</p> |
| WHAT ARE THE KEY RISKS WHICH HAD MATERIALLY AFFECTED OR COULD MATERIALLY AFFECT US AND YOUR INVESTMENT IN OUR SECURITIES? | |
| <p><i>[Discuss the key risks which the Issuer considers to be the most important for the investor when deciding whether or not he should invest in the shares/units being offered, taking into account the possibility of the risk occurring and/or whether the event will have a material adverse impact on the Issuer's or the Group's business operations, financial position and results, and the investor's investment in the shares/units. The Issuer should not set out the entire list of risk factors found in the "Risk Factors" section of the Offer document.]</i></p> <p>Example:</p> <p>KEY RISKS</p> <p>We consider the following to be the most important key risks which had materially affected or could materially affect our business operations, financial position and results, and your investment in our shares.</p> | <p>Refer to the "[relevant section]" on page(s) [●] of the Offer document for more information on risk factors.</p> |

- **An economic downturn could negatively affect our profitability:** Our industry is exposed to cyclical variations in the general economy and to uncertainty of future economic prospects. Economic downturns could have an adverse impact on overall demand. This would result in a decrease in our sales and earnings.
- **Our industry is highly competitive:** We compete against numerous businesses and our competitors may be larger and have greater financial resources. We compete for customers, financing, employees and other resources. This creates both strong price and quality competition, which leads to increased costs in the form of marketing and customer services, in addition to price reductions. Our ability to compete effectively depends on several factors, including our market presence, our reputation, our competitors, and general trends in the industry and economy. There is no assurance that we can compete successfully.
- **A substantial proportion of our revenues is derived from several major customers and loss of their business may seriously impact our financial results:** Our five largest customers accounted for approximately [●]% of our revenues for the year ended [year], and our ten largest customers accounted for approximately [●]% of our revenues for the year ended [year]. Our revenues may significantly decrease if we lose any of these customers or if our customers reduce their volume of business with us.
- **We face risks associated with our business being conducted in [country]:** As most of our operations are conducted in [country], our business may be adversely affected if we cannot successfully manage inherent risks including: unexpected political or economic developments; fluctuations in foreign currency exchange rates; unfavourable tax consequences; adverse legal or regulatory changes; insufficient protection for intellectual property rights; and complexities relating to currency and capital transfers.
- **The restrictions on our operating subsidiary's ability to make payments to us could have a material adverse effect on our ability to fund and operate our business:** We are a holding company and conduct substantially all of our business through our operating subsidiaries in [country]. Accordingly, we will rely on dividends paid by our subsidiaries for our cash needs, including the necessary funds to pay our operating expenses, service any debt we may incur, and pay any dividends that may be declared. The payment of dividends by [country] entities such as our subsidiaries is subject to limitations in accordance with the rules and regulations of [country], which may negatively affect our operations and profitability.

The above are not the only risk factors that had a material effect or could have a material effect on our business operations, financial position and results, and your shares. Refer to “[relevant section]” on page(s) [●] of the Offer document for a discussion on other risk factors and for more information on the above risk factors. Prior to making a decision to invest in our [shares/units], you should consider all the information contained in the Offer document.

WHAT ARE THE RIGHTS ATTACHED TO THE SECURITIES OFFERED?

[Describe the type and class of shares/units being offered, including the rights attached to the shares/units and any restrictions on the free transferability of shares/units.]

Example:

Key Information on Shares Offered

As of the date of this Offer document, our issued and paid up share capital was \$[●] consisting of [●] shares.

We have only one class of shares, and the shares offered will have the same rights as our other existing issued and paid-up shares, including voting rights. Shareholders will be entitled to all rights attached to their shares in proportion to their shareholding, such as any cash dividends

Refer to the “[relevant section]” on page(s) [●] of the Offer document for more information.

declared by the Company and any distribution of assets upon liquidation of the Company. There are no restrictions on the transferability of our shares.

HOW WILL THE PROCEEDS OF THE OFFER BE USED?

[Provide information on the amount of proceeds raised from the offer will be allocated to each principal intended use. Information on the use of proceeds should be presented using diagrams (e.g. tables, graphs and charts) where appropriate.]

Example:

Use of Proceeds

The net proceeds to be raised in the offer (after deducting estimated expenses to be borne by us) is \$[●]. The following represents our estimate of the allocation of the gross proceeds expected to be raised from the offer, assuming the over-allotment option is not exercised. We will not receive any proceeds from the sale of shares by vendors.

| Details of utilisation | \$ (million) | Allocation for each \$1.00 gross proceeds raised |
|--|--------------|--|
| (1) Net proceeds: | | |
| (a) Expansion of business | [●] | [●] |
| (b) Working capital and general corporate purposes | [●] | [●] |
| (2) Other estimated expenses | [●] | [●] |
| Total | [●] | 1.00 |

Refer to the "[relevant section]" on page(s) [●] of the Offer document for more information on our use of proceeds.

WILL WE BE PAYING [DIVIDENDS/DISTRIBUTIONS] AFTER THE OFFER?

[Describe (i) the dividends/distributions per share/unit, if any, paid by the Issuer for each of the 3 most recent completed financial years, and (ii) the Issuer's dividend/distribution policy, or if it does not have a fixed policy, to state so. Provide clear and prominent disclosure of any existing or proposed arrangement that materially enhances short-term yields while potentially diluting long-term yields. The disclosure should include a computation of the forecast distribution yield assuming that the arrangements are not in place.]

Example:

Over the last three financial years ended 31 December [year], [year] and [year], we have not declared and distributed dividends. We currently do not have a fixed dividend policy. Any future payment of dividends by us would depend on our earnings, financial condition and other business and economic factors. If we do not pay any dividends, any return on investment may be limited to the value of our shares, and our shares may be less valuable because return on investment will depend entirely on capital appreciation.

Refer to the "[relevant section]" on page(s) [●] of the Offer document for more information on our [dividend / distribution] policy.

DEFINITIONS

[Provide definitions if necessary.]

CONTACT INFORMATION

WHO CAN YOU CONTACT IF YOU HAVE ENQUIRIES RELATING TO OUR OFFER?

HOW DO YOU CONTACT US?

[Provide contact details of Issuer, distributor(s)/underwriter(s) and/or issue manager(s) whom investors can contact if they have enquiries. Include a website address and email address, if appropriate.]

APP 8 RESTRICTED SECURITIES

A8.1 Determination of Restricted Securities

A8.1.1 This table forms part of Rule 9.6.5.

Terms used in this APP 8, and not otherwise defined in GLO, shall mean the following:

| | | | |
|--|---|--|--|
| Relevant Provider | Service | A Person (or an associate of a Person) who provides a service to the Applicant (or a Related Party of the Applicant) in connection with the Application's application for admission to the Official List, or in connection with the offer of Securities by the Issuer/Listed Entity. | |
| Restriction Formula | for Securities (non-Warrants) | The number of Securities not subject to a Restriction Period is calculated as $(A / B) \times C$, where: | |
| | | A = cash paid for the Securities that could be subject to a Restriction Period. | |
| | | B = price set for the Securities in the Applicant at the time of admission to the Official List, or as otherwise determined by the Regulator. | |
| | | C = the total number of Securities issued to the Person that could be subject to a Restriction Period. | |
| | for Warrants (which has the same terms as Warrants offered along with ordinary Securities), as part of an offering linked to an application for admission to the Official List. | The number of Securities not subject to a Restriction Period is calculated as $D \times E$, where | |
| | | D = the number of shares not subject to a Restriction Period. | |
| E = the number of Warrants for each ordinary Security offered under the offering, linked to an application for admission to the Official List. | | | |
| Vendor | A Person who disposes of an Unproven Asset to an Applicant (or a Related Party of an Applicant). | | |

| Category | Circumstances for the acquisition of the Securities | Number of Securities subject to a Restriction Period | Restriction Period |
|---|--|---|--|
| Category 1 <i>("Founders / Related Parties / Relevant Service Providers")</i> | <p>A Person who provided capital to the Applicant and who, at the time of the application for admission is a:</p> <p>(a) Related Party of the Applicant; or</p> <p>(b) Relevant Service Provider of the Applicant,</p> <p>and the Person acquired the Securities for cash or in consideration for the repayment of debt.</p> | <p>(a) For Shares or Warrants, the number as determined by the Restriction Formula.</p> <p>(b) All other Securities.</p> | <p>Two years from the time the Applicant's Securities are first admitted to trading on a Recognised Investment Exchange.</p> |
| Category 2 <i>("Non-related investors")</i> | <p>A Person who provided capital to the Applicant and who, at the time of the application for admission is not a:</p> <p>(a) Related Party of the Applicant; or</p> <p>(b) Relevant Service Provider to the Applicant,</p> <p>and the Person acquired the Securities for cash or in consideration for the repayment of debt.</p> | <p>(a) Securities which are fully paid Shares, for which consideration per Security was at least 80% of the price paid in any public offering of the Applicant's securities at the time of Applicant's application for admission to the Official List – Not subject to a Restriction Period</p> <p>(b) Subject to (a), where the consideration for the Securities or Options was less than 80%, the number as determined by the Restriction Formula.</p> <p>(c) All other Securities.</p> | <p>One year from the time the Applicant's Securities are first admitted to trading on a Recognised Investment Exchange.</p> |

| | | | |
|--|--|-----------------|---|
| Category 3 <i>("Related Vendors of Unproven Assets")</i> | <p>A Vendor who immediately before the time of the acquisition of the Unproven Asset is a:</p> <ul style="list-style-type: none"> (a) Related Party of the Applicant; or (b) Relevant Service Provider to the Applicant, <p>and the Vendor acquired the Securities in consideration for the Unproven Asset before the Applicant's Securities were admitted to the Official List.</p> | All Securities. | Two years from the time the Applicant's Securities are first admitted to trading on a Recognised Investment Exchange. |
| Category 4 <i>("Unrelated Vendors of Unproven Assets")</i> | <p>A Vendor who immediately before the time of the acquisition of the Unproven Asset is not a:</p> <ul style="list-style-type: none"> (a) Related Party of the Applicant; or (b) Relevant Service Provider of the Applicant, <p>and the Vendor acquired the Securities in:</p> <ul style="list-style-type: none"> (i) consideration for the Unproven Asset, or (ii) circumstances that included subscriptions of securities under a relevant agreement, where the cash subscription amounts were used to pay for the Unproven Asset, | All Securities. | One year from the time the Applicant's Securities are first admitted to trading on a Recognised Investment Exchange. |

| | | | |
|--|---|--|--|
| | before the Applicant's Securities were admitted to the Official List. | | |
| Category 5 <i>("Related Party Transaction")</i> | <p>A Vendor who immediately before the time of the acquisition of the Unproven Asset is a Person referred to in Rule 9.5.3, and the Person acquired the Securities in:</p> <ul style="list-style-type: none"> (a) consideration for the Unproven Asset, or (b) circumstances that included subscriptions of securities under a relevant agreement, where the cash subscription amounts were used to pay for the Unproven Asset, <p>after the Listed Entity was admitted to the Official List.</p> | All Securities. | <p>One year after the later of the following dates:</p> <ul style="list-style-type: none"> (a) the Restricted Securities are issued; or (b) all Restriction Agreements are submitted to the Regulator. |
| Category 6 <i>("Unrelated Vendor Transaction")</i> | <p>A Vendor who immediately before the time of the acquisition of the Unproven Asset is NOT a Person referred to in Rule 9.5.3, and the Person acquired the Securities in:</p> <ul style="list-style-type: none"> (a) consideration for the Unproven Asset, or (b) circumstances that included subscriptions of securities under a relevant agreement, where the cash subscription amounts were | <ul style="list-style-type: none"> (a) If the Vendor will have a relevant interest in at least 20% of the Listed Entity's issued capital, including if the Regulator determines to aggregate separate transactions – all of the Securities. (b) In any other case – Not subject to a Restriction Period. | <p>One year after the later of the following dates:</p> <ul style="list-style-type: none"> (a) the Restricted Securities are issued; or (b) all Restriction Agreements are submitted to the Regulator. |

| | | | |
|--|---|-----------------|---|
| | <p>used to pay for the Unproven Asset,</p> <p>after the Listed Entity was admitted to the Official List.</p> | | |
| Category 7 <i>("Relevant Service Providers")</i> | <p>A Person who, at the time of the application for admission, is a Relevant Service Provider of the Applicant, and the Person acquired the Securities in:</p> <p>(a) consideration for services, or</p> <p>(b) circumstances that included subscriptions of securities under a relevant agreement, where the cash subscription amounts were used to pay for the services,</p> <p>before the Applicant's Securities were admitted to the Official List.</p> | All Securities. | Two years from the time the Applicant's Securities are first admitted to trading on a Recognised Investment Exchange. |
| Category 8 <i>("Service Providers")</i> | <p>A Person who is engaged by the Applicant (or a Related Party) to provide professional services, and the Person acquired the Securities in:</p> <p>(a) consideration for services, or</p> <p>(b) circumstances that included subscriptions of securities under a relevant agreement, where the cash subscription amounts were used to pay for the services,</p> | All Securities. | Two years from the time the Applicant's Securities are first admitted to trading on a Recognised Investment Exchange. |

| | | | |
|--|---|--|---|
| | before the Applicant's Securities were admitted to the Official List. | | |
| Category 9 <i>("Employee Incentive Schemes")</i> | <p>A Person who acquires Securities under an Employee Share scheme and who is a:</p> <p>(a) Related Party of the Applicant; or</p> <p>(b) Relevant Service Provider of the Applicant,</p> <p>before the Applicant's Securities were admitted to the Official List.</p> | <p>(a) For Shares or Warrants, the number as determined by the Restriction Formula.</p> <p>(b) All other Securities.</p> | Two years from the time the Applicant's Securities are first admitted to trading on a Recognised Investment Exchange. |
| Category 10 <i>("Transferred Restricted Securities")</i> | Any Person to whom Restricted Securities are transferred where the Restricted Securities were issued before the Applicant's Securities were admitted to the Official List. | All Restricted Securities. | For the balance of the Restriction Period applying to those Restricted Securities. |
| Category 11 <i>("Specific Restricted Securities-related activities")</i> | <p>Any Person to whom Securities were issued in the following circumstances:</p> <p>(a) In substitution for Restricted Securities on a reorganisation;</p> <p>(b) In a bonus issue relating to Restricted Securities;</p> <p>(c) Where there is a conversion of Restricted Securities; or</p> | All Restricted Securities. | For the balance of the Restriction Period applying to those Restricted Securities. |

| | | | |
|--|--|--|--|
| | <p>(d) Where the consideration is payment of any amount outstanding on a partly paid Restricted Security,</p> <p>and the Restricted Securities were issued either before or after the Listed Entity's Securities were admitted to the Official List.</p> | | |
|--|--|--|--|